

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending ,

TurningPoint Foundation
6125 Luther Lane #244
Dallas, TX 75225

A Employer identification number
20-3979782

B Telephone number (see instructions)
(214) 696-7182

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 18,170,562.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,048.	1,048.	N/A	
	4 Dividends and interest from securities	531,248.	531,248.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-77,681.			
	b Gross sales price for all assets on line 6a	17,477,085.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
12 Total Add lines 1 through 11	454,615.	532,296.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	165.			165.
	b Accounting fees (attach sch) See St 2	5,750.	2,875.		2,875.
	c Other professional fees (attach sch) See St 3	95,794.	71,794.		24,000.
	17 Interest				
	18 Taxes (attach schedule) See Stm 4	32,541.	1,498.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	1,451.	305.		1,146.
	24 Total operating and administrative expenses. Add lines 13 through 23	135,701.	76,472.		28,186.
	25 Contributions, gifts, grants paid Part XV	922,400.			922,400.
26 Total expenses and disbursements. Add lines 24 and 25	1,058,101.	76,472.		950,586.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-603,486.				
b Net investment income (if negative, enter -0)		455,824.			
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

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	262,188.	139,919.	139,919.
	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 sch)			
		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) Statement 6	3,883,820.	4,305,383.	3,986,932.
	c	Investments — corporate bonds (attach schedule)			
	Liabilities	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) Statement 7	15,700,478.	14,806,252.	13,938,126.
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe See Statement 8)	114,139.	105,585.	105,585.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	19,960,625.	19,357,139.	18,170,562.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & 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. <input type="checkbox"/>			
	24	Unrestricted			
	25	Unrestricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	19,960,625.	19,357,139.	
	30	Total net assets or fund balances (see instructions)	19,960,625.	19,357,139.	
	31	Total liabilities and net assets/fund balances (see instructions)	19,960,625.	19,357,139.	

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	19,960,625.
2	Enter amount from Part I, line 27a	2	-603,486.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	19,357,139.
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	19,357,139.

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 publicly traded securities	P	Various	Various
b long-term capital gain dist.	P	Various	Various
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 17,476,962.		17,554,766.	-77,804.
b 123.			123.
c			
d			
e			

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	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a			-77,804.
b			123.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-77,681.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) See instructions</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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))
2017	885,593.	19,658,531.	0.045049
2016	982,648.	18,592,355.	0.052852
2015	1,046,633.	19,853,470.	0.052718
2014	970,863.	20,585,840.	0.047162
2013	975,190.	20,009,279.	0.048737

2 Total of line 1, column (d)	2	0.246518
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	0.049304
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	20,151,824.
5 Multiply line 4 by line 3	5	993,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,558.
7 Add lines 5 and 6	7	998,124.
8 Enter qualifying distributions from Part XII, line 4	8	950,586.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,116.
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	9,116.
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	9,116.
6 Credits/Payments.			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a 10,000.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	884.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax 884. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.		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?		X
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? If 'Yes,' attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	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	X	
8 a 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? If 'No,' attach explanation	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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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? Website address <u>N/A</u>	13	X
14 The books are in care of <u>Cissy Moses</u> Telephone no <u>(214) 361-2323</u> Located at <u>P. O. Box 12685 Dallas TX</u> ZIP + 4 <u>75225</u>		
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 <u>N/A</u>	15	N/A
16 At any time during calendar year 2018, 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 <u></u>		

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
1 a 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1 b	N/A
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 2018?	1 c	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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 2018 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 2018.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2018?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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

5 b N/A

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?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

N/A

7 b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and 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
Molly L. Byrne 6125 Luther Lane, Suite 244 Dallas, TX 75225	President 2.00	0.	0.	0.
Robert Byrne 6125 Luther Lane, Suite 244 Dallas, TX 75225	Secretary 1.00	0.	0.	0.
Trevor Colhoun 6125 Luther Lane, Suite 244 Dallas, TX 75225	Treasurer 1.00	0.	0.	0.
Ian Colhoun 6125 Luther Lane, Suite 244 Dallas, TX 75225	Director 1.00	0.	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Merrill Lynch 13355 Noel Road, 7th Floor Dallas, TX 75240	Investment mgmt.	71,644.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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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	1 a	20,287,244.
b	Average of monthly cash balances	1 b	171,461.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	20,458,705.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,458,705.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	306,881.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,151,824.
6	Minimum investment return. Enter 5% of line 5	6	1,007,591.

