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Return of Private Foundation

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

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning , and ending

Name of foundation LELAND FIKES FOUNDATION, INC.		A Employer identification number 75-6035984
Number and street (or P O box number if mail is not delivered to street address) 3161 WEBB AVE.	Room/suite	B Telephone number 214-754-0144
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 93,274,167. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,952.	5,952.		STATEMENT 1
	4 Dividends and interest from securities	5,734,435.	5,732,280.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,210,001.			STATEMENT 3
	b Gross sales price for all assets on line 6a	13,886,488.			
	7 Capital gain net income (from Part IV, line 2)		2,209,648.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	644,716.			STATEMENT 4
b Less Cost of goods sold	801,606.			STATEMENT 5	
c Gross profit or (loss)	<156,890.>				
11 Other income	1,555,641.	1,523,738.		STATEMENT 6	
12 Total. Add lines 1 through 11	9,349,139.	9,471,619.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	104,673.	6,760.		96,223.
	14 Other employee salaries and wages	191,397.	141,171.		28,000.
	15 Pension plans, employee benefits	33,195.	7,641.		23,099.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 7 220,196.	212,067.		8,129.
	17 Interest				
	18 Taxes	STMT 8 195,555.	80,086.		10,764.
	19 Depreciation and depletion	6,331.	1,840.		
	20 Occupancy	43,293.	0.		43,293.
	21 Travel, conferences, and meetings	987.	0.		987.
	22 Printing and publications				
	23 Other expenses	STMT 9 1,115,174.	1,059,521.		14,859.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,910,801.	1,509,086.		225,354.
	25 Contributions, gifts, grants paid	5,399,277.			5,399,277.
26 Total expenses and disbursements. Add lines 24 and 25	7,310,078.	1,509,086.		5,624,631.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,039,061.				
b Net investment income (if negative, enter -0-)		7,962,533.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			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			10,542,567.	11,628,217.	11,628,217.
	3	Accounts receivable ▶	127,754.				
		Less: allowance for doubtful accounts ▶			404,817.	127,754.	127,754.
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		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					
	b	Investments - corporate stock	STMT 11		23,218,777.	23,823,244.	31,305,760.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶	3,493,330.				
	Less accumulated depreciation	STMT 10 ▶	3,332,961.	187,359.	160,369.	4,840,755.	
12	Investments - mortgage loans	STMT 12		23,082,895.	22,076,681.	21,640,729.	
13	Investments - other	STMT 13		16,277,661.	17,904,105.	23,710,703.	
14	Land, buildings, and equipment basis ▶	76,362.					
	Less accumulated depreciation	STMT 14 ▶	33,804.	47,049.	42,558.	17,380.	
15	Other assets (describe ▶ SECURITY DEPOSIT)			2,869.	2,869.	2,869.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			73,763,994.	75,765,797.	93,274,167.	
Liabilities	17	Accounts payable and accrued expenses			39,424.	2,167.	
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			39,424.	2,167.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			19,401,771.	19,401,771.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			54,322,799.	56,361,859.		
30	Total net assets or fund balances			73,724,570.	75,763,630.		
31	Total liabilities and net assets/fund balances			73,763,994.	75,765,797.		

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	73,724,570.
2	Enter amount from Part I, line 27a	2	2,039,061.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	75,763,631.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	75,763,630.

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			
b SEE ATTACHED STATEMENTS			
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 13,885,499.		12,828,356.	2,209,648.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,209,648.

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	2,209,648.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	7,363,363.	89,756,399.	.082037
2014	6,270,318.	90,172,828.	.069537
2013	5,021,811.	96,373,610.	.052108
2012	5,408,926.	93,776,444.	.057679
2011	4,752,040.	92,134,033.	.051577

2 Total of line 1, column (d)	2	.312938
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	.062588
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	87,096,221.
5 Multiply line 4 by line 3	5	5,451,178.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	79,625.
7 Add lines 5 and 6	7	5,530,803.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	5,624,631.

LELAND FIKES FOUNDATION INC.

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 PUBLICLY TRADED SECURITIES - G ACCOUNT			
b PUBLICLY TRADED SECURITIES - V ACCOUNT			
c FORECLOSED REAL ESTATE - QUADRANT INV PRESCOTT IN	P	10/21/10	01/21/16
d FORECLOSED REAL ESTATE - BAYVIEW PARTNERS	P	05/31/09	11/01/16
e FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES 5 (LA	P	10/31/11	12/31/16
f FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SUNNY	P	09/30/11	12/06/16
g FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SUNNY	P	09/30/11	12/06/16
h FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SVALE	P	09/30/11	12/06/16
i FORECLOSED REAL ESTATE - MKP 90 SPRING CREEK LP	P	12/31/07	06/30/16
j FORECLOSED REAL ESTATE - RIVER OAKS @ FRIENDSWOOD	P	05/31/11	12/20/16
k FORECLOSED REAL ESTATE - RIVER OAKS @ FRIENDSWOOD	P	05/31/11	12/20/16
l OIL AND GAS LEASE - GLASSCOCK COUNTY, TX	P	09/03/66	12/01/16
m LOSS ON TERMINATION OF FOHVF, L.P.	P	01/02/02	12/22/16
n FROM ACCESS VENTURE PARTNERS, LP	P		
o FROM ALTOS KOREA OPPORTUNITY FUND, LP	P		

(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 4,910,917.		4,365,589.	545,328.
b 3,939,255.		3,841,524.	97,731.
c 1,779.			1,779.
d 106,590.		160,921.	<54,331.>
e 92,500.		187,991.	<95,491.>
f 528,289.		496,518.	31,771.
g 548,265.		500,464.	47,801.
h 49,167.		99,980.	<50,813.>
i 381,344.		312,246.	69,098.
j 1,442,439.		1,807,775.	<365,336.>
k 1,674,968.		739,305.	935,663.
l 200,000.		246.	199,754.
m 9,986.		315,797.	<305,811.>
n			<59,649.>
o			<39,827.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			545,328.
b			97,731.
c			1,779.
d			<54,331.>
e			<95,491.>
f			31,771.
g			47,801.
h			<50,813.>
i			69,098.
j			<365,336.>
k			935,663.
l			199,754.
m			<305,811.>
n			<59,649.>
o			<39,827.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

LELAND FIKES FOUNDATION INC.

