Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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): THE DALLAS FDN 3963 MAPLE AVE, #390

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 75219

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

H Check type of organization: ☒ 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) ▶ $ 21,195,094.

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).)*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	805.	805.		
	4	Dividends and interest from securities	270,464.	270,464.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	129,683.			
	b	Gross sales price for all assets on line 6a 3,189,485.				
	7	Capital gain net income (from Part IV, line 2)		120,825.		
	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	261,981.	256,201.		
	12	Total. Add lines 1 through 11	662,933.	648,295.		
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]	108,329.	108,329.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	90,437.	12,135.		813.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	10,904.			10,904.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	364,306.	310,811.		40,938.
	24	Total operating and administrative expenses. Add lines 13 through 23	651,484.	431,275.		130,163.
	25	Contributions, gifts, grants paid	722,500.			722,500.
	26	Total expenses and disbursements Add lines 24 and 25	1,373,984.	431,275.		852,663.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-711,051.			
	b	Net investment income (if negative, enter -0-)		217,020.		
	c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	807,937.	514,386.	514,386.
	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) ▶ *		* 325,000.	ATCH 5
		Less allowance for doubtful accounts ▶	75,000.	325,000.	325,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[6]	61,751.	69,654.	67,953.
	b	Investments - corporate stock (attach schedule) ATCH 7	10,649,111.	10,122,282.	10,214,752.
	c	Investments - corporate bonds (attach schedule) ATCH 8	195,531.	174,898.	172,383.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	9,893,235.	9,765,294.	9,900,620.
	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)	21,682,565.	20,971,514.	21,195,094.
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. ▶ [X]			
	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	21,682,565.	20,971,514.	
	30	**Total net assets or fund balances** (see instructions)	21,682,565.	20,971,514.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,682,565.	20,971,514.	

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	21,682,565.
2	Enter amount from Part I, line 27a	2	-711,051.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,971,514.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,971,514.

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)
1 a	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	120,825.
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

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))
2015	899,098.	19,142,525.	0.046969
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			

2	Total of line 1, column (d)	2	0.144224
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	0.028845
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,657,460.
5	Multiply line 4 by line 3	5	595,864.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,170.
7	Add lines 5 and 6	7	598,034.
8	Enter qualifying distributions from Part XII, line 4	8	852,663.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

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 ▶ [X] and enter 1% of Part I, line 27b	1	2,170.
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	2,170.
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	2,170.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 28,000.		
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	28,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	25,830.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 2,200. **Refunded** ▶	11	23,630.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	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*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ THE DALLAS FOUNDATION Telephone no ▶ 214-369-0406

Located at ▶ 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX ZIP+4 ▶ 75219

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	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		108,329.

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	10,749,886.
b	Average of monthly cash balances	1b	684,260.
c	Fair market value of all other assets (see instructions)	1c	9,537,895.
d	**Total** (add lines 1a, b, and c)	1d	20,972,041.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,972,041.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	314,581.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,657,460.
6	**Minimum investment return.** Enter 5% of line 5	6	1,032,873.

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

1	Minimum investment return from Part X, line 6			1	1,032,873.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,170.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,170.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,030,703.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,030,703.
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	1,030,703.

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	852,663.
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	852,663.
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	2,170.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	850,493.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,030,703.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			697,687.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 852,663.				
a Applied to 2015, but not more than line 2a			697,687.	
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 2016 distributable amount				154,976.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				875,727.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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))

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				722,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	805.	
4 Dividends and interest from securities			14	270,464.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	8,858.	18	120,825.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14		212.		261,769.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		9,070.		653,863.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 662,933.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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 [X] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 10/31/17 Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	10/26/2017		P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

JSA
6E1493 1 000

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				$ 3,189,485	$ 3,408,732	$ (219,247)
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 364,555
Section 751 gain on sale of partnership - Reclass						$ (24,483)
Total included in Part IV				$ 3,189,485	$ 3,408,732	$ 120,825
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 8,858
Part I, Line 6a Total						$ 129,683

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AMERIGAS PARTNERS LP	-554.	16.
K-1 INC/LOSS BUCKEYE PARTNERS, LP	-368.	2.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-1,575.	1.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-2,031.	90.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-7,190.	551.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-3,522.	31.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-11,966.	21.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-1,611.	36.
K-1 INC/LOSS GENESIS ENERGY, L.P	-4,445.	114.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	35,808.	26,395.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	253,163.	226,432.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-3,236.	4.
K-1 INC/LOSS MPLX LP	-4,716.	91.
K-1 INC/LOSS ONEOK PARTNERS LP	-3,450.	
K-1 INC/LOSS PHILLIPS 66 PARTNERS LP	-647.	32.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-4,582.	40.
K-1 INC/LOSS SHELL MIDSTREAM PARTNERS LP	-976.	26.
K-1 INC/LOSS SPECTRA ENERGY PRTN LP	-474.	4.
K-1 INC/LOSS SUNOCO LOGISTICS PARTNERS L	-652.	33.
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-1,219.	-1.
K-1 INC/LOSS WESTERN GAS PARTNERS, LP	-1,538.	33.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-2,673.	
FEDERAL TAX REFUND	2,581.	
INTEREST INCOME FROM NOTE RECEIVABLE	2,250.	2,250.
SEC 751 GAIN ON SALE AMERIGAS PARTNERS L	1,939.	
SEC 751 GAIN ON SALE ENBRIDGE ENERGY PAR	875.	
SEC 751 GAIN ON SALE ENERGY TRANSFER EQU	1,404.	
SEC 751 GAIN ON SALE ENLINK MIDSTREAM PA	2,490.	
SEC 751 GAIN ON SALE ENTERPRISE PRODUCTS	3,853.	
SEC 751 GAIN ON SALE GENESIS ENERGY, L.P	1,101.	
SEC 751 GAIN ON SALE MAGELLAN MIDSTREAM	1,986.	
SEC 751 GAIN ON SALE ONEOK PARTNERS LP	2,895.	

