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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: SAPPHIRE FOUNDATION, INC.

A Employer identification number: 30-0674167

Number and street (or P O box number if mail is not delivered to street address): 1808 S. GOOD LATIMER EXPWY STE 102 | Room/suite:

B Telephone number (see instructions): (423) 298-2774

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75226

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 22,681,663.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,226.	2,226.		
	4 Dividends and interest from securities	270,696.	270,696.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	968,875.			
	b Gross sales price for all assets on line 6a 2,795,283.				
	7 Capital gain net income (from Part IV, line 2)		968,182.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	582,962.	482,431.		
	12 **Total.** Add lines 1 through 11	1,824,759.	1,723,535.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,000.			18,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,377.			1,377.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	130,828.	114,828.		16,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	37,760.	12,354.		106.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	1,150.			1,150.
	21 Travel, conferences, and meetings	1,970.			1,970.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	401,388.	351,272.		32,266.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	592,473.	478,454.		70,869.
	25 Contributions, gifts, grants paid	812,333.			812,333.
	26 Total expenses and disbursements Add lines 24 and 25	1,404,806.	478,454.		883,202.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	419,953.			
	b **Net investment income** (if negative, enter -0-)		1,245,081.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	514,386.	558,560.	558,560.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶		325,000.	ATCH 5
		Less allowance for doubtful accounts ▶	325,000.	325,000.	325,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[6]	69,654.	59,671.	60,154.
	b	Investments - corporate stock (attach schedule) ATCH 7	10,122,282.	10,016,685.	11,670,597.
	c	Investments - corporate bonds (attach schedule) ATCH 8	174,898.	188,459.	189,947.
	11	Investments - land buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	9,765,294.	10,243,092.	9,877,405.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,971,514.	21,391,467.	22,681,663.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	20,971,514.	21,391,467.	
	30	**Total net assets or fund balances** (see instructions)	20,971,514.	21,391,467.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,971,514.	21,391,467.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,971,514.
2	Enter amount from Part I, line 27a	2	419,953.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,391,467.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,391,467.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	968,182.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation doesn't 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))
2016	850,493.	20,657,460.	0.041171
2015	899,098.	19,142,525.	0.046969
2014	776,392.	20,049,602.	0.038724
2013	536,232.	15,685,068.	0.034187
2012	264,573.	10,868,109.	0.024344

2	Total of line 1, column (d)	2	0.185395
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.037079
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	21,673,789.
5	Multiply line 4 by line 3	5	803,642.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,451.
7	Add lines 5 and 6	7	816,093.
8	Enter qualifying distributions from Part XII, line 4	8	883,202.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	12,451.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		SEE TRANSITION TAX STATEMENT
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	12,451.
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	12,451.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 17,900.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,344.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	19,244.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,793.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 6,793. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ TN,TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

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

Website address ▶ N/A

14 The books are in care of ▶ SAPPHIRE FOUNDATION INC. Telephone no ▶ 423-298-2774
Located at ▶1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX ZIP+4 ▶ 75226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		18,000.	0.	0.

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

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

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

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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
ATCH 11		114,827.

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

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

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	11,676,245.
b	Average of monthly cash balances	1b	605,350.
c	Fair market value of all other assets (see instructions)	1c	9,722,252.
d	**Total** (add lines 1a, b, and c)	1d	22,003,847.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,003,847.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	330,058.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,673,789.
6	**Minimum investment return.** Enter 5% of line 5	6	1,083,689.

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	1,083,689.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	12,451.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	566.		
c	Add lines 2a and 2b			2c	13,017.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,070,672.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,070,672.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,070,672.

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	883,202.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	883,202.
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	12,451.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	870,751.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,070,672.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			875,727.	
b Total for prior years 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 883,202.				
a Applied to 2016, but not more than line 2a			875,727.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				7,475.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				1,063,197.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ 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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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 *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				812,333.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,226.	
4 Dividends and interest from securities			14	270,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	693.	18	968,182.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14		19,411.		563,551.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		20,104.		1,804,655.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,824,759.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Signature of officer or trustee: [signature] Date: 11/12/2018 Title: SECRETARY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/08/2018		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 800-839-1754

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 2,795,283	$ 2,776,970	$ 18,313
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 981,447
Section 751 gain on sale of partnership - Reclass						$ (31,578)
Total included in Part IV				$ 2,795,283	$ 2,776,970	$ 968,182
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 693
Part I, Line 6a Total						$ 968,875