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 FROM ARTIMAN VENTURES II, LP	P		
b FROM ARTIMAN VENTURES 2014, LP	P		
c FROM COMMONFUND GLOBAL DISTRESSED PARTNERS III, L	P		
d FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV,	P		
e FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V,	P		
f FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII	P		
g FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.	P		
h FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L	P		
i FROM HELIX FOUNDERS FUND, L.P.	P		
j FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	P		
k FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II,	P		
l FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	P		
m FROM LC FUND VI, L.P.	P		
n FROM PRIVATE EQUITY INVESTMENT FUND IV, LP	P		
o FROM PRIVATE EQUITY INVESTMENT FUND V, LP	P		

(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			<121,958.>
b			<1,455.>
c			<39,467.>
d			68,685.
e			77,866.
f			50,083.
g			37,715.
h			<1,556.>
i			437,867.
j			127,800.
k			117,620.
l			12,120.
m			5,118.
n			<12,535.>
o			31,959.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<121,958.>
b			<1,455.>
c			<39,467.>
d			68,685.
e			77,866.
f			50,083.
g			37,715.
h			<1,556.>
i			437,867.
j			127,800.
k			117,620.
l			12,120.
m			5,118.
n			<12,535.>
o			31,959.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

LELAND FIKES FOUNDATION INC.

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 FROM STARTUP CAPITAL VENTURES, L.P.	P		
b FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.	P		
c FROM CAPITAL PARTNERS III, LP (SVB)	P		
d FROM SVB INDIA CAPITAL PARTNERS I, L.P.	P		
e FROM STRATEGIC INVESTORS FUND II, L.P.	P		
f FROM STRATEGIC INVESTORS FUND III, L.P.	P		
g FROM STRATEGIC INVESTORS FUND IV, L.P.	P		
h FROM STRATEGIC INVESTORS FUND V, L.P.	P		
i FROM VENTURE OVERAGE FUND, LP	P		
j FROM WSL PARTNERS, L.P.	P		
k FROM ZERO2IPO CHINA FUND II, LP	P		
l			
m			
n			
o			

(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			12,352.
b			403.
c			<44,708.>
d			136,856.
e			24,998.
f			86,580.
g			108,761.
h			42,415.
i			38.
j			43,088.
k			51,336.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			12,352.
b			403.
c			<44,708.>
d			136,856.
e			24,998.
f			86,580.
g			108,761.
h			42,415.
i			38.
j			43,088.
k			51,336.
l			
m			
n			
o			

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	2,209,648.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	79,625.
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	79,625.
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	79,625.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	75,526.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	110,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	185,526.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	105,901.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 40,000. Refunded <input checked="" type="checkbox"/>	11	65,901.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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) STATEMENT 15 STATEMENT 16 STMT 17	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ MARY F. RADFORD Telephone no. ▶ 214-220-1011 Located at ▶ 3161 WEBB AVE., 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 N/A		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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
 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? Yes No

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.

(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
SEE STATEMENT 18		104,673.	15,352.*	0.
* SEE STATEMENT 10				

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MARY F. RADFORD 3161 WEBB AVE., DALLAS, TX 75205	CHIEF INVESTMENT OFFICER 6.00	94,875.	2,183.	0.

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GRAHAM MORTGAGE & AFFILIATES 3838 OAK LAWN AVE, #1250, DALLAS, TX 75219	LOAN SERVICING & REAL EST ADVISORY	136,178.
SAWGRASS ASSET MANAGEMENT - 1579 THE GREENS WAY, SUITE 20, JACKSONVILLE BEACH, FL 32250	INVESTMENT MANAGEMENT	101,036.
TODD ASSET MANAGEMENT - 101 SOUTH 5TH ST., SUITE 3100, LOUISVILLE, KY 40202	INVESTMENT MANAGEMENT	75,174.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	52,899,877.
b	Average of monthly cash balances	1b	9,006,757.
c	Fair market value of all other assets	1c	26,515,925.
d	Total (add lines 1a, b, and c)	1d	88,422,559.
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	88,422,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,326,338.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,096,221.
6	Minimum investment return. Enter 5% of line 5	6	4,354,811.

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	4,354,811.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	79,625.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	79,625.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,275,186.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,275,186.
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	4,275,186.

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	5,624,631.
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	5,624,631.
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	5	79,625.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,545,006.

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				4,275,186.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	241,585.			
b From 2012	808,609.			
c From 2013	322,211.			
d From 2014	1,910,243.			
e From 2015	3,026,325.			
f Total of lines 3a through e	6,308,973.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5,624,631.				
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				4,275,186.
e Remaining amount distributed out of corpus	1,349,445.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	7,658,418.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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	241,585.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	7,416,833.			
10 Analysis of line 9:				
a Excess from 2012	808,609.			
b Excess from 2013	322,211.			
c Excess from 2014	1,910,243.			
d Excess from 2015	3,026,325.			
e Excess from 2016	1,349,445.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

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.
NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
RISA GROSS, 214-754-0144
3161 WEBB AVE., DALLAS, TX 75205

b The form in which applications should be submitted and information and materials they should include:
SEE STATEMENT 10