ATTACHMENT 1 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEC 751 GAIN ON SALE PLAINS ALL AMERICAN	2,780.	
SEC 751 GAIN ON SALE SPECTRA ENERGY PRTN	1,115.	
SEC 751 GAIN ON SALE TALLGRASS ENERGY PA	898.	
SEC 751 GAIN ON SALE WILLIAMS PARTNERS L	3,147.	
STATE TAX REFUND	569.	
SEC 751 GAIN ON SALE RHINO RESOURCE PART	552.	
TOTALS	261,981.	256,201.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	108,329.	108,329.
TOTALS	108,329.	108,329.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
990-PF ESTIMATED TAX FOR 2016	9,300.		
990-PF EXTENSION FOR 2015	65,189.		
FOREIGN TAX PAID	12,135.	12,135.	
PROPERTY TAXES	813.		813.
STATE INCOME TAX 2015	3,000.		
TOTALS	90,437.	12,135.	813.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	34,743.		34,743.
BANK CHARGES	3,581.	3,581.	
K-1 EXP BUCKEYE PARTNERS, LP	2.		
K-1 EXP ENBRIDGE ENERGY PARTNE	45.		
K-1 EXP ENERGY TRANSFER PARTNE	270.	254.	
K-1 EXP ENLINK MIDSTREAM PARTN	5.		
K-1 EXP ENTERPRISE PRODUCTS PA	1.		
K-1 EXP GENESIS ENERGY, L.P	45.	42.	
K-1 EXP JTL PRIVATE EQUITY FUN	43,366.	42,597.	
K-1 EXP LUPTON HEDGE FUND PART	275,832.	264,183.	
K-1 EXP MAGELLAN MIDSTREAM PAR	10.		
K-1 EXP MPLX LP	20.		
K-1 EXP ONEOK PARTNERS LP	4.		
K-1 EXP PLAINS ALL AMERICAN PI	150.	138.	
K-1 EXP SPECTRA ENERGY PRTN LP	9.	5.	
K-1 EXP SUNOCO LOGISTICS PARTN	12.	11.	
K-1 EXP WILLIAMS PARTNERS LP	16.		
PAYROLL PROCESSING FEES	625.		625.
STATE OR LOCAL FILING FEES	20.		20.
TEMPORARY HELP	550.		550.
DUES & MEMBERSHIPS	5,000.		5,000.
TOTALS	364,306.	310,811.	40,938.

ATTACHMENT 5

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

BORROWER:	OTR FUND I, LLC - 3.00%
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:	MAKING BELOW MARKET INT RATE LOANS
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE .... 75,000.

ENDING BALANCE DUE .... 75,000.

ENDING FAIR MARKET VALUE .... 75,000.

BORROWER:	OTR FUND I, LLC - 4.50%
ORIGINAL AMOUNT:	250,000.
INTEREST RATE:	4.5000 %
DATE OF NOTE:	07/14/2016
MATURITY DATE:	07/14/2017
REPAYMENT TERMS:	ANNUALLY
SECURITY PROVIDED:	COMPANY ASSETS
PURPOSE OF LOAN:	MAKING BELOW MARKET INT RATE LOANS
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

ENDING BALANCE DUE .... 250,000.

ENDING FAIR MARKET VALUE .... 250,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 75,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 325,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 325,000.

