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OMB No 1545-0052

Form **990-PF**

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

2018

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

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

Adair Foundation
5600 Lovers Ln Ste 116-124
Dallas, TX 75209

A	Employer identification number	46-1486106
B	Telephone number (see instructions)	(916) 504-4950
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 checked="" 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	04
<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, column (c), line 16)
\$ 26,135,072.

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)
1 Contributions, gifts, grants, etc., received (attach schedule)		1,500.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash		119.	119.	N/A	
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,097,282.			
b Gross sales price for all assets on line 6a		6,064,581.			
7 Capital gain net income (from Part IV, line 2)			6,063,450		
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		3,098,901.	6,063,569.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages		76,844.			76,844.
15 Pension plans, employee benefits		6,125.			6,125.
16a Legal fees (attach schedule) See St 1		3,107.			3,107.
b Accounting fees (attach sch) See St 2		6,850.	1,713.		5,137.
c Other professional fees (attach sch) See St 3		3,791.			3,791.
17 Interest		400.	400.		
18 Taxes (attach schedule)(see instrs) See Stmt 4		118,500.			
19 Depreciation (attach schedule) and depletion See Stmt 5		1,170.			
20 Occupancy					
21 Travel, conferences, and meetings		5,760.			5,760.
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 6		10,889.			9,108.
24 Total operating and administrative expenses. Add lines 13 through 23		233,436.	2,113.		109,872.
25 Contributions, gifts, grants paid Part XV		1,533,800.			1,533,800.
26 Total expenses and disbursements. Add lines 24 and 25		1,767,236.	2,113.		1,643,672.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,331,665.			
b Net investment income (if negative, enter -0-)			6,061,456.		
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	284,572.	556,405.	556,405.
	3 Accounts receivable			
	Less allowance for doubtful accounts	105.		
	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) Statement 7		4,015,092.	4,059,756.
	b Investments – corporate stock (attach schedule) Statement 8	15,462,424.	12,495,125.	21,501,000.
	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)				
14 Land, buildings, and equipment basis 8,351.				
Less accumulated depreciation (attach schedule) See Stmt 9 1,548.	2,964.	6,803.	6,803.	
15 Other assets (describe See Statement 10)		11,108.	11,108.	
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	15,750,065.	17,084,533.	26,135,072.	
Liabilities	17 Accounts payable and accrued expenses	361.	3,164.	
	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)	361.	3,164.	
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	15,749,704.	17,081,369.		
30 Total net assets or fund balances (see instructions)	15,749,704.	17,081,369.		
31 Total liabilities and net assets/fund balances (see instructions)	15,750,065.	17,084,533.		

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	15,749,704.
2 Enter amount from Part I, line 27a	2	1,331,665.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	17,081,369.
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	17,081,369.

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				
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	6,064,581.	1,131.	6,063,450.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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				6,063,450.
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	6,063,450.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8]	3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation doesn't qualify under section 4940(e). Do not complete this part.

(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	968,485.	19,444,591.	0.049807
2016	178,588.	2,700,737.	0.066126
2015	240,638.	1,301,407.	0.184906
2014	186,029.	1,506,977.	0.123445
2013	161,800.	1,515,303.	0.106777
2	Total of line 1, column (d)	2	0.531061
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	0.106212
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	28,250,228.
5	Multiply line 4 by line 3	5	3,000,513.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,615.
7	Add lines 5 and 6	7	3,061,128.
8	Enter qualifying distributions from Part XII, line 4	8	1,643,672.

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	121,229.
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	121,229.
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	121,229.
6	Credits/Payments		
6 a	2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a	121,347.
6 b	Exempt foreign organizations – tax withheld at source	6 b	
6 c	Tax paid with application for extension of time to file (Form 8868)	6 c	
6 d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	121,347.
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	118.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 118. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		0.
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

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	Yes	No
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	Yes	No
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>theadairfoundation.org</u>	X	
14	The books are in care of <u>Tammi Adair</u> Telephone no <u>(916) 504-4950</u> Located at <u>5600 Lovers Ln, Ste 116-124 Dallas TX</u> ZIP + 4 <u>75209</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	N/A	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country	Yes	No
16			X

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>
1 b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		<input type="checkbox"/>
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<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)		N/A
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__ , 20__ , 20__ , 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)		N/A
3 b		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
4 b		X

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			Yes	No
(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 checked="" type="checkbox"/> Yes <input 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		5 b		X
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
If 'Yes,' attach the statement required by Regulations section 53.4945–5(d) See Statement 11				
6 a 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	6 b		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<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?	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
Tammi L. Adair 5600 Lovers Ln, Ste 116-124 Dallas, TX 75209	Pres/Director 10.00	0.	0.	0.
A. Jayson Adair 5600 Lovers Ln, Ste 116-124 Dallas, TX 75209	VP/Director 2.00	0.	0.	0.
Garrett Adair 5600 Lovers Ln, Ste 116-124 Dallas, TX 75209	Director 2.00	0.	0.	0.
Jacquilyne Adair 5600 Lovers Ln, Ste 116-124 Dallas, TX 75209	Sec./Director 2.00	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
Kristen O. Sylvester 39 Augustus Road Waltham, MA 02452	Executive Dir 30	65,750.	0.	0.

