

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](http://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

, and ending

Name of foundation <b>MAVERICK CAPITAL FOUNDATION</b>		A Employer identification number <b>71-0917626</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1900 N. PEARL STREET, 20TH FLOOR</b>	Room/suite	B Telephone number <b>214-880-4000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>DALLAS, TX 75201</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>17,479,169.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	5,677,641.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	18.	18.		STATEMENT 2
	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	163,603.			STATEMENT 1
	b Gross sales price for all assets on line 6a	11,962,505.			
	7 Capital gain net income (from Part IV, line 2)		1,805,384.		
	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)					
11 Other income	0.	-96,118.		STATEMENT 3	
12 Total. Add lines 1 through 11	5,841,262.	1,709,284.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	16,703.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	18,203.	74.	270.
	24 Total operating and administrative expenses. Add lines 13 through 23		34,906.	74.	270.
	25 Contributions, gifts, grants paid		2,655,832.		2,711,308.
26 Total expenses and disbursements. Add lines 24 and 25		2,690,738.	74.	2,711,578.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,150,524.			
b Net investment income (if negative, enter -0-)			1,709,210.		
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	464,035.	424,634.	424,634.
	2 Savings and temporary cash investments	34,132.	28,843.	28,843.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 162,382.			
	Less: allowance for doubtful accounts ▶	211,385.	162,382.	162,382.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	10,222,209.	3,223,091.	3,223,091.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,436,016.	13,629,945.	13,629,945.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	0.	10,274.	10,274.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,367,777.	17,479,169.	17,479,169.
	17 Accounts payable and accrued expenses	25,448.		
	18 Grants payable	610,684.	555,208.	
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	0.	2,284.	
	23 Total liabilities (add lines 17 through 22)	636,132.	557,492.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	13,731,645.	16,921,677.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	30 Total net assets or fund balances	13,731,645.	16,921,677.	
	31 Total liabilities and net assets/fund balances	14,367,777.	17,479,169.	

## 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	13,731,645.
2 Enter amount from Part I, line 27a	2	3,150,524.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	261,116.
4 Add lines 1, 2, and 3	4	17,143,285.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	221,608.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,921,677.

Form 990-PF (2018)

**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.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 11,962,505.		10,946,591.	1,805,384.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,805,384.

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	1,805,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	2,869,766.	13,460,639.	.213197
2016	1,878,592.	10,479,243.	.179268
2015	2,086,233.	10,927,293.	.190919
2014	2,453,040.	9,594,316.	.255676
2013	2,358,343.	9,596,008.	.245763

2 Total of line 1, column (d)	2	1.084823
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	.216965
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	18,781,455.
5 Multiply line 4 by line 3	5	4,074,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,092.
7 Add lines 5 and 6	7	4,092,010.
8 Enter qualifying distributions from Part XII, line 4	8	2,711,578.

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.

MAVERICK CAPITAL FOUNDATION

**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	386.04 SHARES MAVERICK FUND, LTD.	P	04/01/10	01/01/18
b	1789.61 SHARES MAVERICK FUND, LTD.	P	04/01/17	02/01/18
c	252.78 SHARES MAVERICK FUND, LTD.	P	04/01/09	03/01/18
d	240.83 SHARES MAVERICK FUND, LTD.	P	04/01/10	03/01/18
e	160.79 SHARES MAVERICK FUND, LTD.	P	03/01/13	03/01/18
f	282.48 SHARES MAVERICK FUND, LTD.	P	03/01/15	03/01/18
g	21.99 SHARES MAVERICK FUND, LTD.	P	03/01/15	03/01/18
h	158.95 SHARES MAVERICK FUND, LTD.	P	03/01/15	03/01/18
i	327.69 SHARES MAVERICK FUND, LTD.	P	04/01/15	03/01/18
j	164.86 SHARES MAVERICK FUND, LTD.	P	05/01/15	03/01/18
k	58.34 SHARES MAVERICK FUND, LTD.	P	12/01/16	03/01/18
l	137.58 SHARES MAVERICK FUND, LTD.	P	12/01/16	03/01/18
m	22.06 SHARES MAVERICK FUND, LTD.	P	12/01/16	03/01/18
n	8.95 SHARES MAVERICK FUND, LTD.	P	12/01/16	03/01/18
o	889.12 SHARES MAVERICK FUND, LTD.	P	04/01/17	03/01/18

(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 720,000.	0.	447,209.	272,791.
b 3,400,000.	0.	3,340,406.	59,594.
c 469,034.	0.	227,133.	241,901.
d 446,860.	0.	278,985.	167,875.
e 298,344.	0.	201,000.	97,344.
f 524,147.	0.	504,711.	19,436.
g 40,803.	0.	39,289.	1,514.
h 294,937.	0.	284,000.	10,937.
i 608,045.	0.	588,000.	20,045.
j 305,905.	0.	300,000.	5,905.
k 108,246.	0.	111,583.	-3,337.
l 255,293.	0.	263,163.	-7,870.
m 40,925.	0.	42,187.	-1,262.
n 16,605.	0.	17,117.	-512.
o 1,649,795.	0.	1,659,594.	-9,799.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			272,791.
b			59,594.
c			241,901.
d			167,875.
e			97,344.
f			19,436.
g			1,514.
h			10,937.
i			20,045.
j			5,905.
k			-3,337.
l			-7,870.
m			-1,262.
n			-512.
o			-9,799.

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 }

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

2

3



MAVERICK CAPITAL FOUNDATION

**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	380.47 SHARES MAVERICK FUND, LTD.	P	07/01/17	03/01/18
b	198.27 SHARES MAVERICK FUND, LTD.	P	07/01/17	03/01/18
c	1217.48 SHARES MAVERICK STABLE FUND, LTD. (LT)	P	01/01/18	07/01/18
d	260.69 SHARES MAVERICK STABLE FUND, LTD. (LT)	P	01/01/18	10/01/18
e	PUBLICLY TRADED SECURITIES			
f	STCG/(L) FROM K-1 INVESTMENT IN MAVERICK FUNDAMEN			
g	LTCG/(L) FROM K-1 INVESTMENT IN MAVERICK FUNDAMEN			
h	STCG/(L) FROM K-1 INVESTMENT IN MAVERICK FUND USA			
i	LTCG/(L) FROM K-1 INVESTMENT IN MAVERICK FUND USA			
j	LESS: STCG/(L) - UNRELATED BUSINESS TAXABLE INCOM			
k	LESS: LTCG/(L) - UNRELATED BUSINESS TAXABLE INCOM			
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	705,972.	0.	710,000.	-4,028.
b	367,901.	0.	370,000.	-2,099.
c	1,390,000.	0.	1,281,003.	108,997.
d	300,000.	0.	274,294.	25,706.
e	19,693.	0.	6,917.	12,776.
f				-11,812.
g				10,508.
h				555,169.
i				236,395.
j				-481.
k				-309.
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-4,028.
b			-2,099.
c			108,997.
d			25,706.
e			12,776.
f			-11,812.
g			10,508.
h			555,169.
i			236,395.
j			-481.
k			-309.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,805,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	34,184.
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	34,184.
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	34,184.
6 Credits/Payments.			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	44,170.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments Add lines 6a through 6d	7	44,170.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	9,986.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 9,986. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered See instructions. <input type="checkbox"/> TX, CA, PA, NY, MN		
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	

N/A

STMT 12

Form 990-PF (2018)

**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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.MAVERICKCAPITALFOUNDATION.ORG/</u>	X	
14 The books are in care of ► <u>TONY HAIRSTON</u> Telephone no. ► <u>214-880-4000</u> Located at ► <u>1900 N. PEARL STREET, 20TH FLOOR, DALLAS, TX</u> ZIP+4 ► <u>75201</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	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 ►	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
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ►		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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	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. ►		
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 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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

Form 990-PF (2018)

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

		Yes	No
<b>5a</b> 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>b</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	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
<b>c</b> 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		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
<b>7a</b> 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>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
<b>8</b> 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.**

(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
LEE S. AINSLIE III	TRUSTEE			
767 FIFTH AVENUE, 11TH FLOOR				
NEW YORK, NY 10153	0.40	0.	0.	0.
EVAN A. WYLY	TRUSTEE			
5400 LYNDON B JOHNSON FRWY, SUITE 136				
DALLAS, TX 75240	0.40	0.	0.	0.
ANDREW WARFORD	TRUSTEE			
300 1/2 FERNDAL ROAD WEST				
WAYZATA, MN 55391	0.40	0.	0.	0.
KEITH HENNINGTON	TRUSTEE			
1900 N. PEARL STREET, 20TH FLOOR				
DALLAS, TX 75201	0.40	0.	0.	0.

