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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	3,699,954	10,537,271	10,537,271	
	3	Accounts receivable ▶ <u>4,979</u>				
		Less allowance for doubtful accounts ▶ _____	5,979	4,979	4,979	
	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) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	2,504,700	0	0	
	c	Investments—corporate bonds (attach schedule)				
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)	12,416,835	21,049,673	21,268,877	
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)	18,627,468	31,591,923	31,811,127	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)	123,165	0		
	23	Total liabilities (add lines 17 through 22)	123,165	0		
		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	0	0			
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
29	Retained earnings, accumulated income, endowment, or other funds	18,504,303	31,591,923			
30	Total net assets or fund balances (see instructions)	18,504,303	31,591,923			
31	Total liabilities and net assets/fund balances (see instructions) .	18,627,468	31,591,923			

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	18,504,303
2	Enter amount from Part I, line 27a	2	12,967,206
3	Other increases not included in line 2 (itemize) ▶ _____	3	120,414
4	Add lines 1, 2, and 3	4	31,591,923
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	31,591,923

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,487,800
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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 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	1,604,766	15,522,822	0 103381
2014	429,793	14,645,063	0 029347
2013	770,584	9,527,073	0 080884
2012	842,590	4,041,328	0 208493
2011	755,000	1,318,984	0 572410
2 Total of line 1, column (d)			0 994515
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			0 198903
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			22,985,399
5 Multiply line 4 by line 3			4,571,865
6 Enter 1% of net investment income (1% of Part I, line 27b)			16,847
7 Add lines 5 and 6			4,588,712
8 Enter qualifying distributions from Part XII, line 4			957,911

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 ☐ and enter 1% of Part I, line 27b	1	33,694
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	33,694
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	33,694
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	35,196
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	35,196
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	13
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	1,489
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 1,489 Refunded	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>KAL GRANT TOLLESON WEALTH MANAGEMENT</u> Telephone no ► <u>(214) 780-2536</u>			

Located at ► 5500 PRESTON RD STE 250 DALLAS TX ZIP+4 ► 75205

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 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	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		No
	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		No
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 ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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 ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 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		No
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		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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b	No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

[illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	17,228,599
b	Average of monthly cash balances.	1b	6,106,831
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,335,430
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	23,335,430
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	350,031
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	22,985,399
6	Minimum investment return. Enter 5% of line 5.	6	1,149,270

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	1,149,270
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	33,694
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	33,694
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,115,576
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,115,576
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,115,576

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	957,911
b	Program-related investments—total from Part IX-B.	1b	0
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	957,911
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	957,911

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				1,115,576
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	441,337			
b From 2012.	641,916			
c From 2013.	303,837			
d From 2014.	0			
e From 2015.	843,429			
f Total of lines 3a through e.	2,230,519			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>957,911</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				957,911
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	157,665			157,665
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,072,854			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . .	283,672			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,789,182			
10 Analysis of line 9				
a Excess from 2012. . . .	641,916			
b Excess from 2013. . . .	303,837			
c Excess from 2014. . . .				
d Excess from 2015. . . .	843,429			
e Excess from 2016. . . .				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

STEPHEN T WINN

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

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 email 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	890,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--|--------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash. | | 1a(1) | No |
| (2) Other assets. | | 1a(2) | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | No |
| (4) Reimbursement arrangements. | | 1b(4) | No |
| (5) Loans or loan guarantees. | | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

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

* * * * *

2017-09-15

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name F CHARLES PIAZZA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01323305
Firm's name ► MONTGOMERY COSCIA GREILICH LLP				Firm's EIN ► 75-2919818
Firm's address ► 2500 DALLAS PARKWAY SUITE 300 PLANO, TX 75093				Phone no (972) 748-0300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
3,000 SHS REALPAGE INC	D	2008-04-10	2016-03-03
17,000 SHS REALPAGE INC	D	2008-04-10	2016-03-03
75,000 SHS REALPAGE INC	D	2008-04-10	2016-03-04
5,000 SHS REALPAGE INC	D	2008-04-10	2016-03-04
17,000 SHS REALPAGE INC	D	2008-04-10	2016-03-10
1,000 SHS REALPAGE INC	D	2008-04-10	2016-03-11
82,000 SHS REALPAGE INC	D	2008-04-10	2016-03-11
90,000 SHS REALPAGE INC	D	2008-04-10	2016-06-06
10,000 SHS REALPAGE INC	D	2008-04-10	2016-06-07
60,000 SHS REALPAGE INC	D	2008-04-10	2016-09-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
61,719		64,260	-2,541
349,909		364,140	-14,231
1,560,728		1,606,500	-45,772
103,973		107,100	-3,127
348,325		354,620	-6,295
20,510		20,860	-350
1,702,914		1,710,520	-7,606
2,049,330		1,926,000	123,330
226,034		214,000	12,034
1,520,680		1,535,700	-15,020