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ANDEAVOR LOGISTICS LP	-942.	
K-1 INC/LOSS ANTERO MIDSTREAM PARTNERS L	-508.	
K-1 INC/LOSS BUCKEYE PARTNERS, LP	-570.	24.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-757.	-3.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-1,590.	65.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS, L	-4,063.	641.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-2,369.	24.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-10,260.	16.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-1,316.	35.
K-1 INC/LOSS GENESIS ENERGY, L.P	-1,486.	36.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	95,230.	77,305.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	374,605.	351,230.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-2,328.	3.
K-1 INC/LOSS MPLX LP	-7,140.	45.
K-1 INC/LOSS ONEOK PARTNERS LP	-863.	
K-1 INC/LOSS PHILLIPS 66 PARTNERS LP	-836.	47.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-4,664.	25.
K-1 INC/LOSS SHELL MIDSTREAM PARTNERS LP	-1,046.	113.
K-1 INC/LOSS SUNOCO LOGISTICS PARTNERS L	-119.	24.
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-1,163.	2.
K-1 INC/LOSS WESTERN GAS PARTNERS, LP	-2,491.	1,018.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-2,753.	7.
FEDERAL TAX REFUND	73,139.	
INTEREST INCOME FROM NOTE RECEIVABLE	13,500.	13,500.
SEC 751 GAIN ON SALE ENBRIDGE ENERGY PAR	2,203.	
SEC 751 GAIN ON SALE ENERGY TRANSFER PAR	5,000.	
SEC 751 GAIN ON SALE ENTERPRISE PRODUCTS	1,646.	
SEC 751 GAIN ON SALE GENESIS ENERGY, L.P	9,177.	
SEC 751 GAIN ON SALE MAGELLAN MIDSTREAM	1,629.	
SEC 751 GAIN ON SALE ONEOK PARTNERS LP	11,923.	
STATE TAX REFUND	3,900.	
SECTION 965 INCOME	38,274.	38,274.
TOTALS		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	582,962.	482,431.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATION OF FOUNDATION	16,000.		16,000.
INVESTMENT MANAGEMENT SERVICES	114,828.	114,828.	
TOTALS	130,828.	114,828.	16,000.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
990-PF ESTIMATED TAX FOR 2017	15,700.		
990-T EXTENSION FOR 2016	5,600.		
FOREIGN TAX PAID	12,354.	12,354.	
STATE INCOME TAX 2016	4,000.		
PROPERTY TAXES	106.		106.
TOTALS	37,760.	12,354.	106.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	32,008.		32,008.
BANK CHARGES	3,867.	3,867.	
K-1 EXP BUCKEYE PARTNERS, LP	6.		
K-1 EXP ENERGY TRANSFER EQUITY	4.	4.	
K-1 EXP ENERGY TRANSFER PARTNE	309.	294.	
K-1 EXP ENLINK MIDSTREAM PARTN	3.		
K-1 EXP ENTERPRISE PRODUCTS PA	3.		
K-1 EXP GENESIS ENERGY, L.P	19.	17.	
K-1 EXP JTL PRIVATE EQUITY FUN	104,330.	100,697.	
K-1 EXP LUPTON HEDGE FUND PART	260,461.	246,323.	
K-1 EXP MAGELLAN MIDSTREAM PAR	6.		
K-1 EXP MPLX LP	27.		
K-1 EXP ONEOK PARTNERS LP	2.		
K-1 EXP PLAINS ALL AMERICAN PI	67.	58.	
K-1 EXP SUNOCO LOGISTICS PARTN	9.	8.	
K-1 EXP WILLIAMS PARTNERS LP	9.	4.	
PAYROLL PROCESSING FEES	238.		238.
STATE OR LOCAL FILING FEES	20.		20.
TOTALS	401,388.	351,272.	32,266.

ATTACHMENT 5

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

BORROWER:	OTR FUND I, LLC - 3.00%
ORIGINAL AMOUNT:	75,000.
DATE OF NOTE:	10/31/2014
MATURITY DATE:	10/31/2019
REPAYMENT TERMS:	ANNUALLY
PURPOSE OF LOAN:	MAKING BELOW MARKET INT RATE LOANS
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	75,000.
ENDING BALANCE DUE	75,000.
ENDING FAIR MARKET VALUE	75,000.

BORROWER:	OTR FUND I, LLC - 4.50%
ORIGINAL AMOUNT:	250,000.
DATE OF NOTE:	07/14/2016
MATURITY DATE:	03/31/2018
REPAYMENT TERMS:	ANNUALLY
PURPOSE OF LOAN:	MAKING BELOW MARKET INT RATE LOANS
DESCRIPTION AND FMV OF CONSIDERATION:	NONE

BEGINNING BALANCE DUE	250,000.
ENDING BALANCE DUE	250,000.
ENDING FAIR MARKET VALUE	250,000.