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	1,007,591.
2 a	Tax on investment income for 2018 from Part VI, line 5	2 a	9,116.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	9,116.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	998,475.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	998,475.
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	998,475.

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	1 a	950,586.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	950,586.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	950,586.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				998,475.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			919,125.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4 \$ 950,586.				
a Applied to 2017, but not more than line 2a			919,125.	
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 2018 distributable amount				31,461.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2017. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				967,014.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (Election may be required – see instructions) . . .	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

BAA

Form 990-PF (2018)

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 attached Statement 9	N/A	PC	See statement	922,400.
Total			3 a	922,400.
<i>b Approved for future payment</i>				
Total			3 b	

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 165.			\$ 165.
Total	<u>\$ 165.</u>	<u>\$ 0.</u>		<u>\$ 165.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation services	\$ 5,750.	\$ 2,875.		\$ 2,875.
Total	<u>\$ 5,750.</u>	<u>\$ 2,875.</u>		<u>\$ 2,875.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Merrill Lynch account fee.	\$ 150.	\$ 150.		
Merrill Lynch investment mgmt.	71,644.	71,644.		
Pamela Johnstone/grants management	24,000.			\$ 24,000.
Total	<u>\$ 95,794.</u>	<u>\$ 71,794.</u>		<u>\$ 24,000.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	\$ 31,043.			
Foreign tax paid	1,498.	\$ 1,498.		
Total	<u>\$ 32,541.</u>	<u>\$ 1,498.</u>		<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 305.	\$ 305.		
Dues & subscriptions	750.			\$ 750.
Internet and website expenses	396.			396.
Total	\$ 1,451.	\$ 305.		\$ 1,146.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
354 shs Adobe Inc.	Cost	\$ 83,271.	\$ 80,089.
379 shs Align Tech Inc.	Cost	103,870.	79,374.
189 shs Alphabet Inc. Cl A	Cost	208,935.	197,497.
136 shs Amazon.com Inc.	Cost	213,492.	204,268.
746 shs American Tower REIT	Cost	103,565.	118,010.
1525 shs Apple Inc.	Cost	288,045.	240,553.
253 shs Boeing Company	Cost	86,608.	81,593.
69 shs Booking Hldgs Inc.	Cost	142,143.	118,847.
625 shs Carmax Inc.	Cost	46,135.	39,206.
601 shs Constellation Brands	Cost	125,833.	96,653.
589 shs Costco Wholesale	Cost	118,075.	119,985.
1280 shs CSX Corp	Cost	81,863.	79,526.
156 shs Dominos Pizza Inc.	Cost	38,308.	38,686.
1127 shs Dover Corp	Cost	87,785.	79,961.
546 shs Ecolab Inc.	Cost	80,586.	80,453.
528 shs Edwards Lifesciences	Cost	71,696.	80,874.
993 Electronic Arts Inc.	Cost	118,162.	78,358.
735 shs Facebook, Inc.	Cost	126,441.	96,351.
639 shs General Dynamics Corp	Cost	120,840.	100,457.
906 shs Honeywell Intl Inc.	Cost	128,243.	119,701.
1329 shs Intercontinental	Cost	98,892.	100,114.
501 shs Intuit Inc.	Cost	99,240.	98,622.
170 shs Intuitive Surgical Inc.	Cost	77,930.	81,416.
614 shs Lauder Estee Cos Inc.	Cost	88,695.	79,881.
864 shs Lowes Companies Inc.	Cost	74,761.	79,799.
635 shs Mastercard Inc.	Cost	121,737.	119,793.
1973 shs Microsoft Corp	Cost	190,719.	200,398.
314 shs Netflix.com Inc.	Cost	100,164.	84,045.
302 shs Nvidia	Cost	76,758.	40,317.
1421 shs Paypal Holdings Inc.	Cost	112,481.	119,492.
1315 shs Progressive Crp Ohio	Cost	80,068.	79,334.
743 shs Salesforce.com Inc.	Cost	93,813.	101,769.
419 shs SVB Finl Group	Cost	123,025.	79,576.
358 shs Thermo Fisher Scientific	Cost	75,734.	80,117.
1803 shs TJX Cos Inc.	Cost	79,442.	80,666.
565 shs UnitedHealth Group	Cost	142,208.	140,753.
756 shs Visa Inc.	Cost	100,267.	99,747.
512 shs VMware Inc.	Cost	78,125.	70,211.
1408 shs Zoetis Inc.	Cost	117,428.	120,440.
Total		\$ 4,305,383.	\$ 3,986,932.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
2237 shs Skybridge Multi-Adviser	Cost	\$ 2,763,730.	\$ 2,757,568.
Total Other Investments		<u>\$ 2,763,730.</u>	<u>\$ 2,757,568.</u>
<u>Other Publicly Traded Securities</u>			
154765 shs Blackrock Floating Rate Inc.	Cost	1,583,621.	1,498,128.
4268 shs Loomis Sayles Sr. Floating Rate	Cost	42,308.	39,992.
185128 shs Hartford Floating Rate Fund	Cost	1,622,219.	1,514,353.
1624 shs Vanguard Small Cap Growth	Cost	293,459.	244,558.
6175 shs Vanguard Consumer Staples ETF	Cost	880,864.	809,975.
2465 shs Vanguard Information Tech ETF	Cost	437,119.	411,236.
22915 shs Goldman Sachs ETF Trust Active	Cost	1,322,700.	1,152,395.
5511 shs SPDR Biotech	Cost	529,640.	395,414.
13763 shs First Trust Cloud Computing ET	Cost	640,347.	667,093.
12414 shs SPDR Aerospace & Dr	Cost	1,032,572.	979,713.
5753 shs Health Care Select SPDR	Cost	479,718.	497,692.
8378 shs Consumer Discretionary SPDR	Cost	876,670.	829,506.
18672 shs Sector SPDR Utilities	Cost	1,058,325.	988,122.
4611 shs SPDR S&P 500 ETF	Cost	1,242,960.	1,152,381.
Total Other Publicly Traded Securities		<u>\$ 12,042,522.</u>	<u>\$ 11,180,558.</u>
Total		<u>\$ 14,806,252.</u>	<u>\$ 13,938,126.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Dividends receivable	\$ 105,585.	\$ 105,585.
Total	<u>\$ 105,585.</u>	<u>\$ 105,585.</u>