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,541
			-14,231
			-45,772
			-3,127
			-6,295
			-350
			-7,606
			123,330
			12,034
			-15,020

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
40,000 SHS REALPAGE INC	D	2008-04-10	2016-09-06
86,000 SHS REALPAGE INC	D	2008-04-10	2016-11-15
14,000 SHS REALPAGE INC	D	2008-04-10	2016-11-16
100,000 SHS REALPAGE INC	D	2008-04-10	2016-12-08
SEC 1231 GAIN FROM PASSTHROUGH - TDI LAS COLINAS	P		
50 SHS PUT CRM	P	2016-01-19	2015-08-25
50 SHS PUT CRM	P	2016-07-20	2016-02-02
5000 SHS APPLE INC	P	2016-02-08	2016-04-04
5000 SHS CAMDEN PPTY TR COM SBI REIT	P	2015-08-25	2016-03-16
19700 SHS MFS EMERGING MARKETS	P	2014-03-21	2016-03-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,006,296		1,023,800	-17,504
2,430,874		2,139,680	291,194
396,279		348,320	47,959
3,001,970		2,912,500	89,470
1,145,272			1,145,272
29,799			29,799
47,299		565	46,734
559,788		469,729	90,059
399,791		362,700	37,091
274,815		287,226	-12,411

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-17,504
			291,194
			47,959
			89,470
			1,145,272
			29,799
			46,734
			90,059
			37,091
			-12,411

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
12665 SHS MFS EMERGING MARKETS	P	2014-05-16	2016-03-04
7227 SHS MFS EMERGING MARKETS	P	2014-06-18	2016-03-04
65535 7140 SHS USAA HIGH INCOME FUND	P	2014-08-20	2016-11-07
7108 SHS SPDR GOLD TRUST	P	2016-08-24	2016-09-07
7108 SHS SPDR GOLD TRUST	P	2016-08-24	2016-10-05
7108 SHS SPDR GOLD TRUST	P	2016-08-24	2016-11-03
7108 SHS SPDR GOLD TRUST	P	2016-08-24	2016-12-05
16490 SHS USAA HIGH INCOME FUND	P	2016-04-22	2016-11-07
7800 SHS HOTCHKIS AND WILEY MID CAP	P	2014-03-21	2016-03-04
5211 SHS HOTCHKIS AND WILEY MID CAP	P	2014-05-16	2016-03-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
176,677		191,875	-15,198
100,817		109,995	-9,178
526,252		587,200	-60,948
312		307	5
293		307	-14
294		300	-6
292		334	-42
132,415		124,994	7,421
236,886		330,798	-93,912
158,258		221,363	-63,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-15,198
			-9,178
			-60,948
			5
			-14
			-6
			-42
			7,421
			-93,912
			-63,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
4006 SHS FIDELITY ADVISOR MATERIAL FUND	P	2014-07-14	2016-03-04
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
262,153		349,924	-87,771
22,463			22,463

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-87,771
			22,463

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
STEPHEN T WINN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	PRESIDENT/TREASURER/DIRECTOR 3 00	0	0	0
MELINDA G WINN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205				
NATALIE W AMOROSO 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	CO-VICE PRESIDENT/DIRECTOR 5 00	10,000	0	0
CHRISTOPHER S WINN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205				
HEATHER W BOWMAN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	CO-VICE PRESIDENT/DIRECTOR 5 00	10,000	0	0
SHAUN MILLER 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205		0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COMMIT2DALLAS 2501 OAK LAWN AVE STE 800 DALLAS, TX 75219	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
BRENT WOODALL FOUNDATION FOR EXCEPTIONAL CHILDREN 3021 GATEWAY DRSUITE 295 IRVING, TX 75063	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
THE JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCATION & CONSERVATION 1595 SPRING HILL RD SUITE 550 VIENNA, VA 22182	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON, DC 20090	NONE	501(C)(3)	DALLAS BENEFIT SPONSORSHIP	6,500
ST MICHAELS AND ALL ANGELS CHURCH 8011 DOUGLAS AVE DALLAS, TX 75225	NONE	501(C)(3)	TEACHER RETENTION AND COMPENSATION	30,000
Total ▶ 3a				890,000

