

Form 990-PF

Department of the Treasury
Internal Revenue Service

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OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation LELAND FIKES FOUNDATION, INC.		A Employer identification number 75-6035984
Number and street (or P.O. box number if mail is not delivered to street address) 3161 WEBB AVE.	Room/suite	B Telephone number 214-754-0144
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75205		C If exemption application is pending, check here <input type="checkbox"/> 6
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 102,319,078.	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	959.	959.		STATEMENT 1
	4 Dividends and interest from securities	2,977,984.	2,977,471.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,386,110.			STATEMENT 3
	b Gross sales price for all assets on line 6a	7,348,137.			
	7 Capital gain net income (from Part IV, line 2)		3,330,424.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	989,675.			STATEMENT 4
Operating and Administrative Expenses	b Less Cost of goods sold	852,547.			STATEMENT 5
	c Gross profit or (loss)	137,128.			
	11 Other income	772,130.	789,402.		STATEMENT 6
	12 Total. Add lines 1 through 11	7,274,319.	7,098,256.		
	13 Compensation of officers, directors, trustees, etc	158,729.	9,880.		146,379.
	14 Other employee salaries and wages	219,731.	163,928.		30,167.
	15 Pension plans, employee benefits	201,039.	87,736.		97,636.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	251,139.	225,697.		20,819.
	17 Interest				
	18 Taxes	184,752.	108,406.		12,085.
	19 Depreciation and depletion	1,965.	1,751.		
	20 Occupancy	-46.	0.		-46.
	21 Travel, conferences, and meetings	671.	0.		671.
	22 Printing and publications				
	23 Other expenses	861,738.	793,521.		20,491.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,879,718.	1,390,919.		328,202.
	25 Contributions, gifts, grants paid	6,773,785.			6,773,785.
	26 Total expenses and disbursements. Add lines 24 and 25	8,653,503.	1,390,919.		7,101,987.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,379,184.			
	b Net investment income (if negative, enter -0-)		5,707,337.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Gret

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				
	2	Savings and temporary cash investments		12,469,842.	8,412,086.	8,412,086.
	3	Accounts receivable ▶ 43,856.				
		Less: allowance for doubtful accounts ▶		601,719.	43,856.	43,856.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	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 11		25,059,233.	25,125,947.	32,826,757.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 3,493,330.			
		Less accumulated depreciation STMT 10 ▶ 3,378,202.		138,207.	115,128.	4,916,355.
12		Investments - mortgage loans STMT 12		17,814,481.	17,936,199.	16,961,361.
13		Investments - other STMT 13		18,839,834.	21,911,131.	39,155,933.
14		Land, buildings, and equipment basis ▶ 10,280.				
		Less accumulated depreciation STMT 14 ▶ 9,754.		740.	526.	2,730.
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		74,924,056.	73,544,873.	102,319,078.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		19,401,771.	19,401,771.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		55,522,285.	54,143,102.	
	30	Total net assets or fund balances		74,924,056.	73,544,873.	
31	Total liabilities and net assets/fund balances		74,924,056.	73,544,873.		

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	74,924,056.
2	Enter amount from Part I, line 27a	2	-1,379,184.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	73,544,873.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	73,544,873.

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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 7,348,137.		5,960,299.	3,330,424.
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			3,330,424.
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	3,330,424.
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	6,600,596.	92,818,483.	.071113
2016	5,545,006.	87,096,221.	.063665
2015	7,363,363.	89,756,399.	.082037
2014	6,270,318.	90,172,828.	.069537
2013	5,021,811.	96,373,610.	.052108
2 Total of line 1, column (d)		2	.338460
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	.067692
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4	97,842,841.
5 Multiply line 4 by line 3		5	6,623,178.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	57,073.
7 Add lines 5 and 6		7	6,680,251.
8 Enter qualifying distributions from Part XII, line 4 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.		8	7,101,987.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	57,073.
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	57,073.
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	57,073.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	60,605.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	72,605.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,532.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 15,532. 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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?	X	
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 checked="" type="checkbox"/> DE, TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions STATEMENT 15 STATEMENT 16 STMT 17	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13 X	
Website address N/A		
14 The books are in care of MARY F. RADFORD Telephone no. 214-220-1011		
Located at 3161 WEBB AVE., DALLAS, TX ZIP+4 75205		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here N/A	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 N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation.**

(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
SEE STATEMENT 18		158,729.	12,718.*	0.
	* See Statement 10			

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
MARY F. RADFORD	CHIEF INVESTMENT OFFICER			
3161 WEBB AVE., DALLAS, TX 75205	6.00	108,488.	2,355.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GRAHAM MORTGAGE & AFFILIATES	LOAN SERVICING &	
3838 OAK LAWN AVE, #1250, DALLAS, TX 75219	REAL EST ADVISORY	128,672.
SAWGRASS ASSET MANAGEMENT - 1579 THE GREENS	INVESTMENT	
WAY, SUITE 20, JACKSONVILLE BEACH, FL 32250	MANAGEMENT	103,385.
TODD ASSET MANAGEMENT - 101 SOUTH 5TH ST.,	INVESTMENT	
SUITE 3100, LOUISVILLE, KY 40202	MANAGEMENT	84,405.