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

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

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

0

Form 990-PF (2018)



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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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
<b>1</b> N/A	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B** Summary of Program-Related Investments

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

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

Form 990-PF (2018)

**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	18,263,074.
b	Average of monthly cash balances	1b	794,119.
c	Fair market value of all other assets	1c	10,274.
d	<b>Total</b> (add lines 1a, b, and c)	1d	19,067,467.
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	19,067,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	286,012.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,781,455.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	939,073.

**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	939,073.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	34,184.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,184.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	904,889.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	904,889.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	904,889.

**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	2,711,578.
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	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,711,578.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	2,711,578.

**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.

Form 990-PF (2018)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				904,889.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014	482,338.			
<b>c</b> From 2015	1,559,198.			
<b>d</b> From 2016	1,371,491.			
<b>e</b> From 2017	2,216,093.			
<b>f</b> Total of lines 3a through e	5,629,120.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ► \$ 2,711,578.				
<b>a</b> Applied to 2017, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2018 distributable amount				904,889.
<b>e</b> Remaining amount distributed out of corpus	1,806,689.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,435,809.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
<b>7</b> 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)	5,000,000.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,435,809.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015				
<b>c</b> Excess from 2016				
<b>d</b> Excess from 2017	629,120.			
<b>e</b> Excess from 2018	1,806,689.			





**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
24 HOURS IN THE CANYON 500 S. TAYLOR SUITE 603, UNIT #223 AMARILLO, TX 79101	N/A	PC	CANCER SUPPORT	1,500.
826 VALENCIA 180 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	N/A	PC	EDUCATION	25,000.
ADAM'S ANIMALS 2425 STONE CREEK DRIVE PLANO, TX 75075	N/A	PC	COMMUNITY OUTREACH	290.
AID STILL REQUIRED PO BOX 7353 SANTA MONICA, CA 90406	N/A	PC	SOCIAL SERVICES	3,750.
AID STILL REQUIRED PO BOX 7353 SANTA MONICA, CA 90406	N/A	PC	SOCIAL SERVICES	2,100.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>2,711,308.</b>
<b>b Approved for future payment</b>				
826 VALENCIA 180 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	N/A	PC	EDUCATION	5,000.
BARD PRISON INITIATIVE PO BOX 5000 ANNANDALE ON THE HUDSON, NY 12504-5000	N/A	PC	EDUCATION	75,000.
BLUE ENGINE, INC. 142 W 57TH ST, 11TH FLOOR NEW YORK, NY 10019	N/A	PC	EDUCATION	55,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>555,208.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCHOLARMATCH 849 VALENCIA STREET SAN FRANCISCO, CA 94110	N/A	PC	EDUCATION	30,000.
SHE'S THE FIRST 590 AVENUE OF THE AMERICAS, 13TH FL NEW YORK, NY 10011	N/A	PC	EDUCATION	4,950.
SPCA OF WESTCHESTER 590 NORTH STATE ROAD BRIARCLIFF MANOR, NY 10510	N/A	PC	ANIMAL RIGHTS	450.
TIPPING POINT 220 MONTGOMERY STREET SAN FRANCISCO, CA 94104	N/A	PC	SOCIAL SERVICES	20,000.
UCSF 220 MONTGOMERY STREET, 5TH FL SAN FRANCISCO, CA 94143-0248	N/A	PC	MEDICAL RESEARCH	5,000.
WILLIAMS SYNDROME CHARITABLE FOUNDATION C/O DOUG CONROD 93 NORTH ST GREENWICH, CT 06830	N/A	PC	COMMUNITY OUTREACH	1,200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	3,750.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	750.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	1,500.
ROW NEW YORK 10-27 46TH AVENUE LONG ISLAND CITY, NY 11101	N/A	PC	EDUCATION	60,000.
SAFE & SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117	N/A	PC	SOCIAL SERVICES	20,000.
SAFE HORIZON 2 LAFAYETTE STREET NEW YORK, NY 10007	N/A	PC	SOCIAL SERVICES	50,000.
SALVATION ARMY, THE DFW METROPLEX COMMAND DALLAS, TX 75247	N/A	PC	SOCIAL SERVICES	25,000.
SALVATION ARMY, THE DFW METROPLEX COMMAND DALLAS, TX 75247	N/A	PC	SOCIAL SERVICES	1,500.
SAMARITAN INN, THE 1725 N. MCDONALD STREET MCKINNEY, TX 75071	N/A	PC	SOCIAL SERVICES	1,000.
SAN FRANCISCO PARKS ALLIANCE 1663 MISSION STREET, SUITE 320 SAN FRANCISCO, CA 94103	N/A	PC	COMMUNITY OUTREACH	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAWTOOTH NATIONAL FOREST AVALANCHE CONTROL 206 SUN VALLEY ROAD SUN VALLEY, ID 83353	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
SCHOLARMATCH 849 VALENCIA STREET SAN FRANCISCO, CA 94110	N/A	PC	EDUCATION	25,000.
SCHOLARMATCH 849 VALENCIA STREET SAN FRANCISCO, CA 94110	N/A	PC	EDUCATION	3,000.
SEMPER FI FUND 825 COLLEGE BOULEVARD, SUITE 102 OCEANSIDE, CA 92057	N/A	PC	SOCIAL SERVICES	300.
SFCASA 2535 MISSION STREET SAN FRANCISCO, CA 94110	N/A	PC	SOCIAL SERVICES	15,000.
SFCASA 2535 MISSION STREET SAN FRANCISCO, CA 94110	N/A	PC	SOCIAL SERVICES	150.
SHE'S THE FIRST 590 AVENUE OF THE AMERICAS, 13TH FL NEW YORK, NY 10011	N/A	PC	EDUCATION	1,500.
SHRINERS HOSPITALS FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA, FL 33607	N/A	PC	MEDICAL SERVICES	300.
SMILE TRAIN 41 MADISON AVENUE NEW YORK, NY 10010	N/A	PC	MEDICAL SERVICES	375.
SOCIAL VENTURE PARTNERS DALLAS 12900 PRESTON RD #1220 DALLAS, TX 75230	N/A	PC	EDUCATION	370.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOCIETY OF ST. VINCENT DE PAUL PO BOX 3415 E SAINT LOUIS, IL 62203	N/A	PC	SOCIAL SERVICES	15,000.
SOCIETY OF ST. VINCENT DE PAUL PO BOX 3415 E SAINT LOUIS, IL 62203	N/A	PC	SOCIAL SERVICES	25,000.
SOMO PROJECT 92 MORNINGSIDE AVENUE, #7E NEW YORK, NY 10027	N/A	PC	COMMUNITY OUTREACH	1,500.
SONDER PROJECT, THE 790 N COUNTY HWY 393 #3B SANTA ROSA BEACH, FL 32459	N/A	PC	HUMANITARIAN AID	158.
SOUTH BRONX UNITED 594 GRAND CONCOURSE, STE. 2 BRONX, NY 10451	N/A	PC	EDUCATION	30,000.
SOUTHWESTERN MEDICAL FOUNDATION 3889 MAPLE AVENUE, SUITE 100 DALLAS, TX 75219	N/A	PC	MEDICAL SERVICES	450.
SOUTHWESTERN MEDICAL FOUNDATION 3889 MAPLE AVENUE, SUITE 100 DALLAS, TX 75219	N/A	PC	MEDICAL SERVICES	1,125.
SPARK 1409 S. LAMAR STREET DALLAS, TX 75215	N/A	PC	EDUCATION	750.
SPARK 101A CLAY STREET SAN FRANCISCO, CA 94111	N/A	PC	EDUCATION	900.
SPCA INTERNATIONAL 242 WEST 30TH STREET, SUITE 1503 NEW YORK, NY 10001	N/A	PC	ANIMAL RIGHTS	310.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPCA OF TEXAS 2400 LONE STAR DRIVE DALLAS, TX 75212	N/A	PC	ANIMAL RIGHTS	1,800.
SPEAK 805 COUNTY RD 102 EUREKA SPRINGS, AR 72632-9705	N/A	PC	ARTS	150.
SPEAKUP! 528 E. LANCASTER AVENUE, SUITE 50 ST. DAVIDS, PA 19087	N/A	PC	EDUCATION	7,500.
SQUASHSMARTS, INC. 3890 NORTH 10TH STREET PHILADELPHIA, PA 19140	N/A	PC	EDUCATION	10,000.
ST. BALDRICK'S FOUNDATION 1333 SOUTH MAYFLOWER AVENUE MONROVIA, CA 91016	N/A	PC	CANCER RESEARCH	225.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	PC	MEDICAL RESEARCH	750.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	PC	MEDICAL RESEARCH	150.
STRONG WOMEN, STRONG GIRLS 555 AMORY STREET, #3R-3 JAMAICA PLAIN, MA 02130	N/A	PC	EDUCATION	1,500.
SUCCESS ACADEMY CHARTER SCHOOLS 95 PINE STREET NEW YORK, NY 10005	N/A	PC	EDUCATION	100,000.
SUCCESS ACADEMY CHARTER SCHOOLS 95 PINE STREET NEW YORK, NY 10005	N/A	PC	EDUCATION	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUSAN G KOMEN 3-DAY FOR THE CURE 55 E. JACKSON BLVD. CHICAGO, IL 60604	N/A	PC	CANCER RESEARCH	750.
SUSAN G KOMEN 3-DAY FOR THE CURE 55 E. JACKSON BLVD. CHICAGO, IL 60604	N/A	PC	CANCER RESEARCH	300.
SUSAN G KOMEN 3-DAY FOR THE CURE 55 E. JACKSON BLVD. CHICAGO, IL 60604	N/A	PC	CANCER RESEARCH	2,100.
SWIM ACROSS AMERICA 116000 N COMMUNITY HOUSE RD CHARLOTTE, NC 28277	N/A	PC	CANCER RESEARCH	3,750.
SWIM ACROSS AMERICA 116000 N COMMUNITY HOUSE RD CHARLOTTE, NC 28277	N/A	PC	CANCER RESEARCH	750.
SWIM ACROSS AMERICA 116000 N COMMUNITY HOUSE RD CHARLOTTE, NC 28277	N/A	PC	CANCER RESEARCH	750.
TAYLOR'S GIFT FOUNDATION 106 N. DENTON TAP ROAD, SUITE 210-167 COPPELL, TX 75019	N/A	PC	EDUCATION	3,000.
TEACH FOR ALL 25 BROADWAY, 12TH FLOOR NEW YORK, NY 10004	N/A	PC	SOCIAL SERVICES	450.
TEXAS BALLET THEATRE 8401 N CENTRAL EXPRESSWAY DALLAS, TX 75225	N/A	PC	ARTS	900.
TEXAS CHILDREN'S HOSPITAL PO BOX 300630, STE 5214 HOUSTON, TX 77230	N/A	PC	MEDICAL RESEARCH	750.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THEATER 3 2800 ROUTH STREET DALLAS, TX 75201	N/A	PC	ARTS	500.
TIPPING POINT 220 MONTGOMERY STREET SAN FRANCISCO, CA 94104	N/A	PC	SOCIAL SERVICES	25,000.
TRACE MEDIA INC. PO BOX 24532 BROOKLYN, NY 11202	N/A	PC	SOCIAL SERVICES	750.
TWIN RIVERS WORSHIP CENTER 10575 TESSON FERRY RD. ST. LOUIS, MO 63123	N/A	PC	SOCIAL SERVICES	600.
UCSF 220 MONTGOMERY STREET, 5TH FL SAN FRANCISCO, CA 94143-0248	N/A	PC	MEDICAL RESEARCH	9,000.
UMCOR 458 PONCE DE LEON AVENUE NE ATLANTA, GA 30308	N/A	PC	SOCIAL SERVICES	1,000.
VOGEL ALCOVE 1738 GANO STREET DALLAS, TX 75215	N/A	PC	SOCIAL SERVICES	3,000.
VOICE OF WITNESS 849 VALENCIA ST. SAN FRANCISCO, CA 94110	N/A	PC	EDUCATION	300.
WATER.ORG 117 WEST 20TH STREET KANSAS CITY, KS 64108-1909	N/A	PC	HUMANITARIAN AID	150.
WEST DALLAS COMMUNITY SCHOOL 2300 CANADA DRIVE DALLAS, TX 75212	N/A	PC	EDUCATION	35,000.
Total from continuation sheets				