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL NATIONAL MORTGAGE ASSO	11,131.	11,128.
FHLMC - K012 CL A2 - 4.186% -	5,527.	5,381.
FHLMC REMIC K-AIV CL A 2 - 3.9	5,417.	5,326.
US T - 0.000% - 08/15/2026	4,967.	4,599.
US T - 2.500% - 05/15/2046	5,069.	4,443.
US T BDS - 2.500% - 02/15/2045	4,943.	4,454.
US T BDS - 3.000% - 05/15/2045	9,925.	9,865.
US T BOND - 4.250% - 05/15/203	1,341.	1,214.
US T BOND - 4.375% - 05/15/204	8,387.	8,661.
US T NTS - 0.018% - 11/30/2021	8,857.	8,933.
US TURY - 2.250% - 11/15/2025	4,090.	3,949.
US OBLIGATIONS TOTAL	69,654.	67,953.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABERDEEN ASSET MANAGEMENT PLC	19,036.	9,941.
ACADIA PHARMACEUTICALS INC	7,618.	5,739.
ACCENTURE PLC	44,531.	49,429.
ACS ACTIVIDADES CO UNSP ADR	26,286.	27,296.
ADECCO S.A. UNSP/ADR	21,000.	26,708.
ADIENT PLC	4,239.	5,333.
AEGON N V ORD AMER REG	41,585.	33,821.
AERCAP HOLDING N.V	25,967.	28,669.
AGIOS PHARMACEUTICALS INC	8,018.	3,088.
AGREE REALTY CORP	3,757.	5,480.
AIRBUS GROUP	39,538.	44,498.
AKORN INC	15,268.	11,548.
ALASKA AIR GROUP INC	7,538.	10,914.
ALBEMARLE CP	7,369.	11,363.
ALDER BIOPHARMACEUTICALS	7,960.	4,347.
ALEXANDRIA REAL ESTATE EQUITIE	7,029.	9,113.
ALLERGAN PLC	60,031.	59,853.
ALLETE INC	7,921.	10,527.
ALLIANT CORP	10,104.	12,579.
ALLIANZ SE ADR	35,799.	37,294.
ALLIED WORLD ASSURANCE CO HLDG	4,257.	5,962.
AMADEUS IT HLDS SA	16,156.	18,383.
AMBEV SA	26,744.	21,692.
AMC NETWORKS INC	12,269.	9,160.
AMCOR LTD	30,345.	31,777.
AMERICAN EXPRESS CO	25,712.	25,187.
AMN HEALTHCARE SERVICES INC	15,651.	17,187.
AMTRUST FINANCIAL SERVICES, IN	21,805.	21,192.
ANADARKO PETROLEUM CORP	98,392.	108,359.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANI PHARMACEUTICALS INC	10,338.	11,942.
ANNALY MTG MGMT INC. COM	10,387.	9,870.
APPLIED IDNS TECH	5,418.	8,019.
ARES CAPITAL CORPORATION - CLO	15,636.	15,847.
ARGAN, INC	7,573.	13,546.
ARRS INTERNATIONAL PLC	17,475.	14,041.
ARTISAN PARTNERS ASSET MANAGEM	11,312.	11,216.
ASTELLAS PHARMA INC	30,200.	26,583.
AUTODESK, INC	36,121.	53,361.
AUTOLIV INC	9,044.	9,731.
AVERY DENNISON CORP	8,393.	8,146.
AVNET INC	11,130.	13,188.
AXA ADS	39,869.	44,150.
B&G FOODS INC	24,124.	29,434.
BAIDU.COM - ADR	13,890.	13,810.
BANCO BILBAO ARG SA	36,508.	28,427.
BANCO LATINOAMERICANO DE COMER	13,347.	13,660.
BANK OF THE OZARKS	26,070.	35,919.
BEACON ROOFING SUPPLY, INC	11,207.	11,333.
BGC PARTNERS INC	8,289.	9,309.
BHP BILLITON SP ADR	21,834.	26,112.
BIG LOTS INC (EX CONSOLIDATED	13,180.	13,105.
BIOGEN INC	63,833.	59,268.
BLACKROCK STRAT INC OPP - INS	778,085.	753,145.
BOK FINANCIAL CORP	5,555.	8,719.
BOSTON BEER CO INC	15,083.	12,229.
BRAMBLES LTD UNSP AD	12,331.	13,355.
BRITISH AMERICAN TOBACCO PLC	65,188.	68,165.
BROADCOM LIMITED	53,004.	90,683.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROADRIDGE FINANCIAL	6,153.	7,558.
BROADSOFT INC	11,264.	13,571.
BUNZL PLC SPONSORED ADR	12,344.	11,868.
BURLINGTON STORES, INC	15,579.	24,832.
CAL-MAINE FOODS, INC	11,277.	11,354.
CALRSBERG AS SP ADR REP B	49,431.	48,777.
CAMBREX CP	18,178.	23,954.
CANADIAN NATL RAILWAY CO	14,387.	16,985.
CARREFOUR S.A	26,213.	24,050.
CARRIZO OIL & GAS, INC	17,762.	12,923.
CENOVUS ENERGY INC	14,062.	15,160.
CENTRAL GARDEN & PET CO	8,296.	10,490.
CGI GROUP INC CL A SUB VTG SHS	28,748.	36,311.
CHARLES RIV LABORATORIES INTL	12,719.	13,790.
CHARLES SCHWAB CORP	6,632.	10,657.
CHEMED CORP	16,306.	21,495.
CHINA BIOLOGIC PRODUCTS INC	7,794.	7,956.
CHINA MOBILE HGK LTD	39,528.	33,555.
CHUBB LIMITED	48,520.	49,413.
CIELO SA ADR	14,942.	12,281.
CIENA CORP	13,692.	15,085.
CIRRUS LOGIC INC	9,810.	15,266.
CISCO SYSTEMS INC	12,690.	15,714.
CITRIX SYSTEMS INC	23,077.	31,348.
CK HUTCHISON HLDGS	74,995.	64,672.
COCA-COLA AMATIL LTD ADR	6,030.	6,429.
COLGATE-PALMOLIVE COMPANY	41,750.	42,601.
COLONY FINANCIAL INC	18,432.	19,096.
COLUMBIA SPORTSWEAR CO	7,136.	6,705.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMCAST CORP	82,594.	106,613.
COMPAGNIE FINANCIERE RICHEMONT	22,728.	20,900.
COMPASS GROUP PLC SPON ADR	19,779.	22,024.
COMSCORE, INC	15,253.	10,137.
CONOCOPHILLIPS	13,018.	14,791.
CONSOLIDATED COMMUNICATIONS HO	3,668.	4,752.
COOPER TIRE & RUBBER CO	15,045.	14,841.
CORE-MARK HOLDING COMPANY, INC	12,995.	12,404.
CRACKER BARREL OLD COUNTRY STO	14,391.	17,867.
CRANE CO	60,036.	72,120.
CREE, INC	50,429.	39,559.
CRITEO SA	7,978.	7,066.
CSG SYST INTL INC.	14,507.	14,181.
CSL LTD	8,944.	8,850.
CULLEN FROST BANKERS INC	12,627.	16,940.
CVS CAREMARK CORP	11,299.	11,047.
CYS INVESTMENTS INC	1,060.	1,013.
DAVE AND BUSTERS ENTERTAINMENT	13,283.	16,102.
DBS GROUP HLDGS SPON ADR	26,161.	27,262.
DEUTSCHE POST AG	46,382.	49,339.
DIAGEO PLC ADS	50,479.	44,382.
DIAMOND OFFSHORE DRL	11,315.	6,726.
DINEEQUITY INC	13,673.	11,242.
DISCOVERY COMMUNICATIONS CL A	18,336.	17,159.
DNB NOR ASA SPONSOR ADR	26,311.	27,826.
DOLBY LABORATORIES	13,242.	17,172.
DONALDSON CO. INC	4,071.	5,008.
DOUBLELINE TOTAL RETURN BOND	370,132.	358,597.
DYCOM INDS INC	15,265.	13,408.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
E.ON AG SPON ADR REP 1/3 ORD N	31,764.	25,310.
EAST WEST BANCORP, INC	8,925.	11,640.
EASTGROUP PROPERTIES INC	6,575.	8,344.
EBAY INC	18,758.	21,971.
EMCOR GROUP INC	11,053.	13,657.
ENGIE	32,624.	26,881.
ENLINK MIDSTREAM LLC	12,495.	15,431.
EPR PROPERTIES	12,766.	16,005.
ERICSSON L M TEL CO	11,056.	7,917.
EURONET WORLDWIDE INC	20,939.	24,843.
EVERCORE PARTNERS INC	13,868.	13,603.
EXELON CORPORATION	21,399.	23,069.
EXLSERVICE HOLDINGS INC	13,793.	13,014.
EXPRESS SCRIPTS HOLDING CO	10,816.	9,975.
EXXON MOBIL CORP	67,705.	68,959.
FANUC LIMITED UNSPONSORED	11,879.	11,122.
FIDELITY NATIONAL FINANCIAL IN	15,393.	14,467.