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NO GRANTS TO INDIVIDUALS

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				
ALLIANCE FOR JUSTICE 11 DUPONE CIRCLE NW, SECOND FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SUPPORT FOR TEXAS OFFICE	50,000.
AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY 1333 H STREET NW, 11TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
AMERICAN PROSPECT, THE 1225 EYE ST NW, SUITE 600 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
BRIDGE, THE 1818 CORSICANA DALLAS, TX 75201	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
Total	SEE CONTINUATION SHEET(S)			5,399,277.
b Approved for future payment				
AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY 1333 H STREET NW, 11TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	150,000.
Total	SEE CONTINUATION SHEET(S)			8,498,056.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	75,000.
CARDEA SERVICES 1106 CLAYTON LANE, SUITE 410E AUSTIN, TX 78723	NONE	PUBLIC CHARITY	"WORKING TO IMPLEMENT SEX EDUCATION" INITIATIVE IN TEXAS	22,500.
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DRIVE, SUITE 200 AUSTIN, TX 78752	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	SUPPORT HB2 LITIGATION AT SUPREME COURT	25,000.
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	U.S. PROGRAM	50,000.
CENTER ON BUDGET AND POLICY PRIORITIES 820 1ST STREET NE, #510 WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
CREW (CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON) 455 MASSACHUSETTS AVE. NW, 6TH FLOOR WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	LAUNCH TEXAS-BASED WORK	25,000.
CREW (CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON) 455 MASSACHUSETTS AVE. NW, 6TH FLOOR WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
Total from continuation sheets				5,174,277.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DALLAS BAR ASSOCIATION COMMUNITY SERVICE FUND 2101 ROSS AVENUE DALLAS, TX 75201	NONE	PUBLIC CHARITY	DALLAS VOLUNTEER ATTORNEY PROGRAM	25,000.
DALLAS SYMPHONY ASSOCIATION, INC. 2301 FLORA, SUITE 300 DALLAS, TX 75201	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
DEMOCRACY FUND, THE 1201 CONNECTICUT AVE. NW, STE. 300 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	NEW VENTURE FUND - GENERAL SUPPORT	50,000.
DEMOS 220 FIFTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
FAITH IN TEXAS 9891 WEBB CHAPEL RD. DALLAS, TX 75220	NONE	PUBLIC CHARITY	HIRING 2ND FULL-TIME ORGANIZER	37,500.
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PUBLIC CHARITY	GENERAL SUPPORT	35,000.
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR CENTRAL DALLAS COUNSELING CENTER	100,000.
FIRST PRESBYTERIAN CHURCH, DALLAS 1835 YOUNG STREET DALLAS, TX 75201	NONE	PUBLIC CHARITY	STEWOPOT'S CASE MANAGEMENT/TRIAGE SERVICES	30,000.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,500.
FRACTURED ATLAS 248 WEST 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SUPPORT ORAL FIXATION PRODUCTION "OUT FROM UNDER THE RUG"	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FREE PRESS 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DALLAS, TX 75235	NONE	PUBLIC CHARITY	TEEN PREGNANCY PREVENTION PROGRAM	20,000.
JANE'S DUE PROCESS, INC. P. O. BOX 685137 AUSTIN, TX 78768	NONE	PUBLIC CHARITY	SUPPORT LEGAL OUTREACH	50,000.
JERICHO ROAD DALLAS 4015 NORMANDY AVE. DALLAS, TX 75205	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION P. O. BOX 710759 DALLAS, TX 75371	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
KERA 3000 HARRY HINES BLVD. DALLAS, TX 75201	NONE	PUBLIC CHARITY	RADIO COVERAGE OF HEALTH, SCIENCE, AND TECHNOLOGY	25,000.
LAKEHILL PREPARATORY SCHOOL 2720 HILLSIDE DRIVE DALLAS, TX 75214	NONE	PUBLIC CHARITY	OPEN DOORS CAPITAL CAMPAIGN	100,000.
LUMIN EDUCATION (FORMERLY EAST DALLAS COMMUNITY SCHOOL) 924 WAYNE STREET DALLAS, TX 75223	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR BACHMAN LAKE SCHOOL	125,000.
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW, SUITE 600 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200,000.
MEDICAL STUDENTS FOR CHOICE P. O. BOX 40188 PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N. GOOD-LATIMER, SUITE 200 DALLAS, TX 75204	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET NW, SUITE 700 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
NARAL PRO-CHOICE TEXAS FOUNDATION P. O. BOX 684602 AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	333,334.
PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH STREET, SUITE 1001 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	BUILDING OUR FUTURE FUND	87,500.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	CLINIC IN WEST TEXAS	277,777.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	SUPPORT TO CID AND BCCS PROGRAMS	566,666.
PROMISE HOUSE, INC. 224 WEST PAGE AVENUE DALLAS, TX 75208	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RELIGIOUS INSTITUTE 21 CHARLES STREET, SUITE 140 WESTPORT, CT 06880	NONE	PUBLIC CHARITY	CONTINUE REPRODUCTIVE JUSTICE WORK	5,000.
ROCK THE VOTE 1875 CONNECTICUT AVE., NW, 10TH FLOOR WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GET OUT THE VOTE IN TEXAS	25,000.
SENIOR SOURCE 3910 HARRY HINES BLVD. DALLAS, TX 75219	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
SOUTHWESTERN MEDICAL FOUNDATION 3889 MAPLE AVENUE, SUITE 100 DALLAS, TX 75219	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR UT SOUTHWESTERN'S NEW HOSPITAL	1,000,000.
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVENUE DALLAS, TX 75204	NONE	PUBLIC CHARITY	CRISIS LINE PAID STAFF INITIATIVE	15,000.
TEXAS DEMOCRACY FOUNDATION 54 CHICON AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL SUPPORT FOR THE TEXAS OBSERVER	25,000.
TEXAS EQUAL ACCESS FUND 501 WYNNEWOOD VILLAGE #386 DALLAS, TX 75224	NONE	PUBLIC CHARITY	GENERAL SUPPORT	35,000.
TEXAS EQUAL ACCESS FUND 501 WYNNEWOOD VILLAGE #386 DALLAS, TX 75224	NONE	PUBLIC CHARITY	HIRE SECOND STAFF PERSON	35,000.
TEXAS FREEDOM NETWORK EDUCATION FUND P. O. BOX 1624 AUSTIN, TX 78767	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200,000.
TEXAS HEALTH RESOURCES FOUNDATION P.O. BOX 200038 ARLINGTON, TX 76006	NONE	PUBLIC CHARITY	CARDIOVASCULAR HEALTH PILOT STUDY	75,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TEXAS ORGANIZING PROJECT EDUCATION FUND (TOP ED FUND) 2404 CAROLINE STREET HOUSTON, TX 77004	NONE	PUBLIC CHARITY	NON-PARTISAN VOTER ENGAGEMENT	25,000.
TEXAS ORGANIZING PROJECT EDUCATION FUND (TOP ED FUND) 2404 CAROLINE STREET HOUSTON, TX 77004	NONE	PUBLIC CHARITY	TOP'S ORGANIZING	75,000.
TEXAS RESEARCH INSTITUTE 500 SAN MARCOS STREET, SUITE 110 AUSTIN, TX 78703	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
TEXAS WINDS P. O. BOX 797811 DALLAS, TX 75379	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	VOICES FOR PROGRESS EDUCATION FUND	15,000.
TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY AVENUE MIDLAND, TX 79707	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	175,000.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NONE	PUBLIC CHARITY	ESTABLISH A DISTINGUISHED CHAIR IN HONOR OF DR. ALFRED G. GILMAN	62,500.
VOTER PARTICIPATION CENTER, THE 1707 L STREET NW, SUITE 300 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
WORKERS DEFENSE PROJECT 5604 MANOR ROAD AUSTIN, TX 78723	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR CENTRAL DALLAS COUNSELING CENTER	400,000.
FREE PRESS 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
JUBILEE PARK & COMMUNITY CENTER CORPORATION P. O. BOX 710759 DALLAS, TX 75371	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
LUMIN EDUCATION (FORMERLY EAST DALLAS COMMUNITY SCHOOL) 924 WAYNE STREET DALLAS, TX 75223	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR BACHMAN LAKE SCHOOL	250,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	666,666.
PLANNED PARENTHOOD FOUNDATION OF AMERICA, INC. 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	SECOND CENTURY CAMPAIGN	5,000,000.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	CLINIC IN WEST TEXAS	555,556.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PUBLIC CHARITY	SUPPORT TO CID AND BCCS PROGRAMS	1,133,334.
TEXAS EQUAL ACCESS FUND 501 WYNNEWOOD VILLAGE #386 DALLAS, TX 75224	NONE	PUBLIC CHARITY	HIRE SECOND STAFF PERSON	25,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	VOICES FOR PROGRESS EDUCATION FUND	30,000.
Total from continuation sheets				8,198,056.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	5,952.	5,952.	
TOTAL TO PART I, LINE 3	5,952.	5,952.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCESS VENTURE PARTNERS, LP	1.	0.	1.	1.	
ALTOS KOREA OPPORTUNITY FUND 2, L.P.	13.	0.	13.	13.	
ALTOS KOREA OPPORTUNITY FUND, LP	35.	0.	35.	35.	
ARTIMAN VENTURES 2014, LP	119.	0.	119.	119.	
ARTIMAN VENTURES II, LP	406.	0.	406.	406.	
ARTIMAN VENTURES III, LP	641.	0.	641.	641.	
BANK OF AMERICA CUSTODY G ACCT	215,219.	0.	215,219.	215,219.	
BANK OF AMERICA CUSTODY M ACCT	912.	0.	912.	912.	
BANK OF AMERICA CUSTODY R ACCT	34.	0.	34.	34.	
BANK OF AMERICA CUSTODY V ACCT	215,202.	0.	215,202.	215,202.	
CAPITAL PARTNERS III, LP (SVB)	398.	0.	398.	398.	
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	10,356.	0.	10,356.	10,356.	
CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.)	60.	0.	60.	60.	
DIVIDENDS FROM TITLE HOLDING CORPORATIONS	3,317,097.	0.	3,317,097.	3,317,097.	

FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	2,837.	0.	2,837.	2,837.
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	59.	0.	59.	0.
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	1,459.	0.	1,459.	1,459.
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	2,086.	0.	2,086.	2,086.
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	2.	0.	2.	0.
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	10,149.	0.	10,149.	10,149.
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	314.	0.	314.	0.
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII,	6,248.	0.	6,248.	6,248.
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII,	1,780.	0.	1,780.	0.
HELIX FOUNDERS FUND, L.P.	5.	0.	5.	5.
INTEREST FROM MORTGAGE LOANS	1,487,044.	0.	1,487,044.	1,487,044.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	1,213.	0.	1,213.	1,213.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	1,006.	0.	1,006.	1,006.
KKR EUROPEAN FUND III	123,038.	0.	123,038.	123,038.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	239.	0.	239.	239.
LC FUND VI, L.P.	264.	0.	264.	264.
MERIDIAN DIVERSIFIED FUND, LTD	10,555.	0.	10,555.	10,555.
MONTAGE CAPITAL II, L.P.	42,062.	0.	42,062.	42,062.
POINTS & FEES FROM MORTGAGE LOANS	167,983.	0.	167,983.	167,983.
PRIVATE EQUITY INVESTMENT FUND IV, LP	150.	0.	150.	150.
PRIVATE EQUITY INVESTMENT FUND V, LP	19,989.	0.	19,989.	19,989.

STARTUP CAPITAL VENTURES FUND II, LP	196.	0.	196.	196.
STARTUP CAPITAL VENTURES, L.P.	6,440.	0.	6,440.	6,440.
STRATEGIC INVESTORS FUND II, L.P.	295.	0.	295.	295.
STRATEGIC INVESTORS FUND III, L.P.	1,251.	0.	1,251.	1,251.
STRATEGIC INVESTORS FUND IV, L.P.	2,214.	0.	2,214.	2,214.
STRATEGIC INVESTORS FUND V, L.P.	1,744.	0.	1,744.	1,744.
VENTURE OVERAGE FUND, LP	80,877.	0.	80,877.	80,877.
WSL PARTNERS, L.P.	2,443.	0.	2,443.	2,443.
TO PART I, LINE 4	5,734,435.	0.	5,734,435.	5,732,280.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES - G ACCOUNT	4,910,917.	4,365,589.	0.	0.			545,328.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES - V ACCOUNT	3,939,255.	3,841,524.	0.	0.			97,731.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - QUADRANT INV PRESCOTT INT	1,779.	0.	0.	0.	10/21/10	01/21/16	1,779.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - BAYVIEW PARTNERS	106,590.	160,921.	0.	0.	<54,331.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES 5 (LAKE DALLAS)	92,500.	187,991.	0.	0.	<95,491.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SUNNYVALE	528,289.	496,518.	0.	0.	31,771.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SUNNYVALE	548,265.	500,464.	0.	0.	47,801.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	09/30/11	12/06/16

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - DOUGLAS PROPERTIES SVALE 2	49,167.	99,980.	0.	0.	<50,813.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	09/30/11	12/06/16

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - MKP 90 SPRING CREEK LP	381,344.	312,246.	0.	0.	69,098.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	12/31/07	06/30/16

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - RIVER OAKS @ FRIENDSWOOD	1,442,439.	1,807,775.	0.	0.	<365,336.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FORECLOSED REAL ESTATE - RIVER OAKS @ FRIENDSWOOD	1,674,968.	739,305.	0.	0.	935,663.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
OIL AND GAS LEASE - GLASSCOCK COUNTY, TX	200,000.	246.	0.	0.	199,754.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LOSS ON TERMINATION OF FOHVF, L.P.	9,986.	315,797.	0.	0.	<305,811.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	01/02/02	12/22/16