**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROOKLINE FIRE COMPANY 1315 DARBY ROAD HAVERTOWN, PA 19083	N/A	PC	COMMUNITY OUTREACH	450.
BYERSCHOOL FOUNDATION 1911 ARCH STREET PHILADELPHIA, PA 19103	N/A	SOII	EDUCATION	10,000.
CARNEGIE SCIENCE 1530 P STREET, NW WASHINGTON, DC 20005-1910	N/A	PC	EDUCATION	1,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 3401 CIVIC CENTER BLVD PHILADELPHIA, PA 19104-4399	N/A	PC	MEDICAL CENTER	10,000.
CHILDREN'S SCHOLARSHIP FUND 100 SOUTH BROAD STREET PHILADELPHIA, PA 19110	N/A	PC	EDUCATION	30,000.
CIRCLE TEN COUNCIL, BOY SCOUTS OF AMERICA 8605 HARRY HINES BLVD DALLAS, TX 75235	N/A	PC	COMMUNITY OUTREACH	1,500.
COLD SPRING HARBOR LABORATORY ONE BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	N/A	PC	SCIENCE RESEARCH	7,140.
COLLEGE ADVISING CORPS 301 W. BARBEE CHAPEL ROAD, SUITE 210 CHAPEL HILL, NC 27517	N/A	PC	COMMUNITY OUTREACH	30,000.
COLLEGE GOLF FELLOWSHIP 5098 FOOTHILLS BLVD, 3-138 ROSEVILLE, CA 95747	N/A	PC	COMMUNITY OUTREACH	1,188.
COLLIN COUNTY COMMITTEE ON AGING 600 NORTH TENNESSEE STREET MCKINNEY, TX 75069	N/A	PC	SOCIAL SERVICES	500.
Total from continuation sheets				420,208.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONNECTICUT CANCER FOUNDATION 15 NORTH MAIN STREET OLD SAYBROOK, CT 06475	N/A	PC	CANCER SUPPORT	15,000.
DALLAS CHILDREN'S ADVOCACY CENTER, INC. 5351 SAMUELL BLVD. DALLAS, TX 75228	N/A	PC	SOCIAL SERVICES	15,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	N/A	PC	COMMUNITY OUTREACH	375.
EPIC 1913 W TOWNLINE RD PEORIA, IL 61615	N/A	PC	SOCIAL SERVICES	15,000.
FORERUNNER MENTORING PROGRAM 10228 E NW HWY BOX 24 DALLAS, TX 75238	N/A	PC	COMMUNITY OUTREACH	15,000.
FRIDAY NITE FRIENDS 6601 CUSTER ROAD PLANO, TX 75023	N/A	PC	SOCIAL SERVICES	1,000.
FRIDAY NITE FRIENDS 6601 CUSTER ROAD PLANO, TX 75023	N/A	PC	SOCIAL SERVICES	3,000.
FUND FOR PARK AVENUE, THE 445 PARK AVENUE NEW YORK, NY 10022	N/A	PC	ENVIRONMENTAL PRESERVATION	375.
GATEWAY PUBLIC SCHOOLS 1430 SCOTT STREET SAN FRANCISCO, CA 94115	N/A	PC	EDUCATION	15,000.
GESU SCHOOL 1700 WEST THOMPSON STREET PHILADELPHIA, PA 19121	N/A	PC	EDUCATION	7,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEARTS FOR HOMES 826 EAST MCKINNEY STREET DENTON, TX 76209	N/A	PC	COMMUNITY OUTREACH	1,500.
HISTORIC HUDSON VALLEY 639 BEDFORD ROAD POCANTICO HILLS, NY 10591	N/A	PC	ENVIRONMENTAL PRESERVATION	8,100.
KCBI   KCBI RADIO NETWORK 750 N. ST. PAUL STREET, SUITE 1050 DALLAS, TX 75201	N/A	PC	SOCIAL SERVICES	250.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PC	CANCER RESEARCH	750.
MICHAEL J. FOX FOUNDATION PO BOX 5014 HAGERSTOWN, MD 21741	N/A	PC	MEDICAL RESEARCH	750.
NEW YORK PUBLIC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A	PC	SOCIAL SERVICES	924.
NORTH SHORE LAND ALLIANCE 1395 PLANTING FIELDS ROAD OYSTER BAY, NY 11771	N/A	PC	ENVIRONMENTAL PRESERVATION	1,530.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A	PC	HUNGER RELIEF	12,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A	PC	HUNGER RELIEF	6,000.
OPERATION HOMEFRONT 1355 CENTRAL PARKWAY S, STE. 500 SAN ANTONIO, TX 78232	N/A	PC	SOCIAL SERVICES	13,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PACIFIC INSTITUTE 654 13TH STREET, PRESERVATION PARK OAKLAND, CA 94612	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
PART OF THE SOLUTION 2759 WEBSTER AVENUE BRONX, NY 10458	N/A	PC	HUNGER RELIEF	1,500.
PROJECT TRANSFORMATION 4024 CARUTH BLVD DALLAS, TX 75225	N/A	PC	COMMUNITY OUTREACH	3,000.
RAPHAEL HOUSE OF SAN FRANCISCO 1065 SUTTER STREET SAN FRANCISCO, CA 94109	N/A	PC	SOCIAL SERVICES	35,000.
RIVERKEEPER 20 SECOR ROAD OSSINING, NY 10562	N/A	PC	ENVIRONMENTAL PRESERVATION	750.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	15,000.
SAFE & SOUND 1757 WALLER STREET SAN FRANCISCO, CA 94117	N/A	PC	SOCIAL SERVICES	25,000.
SAFE HORIZON 2 LAFAYETTE STREET NEW YORK, NY 10007	N/A	PC	SOCIAL SERVICES	50,000.
SAN FRANCISCO GENERAL HOSPITAL FDNT 2789 25TH STREET SAN FRANCISCO, CA 94110	N/A	PC	MEDICAL CENTER	2,000.
SANDY HOOK PROMISE FOUNDATION 13 CHURCH HILL ROAD NEWTOWN, CT 06470	N/A	PC	SOCIAL SERVICES	1,026.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALZHEIMER'S ASSOCIATION 3001 KNOX STREET DALLAS, TX 75205	N/A	PC	MEDICAL RESEARCH	600.
AMERICAN CANCER SOCIETY PO BOX 149275 AUSTIN, TX 78714	N/A	PC	CANCER SUPPORT	1,710.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	N/A	PC	MEDICAL RESEARCH	225.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	N/A	PC	MEDICAL RESEARCH	300.
ANDREW MOREHOUSE TRUST ASSOC 205 E. 59TH STREET, APT. 20B NEW YORK, NY 10022	N/A	PC	SOCIAL SERVICES	7,500.
ARLINGTON ANIMAL SHELTER 1000 SE GREEN OAKS BLVD. ARLINGTON, TX 76018	N/A	PC	ANIMAL RIGHTS	1,500.
ASPCA ATTN: GIFTS & DATA DEPT NEW YORK, NY 10128-6804	N/A	PC	ANIMAL RIGHTS	300.
ASPCA 424 E. 92ND ST NEW YORK, NY 10128-6804	N/A	PC	ANIMAL RIGHTS	300.
ASPCA 424 E. 92ND ST NEW YORK, NY 10128-6804	N/A	PC	ANIMAL RIGHTS	350.
AVAIL 115 W 45TH STREET NEW YORK, NY 10036	N/A	PC	SOCIAL SERVICES	1,500.
<b>Total from continuation sheets</b>				<b>2,678,668.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AVANCE 2060 SINGLETON BLVD, STE 103 DALLAS, TX 75212	N/A	PC	EDUCATION	25,000.
