

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2017

Open to Public
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation WINN FAMILY FOUNDATION	A Employer identification number 45-2606351			
	B Telephone number (see instructions) (214) 780-2536			
C If exemption application is pending, check here ► <input type="checkbox"/>				
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>				
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>				
F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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 type="checkbox"/> Address change <input type="checkbox"/> Name change		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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 38,531,919		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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))				
Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	7,566,000	0	0	0
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B	0	0	0	0
3 Interest on savings and temporary cash investments	69,303	69,303	0	0
4 Dividends and interest from securities	772,311	772,311	0	0
5a Gross rents	0	0	0	0
b Net rental income or (loss)	0	0	0	0
6a Net gain or (loss) from sale of assets not on line 10	-6,930	0	0	0
b Gross sales price for all assets on line 6a	6,176,127	0	0	0
7 Capital gain net income (from Part IV, line 2)	0	0	0	0
8 Net short-term capital gain	0	0	0	0
9 Income modifications	0	0	0	0
10a Gross sales less returns and allowances	0	0	0	0
b Less Cost of goods sold	0	0	0	0
c Gross profit or (loss) (attach schedule)	0	0	0	0
11 Other income (attach schedule)	-28,053	0	0	0
12 Total. Add lines 1 through 11	8,372,631	841,614	0	0
Operating and Administrative Expenses	0	0	0	60,000
13 Compensation of officers, directors, trustees, etc	60,000	0	0	60,000
14 Other employee salaries and wages	0	0	0	0
15 Pension plans, employee benefits	0	0	0	0
16a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	6,195	3,717	0	2,478
c Other professional fees (attach schedule)	214,998	155,873	0	59,125
17 Interest	4,558	4,558	0	0
18 Taxes (attach schedule) (see instructions)	39,881	18,881	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	0
20 Occupancy	0	0	0	0
21 Travel, conferences, and meetings	0	0	0	0
22 Printing and publications	0	0	0	0
23 Other expenses (attach schedule)	12,995	11,993	0	1,002
24 Total operating and administrative expenses.	338,627	195,022	0	122,605
Add lines 13 through 23	4,492,500	0	0	4,492,500
25 Contributions, gifts, grants paid	4,831,127	195,022	0	4,615,105
26 Total expenses and disbursements. Add lines 24 and 25	3,541,504	646,592	0	0
27 Subtract line 26 from line 12	0	0	0	0
a Excess of revenue over expenses and disbursements	0	0	0	0
b Net investment income (if negative, enter -0-)	0	0	0	0
c Adjusted net income (if negative, enter -0-)	0	0	0	0

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		10,537,271	1,323,579	1,323,579
	3 Accounts receivable ► 4,979				
	Less allowance for doubtful accounts ►		4,979	4,979	4,979
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		21,049,673	33,994,498	37,203,361
	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)		31,591,923	35,323,056	38,531,919
	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 ►)		0	70,797	70,797
	23 Total liabilities (add lines 17 through 22)		0	70,797	70,797
	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		0	0	0
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	0
	29 Retained earnings, accumulated income, endowment, or other funds		31,591,923	35,252,259	35,252,259
	30 Total net assets or fund balances (see instructions)		31,591,923	35,252,259	35,252,259
	31 Total liabilities and net assets/fund balances (see instructions)		31,591,923	35,323,056	35,323,056

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	31,591,923
2	Enter amount from Part I, line 27a	2	3,541,504
3	Other increases not included in line 2 (itemize) ►	3	118,832
4	Add lines 1, 2, and 3	4	35,252,259
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	35,252,259

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a See Additional Data Table					
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	-6,930	
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					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	957,911	22,985,399	0 041675
2015	1,604,766	15,522,822	0 103381
2014	429,793	14,645,063	0 029347
2013	770,584	9,527,073	0 080884
2012	842,590	4,041,328	0 208493
2 Total of line 1, column (d)			2 0 463780
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 092756
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 33,652,673
5 Multiply line 4 by line 3			5 3,121,487
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,466
7 Add lines 5 and 6			7 3,127,953
8 Enter qualifying distributions from Part XIII, line 4			8 4,615,105

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	6,466
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		
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	6,466
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	6,466
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	13,489
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d.	7	13,489
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	7,023
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	11	0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes
14	The books are in care of ►AMY BARTON TOLLESON WEALTH MANAGEMENT	Telephone no	►(214) 780-2536
Located at ►5500 PRESTON RD STE 250 DALLAS TX		ZIP+4 ►75205	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15	<input type="checkbox"/>
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 type="checkbox"/> Yes	<input checked="" 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.	1b	No <input type="checkbox"/>
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	No <input type="checkbox"/>
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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	<input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/>
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	<input type="checkbox"/>