FINANCIAL ENGINES INC COM	12,986.	11,466.
FLOWSERVE CP	7,019.	7,880.
FLUOR CORP	45,458.	42,909.
FOMENTO ECONOMICO MEXICANO	31,641.	27,893.
FORTIS INC	4,412.	4,323.
FRANKLIN RES INC	17,053.	14,645.
FREEPORT-MCMORAN COPPER & GOLD	28,510.	31,036.
FRESENIUS MED CAR AG	25,656.	24,735.
G III APPAREL GRP LTD	19,815.	10,228.
GALLAGHER ARTHUR J & CO	7,356.	8,054.
GARMIN LTD	4,625.	5,722.
GEMALTO N.V. ADR	27,968.	25,140.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GETINGE AB UNSP ADR	24,943.	16,696.
GIGAMON INC.	7,986.	9,474.
GLAXOSMITHKLINE PLC	20,447.	17,252.
GLOBUS MEDICAL INC	7,610.	7,542.
GRAMERCY PROPERTY TRUST INC	13,302.	15,973.
GREAT PLAINS ENERGY	10,639.	10,885.
GRUPO TELEVISA (ADR)	23,022.	15,438.
HARMAN INTERNATIONAL INDUSTRIE	8,843.	13,228.
HARRIS CORP DEL	7,204.	9,325.
HASBRO INC	11,459.	11,669.
HAWAIIAN HOLDINGS INC	13,899.	16,929.
HERCULES TECHNOLOGY GROWTH	7,851.	9,637.
HEXCEL CP DELAWARE	14,474.	15,072.
HFF INC	10,086.	7,744.
HNI CORP	11,660.	15,993.
HOLLYFRONTIER CORP	17,630.	17,985.
HOME DEPOT INC	43,379.	47,867.
HONDA MOTOR CO LTD	17,395.	16,638.
HORIZON PHARMA PLC	18,509.	10,404.
HSBC HOLDINGS PLC	43,584.	39,376.
HUBBELL CLASS B	6,665.	7,469.
HUNTSMAN CORP	7,729.	12,078.
ICON PLC - AMERICAN DEPOSITARY	16,300.	18,499.
IDEX CP	6,756.	7,745.
IMAX CORPORATION	12,223.	10,739.
IMMUNOGEN, INC	6,094.	1,962.
INFORMA PLC SPONSORED ADR	10,596.	10,853.
INGREDION INC	4,973.	6,748.
INSPERITY INC	11,138.	11,778.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INSULET CORPORATION	5,383.	7,498.
INTEL CORP	37,906.	50,161.
INTERACTIVE BROKERS GROUP, INC	12,579.	13,217.
INTESA SANPAOLO SPA	45,772.	43,421.
INVESCO PLC	61,601.	53,186.
IONIS PHARMACEUTICALS INC	18,125.	23,580.
J & J SNACK FOODS CORP	13,709.	15,211.
J2 GLOBAL INC	21,997.	26,176.
JANUS CAPITAL GROUP INC	15,642.	11,638.
JAPAN TOB INC	35,277.	31,445.
JOHNSON & JOHNSON	14,076.	16,129.
JOHNSON CONTROLS INTERNATIONAL	83,599.	80,856.
JULIUS BAER GROUP LTD	59,357.	52,100.
KAO CORP ADR	8,882.	8,907.
KAR AUCTION SERVICES INC	3,877.	3,878.
KASIKORNBANK PUB CO LTD ADR CM	22,866.	20,981.
KINGFISHER PLC	16,646.	13,355.
KOMATSU LTD	39,789.	42,797.
KON KPN NV SPON ADR REP 1 ORD	33,597.	27,975.
KONINKLIJKE DSM NV ADR	22,307.	23,626.
KONINKLIJKE PHILIPS ELECTRONIC	24,198.	27,544.
L-3 COMMUNICATIONS CORP	49,717.	68,906.
LA Z BOY INC	15,434.	17,295.
LASALLE HOTEL PROP	7,391.	9,324.
LEIDOS HOLDINGS INC	8,547.	10,893.
LIBERTY BRAVES CORP - SER A	440.	348.
LIBERTY BRAVES CORP - SER C	715.	700.
LIBERTY BROADBAND CORPORATION	1,898.	2,609.
LIBERTY BROADBAND CORP K	3,804.	5,407.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LIBERTY INTERACTIVE CORPORATIO	22,982.	17,123.
LIBERTY MEDIA CORP - SER A	899.	1,317.
LIBERTY MEDIA CORP - SER C	1,822.	2,694.
LIBERTY SIRIUS XM CORP - SER C	9,829.	11,702.
LIBERTY SIRIUS XM GROUP - SER	4,918.	5,903.
LIBERTY VENTURES	2,024.	2,433.
LINCOLN ELECTRIC HOLDING INC	6,205.	7,897.
LIONS GATE ENTERTAINMENT CORP	3,151.	2,945.
LITHIA MOTORS INC CL A	19,063.	17,429.
LITTELFUSE, INC	6,319.	10,320.
LLOYDS BANKING GROUP PLC	21,548.	13,104.
LOCKHEED MARTIN CORP	40,715.	47,239.
LOOMIS SAYLES SECURITIZED ASSE	205,954.	195,844.
MACK CALI RLTY CORP	4,795.	6,820.
MANHATTAN ASSOCIATES INC	14,000.	13,841.
MARRIOTT VACATIONS WORLDWIDE C	13,404.	17,479.
MARSH AND MCLENNAN COMPANIES I	39,351.	49,206.
MATRIX SERVICE CO COM STK	8,798.	10,851.
MAXIM INTEGRATED PRODS INC	5,110.	5,978.
MAXIMUS INC	18,622.	16,291.
MAZDA MOTOR CORP	26,932.	26,918.
MCDONALD'S CORP	43,467.	47,714.
MCKESSON CORP	10,107.	9,832.
MEDICAL PROPERTIES TRUST, INC	20,094.	18,770.
MEDIDATA SOLUTIONS, INC	16,630.	15,249.
MEDTRONIC PLC	79,579.	73,581.
MELLANOX TECHNOLOGIES, LTD	9,194.	7,485.
MICROSOFT CORP	48,296.	75,127.
MINE SAFETY APPL	9,138.	12,895.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MITSUBISHI ESTATE CO ADR	30,290.	26,806.
MOMENTA PHARMACEUTICALS, INC	10,468.	10,234.
MURATA MFG INC UNSP/ADR	26,909.	25,954.
NATL OILWELL VARCO	31,601.	24,299.
NATUS MEDICAL INCORPORATED	14,452.	13,398.
NEXTERA ENERGY, INC	34,721.	45,156.
NORDSON CP	5,422.	10,645.
NORDSTROM INC	75,244.	62,549.
NOVARTIS AG ADR	59,896.	55,067.
NOVO NORDISK A S	10,929.	7,136.
NOW INC	16,074.	14,186.
NUANCE COMMUNICATIONS, INC	11,073.	10,415.
NUCOR CP	40,049.	51,306.
OMEGA HEALTHCARE INV	22,472.	21,319.
OPHTHOTECH CORP	10,283.	1,009.
ORANGE	26,661.	23,467.
OTSUKA HOLDINGS CO	20,784.	27,795.
PACKAGING CORP AMER	6,344.	8,482.
PACWEST BANCORP	15,668.	20,034.
PANASONIC CORP	26,463.	25,298.
PEBBLEBROOK HOTEL TR COM	11,963.	13,090.
PENTAIR INC. COM	20,085.	17,886.
PEPSICO INC	65,617.	73,241.
PERNOD-RECARD SA	6,606.	6,819.
PLAINS GP HOLDINGS LP	3,995.	7,075.
PNC FINANCIAL GROUP INC	14,978.	21,638.
PNM RESOURCES INC	4,221.	5,625.
POLYONE CORP	8,181.	8,042.
PORTFOLIO RECOVERY ASSOCIATES,	16,399.	12,551.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
POWER INTEGRATIONS, INC	12,155.	16,420.
PPG INDUSTRIES INC	16,819.	17,057.
PRADA SPA ADR	10,735.	7,717.
PRAXAIR INC	46,887.	47,228.
PRESTIGE BRAND HLGS	11,011.	10,681.
PROCTER GAMBLE CO	19,887.	20,600.
PROSIEBENSAT.1 MEDIA	41,918.	33,632.
PROTO LABS INC	12,624.	9,089.
PT BK MANDIR PRS UNSP/ADR	15,473.	17,631.
PUBLICIS GROUPE S.A	42,352.	39,388.
QUALCOMM INC	13,921.	14,344.
QUALYS INC COM	7,590.	8,387.
RADIUS HEALTH INC	6,239.	3,385.
RELX PLC	38,424.	42,445.
ROCHE HOLDING LTD ADR	89,954.	74,292.
ROCKWELL AUTOMATION INC	43,182.	54,835.
ROYAL DUTCH SHEL PLC SPONS ADR	17,666.	18,145.
ROYAL DUTCH SHELL CL A	40,502.	42,416.
RPM INTERNATIONAL INC	5,449.	6,137.
RUTH'S CHRIS STEAK HOUSE, INC	7,887.	8,070.
SANDVIK AB SPONS ADR	7,225.	7,969.
SAP AKTIENGESELL ADS	32,896.	39,671.