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

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL NATIONAL MORTGAGE ASSO	11,131.	11,250.
FHLMC - K012 CL A2 - 4.186% -	5,527.	5,248.
FHLMC REMIC K-AIV CL A 2 - 3.9	5,417.	5,246.
US T - 2.500% - 05/15/2046	5,069.	4,756.
US T BDS - 2.500% - 02/15/2045	4,943.	4,766.
US T BDS - 2.750% - 08/15/2047	4,988.	4,988.
US T BDS - 2.875% - 11/15/2046	2,943.	3,077.
US T BDS - 3.000% - 05/15/2045	9,925.	10,502.
US T BOND - 4.250% - 05/15/203	1,341.	1,264.
US T BOND - 4.375% - 05/15/204	8,387.	9,057.
US OBLIGATIONS TOTAL	59,671.	60,154.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	44,531.	64,604.
ACHAOGEN INC	8,907.	3,738.
ACS ACTIVIDADES CO UNSP ADR	21,763.	28,854.
ACUSHNET HOLDINGS CORP	9,097.	9,971.
ADIENT PLC	15,932.	17,786.
ADVANCED ENERGY IND INC	12,549.	11,876.
AERCAP HOLDING N.V	35,516.	47,139.
AGREE REALTY CORP	2,553.	4,064.
AIA GROUP LTD ADR	27,512.	36,363.
AIRBUS GROUP	17,807.	30,554.
ALARM.COM HOLDINGS INC	10,645.	10,608.
ALASKA AIR GROUP INC	14,887.	16,760.
ALBANY INTERNATIONAL CORP	3,165.	3,810.
ALLERGAN PLC	60,031.	46,620.
ALLETE INC	6,358.	9,741.
ALLIANT CORP	8,346.	11,633.
ALLIANZ SE ADR	25,138.	36,224.
AMADEUS IT HLDS SA	16,156.	29,077.
AMBEV SA	29,857.	32,268.
AMC NETWORKS INC	12,269.	9,464.
AMCOR LTD	30,345.	35,487.
AMERICAN EXPRESS CO	20,808.	27,310.
AMN HEALTHCARE SERVICES INC	10,259.	14,430.
ANADARKO PETROLEUM CORP	98,392.	83,356.
ANNALY MTG MGMT INC. COM	10,387.	11,771.
APPLIED IDNS TECH	2,721.	4,495.
ARCELORMITTAL	29,389.	42,035.
ARES CAPITAL CORPORATION - CLO	14,264.	13,786.
ARGAN, INC	7,140.	8,145.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARTISAN PARTNERS ASSET MANAGEM	11,192.	14,734.
AUTODESK, INC	19,597.	38,263.
AUTOLIV INC	7,767.	9,912.
AVERY DENNISON CORP	6,814.	10,567.
AXA ADS	25,510.	33,260.
B&G FOODS INC	22,472.	21,512.
BAE SYSTEMS PLC	30,714.	28,218.
BAIDU.COM - ADR	56,203.	74,245.
BANCO BILBAO ARG SA	27,810.	28,390.
BANCO BRADESCO S.A. SPONS ADR	32,076.	33,956.
BANCO LATINOAMERICANO DE COMER	13,776.	12,939.
BANK OF THE OZARKS	18,967.	23,595.
BAYER A G SPONSORED ADR	32,568.	29,225.
BEACON ROOFING SUPPLY, INC	10,706.	14,984.
BGC PARTNERS INC	8,871.	14,355.
BHP BILLITON SP ADR	34,689.	48,763.
BIOGEN INC	58,876.	66,581.
BIOTELEMETRY INC	8,284.	8,761.
BIOVERATIV INC	4,938.	5,608.
BLACKROCK STRAT INC OPP - INS	804,807.	789,909.
BOK FINANCIAL CORP	5,038.	8,863.
BOYD GAMING CORP	8,595.	11,496.
BRAMBLES LTD UNSP AD	34,948.	35,975.
BRINKS CO	13,805.	14,402.
BRITISH AMERICAN TOBACCO PLC	137,760.	156,354.
BROADCOM LIMITED	47,943.	89,914.
BROADRIDGE FINANCIAL	7,035.	11,232.
CABLE ONE INC	19,859.	18,990.
CALRSBERG AS SP ADR REP B	46,227.	63,668.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CAMBREX CP	9,854.	10,896.
CANADIAN NATL RAILWAY CO	14,387.	20,790.
CANADIAN NATURAL RESOURCES LTD	27,732.	30,791.
CANTEL MEDICAL CORPORATION	12,800.	13,064.
CARETRUST REIT, INC	16,666.	16,023.
CARREFOUR S.A	32,444.	27,064.
CATALENT INC	12,626.	12,570.
CENOVUS ENERGY INC	20,158.	14,298.
CGI GROUP INC CL A SUB VTG SHS	31,678.	42,595.
CHARLES RIV LABORATORIES INTL	12,937.	20,029.
CHEMED CORP	10,222.	20,414.
CHEVRON CORP	32,233.	33,426.
CHUBB LIMITED	48,520.	54,653.
CIELO SA ADR	35,131.	32,197.
CIRRUS LOGIC INC	9,665.	13,795.
CISCO SYSTEMS INC	12,690.	19,916.
CITRIX SYSTEMS INC	18,357.	30,888.
CK HUTCHISON HLDGS	71,460.	68,465.
COLGATE-PALMOLIVE COMPANY	60,983.	69,640.
COLONY NORTHSTAR INC	16,879.	14,628.