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ►			5b
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b
	<i>If "Yes" to 6b, file Form 8870</i>			No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred (d) compensation	Expense account, (e) other allowances
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
2		
All other program-related investments See instructions		
3		

—
A

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	29,095,693
b	Average of monthly cash balances.	1b	5,069,457
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	34,165,150
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	34,165,150
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	512,477
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,652,673
6	Minimum investment return. Enter 5% of line 5.	6	1,682,634

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

1	Minimum investment return from Part X, line 6.	1	1,682,634
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	6,466
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,466
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,676,168
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,676,168
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,676,168

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	4,615,105
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	4,615,105
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	6,466
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,608,639
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,676,168
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	641,916			
b From 2013.	303,837			
c From 2014.				
d From 2015.	843,429			
e From 2016.	1,789,182			
f Total of lines 3a through e.	3,578,364			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 4,615,105			0	
a Applied to 2016, 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 2017 distributable amount.				1,676,168
e Remaining amount distributed out of corpus	2,938,937			
5 Excess distributions carryover applied to 2017 (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:	6,517,301			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	641,916			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,875,385			
10 Analysis of line 9				
a Excess from 2013.	303,837			
b Excess from 2014.				
c Excess from 2015.	843,429			
d Excess from 2016.	1,789,182			
e Excess from 2017.	2,938,937			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

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

STEPHEN T WINN

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Additional Data Table				
Total			► 3a	4,492,500
<i>b Approved for future payment</i>				
Total			► 3b	0

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	69,303	
4 Dividends and interest from securities.			14	772,311	
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			18	-6,930	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>INCOME (LOSS) FROM PARTNERSHIPS</u>	525990	-28,053			0
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		-28,053		834,684	0
13 Total. Add line 12, columns (b), (d), and (e).					806,631
(See worksheet in line 13 instructions to verify calculations.)					

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

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

b Other transactions

(b) Performance of services or membership in fundraising solicitations.

• 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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

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

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

**Sign
Here**

* * * * *

2018-11-13

* * * * :

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

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

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

(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.)
CALL EFA	P		
ST 1256 CONTRACTS	P		
LT 1256 CONTRACTS	P		
40,000 SHS REALPAGE INC	D	2008-04-10	2017-06-05
60,000 SHS REALPAGE INC	D	2008-04-10	2017-06-06
5,000 SHS SPDR SP OIL	P	2016-11-08	2017-04-18
13,445 251 SHS TEMPLETON	P	2017-02-14	2017-11-30
4,545 SHS SPDR SP OIL	P	2015-07-06	2017-04-18
9,325 SHS SPDR SP OIL	P	2015-08-04	2017-04-18
3,980 SHS SPDR SP OIL	P	2016-02-08	2017-04-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
62,947		61,610	1,337
72,309		122,004	-49,695
108,464		183,006	-74,542
1,402,128		1,376,400	25,728
2,079,595		2,064,600	14,995
181,284		177,894	3,390
162,956		164,973	-2,017
164,787		199,980	-35,193
338,095		349,984	-11,889
144,302		99,968	44,334

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,337
			-49,695
			-74,542
			25,728
			14,995
			3,390
			-2,017
			-35,193
			-11,889
			44,334

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

(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.)
3,535 SHS SECTOR SPDR ENERGY	P	2014-07-14	2017-11-30
1,830 SHS SECTOR SPDR ENERGY	P	2016-02-08	2017-11-30
1,700 SHS SECTOR SPDR ENERGY	P	2016-11-08	2017-11-30
11,200 SHS TEMPLETON GLBL BOND	P	2014-03-21	2017-11-30
7,279 SHS TEMPLETON GLBL BOND	P	2014-05-16	2017-11-30
4,692 SHS TEMPLETON GLBL BOND	P	2014-06-18	2017-11-30
24,229 SHS TEMPLETON GLBL BOND	P	2016-03-04	2017-11-30
21,663 SHS TEMPLETON GLBL BOND	P	2016-04-22	2017-11-30
97,899 SHS SPDR GOLD TRUST - NONCOVERED	P		
7,108 SHS SPDR GOLD TRUST - NONCOVERED	P	2016-08-24	2017-10-05

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
243,869		349,910	-106,041
126,246		99,796	26,450
117,278		118,077	-799
135,744		139,905	-4,161
88,221		93,692	-5,471
56,867		60,815	-3,948
293,655		269,090	24,565
262,556		246,109	16,447
3,873		3,978	-105
289		301	-12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-106,041
			26,450
			-799
			-4,161
			-5,471
			-3,948
			24,565
			16,447
			-105
			-12