SCHLUMBERGER LTD	37,316.	41,303.
SCHNEIDER ELEC UNSP/ADR	20,121.	21,682.
SCIENCE APPLICATIONS INTERNATI	12,124.	18,571.
SEAGATE TECHNOLOGY	62,633.	50,041.
SECOM CO LTD ADR OTC	24,767.	25,933.
SEIKO EPSON CORP ADR	20,413.	27,300.
SHUTTERSTOCK INC	7,455.	8,506.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SINCLARI BROADCAST GROUP INC	18,530.	21,978.
SKECHERS U S A INC CL A	11,626.	9,512.
SKY PLC SPON ADR	56,656.	45,638.
SMITH & NEPHEW PLC ADR	48,427.	42,082.
SNAP ON INC	8,776.	9,420.
SOCIETE GENERLE FRNCE ADR	26,621.	29,323.
SPORTSMANS WAREHOUSE HOLDINGS	11,681.	8,348.
STERIS PLC	18,132.	16,848.
SUNCOR ENERGY INC	21,821.	26,577.
SUNTORY BEVERAGE & FOOD LTD AD	24,653.	24,084.
SUNTRUST BKS INC	10,449.	16,455.
SUPERIOR ENERGY SV	11,575.	10,702.
SYNAPTICS INC	12,323.	7,555.
SYNCHRONOSS TECHNOLOGIES, INC	14,292.	11,222.
SYNGENTA AG ADS	3,114.	3,636.
TAIWAN SEMICONDUCTOR MFG CO LT	36,943.	48,128.
TARGA RESOURCES CORP	5,381.	13,008.
TARGET CORPORATION	22,272.	24,919.
TE CONNECTIVITY LTD	49,327.	56,948.
TELEFLEX INC	8,853.	10,152.
TEMPLETON GLOBAL BD	575,405.	558,798.
TESSERA HOLDING CORPORATION	7,963.	11,183.
TEVA PHARMACEUTICAL INDUSTRIES	54,064.	32,951.
TEXAS INSTRUMENTS INC	38,717.	54,217.
THE COCA-COLA CO	45,015.	44,113.
THORNBURG DEVELOPING WORLD FD	779,736.	679,585.
TORCHMARK CORP	8,195.	11,802.
TOTAL FINA ELF S.A	40,018.	41,439.
TOYOTA MTR CORP	12,188.	11,017.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TRAVELERS COMPANIES INC	15,072.	20,199.
TRAVELPORT WORLDWIDE LIMITED	23,462.	25,042.
TREX CO INC	10,680.	15,005.
TRINET GROUP, INC	11,546.	11,760.
TUPPERWARE CORP	5,811.	4,788.
TWITTER INC	51,586.	41,907.
UBIQUITI NETWORKS, INC	8,672.	8,901.
UBS AG	30,113.	23,286.
UNILEVER N V N Y	17,347.	17,040.
UNION PACIFIC	49,811.	53,603.
UNITED OVRSEAS BK LTD ADR	13,992.	11,594.
UNITED TECHNOLOGIES CORP	48,764.	50,425.
UNITEDHEALTH GROUP INC	61,888.	102,746.
US BANCORP	19,642.	25,428.
V F CORP	40,552.	40,279.
VALIDUS HLDS LTD	11,548.	14,138.
VECTREN CORP	6,887.	8,813.
VERIZON COMMUNICATIONS	13,058.	13,612.
VERMILION ENERGY	7,744.	10,374.
VERTEX PHARMCTLS INC	18,629.	14,218.
VIVENDI SA	32,842.	25,848.
WAGEWORKS INC	13,856.	16,530.
WAL-MART STORES INC	32,714.	29,722.
WASHINGTON TRUST BANCORP INC	6,836.	9,697.
WEATHERFORD INTL	71,382.	31,357.
WELLS FARGO & CO	18,672.	22,044.
WESTERN ALLIANCE BANCORPORATIO	14,528.	19,387.
WESTERN DIGITAL CORP	40,785.	53,477.
WH GROUP LIMITED	26,716.	34,630.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WHOLE FOODS MARKET, INC	13,431.	13,073.
WOLTERS KLUWER S/ADR	14,808.	13,903.
WPP PLC NEW/ADR	32,884.	32,645.
YAHOO JAPAN CORP	21,921.	21,881.
TOTALS	10,122,282.	10,214,752.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
21ST CENTY FOX AMER INC BND -	4,369.	4,277.
AFLAC INC - 3.625% - 11/15/202	5,091.	5,146.
AMGEN INC - 2.200% - 05/22/201	4,001.	4,033.
ANHEUSER BUSCH COS - 6.450% -	5,189.	5,097.
APPLE INC NOTE - 2.400% - 05/0	4,654.	4,869.
AT&T INC BOND - 3.400% - 05/15	4,761.	4,819.
BANK AMER CORP FR - 2.000% - 0	4,004.	4,007.
BANK NEW YORK - 3.650% - 02/04	4,095.	4,116.
BANK OF MONTREAL MTN - 0.019%	3,965.	3,876.
BP CAPITAL MKTS - 3.814% - 02/	4,272.	4,155.
CATERPILLAR INC - 1.350% - 05/	4,986.	4,931.
CITIGROUP INC NOTE - 4.600% -	4,000.	4,134.
CONOCOPHILLIPS CO NOTE - 0.042	4,307.	4,249.
CSX CORP - 0.000% - 11/01/2026	3,936.	3,744.
DEERE JOHN CAP CORP - 1.200% -	3,984.	3,997.
DEUTSCHE BANK BOND - 0.031% -	1,994.	1,966.
EBAY INC NOTE - 0.038% - 03/09	4,094.	4,133.
ENERGY TRANSFER PARTNERD DTD -	3,899.	3,960.
ENTERPRISE OPER LLC - 2.550% -	4,097.	4,041.
EXPRESS SCRIPTS HLDG CO - 0.00	4,070.	3,872.
GE CAP CORP SER A - 5.625% - 0	4,584.	4,119.
HSBC HLDGS PLC NOTE - 5.100% -	4,451.	4,323.
INTERNATIONAL BUSINESS MACHINE	4,567.	5,001.
JPMORGAN CHASE & CO MTN - 1.70	4,025.	4,000.
KINDER MORGAN ENERGY PARTNERS	4,162.	4,061.
MCDONALDS CORP NT - 5.000% - 0	4,603.	4,248.
METLIFE INC - 4.368% - 09/15/2	4,321.	4,304.
MORGAN STANLEY SR NT-F - 3.750	5,002.	5,136.
ORACLE CORP SR GLBL NT - 2.500	4,848.	4,965.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ROYAL BANK OF CANADA - 2.150%	4,040.	3,979.
SANTANDER UK PLC NOTE - 2.375%	4,057.	3,978.
SHELL INTL FIN NT - 6.375% - 1	5,250.	5,159.
STATOIL ASA - 1.150% - 05/15/2	4,910.	4,969.
UNITEDHEALTH GROUP INC - 5.800	4,904.	4,868.
VERIZON COMMUNICATIONS INC - 5	4,443.	4,423.
VIACOM INC - 6.875% - 04/30/20	4,738.	4,362.
VODAFONE GROUP PLC - 6.150% -	4,718.	4,485.
WAL MART STORES INC - 6.500% -	4,442.	4,066.
WELLS FARGO CO - 4.600% - 04/0	4,436.	4,298.
XEROX - 6.350% - 05/15/2018	4,629.	4,217.
TOTALS	174,898.	172,383.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANTERO MIDSTREAM PARTNERS LP	5,386.	5,775.
BUCKEYE PARTNERS, LP	12,299.	13,232.
ENBRIDGE ENERGY PARTNERS LP	14,474.	14,575.
ENERGY TRANSFER EQUITY LP	13,111.	17,785.
ENERGY TRANSFER PARTNERS LP	73,274.	73,876.
ENLINK MIDSTREAM PARTNERS LP	10,675.	15,804.
ENTERPRISE PRODUCTS PARTNERS L	84,101.	94,505.
EQT MIDSTREAM PARTNERS LP	28,317.	30,979.
GENESIS ENERGY, L.P	17,826.	21,576.
GOOD RETURNS GROUP, INC	108,315.	108,315.
JTL PRIVATE EQUITY FUND, L.P	1,658,666.	1,433,487.
LUPTON HEDGE FUND PARTNERSHIP	7,518,406.	7,813,852.
MAGELLAN MIDSTREAM PARTNERS LP	43,616.	52,941.
MPLX LP	40,238.	46,356.
ONEOK PARTNERS LP	11,348.	23,742.
PHILLIPS 66 PARTNERS LP	7,618.	7,053.
PLAINS ALL AMERICAN PIPELINE L	30,058.	30,256.
SHELL MIDSTREAM PARTNERS LP	26,920.	22,690.
SUNOCO LOGISTICS PARTNERS LP	11,878.	10,833.
TALLGRASS ENERGY PARTNERS LP	14,708.	17,129.
WESTERN GAS PARTNERS, LP	11,523.	18,744.
WILLIAMS PARTNERS LP	22,537.	27,115.
TOTALS	9,765,294.	9,900,620.