COMCAST CORP	67,525.	97,160.
COMPAGNIE FINANCIERE RICHEMONT	18,997.	24,147.
COMPASS GROUP PLC ADR	23,656.	28,943.
CONOCOPHILLIPS	17,478.	21,682.
CONSOLIDATED COMMUNICATIONS HO	4,631.	3,230.
CORESITE REALTY CORPORATION	14,210.	17,427.
CRANE CO	56,783.	84,133.
CREE, INC	24,826.	35,840.
CRYOPORT INC	2,860.	2,706.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CSL LTD	8,944.	13,461.
CULLEN FROST BANKERS INC	10,853.	15,901.
CURTISS WRIGHT CP	12,896.	12,672.
CVS CAREMARK CORP	17,741.	15,950.
DBS GROUP HLDGS SPON ADR	22,583.	36,733.
DEUTSCHE BOERSE ADR	47,704.	50,741.
DEUTSCHE POST AG	17,717.	27,221.
DIAGEO PLC ADS	50,479.	62,355.
DIAMOND OFFSHORE DRL	17,649.	17,568.
DISCOVERY INC (FORMERLY DISC C	18,336.	14,010.
DNB NOR ASA SPONSOR ADR	21,698.	28,728.
DOLBY LABORATORIES	13,242.	23,560.
DONALDSON CO. INC	3,662.	5,238.
DOUBLELINE TOTAL RETURN BOND	383,451.	372,200.
E.ON AG SPON ADR REP 1/3 ORD N	25,833.	32,237.
EAST WEST BANCORP, INC	8,217.	12,835.
EASTGROUP PROPERTIES INC	3,049.	4,507.
EBAY INC	18,758.	27,928.
EMCOR GROUP INC	21,280.	29,267.
ENGIE	32,624.	36,229.
ENLINK MIDSTREAM LLC	12,478.	15,259.
ENTEGRIS INC MINNESOTA	12,018.	15,286.
ENTERCOM COMMUN CP	9,357.	8,737.
ENVESTNET INC	12,493.	12,014.
EPAM SYSTEMS INC	12,852.	12,784.
EPLUS, INC	10,228.	10,453.
EPR PROPERTIES	10,644.	12,110.
ESSILOR INTL ADR	45,544.	53,046.
EURONET WORLDWIDE INC	24,487.	32,360.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EVERCORE PARTNERS INC	20,425.	25,470.
EXACT SCIENCES CORPORATION	5,763.	7,776.
EXELON CORPORATION	21,399.	25,617.
EXLSERVICE HOLDINGS INC	14,042.	15,812.
EXXON MOBIL CORP	22,149.	20,910.
FAIR ISSAC & CO INC	11,836.	12,716.
FANUC LIMITED UNSPONSORED	9,723.	13,438.
FAST RETAILING CO LT	30,914.	35,635.
FIBROGEN INC	5,760.	5,261.
FIDELITY NATIONAL FINANCIAL IN	8,643.	12,596.
FLUOR CORP	45,458.	42,198.
FOMENTO ECONOMICO MEXICANO	36,187.	40,095.
FORTIS INC	3,971.	4,620.
FRANKLIN RES INC	17,053.	16,032.
FREEPORT-MCMORAN COPPER & GOLD	28,510.	44,613.
FULLER H B CO	9,225.	8,942.
GALLAGHER ARTHUR J & CO	6,693.	8,922.
GARMIN LTD	4,915.	6,851.
GEA GROUP AG ADR	19,582.	20,396.
GLAXOSMITHKLINE PLC	23,939.	19,083.
GLOBUS MEDICAL INC	7,585.	12,453.
GRAMERCY PROPERTY TRUST INC	12,759.	13,943.
GRAND CANYON EDUCATION, INC	16,640.	21,308.
GREAT PLAINS ENERGY	10,092.	12,122.
GRUBHUB INC	14,537.	23,838.
HASBRO INC	9,373.	9,180.
HAWAIIAN HOLDINGS INC	25,906.	23,352.
HEALTHSOUTH CP	12,239.	13,044.
HERCULES TECHNOLOGY GROWTH	6,024.	6,849.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HESKA CORPORATION	8,596.	6,497.
HFF INC	10,672.	13,084.
HNI CORP	15,238.	14,001.
HOLLYFRONTIER CORP	8,229.	16,442.
HOME DEPOT INC	43,379.	67,662.
HONDA MOTOR CO LTD	17,395.	19,426.
HOPE BANCORP INC	9,130.	9,052.
HSBC HOLDINGS PLC	27,924.	34,186.
HUB-B(OLD)	6,024.	7,850.
HUNTSMAN CORP	3,878.	12,417.
ICON PLC - AMERICAN DEPOSITARY	16,754.	28,038.
ICU MEDICAL, INC	13,395.	18,144.
IDEX CP	3,950.	6,599.
IMMUNOGEN, INC	6,094.	6,166.
INFORMA PLC SPONSORED ADR	20,319.	23,671.
ING GROUP N V SPONSORED ADR	17,067.	17,685.
INGREDION INC	7,728.	10,485.
INSTRUCTURE INC	5,650.	6,256.
INTEL CORP	37,906.	63,839.
INTERSECT ENT INC	5,763.	6,156.
INTESA SANPAOLO SPA	36,405.	48,578.
INVESCO PLC	61,601.	64,055.
IONIS PHARMACEUTICALS INC	18,125.	24,798.
ITT INC	12,174.	13,769.
J2 GLOBAL INC	11,904.	12,380.
JAMES RIVER GROUP HOLDINGS LTD	8,313.	8,482.
JAPAN TOB INC	18,852.	15,652.
JOHNSON & JOHNSON	52,515.	60,359.