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

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

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

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

Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Purchase of 172 bibles to be distributed at Christmas for children, youth and adults at three Dallas nonprofits helping families in crisis transition from homelessness to independence.	3,126.
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.

BAA

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	27,581,884.
b	Average of monthly cash balances	1 b	1,098,551.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	28,680,435.
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	28,680,435.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	430,207.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,250,228.
6	Minimum investment return. Enter 5% of line 5	6	1,412,511.

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	1,412,511.
2a	Tax on investment income for 2018 from Part VI, line 5	2 a	121,229.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	121,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,291,282.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,291,282.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,291,282.

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	1,643,672.
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	1,643,672.
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	1,643,672.

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				1,291,282.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013	87,354.			
b From 2014	110,680.			
c From 2015	180,038.			
d From 2016	53,648.			
e From 2017	15,698.			
f Total of lines 3a through e	447,418.			
4 Qualifying distributions for 2018 from Part XII, line 4: \$ 1,643,672.				
a Applied to 2017, 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 2018 distributable amount				1,291,282.
e Remaining amount distributed out of corpus	352,390.			
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	799,808.			
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				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 2013 not applied on line 5 or line 7 (see instructions)	87,354.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	712,454.			
10 Analysis of line 9:				
a Excess from 2014	110,680.			
b Excess from 2015	180,038.			
c Excess from 2016	53,648.			
d Excess from 2017	15,698.			
e Excess from 2018	352,390.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 XVI Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 See Statement 12

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 None

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Statement 13				
Total			▶ 3 a	1,533,800.
b <i>Approved for future payment</i>				
Total			▶ 3 b	

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: *Jain Adair* Date: 4/20/19 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name: Evelyn H. Moses Preparer's signature: *EH Moses* Date: 4/2/19 Check if self employed PTIN: P01400635

Firm's name: Evelyn H. Moses, CPA Firm's EIN:

Firm's address: P.O. Box 12685
Dallas, TX 75225 Phone no: (214) 361-2323

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Statement 5 (continued)
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
10/22/17	1,374	34	S/L	0.2		275	0	0
Apple IMAC 27" 1/12/18	5,009		S/L	0.1		501	0	0

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Community activities	\$ 3,126.			\$ 3,126.
Internet and website expenses	704.			704.
Meals and entertainment	243.			243.
Payroll processing fees	1,764.			1,764.
Penalties	1,781.			
Postage and delivery	341.			341.
Repairs and maintenance	183.			183.
Subscriptions	1,188.			1,188.
Supplies	1,559.			1,559.
Total	\$ 10,889.	\$ 0.		\$ 9,108.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
4.060 par US T Note due 1/3/19	Cost	\$ 4,015,092.	\$ 4,059,756.
	Total	\$ 4,015,092.	\$ 4,059,756.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
450,000 shs Copart Inc. common	Cost	\$ 12,495,125.	\$ 21,501,000.
	Total	\$ 12,495,125.	\$ 21,501,000.

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Statement 9
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Machinery and Equipment	\$ 8,351.	\$ 1,548.	\$ 6,803.	\$ 6,803.
Total	<u>\$ 8,351.</u>	<u>\$ 1,548.</u>	<u>\$ 6,803.</u>	<u>\$ 6,803.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Deposits and prepaids	\$ 11,108.	\$ 11,108.
Total	<u>\$ 11,108.</u>	<u>\$ 11,108.</u>

Statement 11
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	The Copart Private Foundation
Address:	14185 Dallas Parkway, Suite 300
Address:	Dallas, TX 75254
Grant Date:	7/13/2017
Grant Amount:	\$ 100000
Grant Purpose:	To fund scholarships under Grantee's approved procedures
Amt. Expended by Grantee:	\$ 100000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	05/01/18
Date of Verification:	
Results of Verification:	The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Statement 12
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Tammi L. Adair
A. Jayson Adair