B+ FOUNDATION 101 ROCKLAND CIRCLE WILMINGTON, DE 19803	N/A	PC	CANCER SUPPORT	600.
BED START, INC. PO BOX 866322 PLANO, TX 75086-6322	N/A	PC	SOCIAL SERVICES	1,500.
BEGINNING WITH CHILDREN FOUNDATION, INC. 217 HAVEMEYER STREET, 2ND FLOOR BROOKLYN, NY 11211	N/A	PC	EDUCATION	25,000.
BEST BUDDIES NEW YORK 1133 AVENUE OF THE AMERICAS, STE 3110 NEW YORK, NY 10036	N/A	PC	DISABILITY ASSISTANCE	15,000.
BIG D POWDERPUFF TACKLING ALZHEIMER'S, INC. PO BOX 191403 DALLAS, TX 75219	N/A	PC	ALZHEIMER'S RESEARCH	300.
BIG D POWDERPUFF TACKLING ALZHEIMER'S, INC. PO BOX 191403 DALLAS, TX 75219	N/A	PC	ALZHEIMER'S RESEARCH	3,000.
BIG D POWDERPUFF TACKLING ALZHEIMER'S, INC. PO BOX 191403 DALLAS, TX 75219	N/A	PC	ALZHEIMER'S RESEARCH	1,050.
BLUE ENGINE, INC. - 75 BROAD STREET NEW YORK, NY 10004	N/A	PC	EDUCATION	55,000.
BOTTOM LINE NEW YORK 44 COURT STREET, SUITE 300 BROOKLYN, NY 11201	N/A	PC	EDUCATION	100,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUBS OF GREATER DALLAS, THE 4816 WORTH STREET DALLAS, TX 75246	N/A	PC	COMMUNITY OUTREACH	45,000.
BOYS' CLUB OF NEW YORK, THE 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PC	COMMUNITY OUTREACH	1,500.
BREAST CANCER RESEARCH FOUNDATION 28 WEST 44TH STREET, SUITE 609 NEW YORK, NY 10036	N/A	PC	CANCER SUPPORT	270.
BREAKING CHAINS INTERNATIONAL PO BOX 2128 AUBURNDALE, FL 33823	N/A	PC	COMMUNITY OUTREACH	750.
CAFE' MOMENTUM 1510 PACIFIC AT AKARD DALLAS, TX 75201	N/A	PC	SOCIAL SERVICES	400.
CALMATTERS 1017 L STREET #261 SACRAMENTO, CA 95814	N/A	PC	COMMUNITY OUTREACH	1,000.
CARNEGIE HALL 881 SEVENTH AVENUE NEW YORK, NY 10019	N/A	PC	ARTS	6,825.
CASA 48 WALL STREET NEW YORK, NY 10005	N/A	PC	SOCIAL SERVICES	600.
CASA 48 WALL STREET NEW YORK, NY 10005	N/A	PC	SOCIAL SERVICES	750.
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY, SUITE 302 OAKLAND, CA 94612	N/A	PC	ENVIRONMENTAL PRESERVATION	5,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MEDICAL CENTER FOUNDATION 2777 N. STEMMONS FWY., SUITE 1700 DALLAS, TX 75207	N/A	PC	MEDICAL CENTER	750.
CHILDREN'S ORGAN TRANSPLANT ASSOCIATION 2501 WEST COTA DRIVE BLOOMINGTON, IN 47403	N/A	PC	MEDICAL SERVICES	150.
CHILDREN'S SCHOLARSHIP FUND 100 SOUTH BROAD STREET PHILADELPHIA, PA 19110	N/A	PC	EDUCATION	15,000.
CHOLANGIOCARCINOMA FOUNDATION 5526 WEST 13400 SOUTH, #510 HERRIMAN, UT 84096	N/A	PC	MEDICAL RESEARCH	3,000.
CITY HOUSE 901 18TH PLANO, TX 75074	N/A	PC	SOCIAL SERVICES	50,000.
CLASSICAL CHARTER SCHOOLS 977 FOX STREET BRONX, NY 10459	N/A	PC	EDUCATION	75,000.
CLASSICAL CHARTER SCHOOLS 977 FOX STREET BRONX, NY 10459	N/A	PC	EDUCATION	15,000.
COLLEGE GOLF FELLOWSHIP 5098 FOOTHILLS BLVD. 3-138 ROSEVILLE, CA 95747	N/A	PC	COMMUNITY OUTREACH	1,350.
COLLEGE GOLF FELLOWSHIP 5098 FOOTHILLS BLVD. 3-138 ROSEVILLE, CA 95747	N/A	PC	COMMUNITY OUTREACH	630.
COLLEGE GOLF FELLOWSHIP 5098 FOOTHILLS BLVD. 3-138 ROSEVILLE, CA 95747	N/A	PC	COMMUNITY OUTREACH	510.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLLEGESPRING 1333 BROADWAY OAKLAND, CA 94612	N/A	PC	EDUCATION	3,750.
COLLEGESPRING 1333 BROADWAY, SUITE 250 OAKLAND, CA 94612	N/A	PC	EDUCATION	20,000.
COLLEGESPRING 1333 BROADWAY, SUITE 250 OAKLAND, CA 94612	N/A	PC	EDUCATION	3,750.
COLLIN COUNTY COMMITTEE ON AGING 600 NORTH TENNESSEE STREET MCKINNEY, TX 75069	N/A	PC	SOCIAL SERVICES	500.
COMMUNITY SOUP KITCHEN PO BOX 205800 NEW HAVEN, CT 06520	N/A	PC	HUNGER RELIEF	3,750.
CONQUER CANCER FOUNDATION 2318 MILL ROAD, SUITE 800 ALEXANDRIA, VA 22314	N/A	PC	CANCER RESEARCH	150.
COPPELL SCHOOL OF ENGINEERING 185 WEST PARKWAY BLVD. COPPELL, TX 75019	N/A	PC	EDUCATION	750.
CORNERSTONE CROSSROADS ACADEMY PO BOX 151062 DALLAS, TX 75315	N/A	PC	EDUCATION	25,000.
CRISTO REY NEW YORK HIGH SCHOOL 112 EAST 106TH STREET NEW YORK, NY 10029	N/A	PC	EDUCATION	75,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA 5 3RD STREET, SUITE 815 SAN FRANCISCO, CA 94103	N/A	PC	MEDICAL RESEARCH	150.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE., SUITE 1100N BETHESDA, MD 20814	N/A	PC	MEDICAL RESEARCH	870.
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE., SUITE 1100N BETHESDA, MD 20814	N/A	PC	MEDICAL RESEARCH	150.
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE., SUITE 1100N BETHESDA, MD 20814	N/A	PC	MEDICAL RESEARCH	2,250.
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVE., SUITE 1100N BETHESDA, MD 20814	N/A	PC	MEDICAL RESEARCH	1,515.
DALLAS ARBORETUM AND BOTANICAL GARDEN 8525 GARLAND ROAD DALLAS, TX 75218	N/A	PC	ENVIRONMENTAL PRESERVATION	276.
DALLAS AREA HABITAT FOR HUMANITY 2800 N. HAMPTON RD DALLAS, TX 75212	N/A	PC	SOCIAL SERVICES	10,000.
DALLAS CASA 2757 SWISS AVENUE DALLAS, TX 75204	N/A	PC	SOCIAL SERVICES	6,000.
DALLAS CHILDREN'S ADVOCACY CENTER, INC. 5351 SAMUELL BLVD. DALLAS, TX 75228	N/A	PC	SOCIAL SERVICES	50,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	N/A	PC	ARTS	594.
DALLAS PETS ALIVE 11700 PRESTON ROAD DALLAS, TX 75230	N/A	PC	ANIMAL RIGHTS	236.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS SYMPHONY ORCHESTRA 2301 FLORA STREET DALLAS, TX 75201	N/A	PC	ARTS	3,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	N/A	PC	COMMUNITY OUTREACH	270.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	N/A	PC	COMMUNITY OUTREACH	399.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	N/A	PC	COMMUNITY OUTREACH	360.