JOHNSON CONTROLS INTERNATIONAL	41,748.	39,901.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JULIUS BAER GROUP LTD	53,687.	65,172.
KAO CORP ADR	8,882.	12,705.
KAR AUCTION SERVICES INC	11,462.	12,830.
KASIKORNBANK PUB CO LTD ADR CM	22,866.	31,503.
KERR MCGEE CORP	5,809.	8,590.
KOMATSU LTD	21,323.	34,274.
KON KPN NV SPON ADR REP 1 ORD	33,597.	32,638.
KONINKLIJKE DSM NV ADR	22,307.	37,563.
KROGER CO	14,560.	17,843.
KROTON EDUCACIONAL SA	22,755.	26,956.
L3 TECHNOLOGIES, INC	49,717.	89,625.
LAS VEGAS SANDS CORP	18,297.	22,862.
LASALLE HOTEL PROP	6,720.	7,803.
LCI INDUSTRIES	22,406.	29,120.
LEIDOS HOLDINGS INC	9,094.	14,076.
LEMAITRE VASCULAR, INC	7,955.	8,565.
LIBERTY BROADBAND CORPORATION	1,898.	3,062.
LIBERTY BROADBAND CORPORATION	3,804.	6,217.
LIBERTY INTERACTIVE CORPORATIO	22,982.	20,928.
LIBERTY MEDIA CORPORATION - SE	899.	1,374.
LIBERTY MEDIA CORPORATION - SE	1,822.	2,938.
LIBERTY SIRIUS XM CORP - SER C	9,829.	13,683.
LIBERTY SIRIUS XM GROUP - SER	4,918.	6,782.
LIBERTY VENTURES	2,024.	3,580.
LINCOLN ELECTRIC HOLDING INC	3,742.	5,678.
LIONS GATE ENTERTAINMENT CORP	3,151.	3,809.
LITHIA MOTORS INC CL A	19,063.	20,446.
LITTELFUSE, INC	4,320.	9,100.
LLOYDS BANKING GROUP PLC	66,668.	62,239.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOCKHEED MARTIN CORP	40,715.	60,678.
LOGMEIN, INC	4,699.	6,870.
LOOMIS SAYLES SECURITIZED ASSE	221,678.	207,698.
LOUISIANA PACIFIC CP	16,705.	16,938.
LOWES COMPANIES INC	14,762.	18,588.
MACK CALI RLTY CORP	4,795.	5,067.
MARRIOTT VACATIONS WORLDWIDE C	6,247.	12,980.
MARSH AND MCLENNAN COMPANIES I	39,351.	59,252.
MASTEC INC	13,734.	15,517.
MATADOR RESOURCES COMPANY	10,836.	14,320.
MATERION CORP	9,612.	9,526.
MAXIM INTEGRATED PRODS INC	3,849.	6,064.
MCDONALD'S CORP	43,467.	67,471.
MCKESSON CORP	17,524.	18,714.
MEDICAL PROPERTIES TRUST, INC	18,399.	19,375.
MEDIOBANCA SPA	15,892.	16,271.
MEDTRONIC PLC	79,579.	83,414.
MERIT MEDICAL SYSTEMS, INC.	13,416.	16,978.
MICROSOFT CORP	41,499.	88,875.
MIMEDX GROUP INC	5,522.	5,246.
MITSUBISHI ESTATE CO ADR	37,094.	29,929.
MKS INSTRUMENTS, INC	14,785.	16,632.
MONDELEZ INTERNATIONAL INC	15,681.	15,622.
MSA SAFETY INCORPORATED	5,362.	8,450.
MSC INDUSTRIAL DRCT	2,663.	3,576.
NATIONAL WESTERN LIFE INSURANC	5,609.	5,958.
NATL OILWELL VARCO	31,601.	23,377.
NATUS MEDICAL INCORPORATED	14,302.	14,554.
NEKTAR THERAPEUTICS	5,733.	15,766.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY, INC	21,595.	31,550.
NORDSON CP	4,297.	10,980.
NORDSTROM INC	8,919.	9,855.
NOVARTIS AG ADR	63,590.	67,084.
NOW INC	16,074.	7,644.
NUANCE COMMUNICATIONS, INC	11,073.	11,429.
NUCOR CP	40,049.	54,806.
NUTANIX INC	12,840.	13,900.
NUTRISYSTEM INC	5,801.	5,733.
NUVASIVE, INC	8,510.	6,960.
OMEGA HEALTHCARE INV	23,441.	20,517.
ONEOK INC	25,052.	25,763.
OPEN TEXT CORP	27,098.	29,214.
ORANGE	26,661.	26,970.
ORASURE TECHNOLOGIES INC	8,712.	7,487.
OTSUKA HOLDINGS CO	20,784.	27,795.
PACKAGING CORP AMER	5,156.	9,765.
PACWEST BANCORP	17,447.	20,362.
PADDY POWER BETFAI	22,244.	25,170.
PANASONIC CORP	37,858.	48,617.
PAYCOM SOFTWARE	11,905.	11,648.
PEBBLEBROOK HOTEL TR COM	7,795.	10,668.
PEMBINA PIPELINE CORP CANADA	10,225.	10,347.
PENTAIR INC. COM	20,085.	22,528.
PEPSICO INC	60,773.	76,749.
PERNOD-RECARD SA	26,750.	32,800.
PNC FINANCIAL GROUP INC	13,529.	23,808.
PNM RESOURCES INC	3,893.	6,108.
POLYONE CORP	8,225.	10,962.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PORTOLA PHARMACEUTICALS INC	5,883.	5,209.