Adair Foundation

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Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Academy Christian Church 1635 Old Ranch Road Colorado Springs CO 80908	N/A	PC	Funding for the Music Worship Ministry	\$ 3,000.
American Bible Society 101 N. Independence Mall East FL 8 Philadelphia PA 19106	N/A	PC	Funding for the Kupsapiiny Translation Project in Uganda	39,000.
Baylor Health Care System Foundation 3600 Gaston Ave, Barnett Tower, 100 Dallas TX 75246	N/A	PC	Special event funding supporting breast cancer research	25,000.
Bible Study Fellowship International 19001 Huebner Road San Antonio TX 78258	N/A	PC	Funding for general operations	60,000.
Bibles for Children 771 County Road 4 Oxford NY 13830	N/A	PC	Funding for bibles for children to distribute around the United States	500.
Cafe Momentum 1510 Pacific Avenue Dallas TX 75201	N/A	PC	Funding for general operations	10,000.
Calvary Worship Center 501 Castle Road Colorado Springs CO 80914	N/A	PC	Funding for general operations	3,000.
Chase's Place 620 N. Coit Road, #2176 Richardson TX 75080	N/A	PC	Funding for the scholarship fund for developmentally disabled children	15,000.
Children's Medical Center Foundation 2777 N. Stemmons Frwy, Suite 1700 Dallas TX 75207	N/A	PC	Funding for the "ARCH" Clinic.	5,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
City on a Hill Community Church P. O. Box 65 Fate TX 75132	N/A	PF	Funding for the greatest area of need	\$ 2,500.
Convoy of Hope P. O. Box 219368 Kansas City MO 64121	N/A	PC	Funding for general operating expenses	5,000.
Council for Life 4516 Lovers Lane, #103 Dallas TX 75225	N/A	PC	Funding for general operations	5,000.
CURE International 774 Limekiln Road New Cumberland PA 19481	N/A	PC	Funding for general operations	50,000.
Dallas Life 1100 Cadiz Street Dallas TX 75215	N/A	PC	Funding for the capital campaign "Imagine" specifically for the construction of the chapel	125,000.
Date Palm Consulting 7210 Virginia Parkway, Unit 6736 McKinney TX 75071	N/A	PC	Funding for 2 mission trips where Scripture reciting will be done (\$10,000) and for the Missions Fund (\$3,000)	13,000.
Emily's Place P. O. Box 860911 Plano TX 75074	N/A	PC	Funding for general operations	5,000.
EOD Warrior Foundation 701 John Sims Pkwy E. Ste 305 Niceville FL 32578	N/A	PC	Funding for general operations	700.
Exodus Ministries 4630 Munger Place, Suite 110 Dallas TX 75204	N/A	PC	Funding for the hiring of a Licensed Masters of Social Work to serve the women and children of Exodus	25,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Highland Park Methodist Church 3300 Mockingbird Lane Dallas TX 75205	N/A	PC	Funding for general operations	\$ 126,000.
Holy Spirit Catholic Church 1070 N. Texas Street Fairfield CA 94533	N/A	PC	Funding for general operations in honor of Steve Linder	5,000.
Human Coalition 7800 N. Dallas Parkway, Suite 550 Plano TX 75024	N/A	PC	Funding for the salaries of 2 full time Registered Diagnostic Medical Sonographers	15,000.
I Am Second 2001 West Plano Parkway, #2600 Plano TX 75075	N/A	PC	Funding for general operations	10,000.
Interfaith Family Services 5600 Ross Avenue Dallas TX 75206	N/A	PC	Capital funding for construction of the "Family Endowment Center", which will serve children and adults in crisis and on the verge of homelessness	50,000.
International Justice Mission P. O. Box 58147 Washington DC 20037	N/A	PC	Funding for general operations	3,100.
Japanese Baptist Church N. Texas 6040 Alpha Road Dallas TX 75240	N/A	PC	Funding for general operations	500.
Just Say Yes P. O. Box 670863 Dallas TX 75367	N/A	PC	Funding for the Boundaries of the Heart Program in DFW Schools	10,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Kids Around the World 4750 Hydraulic Road Rockford IL 61109	N/A	PC	Funding for general operations	\$ 5,000.
Leman Academy of Excellence 6601 E. Grant Road, Suite 101 Tuscon AZ 85715	N/A	PC	Funding for the Scholar Support Fund	35,000.
Liberty Christian Center 2641 N. Texas Fairfield CA 94533	N/A	PC	Funding for the Fasting Ministry	2,500.
Life International 72 Ransom Avenue NE Grand Rapids MI 49503	N/A	PC	Funding for general operations	3,000.