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Statement 9

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
A. E. Wright Middle School 4029 Las Virgenes Road Calabasas, CA 91302	N/A	PC	General operating support	\$ 5,000
AIDS Resource Foundation for Children 77 Academy Street Newark, NJ 07102	N/A	PC	General operating support	\$ 5,000
Audubon Nature Institute 6500 Magazine Street New Orleans, LA 70118	N/A	PC	Special event underwriting, general operating support	\$ 2,500
Brees Dream Foundation 1360 E 9th St , Suite 1100 Cleveland, OH 44114	N/A	PC	Towards the Women's Wellness and Survivorship Center at Ochsner Baptist	\$ 25,000
Bishop Manogue Catholic High School 110 Bishop Manogue Dr Reno, NV 89511	N/A	PC	Towards the Tuition Assistance Program	\$ 4,000
The Bridge Homeless Recovery Center P O Box 710100 Dallas, TX 75371	N/A	PC	General operating support	\$ 25,000
Clayton Dabney Foundation for Kids with Cancer 6500 Greenville Ave., Suite 342 Dallas, TX 75206	N/A	PC	General operating support	\$ 1,200
California Community Foundation 221 S Figueroa St , Suite 400 Los Angeles, CA 90012	N/A	PC	Southern California Wildfire Relief efforts	\$ 6,000
Caring Choices 1398 Ridgewood Drive Chico, CA 95973	N/A	PC	Wildfire Relief for the Camp Fire Area	\$ 6,000
Dallas Children's Advocacy Center 5351 Sameull Blvd. Dallas, TX 75228	N/A	PC	General operating support	\$ 10,000
Dallas Foundation, AURORA Fund 3963 Maple Avenue, Suite 390 Dallas, TX 75219	N/A	PC	Towards the AURORA Fund	\$ 2,500