Form 990PF Part XV Line 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				
CRISTO REY DALLAS HIGH SCHOOL INC 1064 N SAINT AUGUSTINE DR DALLAS, TX 75217	NONE	501(C)(3)	BUILDING FUND	400,000
THE SALVATION ARMY 322 E BEAVER CREEK BLVD AVON, CO 81620	NONE	501(C)(3)	GREENHOUSE FUND	10,000
CYSTINOSIS RESEARCH FOUNDATION 18802 BARDEEN AVENUE IRVINE, CA 92612	NONE	501(C)(3)	CYSTINOSIS RESEARCH FUND	12,500
GREAT INVESTORS' BEST IDEAS FOUNDATION 3879 MAPLE AVENUE SUITE 350 DALLAS, TX 75219	NONE	501(C)(3)	ANNUAL SYMPOSIUM	6,000
THE CRYSTAL CHARITY BALL TWO TURTLE CREEK 3838 OAK LAWN AVE SUITE L150 DALLAS, TX 75219	NONE	501(C)(3)	GENERAL OPERATING FUND	50,000
Total 				890,000
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHILDREN'S MEDICAL CENTER FOUNDATION 2777 STEMMONS FWY STE 700 DALLAS, TX 75207	NONE	501(C)(3)	PHYSICIAN ENDOWMENT	125,000
HEARTGIFT FOUNDATION 8015 SHOAL CREEK BLVD STE 207 AUSTIN, TX 78757	NONE	501(C)(3)	GENERAL OPERATING FUND	30,000
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE RD STE 1200 JENKINTOWN, PA 19046	NONE	501(C)(3)	DONOR ADVISED FUND	200,000
KICK DRUGS OUT OF AMERICA FOUNDATION 10260 WESTHEIMER RD STE 340 HOUSTON, TX 77042	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
Total 3a				890,000

TY 2016 Accounting Fees Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,670	3,402	0	2,268

TY 2016 General Explanation Attachment**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART VII-A, LINE 12	ALL CONTRIBUTIONS MADE TO THE NATIONAL PHILANTHROPIC TRUST DONOR ADVISED FUND WILL BE DONATED TO QUALIFYING 501(C)(3) CHARITIES WITHIN THE SCOPE OF IRS SEC 170(C)(2)(B)

TY 2016 Investments Corporate Stock Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CAMDEN PROPERTIES	0	0
INVESTMENT IN REALPAGE INC	0	0

TY 2016 Investments - Other Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BLACKSTONE STRATEGIC PARTNERS	AT COST	520,000	586,438
INVESTMENT IN CROW HOLDINGS REALTY	AT COST	311,109	312,154
INVESTMENT IN DRT INVESTORS LP	AT COST	384,800	386,023
INVESTMENT IN HARBERT SENIORS HOUSING FUND I, LP	AT COST	817,558	817,558
INVESTMENT IN ICG APARTMENT FUND 2014	AT COST	205,671	205,671
INVESTMENT IN ICG APARTMENT FUND 2016	AT COST	480,779	480,779
INVESTMENT IN ICG APARTMENT PORTFOLIO 10	AT COST	153,317	153,317
INVESTMENT IN IRONWOOD	AT COST	1,562,824	1,596,943
INVESTMENT IN ML/MLP PORTFOLIO	AT COST	14,474,322	14,782,093
INVESTMENT IN SKYBRIDGE	AT COST	1,556,482	1,358,363
INVESTMENT IN TDI LAS COLINAS	AT COST	8,878	0
INVESTMENT IN VINTAGE HEALTHCARE	AT COST	73,933	72,538
INVESTMENT IN WATFORD HOLDINGS	AT COST	500,000	517,000

TY 2016 Other Expenses Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS	13,503	13,503	0	0
CONFERENCES	7,468	0	0	7,468
DUES & FEES	1,150	575	0	575
M & E	100	0	0	100

TY 2016 Other Income Schedule

Name: WINN FAMILY FOUNDATION

EIN: 45-2606351

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME (LOSS) FROM PARTNERSHIPS	63,423		0

TY 2016 Other Increases Schedule

Name: WINN FAMILY FOUNDATION
EIN: 45-2606351

Description	Amount
PASSTHROUGH BOOK ADJUSTMENT	120,414

TY 2016 Other Liabilities Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFICIT CAPITAL IN TDI LAS COLINAS	93,366	0
ML OPTIONS HELD	29,799	0

TY 2016 Other Professional Fees Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	87,893	87,893	0	0
PHILANTHROPY SERVICES	27,500	0	0	27,500

**TY 2016 Substantial Contributors
Schedule****Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351**Name****Address**

STEPHEN T WINN

5500 PRESTON ROAD 250
DALLAS, TX 75205

TY 2016 Taxes Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX DEPOSITS	33,000	0	0	0
FOREIGN TAX EXPENSE	9,320	9,320	0	0
STATE TAXES	4	4	0	0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016

Name of the organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN T WINN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	\$ 12,186,000	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	CHRISTOPHER S WINN 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	NATALIE W AMOROSO 5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
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Part II			
Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 2,086 000	2016-03-08
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 2,140 000	2016-05-24
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 2,559 500	2016-08-25
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 2,488 000	2016-09-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 2,912 500	2016-12-06
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	