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ACCESS VENTURE PARTNERS, LP	0.	0.	0.	0.	<59,649.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ALTOS KOREA OPPORTUNITY FUND, LP	0.	0.	0.	0.	<39,827.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ARTIMAN VENTURES II, LP	0.	0.	0.	0.	<121,958.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ARTIMAN VENTURES 2014, LP	0.	0.	0.	0.	<1,455.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	0.	0.	0.	0.	<39,467.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	68,685.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	77,866.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P.			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	50,083.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	37,715.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	<1,556.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM HELIX FOUNDERS FUND, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	437,867.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	127,800.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	117,620.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	12,120.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM LC FUND VI, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	5,118.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	<12,535.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND V, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	31,959.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM STARTUP CAPITAL VENTURES, L.P.				PURCHASED			
	0.	0.	0.				12,352.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.)				PURCHASED			
	0.	0.	0.				403.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM CAPITAL PARTNERS III, LP (SVB)				PURCHASED			
	0.	0.	0.				<44,708.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM SVB INDIA CAPITAL PARTNERS I, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	136,856.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM STRATEGIC INVESTORS FUND II, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	24,998.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM STRATEGIC INVESTORS FUND III, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	86,580.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND IV, L.P.	0.	0.	0.			108,761.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND V, L.P.	0.	0.	0.			42,415.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED DATE SOLD	(F) GAIN OR LOSS
FROM VENTURE OVERAGE FUND, LP	0.	0.	0.			38.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM WSL PARTNERS, L.P.	0.	0.	0.				43,088.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM ZERO2IPO CHINA FUND II, LP	0.	0.	0.				51,336.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
LEASE & WELL EQUIPMENT	989.	989.	0.				989.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI	0.	0.	0.				<4,481.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - UBTI	0.	0.	0.	0.	644.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - UBTI	0.	0.	0.	0.	3,390.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	0.	0.	0.	0.	<110.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	0.	0.	0.	0.	<5.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND IV, L.P. - UBTI	0.	0.	0.	0.	<2.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WSL PARTNERS, L.P. - UBTI	0.	0.	0.	0.	<72.>

NET GAIN OR LOSS FROM SALE OF ASSETS	2,210,001.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,210,001.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS	644,716	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		644,716
4. COST OF GOODS SOLD (LINE 15)	801,606	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		<156,890>
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		<156,890>

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS	801,606	
13. ADD LINES 8 THROUGH 12		801,606
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		801,606

FORM 990-PF

COST OF GOODS SOLD - OTHER COSTS

STATEMENT

5

FORM 990-PF

OTHER INCOME

STATEMENT

6

DESCRIPTION	(A)	(B)	(C)
	REVENUE PER BOOKS	NET INVEST- MENT INCOME	ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	493,146.	493,146.	
LEASE BONUSES	1,022,882.	1,022,882.	
G ACCOUNT - CLASS ACTION SETTLEMENTS	237.	237.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI - ROYALTIES	9.	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - ROYALTIES	216.	216.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - ROYALTIES	413.	413.	
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - ROYALTIES	269.	269.	
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - ROYALTIES	5.	5.	
ARTIMAN VENTURES III, LP	136.	136.	
ARTIMAN VENTURES 2014, LP	213.	213.	
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	350.	350.	
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP - UBTI	<700.>	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	<565.>	<565.>	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI	2,005.	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	<567.>	<567.>	
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - UBTI	5,341.	0.	

FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P.	8,073.	8,073.
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - UBTI	3,050.	0.
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	<1,202.>	<1,202.>
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	9,465.	0.
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	317.	317.
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	10,262.	0.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	<164.>	<164.>
KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP - UBTI	<467.>	0.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	<2,772.>	<2,772.>
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P. - UBTI	<157.>	0.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	3,438.	3,438.
PRIVATE EQUITY INVESTMENT FUND IV, LP	108.	108.
PRIVATE EQUITY INVESTMENT FUND V, LP	186.	186.
STRATEGIC INVESTORS FUND II, L.P.	<135.>	<135.>
STRATEGIC INVESTORS FUND II, L.P. - UBTI	767.	0.
STRATEGIC INVESTORS FUND III, L.P.	238.	238.
STRATEGIC INVESTORS FUND III, L.P. - UBTI	96.	0.
STRATEGIC INVESTORS FUND IV, L.P.	<1,124.>	<1,124.>
STRATEGIC INVESTORS FUND IV, L.P. - UBTI	<378.>	0.
STRATEGIC INVESTORS FUND V, L.P.	23.	23.
STRATEGIC INVESTORS FUND V, L.P. - UBTI	<46.>	0.
WSL PARTNERS, L.P.	18.	18.
WSL PARTNERS, L.P. - UBTI	2,655.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>1,555,641.</u>	<u>1,523,739.</u>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - G ACCOUNT	101,036.	101,036.		0.
INVESTMENT ADVISORY FEES - V ACCOUNT	75,174.	75,174.		0.
MORTGAGE LOAN ADVISORY FEES	17,004.	17,004.		0.
INVESTMENT ADVISORY FEES PROFESSIONAL FEES	18,853. 8,129.	18,853. 0.		0. 8,129.
TO FORM 990-PF, PG 1, LN 16C	220,196.	212,067.		8,129.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	18,230.	6,435.		10,291.
PRODUCTION TAX - ROYALTIES	26,165.	26,165.		0.
AD VALOREM TAXES	4,269.	3,797.		473.
AD VALOREM TAXES - OIL & GAS WORKING INTERESTS	26,702.	0.		0.
AD VALOREM TAXES - ROYALTY INTERESTS	42,562.	42,562.		0.
NEW MEXICO STATE INCOME TAX	142.	142.		0.
FEDERAL INCOME AND EXCISE TAXES	76,500.	0.		0.
FOREIGN TAXES	985.	985.		0.
TO FORM 990-PF, PG 1, LN 18	195,555.	80,086.		10,764.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK MANAGEMENT FEES - R ACCOUNT	168.	168.		0.
BANK MANAGEMENT FEES - M ACCOUNT	4,400.	4,400.		0.
MORTGAGE LOAN SERVICING FEES	107,699.	107,699.		0.
BAD DEBT EXPENSE - MORTGAGE LOANS	312,493.	312,493.		0.
FORECLOSED REAL ESTATE EXPENSES	69,636.	69,636.		0.
CO2 \ NGL FEES - ROYALTY INT	27.	27.		0.
OFFICE SUPPLIES	387.	0.		387.
TELEPHONE	2,153.	0.		2,153.
DUES & SUBSCRIPTIONS	10,482.	0.		10,482.
INSURANCE	27,427.	0.		1,147.
MISCELLANEOUS	690.	0.		690.
FROM ACCESS VENTURE PARTNERS, LP	2,782.	2,782.		0.
FROM ALTOS HYBRID BL, LLC	6,722.	6,722.		0.
FROM ALTOS HYBRID, LP	60,070.	60,070.		0.
FROM ALTOS KOREA OPPORTUNITY FUND, LP	11,374.	11,374.		0.
FROM ALTOS KOREA OPPORTUNITY FUND 2, L.P.	21,704.	21,704.		0.
FROM ARTIMAN VENTURES II, LP	9,879.	9,879.		0.
FROM ARTIMAN VENTURES III, LP	21,134.	21,134.		0.
FROM ARTIMAN VENTURES 2014, LP	25,997.	25,997.		0.
FROM COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	6,312.	6,312.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	9,867.	9,867.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI	411.	0.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	15,139.	15,139.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - UBTI	711.	0.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P.	21,732.	21,732.		0.
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - UBTI	7,589.	0.		0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	10,337.	10,337.		0.

FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.			
- UBTI	2,412.	0.	0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	17,483.	17,483.	0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.			
- UBTI	3,378.	0.	0.
FROM HELIX FOUNDERS FUND, L.P.	16,285.	16,285.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	8,295.	8,295.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	19,366.	19,366.	0.
FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	26,825.	26,825.	0.
FROM LC FUND VI, L.P.	25,782.	25,782.	0.
FROM MONTAGE CAPITAL II, L.P.	10,961.	10,961.	0.
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP	10,065.	10,065.	0.
FROM PRIVATE EQUITY INVESTMENT FUND V, LP	15,253.	15,253.	0.
FROM STARTUP CAPITAL VENTURES, L.P.	9,696.	9,696.	0.
FROM STARTUP CAPITAL VENTURES FUND II, LP	26,574.	26,574.	0.
FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.)	13,426.	13,426.	0.
FROM CAPITAL PARTNERS III, LP (SVB)	21,981.	21,981.	0.
FROM SVB INDIA CAPITAL PARTNERS I, L.P.	14,735.	14,735.	0.
FROM STRATEGIC INVESTORS FUND II, L.P.	5,713.	5,713.	0.
FROM STRATEGIC INVESTORS FUND III, L.P.	20,993.	20,993.	0.
FROM STRATEGIC INVESTORS FUND IV, L.P.	28,176.	28,176.	0.
FROM STRATEGIC INVESTORS FUND IV, L.P. - UBTI	13.	0.	0.
FROM STRATEGIC INVESTORS FUND V, L.P.	29,737.	29,737.	0.
FROM VENTURE OVERAGE FUND, LP	7,831.	7,831.	0.
FROM WSL PARTNERS, L.P.	4,263.	4,263.	0.
FROM ZERO2IPO CHINA FUND II, LP	8,609.	8,609.	0.
TO FORM 990-PF, PG 1, LN 23	<u>1,115,174.</u>	<u>1,059,521.</u>	<u>14,859.</u>

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK: MACROGENICS, INC.	479.	479.
STOCK: QVIEW MEDICAL, INC.	1,000,000.	1,000,000.
STOCK: TENDRIL NETWORKS, INC.	135,376.	135,376.
XIGNITE, INC (PREF STOCK)	499,999.	499,999.
MERIDIAN DIVERSIFIED FUND,LTD	0.	26,100.
PEQUOT OFFSH HLTHCR VEN FUND	0.	0.
3M CO 1190 SHARES	168,876.	212,498.
ABBOTT LABS 2610 SHARES	58,412.	100,250.
ABBVIE INC 2710 SHARES	95,802.	169,700.
ALPHABET INC 810 SHARES	380,852.	641,885.
APPLE INC 6460 SHARES	313,637.	748,197.
AUTOZONE INC 470 SHARES	204,503.	371,201.
BERKSHIRE HATHAWAY INC DEL 1570 SHARES	212,968.	255,879.
BROADRIDGE FINL SOLUTIONS INC 2420 SHARES	160,928.	160,446.
CBOE HLDGS INC 2760 SHARES	183,551.	203,936.
CELGENE CORP 2310 SHARES	257,870.	267,383.
CITRIX SYS INC 3640 SHARES	280,063.	325,088.
COCA COLA CO 9160 SHARES	323,920.	379,774.
COMCAST CORP 6180 SHARES	239,780.	426,729.
COSTCO WHSL CORP NEW 2410 SHARES	268,649.	385,865.
DANAHER CORP DEL 2950 SHARES	94,709.	229,628.
DELL TECHNOLOGIES INC 749 SHARES	35,353.	41,173.
DISNEY WALT CO 3130 SHARES	277,608.	326,209.
DOLLAR TREE INC 4360 SHARES	326,027.	336,505.
DR PEPPER SNAPPLE INC 2380 SHARES	214,255.	215,795.
ECOLAB INC 1930 SHARES	115,906.	226,235.
EXPEDITORS INTL WASHINGTON INC 5450 SHARES	246,047.	288,632.
EXPRESS SCRIPTS HLDG CO 1350 SHARES	72,728.	92,867.
F5 NETWORKS INC 1460 SHARES	206,795.	211,291.
FASTENAL CO 3830 SHARES	171,219.	179,933.
FEDEX CORP 870 SHARES	129,931.	161,994.
FORTIVE CORP 1475 SHARES	29,466.	79,104.
GENERAL MLS INC 3790 SHARES	196,416.	234,108.
HOME DEPOT INC 2730 SHARES	164,767.	366,038.
HONEYWELL INTL INC 2900 SHARES	235,568.	335,965.
INTEL CORP 9330 SHARES	316,820.	338,399.
JOHNSON & JOHNSON 2820 SHARES	251,583.	324,892.
LABORATORY CORP AMER HLDGS 2930 SHARES	346,501.	376,153.
MARSH & MCLENNAN COS INC 4100 SHARES	235,134.	277,119.
MASTERCARD INC 3460 SHARES	215,833.	357,245.
MCCORMICK & CO INC 2460 SHARES	209,183.	229,592.
MCDONALDS CORP 2190 SHARES	222,843.	266,567.
MCKESSON CORP 900 SHARES	102,098.	126,405.
MICROSOFT CORP 9900 SHARES	481,844.	615,186.
NIKE INC 3520 SHARES	182,370.	178,922.
OMNICOM GROUP INC 1660 SHARES	136,399.	141,283.
ORACLE CORP 8940 SHARES	307,886.	343,743.