POWER INTEGRATIONS, INC	6,178.	9,047.
PPG INDUSTRIES INC	16,819.	21,028.
PRADA SPA ADR	5,589.	4,227.
PRAXAIR INC	46,887.	62,336.
PRIMERICA, INC	15,928.	20,005.
PROCTER GAMBLE CO	12,896.	14,241.
PROPETRO HOLDING CORP	9,338.	9,838.
PT BK MANDIR PRS UNSP/ADR	21,990.	32,198.
QUALCOMM INC	13,921.	14,084.
QUALYS INC COM	7,332.	15,194.
RAMCO-GERSHENSON PROPERTIES	5,501.	6,422.
RAVEN INDUSTRIES, INC	5,660.	5,736.
REALPAGE, INC	11,438.	14,398.
RECKITT BENCKISER GROUP	25,055.	25,664.
RELX PLC	29,648.	43,110.
REPLIGEN CORP	5,599.	4,825.
ROCHE HOLDING AG GENUSSCHEIN (	12,643.	12,630.
ROCHE HOLDING LTD ADR	34,949.	33,570.
ROCKWELL AUTOMATION INC	43,182.	80,110.
ROYAL DUTCH SHEL PLC SPONS ADR	17,666.	21,375.
ROYAL DUTCH SHELL CL A	26,794.	34,422.
RPM INTERNATIONAL INC	8,176.	8,702.
SAGE THERAPEUTICS INC	4,699.	11,365.
SAP AKTIENGESELL ADS	30,934.	48,427.
SCHLUMBERGER LTD	57,622.	54,114.
SCHNEIDER ELEC UNSP/ADR	34,553.	41,951.
SEAGATE TECHNOLOGY	62,633.	54,852.
SECOM CO LTD ADR OTC	29,113.	31,159.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEMTECH CORPORATION	10,467.	10,739.
SEVEN & I HOLDINGS C	30,562.	31,110.
SINCLARI BROADCAST GROUP INC	16,003.	20,855.
SMITH & NEPHEW PLC ADR	48,427.	48,979.
SNAP ON INC	17,953.	19,870.
STERIS PLC	15,563.	18,894.
SUMITOMO MITSUI FINCL GRP	42,585.	48,586.
SUNCOR ENERGY INC	54,776.	64,958.
SUNTRUST BKS INC	8,420.	15,502.
SUPERNUS PHARMACEUTICALS INC	11,615.	9,365.
TAIWAN SEMICONDUCTOR MFG CO LT	27,359.	49,325.
TANGER FACTORY OUTLET CENTERS	8,594.	8,536.
TARGA RESOURCES CORP	10,697.	16,753.
TARGET CORPORATION	25,874.	26,753.
TATA MOTORS LTD ADS	34,455.	33,533.
TE CONNECTIVITY LTD	49,327.	78,122.
TELEFLEX INC	6,965.	11,446.
TEMPLETON GLOBAL BD	595,696.	573,457.
TEXAS CAPITAL BANCSHARES, INC	17,658.	17,958.
TEXAS INSTRUMENTS INC	38,717.	77,598.
THE COCA-COLA CO	45,015.	48,816.
THE TRADE DESK INC	9,006.	7,866.
THORNBURG DEVELOPING WORLD FD	776,846.	912,209.
TOPBUILD CORP	8,840.	14,088.
TORAY INDUSTRIES INC	30,387.	28,350.
TORCHMARK CORP	8,195.	14,514.
TOTAL FINA ELF S.A	26,302.	29,685.
TRAVELERS COMPANIES INC	15,072.	22,381.
TRAVELPORT WORLDWIDE LIMITED	16,934.	16,115.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TREX CO INC	6,398.	14,958.
TRINET GROUP, INC	11,275.	19,864.
TRINSEO SA	16,829.	17,424.
TRUPANION INC	8,393.	10,684.
TTM TECHNOLOGIES INC	12,665.	12,019.
TUPPERWARE CORP	6,785.	6,772.
TWITTER INC	56,405.	69,557.
U.S. SILICA HOLDINGS INC	11,203.	9,410.
UBIQUITI NETWORKS, INC	8,560.	10,795.
UBS AG	14,949.	14,142.
UNILEVER N V N Y	17,347.	23,373.
UNION PACIFIC	49,811.	69,330.
UNITED OVRSEAS BK LTD ADR	28,829.	34,090.
UNITED PARCEL SERVICE	17,970.	20,256.
UNITED TECHNOLOGIES CORP	48,764.	58,682.
UNITEDHEALTH GROUP INC	59,180.	133,598.
US BANCORP	15,576.	20,628.
USD TRONOX LTD	9,757.	9,722.
V F CORP	40,552.	55,870.
VALIDUS HLDS LTD	15,066.	15,484.
VARONIS SYSTEMS INC	6,210.	7,622.
VECTREN CORP	5,083.	8,062.
VERIZON COMMUNICATIONS	18,155.	19,055.
VERMILION ENERGY	15,078.	16,417.
VERTEX PHARMCTLS INC	18,629.	28,923.
VINCI SA ADR	12,270.	12,623.
VISTEON CORP	12,764.	12,514.
WAGEWORKS INC	13,918.	14,198.
WAL-MART STORES INC	15,411.	19,750.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WASHINGTON TRUST BANCORP INC	6,123.	8,254.
WEATHERFORD INTL	71,381.	26,204.
WELLS FARGO & CO	17,220.	22,145.
WESTERN ALLIANCE BANCORPORATIO	14,202.	22,025.
WESTERN DIGITAL CORP	11,668.	24,575.
WH GROUP LIMITED SPON ADR EACH	21,820.	39,934.