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)	
		PUBLICLY-TRADED SECURITIES						
3,189,485.		3,408,732.					-219,247.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							364,555.	
		SEC 751 GAIN ON SALE OF PTSHP RECLASS						
		24,483.					-24,483.	
TOTAL GAIN(LOSS)		....					120,825.	

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDERSON BURNS CROSLAND THE DALLAS FDN 3963 MAPLE AVE, #390 DALLAS, TX 75219	DIR / TREAS 1.00	0.	0.	0.
BENJAMIN LUPTON CROSLAND THE DALLAS FDN 3963 MAPLE AVE, #390 DALLAS, TX 75219	DIR / SEC 1.00	0.	0.	0.
KATHERINE L JUETT THE DALLAS FDN 3963 MAPLE AVE, #390 DALLAS, TX 75219	CHAIRMAN OF THE BOARD / DIR 1.00	0.	0.	0.
WILLIAM DANA JUETT THE DALLAS FDN 3963 MAPLE AVE, #390 DALLAS, TX 75219	PRES / DIR 25.00	72,000.		0.
ALICE CROSLAN TREASTER THE DALLAS FDN 3963 MAPLE AVE, #390 DALLAS, TX 75219	DIR 1.00	0.	0.	0.
	GRAND TOTALS	72,000.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
REYNOLDS AND PARK WEALTH MANAGEMENT ONE UNION SQUARE, STE 100 CHATTANOOGA, TN 37402	INVESTMENT MGT	108,329.
TOTAL COMPENSATION		108,329.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE L JUETT
WILLIAM DANA JUETT