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

(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.)
7,108 SHS SPDR GOLD TRUST - NONCOVERED	P	2016-08-24	2017-11-06
7,108 SHS SPDR GOLD TRUST - NONCOVERED	P	2016-08-24	2017-12-05
7,108 SHS SPDR GOLD TRUST - NONCOVERED	P	2016-08-24	2017-09-07
2,245 SHS SPDR GOLD TRUST - NONCOVERED	P	2016-12-01	2017-12-05
LT CAPITAL GAIN FROM PASSTHROUGH - CROW HOLDINGS	P		
SEC 1231 GAIN FROM PASSTHROUGH - CROW HOLDINGS	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
296		309	-13
284		297	-13
280		276	4
90		83	7
6,033			6,033
1,630			1,630
122,049			122,049

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-13
			-13
			4
			7
			6,033
			1,630
			122,049

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN T WINN	PRESIDENT/TREASURER/DIRECTOR 3 00	0	0	0
5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	CO-VICE PRESIDENT/DIRECTOR 2 00	0	0	0
NATALIE W AMOROSO	CO-VICE PRESIDENT/DIRECTOR 5 00	20,000	0	0
5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	CO-VICE PRESIDENT/DIRECTOR 5 00	20,000	0	0
CHRISTOPHER S WINN	CO-VICE PRESIDENT/DIRECTOR 5 00	20,000	0	0
5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205	CO-VICE PRESIDENT/DIRECTOR 5 00	20,000	0	0
HEATHER W BOWMAN	SECRETARY 4 00	0	0	0
5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205				
SHAUN MILLER				
5500 PRESTON ROAD SUITE 250 DALLAS, TX 75205				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CRISTO REY DALLAS HIGH SCHOOL INC 1064 N SAINT AUGUSTINE DR DALLAS, TX 75217	NONE	501(C)(3)	BUILDING & MUSIC PROGRAM FUND	347,725
CYSTINOSIS RESEARCH FOUNDATION 18802 BARDEEN AVENUE IRVINE, CA 92612	NONE	501(C)(3)	CYSTINOSIS RESEARCH FUND	50,000
GREAT INVESTORS' BEST IDEAS FOUNDATION 3879 MAPLE AVENUE SUITE 350 DALLAS, TX 75219	NONE	501(C)(3)	ANNUAL SYMPOSIUM	7,000
Total				4,492,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KICK DRUGS OUT OF AMERICA FOUNDATION 10260 WESTHEIMER RD STE 340 HOUSTON, TX 77042	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE RD STE 1200 JENKINTOWN, PA 19046	NONE	501(C)(3)	DONOR ADVISED FUND	350,000
ST MICHAELS AND ALL ANGELS CHURCH 8011 DOUGLAS AVE DALLAS, TX 75225	NONE	501(C)(3)	STRATEGIC PLANNING	48,000
Total				4,492,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CRYSTAL CHARITY BALL TWO TURTLE CREEK 3838 OAK LAWN AVE SUITE L150 DALLAS, TX 75219	NONE	501(C)(3)	GENERAL OPERATING FUND	50,000
THE UNIVERSITY OF TEXAS 110 INNER CAMPUS DRIVE AUSTIN, TX 78705	NONE	501(C)(3)	BUILDING FUND AND GMT	700,000
OUR COMMUNITY FOUNDATION 56 EDWARDS VILLAGE BLVD SUITE 219 EDWARDS, CO 81632	NONE	501(C)(3)	HEALTHY FOOD PROGRAM	100,000
Total				4,492,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST MARK'S SCHOOL OF TEXAS 10600 PRESTON RD DALLAS, TX 75230	NONE	501(C)(3)	BUILDING FUND	2,500,000
MD ANDERSON 1515 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	501(C)(3)	GENERAL OPERATING FUND	50,000
NEST INC 501 5TH AVENUE 1608 NEW YORK, NY 10017	NONE	501(C)(3)	ARTISAN PROGRAM EXPANSION	250,000
Total				4,492,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DALLAS CHILDREN'S ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228	NONE	501(C)(3)	GENERAL OPERATING FUND	10,000
BRIGHTON CENTER 14207 HIGGINS RD SAN ANTONIO, TX 78217	NONE	501(C)(3)	GENERAL OPERATING FUND	12,275
COMMUNITY HOMES FOR ADULTS INCORPORATED 13101 PRESTON RD 312 DALLAS, TX 75240	NONE	501(C)(3)	GENERAL OPERATING FUND	5,000
Total	►			4,492,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTHERN METHODIST UNIVERSITY COX SCHOOL 6214 BISHOP BLVD DALLAS, TX 75275	NONE	501(C)(3)	SCHOLARSHIPS	7,500
Total			►	4,492,500
3a				