DELL CHILDREN'S MEDICAL CENTER FOUNDATION 4900 MUELLER BLVD AUSTIN, TX 78723	N/A	PC	MEDICAL SERVICES	750.
DIFFA DALLAS 16 W. 32ND STREET SUITE 402 NEW YORK, NY 10001	N/A	PC	MEDICAL SERVICES	2,043.
DOCTORS WITHOUT BORDERS 40 RECTOR STREET NEW YORK, NY 10006	N/A	PC	HUMANITARIAN AID	300.
DOCTORS WITHOUT BORDERS 40 RECTOR STREET, 16TH FLOOR NEW YORK, NY 10006	N/A	PC	HUMANITARIAN AID	550.
DOE FUND, THE 345 EAST 102 ST 3RD FLOOR NEW YORK, NY 10029	N/A	PC	SOCIAL SERVICES	3,000.
DORSET THEATRE FESTIVAL 104 CHENEY ROAD DORSET, VT 05251	N/A	PC	ARTS	300.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DREAM 1991 SECOND AVENUE NEW YORK, NY 10029	N/A	PC	COMMUNITY OUTREACH	85,000.
DREAM CENTER NYC 245 8TH AVENUE, #187 NEW YORK, NY 10011	N/A	PC	COMMUNITY OUTREACH	375.
DREAM CENTER NYC 245 8TH AVENUE, #187 NEW YORK, NY 10011	N/A	PC	COMMUNITY OUTREACH	4,431.
DWELL WITH DIGNITY 3112 HOOD STREET DALLAS, TX 75219	N/A	PC	COMMUNITY OUTREACH	374.
EDUCATION FOR PEACE IN IRAQ CENTER 900 2ND STREET NE SUITE 216 WASHINGTON, DC 20002	N/A	PC	HUMANITARIAN AID	1,500.
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW WASHINGTON, DC 20009	N/A	PC	ENVIRONMENTAL PRESERVATION	1,500.
EQUEST THERAPEUTIC HORSEMANSHIP 811 PEMBERTON HILL ROAD DALLAS, TX 75217	N/A	PC	DISABILITY ASSISTANCE	236.
EQUEST THERAPEUTIC HORSEMANSHIP 811 PEMBERTON HILL ROAD DALLAS, TX 75217	N/A	PC	DISABILITY ASSISTANCE	900.
FAMILY PLACE, THE PO BOX 7999 DALLAS, TX 75209	N/A	PC	SOCIAL SERVICES	3,000.
FAMILY PLACE, THE PO BOX 7999 DALLAS, TX 75209	N/A	PC	SOCIAL SERVICES	35,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILY PLACE, THE PO BOX 7999 DALLAS, TX 75209	N/A	PC	SOCIAL SERVICES	780.
FIRST HAND FOUNDATION 2800 ROCKCREEK PARKWAY KANSAS CITY, MO 64117	N/A	PC	MEDICAL SERVICES	1,275.
FIRST LIBERTY 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO, TX 75075	N/A	PC	HUMAN RIGHTS	690.
FOUNDATION FOR LOVEJOY SCHOOLS 259 COUNTRY CLUB ROAD ALLEN, TX 75002	N/A	PC	EDUCATION	300.
FRIDAY NITE FRIENDS 6601 CUSTER ROAD PLANO, TX 75023	N/A	PC	SOCIAL SERVICES	450.
FRIDAY NITE FRIENDS 6601 CUSTER ROAD PLANO, TX 75023	N/A	PC	SOCIAL SERVICES	330.
FRIDAY NITE FRIENDS 6601 CUSTER ROAD PLANO, TX 75023	N/A	PC	SOCIAL SERVICES	225.
FRIENDS OF WHEELS 511 WEST 182ND STREET NEW YORK, NY 10033	N/A	PC	EDUCATION	50,000.
GATEWAY PUBLIC SCHOOLS 1430 SCOTT STREET SAN FRANCISCO, CA 94115	N/A	PC	EDUCATION	15,000.
GENERATION CITIZEN 110 WALL STREET, 5TH FLOOR NEW YORK, NY 10005	N/A	PC	EDUCATION	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GENERATION CITIZEN 110 WALL STREET, 5TH FLOOR NEW YORK, NY 10005	N/A	PC	EDUCATION	4,500.
GESU SCHOOL 1700 WEST THOMPSON STREET PHILADELPHIA, PA 19121	N/A	PC	EDUCATION	5,000.
GIRL PROJECT, THE SILICON VALLEY COMMUNITY FOUNDATION MOUNTAIN VIEW, CA 94040-1498	N/A	PC	EDUCATION	750.
GIVE DIRECTLY PO BOX 3221 NEW YORK, NY 10008	N/A	PC	SOCIAL SERVICES	450.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FT. WORTH, TX 76132-4122	N/A	PC	SOCIAL SERVICES	480.
GLOBAL IMPACT 1199 NORTH FAIRFAX STREET, SUITE 300 ALEXANDRIA, VA 22314	N/A	PC	SOCIAL SERVICES	1,800.
GOLDEN GATE NATIONAL PARK CONSERVANCY 201 FORT MASON SAN FRANCISCO, CA 94123	N/A	PC	ENVIRONMENTAL PRESERVATION	459.
GO PROJECT 50 COOPER SQUARE, 3RD FLOOR NEW YORK, NY 10003	N/A	PC	EDUCATION	40,000.
GOOD SHEPHERD SERVICES 305 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PC	EDUCATION	50,000.
HABITAT FOR HUMANITY OF COLLIN COUNTY 2060 COUCH DR. MCKINNEY, TX 75069	N/A	PC	SOCIAL SERVICES	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HAND OF HOPE/JOYCE MEYER MINISTRIES ATTN: MEDICAL OUTREACH COORDINATOR FENTON, MO 63026	N/A	PC	COMMUNITY OUTREACH	4,500.
HAVERFORD TOWNSHIP FREE LIBRARY 1601 DARBY ROAD HAVERTOWN, PA 19083	N/A	PC	COMMUNITY OUTREACH	300.
HEALTH INFORMATION PROJECT 4601 PONCE DE LEON BLVD., SUITE 300 CORAL GABLES, FL 33146	N/A	PC	EDUCATION	600.
HEALTH TALENTS INTERNATIONAL PO BOX 8303 SEARCY, AR 72145	N/A	PC	COMMUNITY OUTREACH	4,500.
HEALTH TALENTS INTERNATIONAL PO BOX 8303 SEARCY, AR 72145	N/A	PC	COMMUNITY OUTREACH	6,300.
HEARTWORKS OF VERMONT PO BOX 2414 MANCHESTER CTR, VT 05255	N/A	PC	EDUCATION	600.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	N/A	PC	HUNGER RELIEF	300.
HIAS 1300 SPRING STREET SILVER SPRING, MD 20910	N/A	PC	HUMANITARIAN AID	1,000.
HIGH FIVES FOUNDATION 10775 PIONEER TRAIL ROAD TRUCKEE, CA 96160	N/A	PC	DISABILITY ASSISTANCE	3,000.
HOT BREAD KITCHEN 1590 PARK AVENUE NEW YORK, NY 10029	N/A	PC	HUNGER RELIEF	40,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOT BREAD KITCHEN 1590 PARK AVENUE, BOX #1 NEW YORK, NY 10029	N/A	PC	HUNGER RELIEF	300.
HOT BREAD KITCHEN 1590 PARK AVENUE, BOX #1 NEW YORK, NY 10029	N/A	PC	HUNGER RELIEF	50,000.
IFOPA 1520 CLAY ST, STE. H2 NORTH KANSAS CITY, MO 64116	N/A	PC	MEDICAL RESEARCH	300.
IN HIS IMAGE INTERNATIONAL PO BOX 1191 TULSA, OK 74101	N/A	PC	COMMUNITY OUTREACH	5,400.
INCARNATION HOUSE 4061 N. CENTRAL EXPRESSWAY DALLAS, TX 75204	N/A	PC	SOCIAL SERVICES	370.
INCARNATION HOUSE 4061 N. CENTRAL EXPRESSWAY DALLAS, TX 75204	N/A	PC	SOCIAL SERVICES	750.