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABERG CENTER FOR LITERACY 5100 ROSS AVE DALLAS, TX 75206	N/A PC	CHARITABLE EVENT	10,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST ATLANTA, GA 30303	N/A PC	DALLAS TRANSPORTATION TO TREATMENT PROGRAM	80,000
AMERICAN NATIONAL RED CROSS INTERNATIONAL RESPONSE P O. BOX 37243 WASHINGTON, DC 20013	N/A PC	DISASTER RELIEF FOR THE RECENT FLOODING IN LOUISIANA AND WILDFIRES IN CALIFORNIA	10,000
AMISTAD MISSION 523 3RD AVE S NASHVILLE, TN 37210	N/A PC	GENERAL SUPPORT OF CASA ESPERANZA ON THE AMISTAD CAMPUS	10,000
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE STE 100 DALLAS, TX 75246	N/A PC	PANCREATIC CANCER RESEARCH FUND	15,000
BIG THOUGHT 1409 S LAMAR ST STE 1015 DALLAS, TX 75215	N/A PC	GENERAL & UNRESTRICTED	50,000

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
CHARLOTTE CHRISTIAN SCHOOL 7301 SARDIS RD CHARLOTTE, NC 28270	N/A PC	GENERAL & UNRESTRICTED	7,500
CHARLOTTE CHRISTIAN SCHOOL 7301 SARDIS RD CHARLOTTE, NC 28270	N/A PC	CAPITAL CAMPAIGN	12,500
CHEER 4 YOUR LIFE 3026 MOCKINGBIRD LN DALLAS, TX 75205	N/A PC	GENERAL & UNRESTRICTED	15,000
CHIHUAHUAN DESERT RESOURCE CONSERVATION & DEVELOPM 1013 PEACH TREE CIR ALPINE, TX 79830	N/A PC	THE GEORGE MILLS MEMORIAL RAIN GARDEN IN ALPINE, TEXAS	5,000
COLLEGE BASEBALL FOUNDATION 2524 82ND ST LUBBOCK, TX 79423	N/A PC	GENERAL & UNRESTRICTED	15,000
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS, TX 75218	N/A PC	GENERAL & UNRESTRICTED	10,000