WILLDAN GROUP INC	5,836.	4,237.
WOLTERS KLUWER S/ADR	27,310.	34,543.
XPERI CORPORATION	8,068.	6,271.
YAHOO JAPAN CORP	13,666.	16,397.
YELP INC	8,728.	8,560.
TOTALS	10,016,685.	11,670,597.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
21ST CENTY FOX AMER INC BND -	4,369.	4,228.
AFLAC INC - 3.625% - 11/15/202	5,090.	5,229.
AMGEN INC - 2.200% - 05/22/201	4,001.	4,000.
ANHEUSER BUSCH INBEVFIN INC -	4,249.	4,473.
APPLE INC NOTE - 2.400% - 05/0	4,654.	4,949.
AT&T INC BOND - 3.400% - 05/15	4,761.	4,916.
BANK AMER CORP FR - 2.000% - 0	4,004.	4,000.
BANK NEW YORK - 3.650% - 02/04	4,095.	4,186.
BANK OF MONTREAL MTN - 1.900%	3,965.	3,916.
BP CAPITAL MKTS - 3.814% - 02/	4,272.	4,205.
CAPITAL ONE FINANCIAL CO NOTE	4,999.	4,974.
CATERPILLAR INC - 1.350% - 05/	4,986.	4,951.
CITIGROUP INC NOTE - 4.600% -	4,000.	4,257.
COMCAST CORP - 3.000% - 02/01/	5,001.	5,033.
CONOCOPHILLIPS CO NOTE - 4.200	3,230.	3,155.
CSX CORP - 0.000% - 11/01/2026	3,936.	3,817.
DEERE JOHN CAP CORP S BE MTN -	3,982.	4,023.
DEUTSCHE BANK BOND - 3.125% -	1,994.	2,012.
ENERGY TRANSFER PARTNERD DTD -	3,899.	3,997.
ENTERPRISE OPER LLC - 2.550% -	4,097.	4,012.
EXPRESS SCRIPTS NOTE - 4.500%	4,231.	4,245.
GENERAL MTRS FINL COINC NOTE -	4,168.	4,160.
GOLDMAN SACHS GROUP INC NOTE -	3,995.	4,016.
HEWLETT-PACKARD CO - 4.650% -	4,272.	4,252.
HSBC HLDGS PLC NOTE - 5.100% -	4,451.	4,298.
INTERNATIONAL BUSINESS MACHINE	4,567.	5,294.
JP MORGAN CHASE NOTE - 0.000%	5,055.	5,039.
JPMORGAN CHASE & CO MTN - 1.70	4,025.	4,000.
KINDER MORGAN EP - 4.150% - 02	4,028.	4,148.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MCDONALDS CORP NT - 5.000% - 0	4,603.	4,125.
METLIFE INC - 4.368% - 09/15/2	4,321.	4,319.
MORGAN STANLEY SR NT-F - 3.750	5,002.	5,182.
ORACLE CORP - 3.625% - 07/15/2	4,255.	4,200.
ORIX CORPORATION - 2.900% - 07	5,043.	4,983.
ROYAL BANK OF CANADA - 2.150%	4,040.	3,986.
SANTANDER UK PLC NOTE - 2.375%	4,057.	4,001.
SHELL INTL FIN NT - 6.375% - 1	5,250.	5,576.
STATOIL ASA - 1.150% - 05/15/2	4,910.	4,988.
UNITEDHEALTH GROUP INC - 5.800	4,904.	5,200.
VIACOM INC - 6.875% - 04/30/20	4,738.	4,539.
VODAFONE GROUP PLC - 6.150% -	4,718.	5,017.
WELLS FARGO CO MTN BE - 3.300%	4,088.	4,062.
WESTPAC BANKING CP - 2.500% -	4,998.	4,969.
XEROX - 6.350% - 05/15/2018	1,156.	1,015.
TOTALS	188,459.	189,947.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANDEAVOR LOGISTICS LP	13,309.	13,580.
ANTERO MIDSTREAM PARTNERS LP	12,599.	12,603.
BUCKEYE PARTNERS, LP	10,800.	9,910.
ENERGY TRANSFER EQUITY LP	14,941.	20,574.
ENERGY TRANSFER PARTNERS, L.P	54,516.	50,678.
ENLINK MIDSTREAM PARTNERS LP	7,097.	13,187.
ENTERPRISE PRODUCTS PARTNERS L	61,475.	86,582.
EQT MIDSTREAM PARTNERS LP	25,505.	29,532.
GOOD RETURNS GROUP, INC	108,315.	145,315.
JTL PRIVATE EQUITY FUND, L.P	1,902,091.	965,547.
LUPTON HEDGE FUND PARTNERSHIP	7,829,592.	8,286,392.
MAGELLAN MIDSTREAM PARTNERS LP	42,795.	53,843.
MPLX LP	35,246.	52,815.
PHILLIPS 66 PARTNERS LP	10,323.	11,569.
PLAINS ALL AMERICAN PIPELINE L	35,713.	27,327.
SHELL MIDSTREAM PARTNERS LP	25,005.	23,260.
TALLGRASS ENERGY PARTNERS LP	12,261.	16,552.
WESTERN GAS PARTNERS, LP	24,214.	30,489.
WILLIAMS PARTNERS LP	17,295.	27,650.
TOTALS	10,243,092.	9,877,405.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
2,795,283.		2,776,970.					18,313.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							981,447.	
		SEC 751 GAIN ON SALE OF PTSHP RECLASS						
		31,578.					-31,578.	
TOTAL GAIN(LOSS)							968,182.	