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Dallas Museum of Art 1717 N. Harwood Dallas, TX 75201	N/A	PC	General operating support	\$ 10,000
Dallas Theater Center 2400 Flora Street Dallas, TX 75201	N/A	PC	General operating support	\$ 125,000
Family Centers, Inc 40 Arch Street Greenwich, CT 06836	N/A	PC	General operating support	\$ 100,000
Family Gateway 711 S. St. Paul Street Dallas, TX 75201	N/A	PC	Towards the Annette Strauss Family Gateway Center	\$ 10,000
Hermes BTP Foundation, Inc. 321 St. Charles Avenue, No 701 New Orleans, LA 70130	N/A	PC	General operating support	\$ 2,500
Lake Tahoe School 995 Tahoe Blvd. Incline Village, NV 89451	N/A	PC	To fund financial assistance for qualified middle school students in the Lake Tahoe Basin	\$ 10,000
Millbrook School 131 Millbrook School Rd Millbrook, NY 12545	N/A	PC	Towards the Annual Fund for 2018	\$ 10,000
Millbrook School 131 Millbrook School Rd. Millbrook, NY 12545	N/A	PC	Towards the Millbrook School Endowment Fund	\$ 166,700
National Center on Alcoholism and Drug Dependence 217 Broadway, Suite 712 New York, NY 10007	N/A	PC	Towards the Facing Addiction program	\$ 25,000
Newman School 1903 Jefferson Avenue New Orleans, LA 70115	N/A	PC	Towards the Annual Fund 2019	\$ 5,000
North Texas Junior Golf & Education Fnd 2909 Cole Ave., Suite 305 Dallas, TX 75204	N/A	PC	Towards The First Tee Program for youth in 2019	\$ 5,000

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North Texas PGA Foundation 15150 Preston Road, Suite 250 Dallas, TX 75248	N/A	PC	Towards PGA Hope program	\$ 15,000
North Texas Public Broadcasting 3000 Harry Hines Blvd Dallas, TX 75201	N/A	PC	For PBS and NPR general operations	\$ 20,000
Ocean Community YMCA 95 High Street Westerly, RI 02891	N/A	PC	Towards 2019 Youth Scholarships	\$ 5,000
Parks & Recreation Foundation of the Town of Greenwich, CT P. O Box 5147 Greenwich, CT 06831	N/A	PC	Youth Scholarship Fund 2019	\$ 2,500
Planned Parenthood of Greater Dallas 7424 Greenville Ave , Suite 206 Dallas, TX 75231	N/A	PC	2019 general support	\$ 25,000
Resource Center of Dallas, Inc 5750 Cedar Springs Road Dallas, TX 75235	N/A	PC	2019 general support	\$ 5,000
Round Meadow Elementary School 5151 Round Meadow Rd. Hidden Hills, CA 91302	N/A	PC	General support	\$ 5,000
SBP (St. Bernard Project, Inc) 2645 Toulouse St New Orleans, LA 70119	N/A	PC	Towards homes built for disaster relief	\$ 75,000
Son of a Saint 2803 St Philip St New Orleans, LA 70119	N/A	PC	General operating support	\$ 5,000
Suffield Academy 185 N Main St Suffield, CT 06078	N/A	PC	Towards scholarship assistance	\$ 5,000
TACA, Inc 1722 Routh St., Suite 115 Dallas, TX 75201	N/A	PC	General operating support 2019	\$ 2,500

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Tahoe Safe Alliance 948 Incline Way Incline Village, NV 89451	N/A	PC	Towards various underfunded programming for victims of domestic violence, sexual violence, and child abuse	\$ 6,000
Teach for America 600 N. Pearl St , Suite 2300 Dallas, TX 75201	N/A	PC	Recruiting and Hiring Teachers for the TFA Program	\$ 25,000
Tower Cancer Research Foundation 8767 Wilshire Blvd., Suite 401 Beverly Hills, CA 90211	N/A	PC	General operating support	\$ 10,000
The Stewpot First Presbyterian Church of Dallas 1835 Young Street Dallas, TX 75201	N/A	PC	General operating support	\$ 25,000
Visiting Nurse Association of Texas 1600 Viceroy Drive, Suite 400 Dallas, TX 75235	N/A	PC	Meals for Palliative Care	\$ 80,000
Volunteers of America 300 East Midway Dr. Euless, TX 76089	N/A	PC	Resolana Mentoring Program	\$ 25,000
Woven Health Clinic One Medical Parkway Plaza Plaza One, Suite 149 Dallas, TX 75234	N/A	PC	Towards Leesa Coudry's Clinic	\$ 25,000
Total grants paid				<u>\$ 922,400</u>