INCARNATION HOUSE 4061 N. CENTRAL EXPRESSWAY DALLAS, TX 75204	N/A	PC	SOCIAL SERVICES	2,250.
INNOCENCE PROJECT 40 WORTH STREET, SUITE 701 NEW YORK, NY 10013	N/A	PC	HUMAN RIGHTS	3,000.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209	N/A	PC	COMMUNITY OUTREACH	768.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209	N/A	PC	COMMUNITY OUTREACH	918.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIPER FUND, THE PO BOX 30829 SEATTLE, WA 98103	N/A	PC	HUMANITARIAN AID	4,000.
KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK, NY 10023	N/A	PC	ARTS	4,000.
KAUFMAN MUSIC CENTER 129 W 67TH ST NEW YORK, NY 10023	N/A	PC	EDUCATION	7,500.
KIDS FOR KIDS FOUNDATION NYC 42 BROADWAY, 3RD FLOOR NEW YORK, NY 10004	N/A	PC	SOCIAL SERVICES	150.
KIPP DFW PO BOX 140186 DALLAS, TX 75214	N/A	PC	EDUCATION	15,000.
KIPP NYC 470 7TH AVENUE, 10TH FLOOR NEW YORK, NY 10018	N/A	PC	EDUCATION	100,000.
KIPP TEXAS 3200 SOUTH LANCASTER, SUITE 230-A DALLAS, TX 75216	N/A	PC	EDUCATION	50,000.
LEUKEMIA & LYPHOMA SOCIETY, THE 2859 PACES FERRY ROAD SE, SUITE 725 ATLANTA, GA 30339	N/A	PC	CANCER RESEARCH	15,000.
LEUKEMIA & LYPHOMA SOCIETY, THE 2859 PACES FERRY ROAD SE, SUITE 725 ATLANTA, GA 30339	N/A	PC	CANCER RESEARCH	500.
LITERACY PARTNERS 75 MAIDEN LANE NEW YORK, NY 10038	N/A	PC	EDUCATION	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY PARTNERS 75 MAIDEN LANE NEW YORK, NY 10038	N/A	PC	EDUCATION	7,500.
LONE STAR SHIH TZU & LHASA APSO RESCUE PO BOX 7728 HOUSTON, TX 77270	N/A	PC	ANIMAL RIGHTS	150.
LUKE HOMAN FOUNDATION INC 111 EAST WISCONSIN AVENUE STE 1800 MILWAUKEE, WI 53202	N/A	PC	HUMANITARIAN AID	10,000.
MARSHALL PROJECT, THE 156 WEST 56TH STREET NEW YORK, NY 10019	N/A	PC	SOCIAL SERVICES	50,000.
MEDICAL CITY FOUNDATION 7777 FOREST LANE DALLAS, TX 75230	N/A	PC	MEDICAL SERVICES	900.
MERCY FOR ANIMALS 8033 SUNSET BLVD., STE 864 LOS ANGELES, CA 90046	N/A	PC	ANIMAL RIGHTS	773.
METROPOLITAN OPERA, THE LINCOLN CENTER FOR THE PERFORMING ARTS NEW YORK, NY 10023	N/A	PC	ARTS	1,500.
METROPOLITAN OPERA, THE LINCOLN CENTER FOR THE PERFORMING ARTS NEW YORK, NY 10023	N/A	PC	ARTS	1,500.
MIAMI FOUNDATION, THE 40 NW 3RD STREET-SUITE 305 MIAMI, FL 33128	N/A	PC	HUMANITARIAN AID	25,000.
MI ESCUELITA PRESCHOOL, INC. PO BOX 191487 DALLAS, TX 75219	N/A	PC	EDUCATION	40,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MISSIONARY AVIATION REPAIR CENTER 595 FUNNY RIVER ROAD SOLDOTNA, AK 99669	N/A	PC	COMMUNITY OUTREACH	1,500.
MISSION METROPLEX, INC. 210 W. SOUTH STREET ARLINGTON, TX 76010	N/A	PC	COMMUNITY OUTREACH	6,000.
MORGAN LE FAY CAT RESCUE 42 BLANCHARD RD. SOUTH ORANGE, NJ 07079	N/A	PC	ANIMAL RIGHTS	750.
MORRIS EDUCATIONAL FOUNDATION PO BOX 1224 MORRISTOWN, NJ 07962	N/A	PC	EDUCATION	600.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	N/A	PC	CANCER RESEARCH	6,000.
MULTIPLE SCLEROSIS FOUNDATION 6520 NORTH ANDREWS AVE FORT LAUDERDALE, FL 33309	N/A	PC	MEDICAL SERVICES	150.
NATIONAL BREAST CANCER FOUNDATION 2600 NETWORK BLVD., SUITE 300 FRISCO, TX 75034	N/A	PC	CANCER RESEARCH	150.
NATIONAL MULTIPLE SCLEROSIS FOUNDATION 900 S. BROADWAY, 2ND FLOOR DENVER, CO 80209	N/A	PC	MEDICAL SERVICES	1,380.
NATIONAL MULTIPLE SCLEROSIS FOUNDATION 900 S BROADWAY, 2ND FLOOR DENVER, CO 80209	N/A	PC	MEDICAL SERVICES	300.
NATIONAL VACCINE INFORMATION CENTER 21525 RIDGETOP CIRCLE STERLING, VA 20166	N/A	PC	MEDICAL SERVICES	150.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEED IN DEED 211 N. 13TH STREET, SUITE 501 PHILADELPHIA, PA 19107	N/A	PC	EDUCATION	10,000.
NEW YORK CITY BALLET DAVID H. KOCH THEATER NEW YORK, NY 10023	N/A	PC	ARTS	300.
NEW YORK CITY BALLET DAVID H. KOCH THEATER NEW YORK, NY 10023	N/A	PC	ARTS	200.
NEW YORK COMMON PANTRY 8 EAST 109TH STREET NEW YORK, NY 10029	N/A	PC	COMMUNITY OUTREACH	375.
NEW YORK PUBLIC LIBRARY 445 FIFTH AVENUE, 3RD FLOOR NEW YORK, NY 10016	N/A	PC	EDUCATION	1,500.
NORTH TEXAS BOXER RESCUE 7027 JOYCE WAY DALLAS, TX 75225	N/A	PC	ANIMAL RIGHTS	1,050.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A	PC	HUNGER RELIEF	16,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A	PC	HUNGER RELIEF	30,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028.	N/A	PC	HUNGER RELIEF	1,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236-2028	N/A	PC	HUNGER RELIEF	300.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OCEAN CONSERVANCY 1300 19TH ST NW, 8TH FL WASHINGTON, DC 20036	N/A	PC	ENVIRONMENTAL PRESERVATION	1,500.
OCEAN CONSERVANCY 1300 19TH ST NW, 8TH FL WASHINGTON, DC 20036	N/A	PC	ENVIRONMENTAL PRESERVATION	1,500.
ONEGOAL BAY AREA 1111 BROADWAY OAKLAND, CA 94607	N/A	PC	EDUCATION	20,000.
ONEGOAL BAY AREA 1111 BROADWAY OAKLAND, CA 94607	N/A	PC	EDUCATION	15,000.
ONEGOAL NEW YORK 55 EXCHANGE PLACE NEW YORK, NY 10005	N/A	PC	EDUCATION	75,000.
ONEGOAL NEW YORK 55 EXCHANGE PLACE NEW YORK, NY 10005	N/A	PC	EDUCATION	15,000.
OPERATION ACCESS 1119 MARKET STREET SAN FRANCISCO, CA 94103	N/A	PC	MEDICAL SERVICES	15,000.
OPERATION HOMEFRONT 1355 CENTRAL PARKWAY S SAN ANTONIO, TX 78232	N/A	PC	SOCIAL SERVICES	15,000.
OPERATION KINDNESS 3201 EARHART DRIVE CARROLTON, TX 75006	N/A	PC	ANIMAL RIGHTS	180.
OPERATION KINDNESS 3201 EARHART DRIVE CARROLTON, TX 75006	N/A	PC	ANIMAL RIGHTS	150.
Total from continuation sheets				