TY 2017 Accounting Fees Schedule

Name: WINN FAMILY FOUNDATION**EIN:** 45-2606351

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,195	3,717	0	2,478

TY 2017 Investments - Other Schedule**Name:** WINN FAMILY FOUNDATION**EIN:** 45-2606351**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN ALTUS GROUP	AT COST	231,251	294,744
INVESTMENT IN BLACKSTONE STRATEGIC PARTNERS	AT COST	545,000	492,821
INVESTMENT IN CROW HOLDINGS REALTY	AT COST	455,079	455,079
INVESTMENT IN DRT INVESTORS LP	AT COST	384,800	395,733
INVESTMENT IN GRIFFIS PREMIUM APARTMENT FUND IV LP	AT COST	258,062	258,062
INVESTMENT IN HARBERT SENIORS HOUSING FUND I, LP	AT COST	514,023	514,023
INVESTMENT IN ICG APARTMENT FUND 2014	AT COST	189,845	189,845
INVESTMENT IN ICG APARTMENT FUND 2016	AT COST	451,918	451,918
INVESTMENT IN ICG APARTMENT PORTFOLIO 10	AT COST	140,815	140,815
INVESTMENT IN IRONWOOD	AT COST	1,586,684	1,722,624
INVESTMENT IN ML/MLP PORTFOLIO	AT COST	22,871,603	25,645,451
INVESTMENT IN REALPAGE	AT COST	4,095,000	4,430,000
INVESTMENT IN SKYBRIDGE	AT COST	1,576,565	1,470,996
INVESTMENT IN VINTAGE HEALTHCARE	AT COST	193,853	208,125
INVESTMENT IN WATFORD HOLDINGS	AT COST	500,000	533,125

TY 2017 Other Expenses Schedule

Name: WINN FAMILY FOUNDATION
EIN: 45-2606351

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS	10,991	10,991	0	0
DUES & FEES	1,150	575	0	575
OTHER	854	427	0	427

TY 2017 Other Income Schedule

Name: WINN FAMILY FOUNDATION**EIN:** 45-2606351

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME (LOSS) FROM PARTNERSHIPS	-28,053		0

TY 2017 Other Increases Schedule

Name: WINN FAMILY FOUNDATION

EIN: 45-2606351

Description	Amount
PASSTHROUGH BOOK ADJUSTMENT	118,832

TY 2017 Other Liabilities Schedule

Name: WINN FAMILY FOUNDATION**EIN:** 45-2606351

Description	Beginning of Year - Book Value	End of Year - Book Value
MERRILL LYNCH DELTA OPTIONS	0	70,797

TY 2017 Other Professional Fees Schedule

Name: WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	155,873	155,873	0	0
PHILANTHROPY SERVICES	59,125	0	0	59,125

TY 2017 Substantial Contributors

Schedule

Name: WINN FAMILY FOUNDATION

EIN: 45-2606351

Name	Address
STEPHEN T WINN	5500 PRESTON ROAD 250 DALLAS, TX 75205

TY 2017 Taxes Schedule

Name: WINN FAMILY FOUNDATION**EIN:** 45-2606351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX DEPOSITS	21,000	0	0	0
FOREIGN TAX EXPENSE	18,881	18,881	0	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF
 ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

2017**Name of the organization**
WINN FAMILY FOUNDATION**Employer identification number**
45-2606351**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

Special Rules

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

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

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

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

Name of organization WINN FAMILY FOUNDATION		Employer identification number 45-2606351	
Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN T WINN 5500 PRESTON ROAD SUITE 250	\$ 7,536,000	Person <input checked="" type="checkbox"/>
	DALLAS, TX 75205		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	CHRISTOPHER S WINN 5500 PRESTON ROAD SUITE 250	\$ 10,000	Person <input checked="" type="checkbox"/>
	DALLAS, TX 75205		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	NATALIE W AMOROSO 5500 PRESTON ROAD SUITE 250	\$ 10,000	Person <input checked="" type="checkbox"/>
	DALLAS, TX 75205		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	HEATHER BOWMAN 5500 PRESTON ROAD SUITE 250	\$ 10,000	Person <input checked="" type="checkbox"/>
	DALLAS, TX 75205		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			

Name of organization WINN FAMILY FOUNDATION		Employer identification number 45-2606351	
Part II Noncash Property <small>(See instructions) Use duplicate copies of Part II if additional space is needed</small>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 3 441,000	2017-06-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	100,000 SHARES REALPAGE INC	\$ 4 095,000	2017-08-28
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization
 WINN FAMILY FOUNDATION

Employer identification number

45-2606351

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and ZIP 4	(e) Transfer of gift Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and ZIP 4	(e) Transfer of gift Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and ZIP 4	(e) Transfer of gift Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and ZIP 4	(e) Transfer of gift Relationship of transferor to transferee	