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 CENTER FOR THE PERFORMING ARTS FOUNDATION I 700 N PEARL ST STE N1800 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	10,000
DALLAS FIREFIGHTERS MUSEUM INCORPORATED 3801 PARRY AVE DALLAS, TX 75226	N/A PC	CHARITABLE EVENT	500
DALLAS FIREFIGHTERS MUSEUM INCORPORATED 3801 PARRY AVE DALLAS, TX 75226	N/A PC	FOR THE KIDS AREA IN FIRE FEST 2016	500
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC	TO INITIATE THE SVP DALLAS RESIDENCY PROGRAM	50,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC	CHARITABLE EVENT	5,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC	DFOI - BIG BANG' COMMITTEE OVERSIGHT	15,000

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 THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	BENEFACTOR PROGRAM	10,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	CAPITAL CAMPAIGN	50,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	UNDERWRITING OF A PRODUCTION OF THE CENTER'S CHOICE	25,000
ESPERANZA INTERNATIONAL FOUNDATION 13219 NE 20TH ST STE 208 BELLEVUE, WA 98005	N/A PC	CHARITABLE EVENT	10,000
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC	YOUNG SCIENTIST AWARD PROGRAM	25,000
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LN DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	10,000.

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	2,500
INTERNATIONAL FOLK ART ALLIANCE INC 404 KIVA CT STE G SANTA FE, NM 87505	N/A PC	GENERAL & UNRESTRICTED	2,500
JUBILEE PARK & COMMUNITY CENTER CORPORATION 917 BANK ST DALLAS, TX 75223	N/A PC	GENERAL & UNRESTRICTED	25,000
MERCY STREET INC 3801 HOLYSTONE ST DALLAS, TX 75212	N/A PC	MERCY STREET SPORTS COMPLEX CAPITAL CAMPAIGN	50,000
OBSERVER CHARITIES INC 550 S CALDWELL ST 10TH FL CHARLOTTE, NC 28202	N/A PC	THE SUMMER CAMP FUND	5,000

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
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	7,500
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	COWAN CENTER FOR EDUCATION	7,500
QUEENS UNIVERSITY OF CHARLOTTE 1900 SELWYN AVE CHARLOTTE, NC 28274	N/A PC	GENERAL & UNRESTRICTED	5,000
SAINT MICHAEL AND ALL ANGELS CHURCH PO BOX 12385 DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	2,000
SAINT MICHAEL AND ALL ANGELS CHURCH PO BOX 12385 DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	10,000

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
SALESMANSHIP CLUB OF DALLAS 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A PC	CHARITABLE EVENT	20,000
SALESMANSHIP CLUB OF DALLAS 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A PC	CHARITABLE EVENT	6,000
SECOND THOUGHT THEATRE 3523 MCKINNEY AVE BOX 452 DALLAS, TX 75204	N/A PC	GENERAL & UNRESTRICTED	6,000
SOCIETY OF ST JOHN THE EVANGELIST 980 MEMORIAL DR CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	2,500
TACA INC 1722 ROUTH ST STE 115 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	20,000
TOGETHER WE FEED 6000 MONROE RD STE 100 CHARLOTTE, NC 28212	N/A PC	GENERAL & UNRESTRICTED	5,000

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
TRINITY TRUST FOUNDATION 1444 OAK LAWN AVE STE 200 DALLAS, TX 75207	N/A PC	GENERAL & UNRESTRICTED	25,000
UNIVERSITY OF MIAMI P O. BOX 025388 MIAMI, FL 33102	N/A PC	UNIVERSITY OF MIAMI ATHLETICS FOR THE INDOOR PRACTICE FACILITY CAMPAIGN	10,000
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DR STE 400 DALLAS, TX 75235	N/A PC	LEADERS AND LEGENDS PROGRAM	5,000
TEXAS TECH FOUNDATION INC PO BOX 41102 LUBBOCK, TX 79409	N/A PC	W DANA JUETT FAMILY CATCHER POSITION SCHOLARSHIP ENDOWMENT	15,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A PC	GENERAL & UNRESTRICTED	5,000
YMCA OF METROPOLITAN DALLAS 6000 PRESTON RD DALLAS, TX 75205	N/A PC	MOODY FAMILY YMCA IN THE PARK CITIES	5,000
		TOTAL CONTRIBUTIONS PAID	722,500

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-24,823.	14	256,369.	
FEDERAL TAX REFUND			01	2,581.	
SEC 751 GAIN ON SALE OF PTSHP	525990	25,035.			
INTEREST ON NOTE RECEIVABLE			14	2,250.	
STATE TAX REFUND			01	569.	
TOTALS		212.		261,769.	