3

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PACIFIC PRIMARY 1500 GROVE STREET SAN FRANCISCO, CA 94117	N/A	PC	EDUCATION	1,000.
PARKINSON'S FOUNDATION 200 SE 1ST ST, SUITE 800 MIAMI, FL 33131	N/A	PC	MEDICAL RESEARCH	300.
PART OF THE SOLUTION 2759 WEBSTER AVENUE BRONX, NY 10458	N/A	PC	HUNGER RELIEF	75,000.
PART OF THE SOLUTION 2759 WEBSTER AVENUE BRONX, NY 10458	N/A	PC	HUNGER RELIEF	100,000.
OHIO STATE UNIVERSITY, THE 1480 WEST LANE AVENUE COLUMBUS, OH 43221	N/A	PC	CANCER RESEARCH	300.
PENN STATE UNIVERSITY 2583 GATEWAY DR., SUITE 130 STATE COLLEGE, PA 16801	N/A	PC	EDUCATION	600.
PEROT NATURE & SCIENCE MUSEUM 2201 N. FIELD STREET DALLAS, TX 75201	N/A	PC	EDUCATION	273.
PHILABUNDANCE 3616 SOUTH GALLOWAY ST PHILADELPHIA, PA 19148	N/A	PC	HUNGER RELIEF	5,000.
PHILABUNDANCE 3616 SOUTH GALLOWAY ST PHILADELPHIA, PA 19148	N/A	PC	HUNGER RELIEF	10,000.
POSSE FOUNDATION, INC., THE 14 WALL STREET NEW YORK, NY 10005	N/A	PC	EDUCATION	30,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
POSSE FOUNDATION, INC., THE 14 WALL STREET, SUITE 8A-60 NEW YORK, NY 10005	N/A	PC	EDUCATION	750.
POSSE FOUNDATION, INC., THE 14 WALL STREET, SUITE 8A-60 NEW YORK, NY 10005	N/A	PC	EDUCATION	30,000.
POSSE FOUNDATION, INC., THE 14 WALL STREET, SUITE 8A-60 NEW YORK, NY 10005	N/A	PC	EDUCATION	10,000.
PREECLAMPSIA FOUNDATION 3840 WEST EAU GALLIE BLVD., SUITE 104 MELBOURNE, FL 32934	N/A	PC	MEDICAL RESEARCH	300.
PREP FOR PREP 328 W. 71ST NEW YORK, NY 10023	N/A	PC	EDUCATION	12,000.
PREP FOR PREP 328 W. 71ST NEW YORK, NY 10023	N/A	PC	EDUCATION	3,000.
PRIORY IN THE USA OF THE ORDER OF ST. JOHN 1850 M STREET, NW WASHINGTON, DC 20036-5856	N/A	PC	HUMANITARIAN AID	3,075.
PROJECT TRANSFORMATION 4024 CARUTH BLVD DALLAS, TX 75225	N/A	PC	COMMUNITY OUTREACH	30,000.
PROJECT TRANSFORMATION 4024 CARUTH BLVD DALLAS, TX 75225	N/A	PC	COMMUNITY OUTREACH	8,750.
PROMISE HOUSE, INC. 224 W. PAGE AVENUE DALLAS, TX 75208	N/A	PC	SOCIAL SERVICES	35,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUTNEY OPEN DOOR FUND INC 345 HICKORY RIDGE ROAD PUTNEY, VT 05346	N/A	PC	EDUCATION	1,500.
PUTNEY OPEN DOOR FUND INC 345 HICKORY RIDGE ROAD PUTNEY, VT 05346	N/A	PC	EDUCATION	3,000.
RAPHAEL HOUSE OF SAN FRANCISCO 1065 SUTTER STREET SAN FRANCISCO, CA 94109	N/A	PC	SOCIAL SERVICES	25,000.
REACHING A GENERATION USA, INC. 2474 WALNUT STREET CARY, NC 27518	N/A	PC	HUMANITARIAN AID	5,000.
RED ARENA 1601 BELL SPRINGS ROAD DRIPPING SPRINGS, TX 78620	N/A	PC	DISABILITY ASSISTANCE	1,200.
RED ARENA 1601 BELL SPRINGS ROAD DRIPPING SPRINGS, TX 78620	N/A	PC	DISABILITY ASSISTANCE	825.
RIVER FUND NEW YORK, THE 89-11 LEFFERTS BOULEVARD RICHMOND HILLS, NY 11418	N/A	PC	HUNGER RELIEF	7,500.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	16,500.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	6,000.
ROBIN HOOD FOUNDATION 826 BROADWAY NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	3,000.
Total from continuation sheets				

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	18.	
4 Dividends and interest from securities					
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	163,603.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		163,621.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	163,621.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

☒ Yes      ☐ No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
MAVERICK CAPITAL, LTD. EMPLOYEE	VOLUNTARY	SEE STATEMENT 14
BENEFIT TRUST	EMPLOYEE	
	BENEFIT	
	ASSOCIATION	