SCHEIN HENRY INC 800 SHARES	134,796.	121,368.
STARBUCKS CORP 3740 SHARES	215,525.	207,645.
TJX COS INC NEW 4320 SHARES	132,941.	324,562.
UNION PAC CORP 1340 SHARES	141,741.	138,931.
UNITEDHEALTH GROUP INC 2560 SHARES	306,167.	409,702.
VARIAN MED SYS INC 1660 SHARES	141,230.	149,035.
VERISK ANALYTICS INC 4390 SHARES	320,714.	356,336.
VERIZON COMMUNICATIONS INC 8480 SHARES	357,161.	452,662.
ALPHABET INC 298 SHARES	106,647.	236,150.
AMERICAN INTL GROUP INC 3848 SHARES	234,900.	251,313.
AMERIPRISE FINL INC 2335 SHARES	178,777.	259,045.
AMGEN INC 1335 SHARES	222,303.	195,190.
ANTHEM INC 1215 SHARES	148,523.	174,681.
AON PLC 2128 SHARES	221,924.	237,336.
APPLE INC 1808 SHARES	144,828.	209,403.
AT&T INC 1481 SHARES	61,226.	62,987.
AUTOZONE INC 150 SHARES	97,528.	118,469.
BLACKROCK INC 525 SHARES	98,531.	199,784.
CARNIVAL CORP 4885 SHARES	250,369.	254,313.
CBS CORP 1811 SHARES	99,391.	115,216.
CISCO SYS INC 11520 SHARES	256,443.	348,134.
CITIZENS FINL GROUP INC 10742 SHARES	248,933.	382,737.
CVS HEALTH CORP 1756 SHARES	140,478.	138,566.
DELPHI AUTOMOTIVE PLC 3071 SHARES	170,704.	206,832.
DELTA AIR LINES INC DEL 3929 SHARES	170,023.	193,268.
DISCOVER FINL SVCS 4107 SHARES	257,494.	296,074.
DOW CHEM CO 2214 SHARES	116,748.	126,685.
F5 NETWORKS INC 2403 SHARES	287,755.	347,762.
FEDEX CORP 342 SHARES	65,578.	63,680.
FOOT LOCKER INC 3221 SHARES	208,575.	228,337.
GENERAL MLS INC 2730 SHARES	172,844.	168,632.
GOLDMAN SACHS GROUP INC 1197 SHARES	188,523.	286,622.
HCA HLDGS INC 3004 SHARES	227,470.	222,356.
HOME DEPOT INC 2359 SHARES	128,345.	316,295.
ILLINOIS TOOL WKS INC 2574 SHARES	104,672.	315,212.
INTEL CORP 9302 SHARES	218,749.	337,384.
INVESCO LTD 2788 SHARES	111,327.	84,588.
IPG PHOTONIC CORP 1340 SHARES	109,886.	132,271.
J P MORGAN CHASE & CO 4710 SHARES	197,226.	406,426.
LINCOLN NATL CORP IND 3515 SHARES	173,734.	232,939.
MARATHON PETE CORP 3202 SHARES	66,023.	161,221.
NUANCE COMMUNICATIONS INC 8333 SHARES	164,131.	124,162.
NVIDIA CORP 2430 SHARES	51,290.	259,378.
NVR INC 186 SHARES	236,618.	310,434.
OMEGA HEALTHCARE INVS INC 3336 SHARES	109,510.	104,283.
ON SEMICONDUCTOR CORP 24242 SHARES	279,257.	309,328.
OSHKOSH TRUCK CORP 2555 SHARES	136,610.	165,079.
PFIZER INC 4259 SHARES	150,870.	138,332.
PHILLIPS 66 2700 SHARES	145,322.	233,307.
PRICELINE GROUP INC 184 SHARES	232,897.	269,755.
PROCTER & GAMBLE CO 2695 SHARES	171,985.	226,596.
PUBLIC SVC ENTERPRISE GROUP 2870 SHARES	125,688.	125,936.
QUALCOMM INC 2752 SHARES	173,433.	179,430.
QUINTILES TRANSNATIONAL HLDGS 803 SHARES	63,832.	61,068.

SOUTHWEST AIRLIS CO 3952 SHARES	149,500.	196,968.
STATE STR CORP 2562 SHARES	140,367.	199,119.
STRYKER CORP 1405 SHARES	114,113.	168,333.
SUNTRUST BKS INC 3916 SHARES	172,108.	214,793.
TE CONNECTIVITY LTD 3740 SHARES	140,729.	259,107.
TIME WARNER INC 1191 SHARES	92,076.	114,967.
TOTAL S A 4904 SHARES	237,134.	249,957.
UNION PAC CORP 1530 SHARES	50,032.	158,630.
UNITED RENTALS INC 2477 SHARES	138,045.	261,522.
UNITED TECHNOLOGIES CORP 2519 SHARES	238,143.	276,133.
UNITEDHEALTH GROUP INC 2985 SHARES	133,397.	477,719.
VERIZON COMMUNICATIONS INC 2311 SHARES	117,530.	123,361.
WHIRLPOOL CORP 1642 SHARES	285,799.	298,466.
WYNDHAM WORLDWIDE CORP 2014 SHARES	150,869.	153,809.
CEDAR PROPERTIES, INC. (TITLE HOLDING CORPORATION)	9,015.	9,236.
NBN PROPERTIES, INC. (TITLE HOLDING CORPORATION)	7,376.	7,378.
PLAIN MAJESTIC PROPS, INC. (TITLE HOLDING CORPORATION)	1,051,072.	522,735.
ROADWAY PROPERTIES, INC. (TITLE HOLDING CORPORATION)	394,421.	394,419.
WIMBLEDON PROPERTIES, INC. (TITLE HOLDING CORPORATION)	612,369.	2,030,103.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,823,244.	31,305,760.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	22,076,681.	21,640,729.
TOTAL TO FORM 990-PF, PART II, LINE 12	22,076,681.	21,640,729.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
XIGNITE, INC (CONV NOTES)	COST	447,061.	447,061.
ACCESS VENTURE PARTNERS, LP	FMV	0.	0.
ALTOS HYBRID LP	FMV	1,834,996.	1,964,931.
ALTOS HYBRID BL LLC	FMV	1,685,613.	1,683,532.
ALTOS KOREA OPPOR FUND LP	FMV	350,687.	761,656.
ALTOS KOREA OPPOR FUND 2 LP	FMV	321,437.	310,745.
ARTIMAN VENTURES II, LP	FMV	563,787.	360,112.
ARTIMAN VENTURES III, LP	FMV	779,366.	922,071.