Mane Gait 3160 N. Custer Road McKinney TX 75071	N/A	PC	Funding for the Capital Campaign	43,000.
Medhanealem Eritrean Orthodox Church 1720 Gus Thomasson Road Dallas TX 75228	N/A	PC	Funding for the children's programming	2,500.
My Possibilities 1631 Dorchester Drive Plano TX 75075	N/A	PC	Funding for the Capital Campaign	200,000.
New Friends New Life P. O. Box 192378 Dallas TX 75219	N/A	PC	Funding for the Teen Drop-In Center and Victim Advocacy Program	40,000.
New Horizons of North Texas 1351 N. Buckner Blvd. #181074 Dallas TX 75218	N/A	PC	Funding for general operations	5,000.
Northwest Bible Church 8505 Douglas Ave. Dallas TX 75225	N/A	PC	Funding for general operations.	5,000.
NRA Foundation 11250 Waples Mill Road Fairfax VA 22030	N/A	PC	Funding for the National School Shield General Fund	25,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Operation Blessing International P. O. Box 2636 Virginia Beach VA 23450	N/A	PC	Funding for 2018-2019 Pakistan Livelihood Program	\$ 38,500.
Patriots for Veterans, Inc. P. O. Box 8608 Woodland CA 95776	N/A	PC	Funding for various costs for events specifically hosted for veterans in 2019	5,000.
Preston Trail Community Church 6055 Independence Parkway Frisco TX 75035	N/A	PC	Funding for the "Compelled by Love" campaign	5,000.
Samaritan's Purse P. O. Box 3000 Boone NC 28607	N/A	PC	Funding for the "Operation Heal Our Patriots" Program	75,000.
Scripture Union P. O. Box 215 Valley Forge PA 19481	N/A	PC	Funding for the New York City expansion project	15,000.
Serving His Children P. O. Box 1463 Bedford VA 24523	N/A	PC	Funding for general operations	5,000.
Shaohannahs Hope Inc. DBA Show Hope P. O. Box 647 Franklin TN 37065	N/A	PC	Funding for Adoption Aid	25,000.
SIL International 7500 W. Camp Wisdom Road Dallas TX 75236	N/A	PC	Funding for Translation Initiatives	100,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Silver Ring Thing 307 Duff Road Sewickley PA 15143	N/A	PC	Funding to perform community wide events in Texas and California reaching more than 2400 students, parents and leaders with the Gospel and message of purity	\$ 15,000.
SIM USA P. O. Box 7900 Charlotte NC 28241	N/A	PC	Funding for the Phillipines project, "Developing Friendships of Trust"	73,000.
Solano Alpha Pregnancy Center 138 S. Orchard Avenue Vacaville CA 95688	N/A	PC	Funding for general operations (\$22,000) and for the relocation of the clinic and a building remodel (\$25,000)	47,000.
St. Jude Children's Research Hospital 501 St. Jude Place Memphis TN 38105	N/A	PC	Funding for general operations	5,000.
St. Thomas Aquinas Catholic Church 6306 Kenwood Avenue Dallas TX 75214	N/A	PC	Funding for general operations in honor of Ronnie Villareal	5,000.
Texas Scottish Rite Hospital 2222 Welborn Street Dallas TX 75219	N/A	PC	Funding for the purchase of 12 hospital grade thermometers	5,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
The Human Trafficking Institute 8400 Westpark Drive, Suite 100 McLean VA 22102	N/A	PC	Funding to serve trafficking victims using a proven model to put traffickers out of business through effective law enforcement	\$ 50,000.
The Leaven 2220 Boynton Avenue, Suite A Fairfield CA 94533	N/A	PC	Funding for the 7 Fairfield locations (\$13,000) and for general operations (\$10,000)	23,000.
Thrive Women's Clinic 6500 Greenville Ave., Suite 600 Dallas TX 75206	N/A	PC	Funding to support educational programs in DFW Schools (\$10,000) and for general operations (\$5,000)	15,000.
Voice of Hope P. O. Box 224845 Dallas TX 75222	N/A	PC	Funding for "Uplift Scholar" afterschool programming	5,000.
Wesley-Rankin Community Center 3100 Crossman Avenue Dallas TX 75212	N/A	PC	Funding for general operations	5,000.
Wipe Every Tear 6604 West Overland Road Boise ID 83709	N/A	PC	Funding for general operations	5,000.
Wycliff Bible Translators P. O. Box 626200 Orlando FL 32862	N/A	PC	Funding for missionaries	20,000.
Young Life - Napa Chapter 4463 Tanglewood Way Napa CA 94558	N/A	PC	Funding for Camp Scholarships (\$5,000) and general operations (\$5,000)	10,000.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Young Life North Central Texas 11300 N. Central Expwy, Suite 600 Dallas TX 75243	N/A	PC	Funding for "Capernaum Clubs"	\$ 5,000.
Total				<u>\$ 1,533,800.</u>