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.				May the IRS discuss this return with the preparer shown below? See instr. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	Signature of officer or trustee <i>W. Keith Henning</i>		Date <i>11-12-19</i>		Title <b>TRUSTEE</b>	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature <i>Kelli H. Archibald</i>		Date <i>11/09/19</i>	
	KELLI H. ARCHIBALD		Check <input type="checkbox"/> if self-employed		PTIN <b>P00180332</b>	
	Firm's name ▶ <b>ERNST &amp; YOUNG US, LLP</b>				Firm's EIN ▶ <b>34-6565596</b>	
	Firm's address ▶ <b>TWO NORTH CENTRAL, #2300 PHOENIX, AZ 85004</b>				Phone no. <b>602-322-3000</b>	

Form **990-PF** (2018)

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

**MAVERICK CAPITAL FOUNDATION**

Employer identification number

**71-0917626**

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 foundationCheck 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 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 33 1/3% 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 (entering "N/A" in column (b) instead of the contributor name and address), 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 <b>MAVERICK CAPITAL FOUNDATION</b>	Employer identification number <b>71-0917626</b>
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**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	AINSLIE FOUNDATION C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	LEE S. AINSLIE III C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 212,827.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	ANDREW WARFORD C/O 300 1/2 FERNDAL ROAD WEST WAYZATA, MN 55391	\$ 212,827.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	MAVERICK CAPITAL CHARITIES, LTD. C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 33,891.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	KEITH HENNINGTON C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 35,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	DAVID SINGER C/O ONE LETTERMAN DRIVE, BLD D, STE. DM100 SAN FRANCISCO, CA 94129	\$ 25,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>MAVERICK CAPITAL FOUNDATION</b>	Employer identification number <b>71-0917626</b>
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**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
7	ANDREW HOMAN C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 14,103.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
8	LEWIS SLACK C/O ONE LETTERMAN DRIVE, BLD D, STE. DM100 SAN FRANCISCO, CA 94129	\$ 15,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	ALEXANDRE RAFAL C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 5,292.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
10	STEPHEN SCHREDER C/O EIGHT TOWER BRIDGE, 161 WASHINGTON ST. SUITE 820 CONSHOHOCKEN, PA 19428	\$ 10,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	DONALD DEVINE C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 10,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	RIAD ABRAHAMS C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 10,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
MAVERICK CAPITAL FOUNDATION	71-0917626

**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
13	JOSEPH MANOGUE C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 6,700.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	DAVID TYKOCINSKI C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 7,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	MICHELLE PERRIN C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 5,060.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	WILLIAM BATES BROWN C/O 767 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 10,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
17	MICHAEL BECKWITH C/O ONE LETTERMAN DRIVE, BLD D, STE. DM100 SAN FRANCISCO, CA 94129	\$ 10,000.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

MAVERICK CAPITAL FOUNDATION

71-0917626

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	4,466.004 SHARES MAVERICK STABLE FUND, LTD.	\$ 5,000,000.	01/01/18
7	345 SHARES HOMOLOGY MEDICINES, INC.	\$ 6,843.	10/16/18
7	313 SHARES HOMOLOGY MEDICINES, INC.	\$ 7,476.	12/17/18
9	432 SHARES DESPEGAR.COM CORP	\$ 5,134.	12/27/18
		\$	
		\$	



Name of organization

Employer identification number

**MAVERICK CAPITAL FOUNDATION****71-0917626**

**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 info once) ▶ \$ \_\_\_\_\_

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
386.04 SHARES MAVERICK FUND, LTD.	PURCHASED	04/01/10	01/01/18

  

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
720,000.	720,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1789.61 SHARES MAVERICK FUND, LTD.	PURCHASED	04/01/17	02/01/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,400,000.	3,337,794.	0.	0.	62,206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
252.78 SHARES MAVERICK FUND, LTD.	PURCHASED	04/01/09	03/01/18

  

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
469,034.	471,452.	0.	0.	-2,418.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
240.83 SHARES MAVERICK FUND, LTD.	PURCHASED	04/01/10	03/01/18		
446,860.	449,163.	0.	0.	-2,303.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
160.79 SHARES MAVERICK FUND, LTD.	PURCHASED	03/01/13	03/01/18		
298,344.	299,882.	0.	0.	-1,538.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
282.48 SHARES MAVERICK FUND, LTD.	PURCHASED	03/01/15	03/01/18		
524,147.	526,848.	0.	0.	-2,701.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
21.99 SHARES MAVERICK FUND, LTD.	PURCHASED	03/01/15	03/01/18		
40,803.	41,013.	0.	0.	-210.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
158.95 SHARES MAVERICK FUND, LTD.	294,937.	296,457.	0.	0.	-1,520.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
327.69 SHARES MAVERICK FUND, LTD.	608,045.	611,178.	0.	0.	-3,133.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
164.86 SHARES MAVERICK FUND, LTD.	305,905.	307,481.	0.	0.	-1,576.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58.34 SHARES MAVERICK FUND, LTD.	108,246.	108,804.	0.	0.	-558.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
137.58 SHARES MAVERICK FUND, LTD.	255,293.	256,609.	0.	0.	-1,316.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22.06 SHARES MAVERICK FUND, LTD.	40,925.	41,136.	0.	0.	-211.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8.95 SHARES MAVERICK FUND, LTD.	16,605.	16,691.	0.	0.	-86.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
889.12 SHARES MAVERICK FUND, LTD.	1,649,795.	1,658,297.	0.	0.	-8,502.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
380.47 SHARES MAVERICK FUND, LTD.	PURCHASED	07/01/17	03/01/18		
	705,972.	709,613.	0.	0.	-3,641.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
198.27 SHARES MAVERICK FUND, LTD.	PURCHASED	07/01/17	03/01/18		
	367,901.	369,793.	0.	0.	-1,892.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1217.48 SHARES MAVERICK STABLE FUND, LTD. (LT)	PURCHASED	01/01/18	07/01/18		
	1,390,000.	1,281,003.	0.	0.	108,997.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
260.69 SHARES MAVERICK STABLE FUND, LTD. (LT)	PURCHASED	01/01/18	10/01/18		
	300,000.	274,294.	0.	0.	25,706.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,693.	21,394.	0.	0.	-1,701.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				163,603.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGANSTANLEY SMITHBARNEY LLC	18.	18.	
TOTAL TO PART I, LINE 3	18.	18.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK FUND USA, LTD.	0.	-89,581.	
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK FUNDAMENTAL QUANT NEUTRAL, L.P.	0.	-6,977.	
LESS: UNRELATED BUSINESS TAXABLE INCOME FROM INVESTMENTS	0.	440.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-96,118.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	16,703.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	16,703.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	344.	74.		270.	
OTHER EXPENSES	17,859.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	18,203.	74.		270.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/(LOSS) - MAVERICK FUND USA, LTD.	223,048.				
UNREALIZED GAIN/(LOSS) - MAVERICK FUNDAMENTAL QUANT NEUTRAL, LP	38,068.				
TOTAL TO FORM 990-PF, PART III, LINE 3	261,116.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/(LOSS) - MAVERICK STABLE FUND, LTD.	221,608.				
TOTAL TO FORM 990-PF, PART III, LINE 5	221,608.				



FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MAVERICK STABLE FUND, LTD. (LT)	3,223,091.	3,223,091.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,223,091.	3,223,091.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MAVERICK FUNDAMENTAL QUANT NEUTRAL, LP	FMV	6,894,084.	6,894,084.
MAVERICK FUND USA, LTD.	FMV	6,735,861.	6,735,861.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,629,945.	13,629,945.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	0.	10,274.	10,274.
TO FORM 990-PF, PART II, LINE 15	0.	10,274.	10,274.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX PAYABLE	0.	2,284.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	2,284.	

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FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS	STATEMENT 12
	PART VII-A, LINE 10	

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NAME OF CONTRIBUTOR

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ADDRESS

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ANDREW WARFORD

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C/O 300 1/2 FERNDAL ROAD WEST  
WAYZATA, MN 55391

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FORM 990-PF	PART XV - LINE 1A	STATEMENT 13
	LIST OF FOUNDATION MANAGERS	

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NAME OF MANAGER

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LEE S. AINSLIE III  
EVAN A. WYLY  
ANDREW WARFORD

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990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT	14
	PART XVII, LINE 2, COLUMN (C)		

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NAME OF AFFILIATED OR RELATED ORGANIZATION

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MAVERICK CAPITAL, LTD. EMPLOYEE BENEFIT TRUST

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DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

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COMMON DIRECTORS/TRUSTEES