ARTIMAN VENTURES 2014, LP	FMV	251,038.	214,121.
COMMONFUND GLOBAL DISTRESSED	FMV	311,287.	274,394.
FT WASHINGTON FUND IV	FMV	245,822.	301,509.
FT WASHINGTON FUND V	FMV	403,298.	630,748.
FT WASHINGTON FUND VII	FMV	672,180.	906,027.
FT WASHINGTON PEOF II LP	FMV	171,060.	443,028.
FT WASHINGTON PEOF III LP	FMV	451,341.	667,568.
HELIX FOUNDERS' FUND, LP	FMV	454,360.	602,208.
KENMONT CAPITAL, LP (K2)	FMV	91,606.	91,600.
KENMONT CAPITAL PRVT EQ II	FMV	208,291.	255,800.
KKR EUROPEAN FUND III	FMV	583,660.	527,700.
KNIGHTSBRIDGE VC VIII LP	FMV	373,260.	470,302.
LC FUND VI LP	FMV	877,799.	1,385,141.
MONTAGE CAPITAL II LP	FMV	507,472.	506,618.
PRIVATE EQUITY INVST FUND IV	FMV	229,380.	211,441.
PRIVATE EQUITY INVST FUND V	FMV	665,643.	445,226.
STARTUP CAPITAL VENTURES, LP	FMV	445,624.	1,602,300.
STARTUP CAPITAL VENTURES II	FMV	253,834.	265,300.
SVB CAPITAL PARTNERS II, LP	FMV	265,566.	291,497.
SVB CAPITAL PARTNERS III, LP	FMV	480,373.	556,361.
SVB INDIA CAPITAL PTNRS I, LP	FMV	431,270.	2,099,212.
SVB STRATEGIC INV FUND II LP	FMV	136,909.	192,608.
SVB STRATEGIC INV FUND III L	FMV	460,983.	775,425.
SVB STRATEGIC INV FUND IV LP	FMV	687,728.	1,216,930.
SVB STRATEGIC INV FUND V LP	FMV	748,033.	1,123,361.
VENTURE OVERAGE FUND LP	FMV	547,189.	514,536.
WSL PARTNERS, LP	FMV	66,988.	313,234.
ZERO2IPO CHINA FUND II LP	FMV	219,164.	373,900.
RUBY CORUNDUM	FMV	680,000.	2,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,904,105.	23,710,703.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	5,428.	5,428.	0.
TELEPHONE SYSTEM	1,677.	1,677.	0.
COMPUTER & PRINTER (CF)	2,765.	2,765.	0.
OFFICE FURNITURE	7,390.	7,390.	0.
CONFERENCE SPEAKER	693.	693.	0.
SERVER (20% OF TOTAL)	764.	764.	0.
TABLE	1,175.	413.	762.
COMPUTER (RISA)	951.	665.	286.
LEASEHOLD IMPROVEMENTS	41,063.	9,583.	31,480.
FURNITURE (BUSINESS ENVIRONMENTS)	8,131.	2,846.	5,285.
REUPHOLSTERING OF COUCH	6,323.	1,580.	4,743.
TOTAL TO FM 990-PF, PART II, LN 14	76,360.	33,804.	42,556.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PLAIN MAJESTIC PROPERTIES, INC.

75-2236928

ADDRESS

3161 WEBB AVE.
DALLAS, TX 75205

DESCRIPTION OF TRANSFER

CASH FOR INVESTMENT IN MORTGAGE LOAN

AMOUNT
OF TRANSFER

517,500.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

517,500.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 16

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

ROADWAY PROPERTIES, INC.

75-2318464

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

DIVIDENDS & RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

3,778,996.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

WIMBLEDON PROPERTIES, INC.

75-2274957

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

DIVIDENDS & RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

160,000.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

3,938,996.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CEDAR PROPERTIES, INC.

75-2364372

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NBN PROPERTIES, INC.

75-2557761

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PLAIN MAJESTIC PROPERTIES, INC.

75-2236928

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ROADWAY PROPERTIES, INC.

75-2318464

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

WIMBLEDON PROPERTIES, INC.

75-2274957

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEE FIKES 3161 WEBB AVE. DALLAS, TX 75205	PRESIDENT / TREASURER 6.00	0.	0.	0.
AMY FIKES 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	0.	0.	0.
CATHERINE LAVIE 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	0.	0.	0.
BRENDAN FIKES 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	8,450.	0.	0.
RISA GROSS 3161 WEBB AVE. DALLAS, TX 75205	SECRETARY & CHIEF 35.00	GRANTS OFFICER 96,223.	15,352.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		104,673.	15,352.	0.

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT 19

NAME OF AFFILIATED OR RELATED ORGANIZATION

PLAIN MAJESTIC PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

ROADWAY PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

WIMBLEDON PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

NBN PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

CEDAR PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
8	TELEPHONE SYSTEM	09/28/00	SL	5.00		HY17	5,428.				5,428.	5,428.		0.	5,428.
15	TELEPHONE SYSTEM	10/01/04	SL	5.00		HY17	1,677.				1,677.	1,677.		0.	1,677.
19	COMPUTER & PRINTER (CP)	03/22/05	SL	5.00		HY17	2,765.				2,765.	2,765.		0.	2,765.
21	OFFICE FURNITURE	05/01/05	SL	10.00		HY17	7,390.				7,390.	7,390.		0.	7,390.
23	CONFERENCE SPEAKER	09/19/05	SL	5.00		HY17	693.				693.	693.		0.	693.
25	SERVER (20% OF TOTAL)	11/15/10	SL	5.00		HY17	764.				764.	764.		0.	764.
26	TABLE	12/02/13	SL	10.00		HY17	1,175.				1,175.	295.		118.	413.
27	COMPUTER (RISA)	02/25/13	SL	5.00		HY17	951.				951.	475.		190.	665.
28	LEASEHOLD IMPROVEMENTS	10/28/13	SL	15.00		HY17	41,063.				41,063.	6,845.		2,738.	9,583.
29	FURNITURE (BUSINESS ENVIRONMENTS)	10/21/13	SL	10.00		HY17	8,131.				8,131.	2,033.		813.	2,846.
30	REUPHOLSTERING OF COUCH	06/05/14	SL	10.00		HY17	6,323.				6,323.	948.		632.	1,580.
	* 990-PF PG 1 TOTAL OTHER						76,360.				76,360.	29,313.		4,491.	33,804.