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDERSON BURNS CROSLAND 1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX 75226	DIR, TREAS 1.00	0.	0.	0.
BENJAMIN LUPTON CROSLAND 1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX 75226	DIR, SEC 1.00	0.	0.	0.
KATHERINE L. JUETT 1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX 75226	CHAIRMAN OF THE BOARD, DIR 1.00	0.	0.	0.
WILLIAM DANA JUETT* 1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX 75226 * DECEASED IN 2017	DIR, PRES 25.00	18,000.	0.	0.
ALICE CROSLAND TREASTER 1808 S. GOOD LATIMER EXPWY STE 102 DALLAS, TX 75226	DIR 1.00	0.	0.	0.
	GRAND TOTALS	18,000.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
REYNOLDS AND PARK WEALTH MANAGEMENT ONE UNION SQAURE, STE 100 CHATTANOOG, TN 37402	INVESTMENT MGT	114,827.
TOTAL COMPENSATION		114,827.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE L JUETT
WILLIAM DANA JUETT

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY 250 WILLIAMS ST NW ATLANTA, GA 30303	N/A PC	CHARITABLE EVENT	75,000
AMISTAD MISSION PO BOX 23030 NASHVILLE, TN 37202	N/A PC	GENERAL & UNRESTRICTED	10,000
CHARLOTTE CHRISTIAN SCHOOL 7301 SARDIS RD CHARLOTTE, NC 28270	N/A PC	GENERAL & UNRESTRICTED	20,000
CHEER 4 YOUR LIFE 3026 MOCKINGBIRD LN DALLAS, TX 75205	N/A PC	CHARITABLE EVENT	10,000
CRISTO REY DALLAS HIGH SCHOOL INC 1064 N SAINT AUGUSTINE DR DALLAS, TX 75217	N/A PC	GENERAL & UNRESTRICTED	5,000
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION I 700 N PEARL ST STE N1800 DALLAS, TX 75201	N/A PC	CENTER CIRCLE DIAMOND GRANT	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DALLAS FIREFIGHTERS MUSEUM INCORPORATED 3801 PARRY AVE DALLAS, TX 75226	N/A PC	CHARITABLE EVENT	5,000
DALLAS SOCIAL VENTURE PARTNERS 12900 PRESTON RD STE 1220 DALLAS, TX 75230	N/A PC	DANA JUETT SOCIAL VENTURE LEADERSHIP RESIDENCY PROGRAM	50,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	BENEFACTOR PROGRAM	10,000
DALLAS THEATER CENTER 2400 FLORA ST - 8TH FL DALLAS, TX 75201	N/A PC	UNDERWRITING OF A PRODUCTION OF THE CENTER'S CHOICE	25,000
GENESIS WOMEN'S SHELTER 4411 LEMMON AVE DALLAS, TX 75219	N/A PC	GENERAL & UNRESTRICTED	5,000
GRANT HALLIBURTON FOUNDATION INC 601 HOMEWOOD DR PLANO, TX 75025	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEROES FOR CHILDREN 1701 GATEWAY BLVD RICHARDSON, TX 75080	N/A PC	GENERAL & UNRESTRICTED	2,000
HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LN DALLAS, TX 75205	N/A PC	MAD FOR PLAID CAMPAIGN	5,000
HONDURAS THREADS 938 W GREENBRIAR LN DALLAS, TX 75208	N/A PC	GENERAL & UNRESTRICTED	5,000
INTERFAITH FAMILY SERVICES PO BOX 720206 DALLAS, TX 75372	N/A PC	CHARITABLE EVENT	1,000
INTERFAITH FAMILY SERVICES PO BOX 720206 DALLAS, TX 75372	N/A PC	FAMILY EMPOWERMENT CENTER CAPITAL CAMPAIGN	83,333
JOHN S BRADFIELD SCHOOL PARENT TEACHER ASSOCIATION 4300 SOUTHERN AVE DALLAS, TX 75205	N/A PC	CHARITABLE EVENT	1,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOHN S BRADFIELD SCHOOL PARENT TEACHER ASSOCIATION 4300 SOUTHERN AVE DALLAS, TX 75205	N/A PC	CHARITABLE EVENT	2,500.
JUBILEE PARK & COMMUNITY CENTER CORPORATION 917 BANK ST DALLAS, TX 75223	N/A PC	CHARITABLE EVENT	20,000
MERCY STREET INC 3801 HOLYSTONE ST DALLAS, TX 75212	N/A PC	MERCY STREET SPORTS COMPLEX PHASE TWO CAMPAIGN	50,000
PANCREATIC CANCER ACTION NETWORK INC 1500 ROSECRANS AVE STE 200 MANHATTAN BCH, CA 90266	N/A PC	GENERAL & UNRESTRICTED	20,000
PARKS AND WILDLIFE FOUNDATION OF TEXAS INC 2914 SWISS AVE DALLAS, TX 75204	N/A SO I	CHARITABLE EVENT	10,000
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A PC	CHARITABLE EVENT	25,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHI DELTA THETA FOUNDATION 2 S CAMPUS AVE OXFORD, OH 45056	N/A PC	TEXAS EPSILON CHAPTER AT TEXAS TECH	25,000
SAINT MICHAEL AND ALL ANGELS CHURCH PO BOX 12385 DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	10,000
SALESMANSHIP CLUB CHARITABLE GOLF OF DALLAS INC 106 E 10TH ST 200 DALLAS, TX 75203	N/A PC	SPONSORSHIP OF ACTIVE DUTY MILITARY GOLFERS IN THE OPERATION APPRECIATION PROGRAM	3,000
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS INC 106 E 10TH ST STE 200 DALLAS, TX 75203	N/A SO I	CHARITABLE EVENT	20,000
ST PHILIPS SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVE DALLAS, TX 75215	N/A PC	WECREATION CENTER PROJECT	50,000
TACA INC 1722 ROUTH ST STE 115 DALLAS, TX 75201	N/A PC	GENERAL & UNRESTRICTED	35,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TACA INC 1722 ROUTH ST STE 115 DALLAS, TX 75201	N/A PC	DONNA WILHELM FAMILY NEW WORKS FUND	35,000
TEXAS TECH FOUNDATION INC PO BOX 45025 LUBBOCK, TX 79409	N/A PC	CATCHER POSITION SCHOLARSHIP ENDOWMENT FUND IN BASEBALL	30,000
THE BAYLOR SCHOOL 171 BAYLOR SCHOOL RD CHATTANOOGA, TN 37405	N/A PC	ANNUAL FUND	2,500
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	JANIS FORSE WELLS ENDOWED SCHOLARSHIP FUND IN ELEMENTARY EDUCATION	5,000
THE UNIVERSITY OF TEXAS AT DALLAS CENTER FOR BRAI THE UNIVERSITY OF TEXAS AT DALLAS RICHARDSON, TX 75080	N/A GOV	GENERAL & UNRESTRICTED	100,000
THE UNIVERSITY OF TEXAS AT DALLAS CENTER FOR BRAI THE UNIVERSITY OF TEXAS AT DALLAS RICHARDSON, TX 75080	N/A GOV	CHARITABLE EVENT	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRADITIONAL SMALL CRAFT ASSOCIATION INC PO BOX 350 MYSTIC, CT 06355	N/A PC	FOR THE LOST COAST CHAPTER	2,000
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL, NC 27514	N/A PC	LUX LIBERTAS SOCIETY JOHN T LUPTON FUND	5,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	1,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	1,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC	FAMILY GIVING CAMPAIGN	5,000
UNIVERSITY PARK UNITED METHODIST CHURCH 4024 CARUTH BLVD DALLAS, TX 75225	N/A PC	CHARITABLE EVENT	2,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A PC	AMICI FUND	15,000
		TOTAL CONTRIBUTIONS PAID	812,333

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-12,167.	14	434,738.	
FEDERAL TAX REFUND			01	73,139.	
SEC 751 GAIN ON SALE OF PTSHP	525990	31,578.			
STATE TAX REFUND			01	3,900.	
INTEREST INCOME FROM NOTE RECEIVABLE			14	13,500.	
SECTION 965 INCOME			14	38,274.	
TOTALS		19,411.		563,551.	