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities	1a	65,576,504.	
b Average of monthly cash balances	1b	11,868,173.	
c Fair market value of all other assets	1c	21,888,156.	
d Total (add lines 1a, b, and c)	1d	99,332,833.	
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	99,332,833.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,489,992.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,842,841.	
6 Minimum investment return. Enter 5% of line 5	6	4,892,142.	

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	4,892,142.
2a Tax on investment income for 2018 from Part VI, line 5	2a	57,073.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	57,073.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,835,069.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,835,069.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,835,069.

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	7,101,987.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	7,101,987.
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	57,073.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,044,914.

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
1 Distributable amount for 2018 from Part XI, line 7				4,835,069.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	322,211.			
b From 2014	1,910,243.			
c From 2015	3,026,325.			
d From 2016	1,349,445.			
e From 2017	2,080,462.			
f Total of lines 3a through e	8,688,686.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$	7,101,987.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				4,835,069.
e Remaining amount distributed out of corpus	2,266,918.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	10,955,604.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	322,211.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	10,633,393.			
10 Analysis of line 9:				
a Excess from 2014	1,910,243.			
b Excess from 2015	3,026,325.			
c Excess from 2016	1,349,445.			
d Excess from 2017	2,080,462.			
e Excess from 2018	2,266,918.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

DIANE SADLER, 214-754-0144
3161 WEBB AVE., DALLAS, TX 75205

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

SEE STATEMENT 10

- c Any submission deadlines:**

NONE

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

NO GRANTS TO INDIVIDUALS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACLU FOUNDATION OF TEXAS, INC. P.O. BOX 8306 HOUSTON, TX 77288	NONE	PC	GENERAL SUPPORT	50,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, SECOND FLOOR WASHINGTON, DC 20036	NONE	PC	STOP KAVANAUGH CAMPAIGN	30,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, SECOND FLOOR WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	50,000.
AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY 1899 L ST. NW, SUITE 200 WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	50,000.
AMERICAN PROSPECT, THE 1225 EYE ST NW, SUITE 600 WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				6,773,785.
b Approved for future payment				
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204	NONE	PC	CAPITAL CAMPAIGN	100,000.
DALLAS SYMPHONY ASSOCIATION, INC. 2301 FLORA, SUITE 300 DALLAS, TX 75201	NONE	PC	CAPITAL CAMPAIGN FOR MAINTENANCE AND UPDATES	600,000.
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PC	CAPITAL CAMPAIGN FOR CENTRAL DALLAS COUNSELING CENTER	200,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				5,550,000.

Form 990-PF (2018)

LELAND FIRES FOUNDATION, INC.

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 PUBLICLY TRADED SECURITIES - G ACCOUNT			
b PUBLICLY TRADED SECURITIES - V ACCOUNT			
c WORTHLESS SECURITY - TENDRIL NETWORKS, INC.	P		
d FROM ALTOS HYBRID, LP	P		
e FROM ALTOS KOREA OPPORTUNITY FUND, LP	P		
f FROM ALTOS KOREA OPPORTUNITY FUND 2, L.P.	P		
g FROM ARTIMAN VENTURES 2014, LP	P		
h FROM COMMONFUND GLOBAL DISTRESSED PARTNERS III, L	P		
i FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV,	P		
j FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V,	P		
k FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII	P		
l FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.	P		
m FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L	P		
n FROM HELIX FOUNDERS FUND, L.P.	P		
o FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	P		

(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 4,693,076.		3,975,746.	717,330.
b 2,655,061.		1,849,177.	805,884.
c		135,376.	-135,376.
d			253,509.
e			134,194.
f			33,619.
g			-176.
h			18,395.
i			35,754.
j			56,330.
k			123,567.
l			88,092.
m			51,122.
n			30,613.
o			16,035.

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			717,330.
b			805,884.
c			-135,376.
d			253,509.
e			134,194.
f			33,619.
g			-176.
h			18,395.
i			35,754.
j			56,330.
k			123,567.
l			88,092.
m			51,122.
n			30,613.
o			16,035.

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	
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	

LELAND FIRES FOUNDATION, INC.

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	FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II,	P		
b	FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	P		
c	FROM LC FUND VI, L.P.	P		
d	FROM PRIVATE EQUITY INVESTMENT FUND IV, LP	P		
e	FROM PRIVATE EQUITY INVESTMENT FUND V, LP	P		
f	FROM STARTUP CAPITAL VENTURES, L.P.	P		
g	FROM STARTUP CAPITAL VENTURES FUND II, LP	P		
h	FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.	P		
i	FROM CAPITAL PARTNERS III, LP (SVB)	P		
j	FROM CAPITAL PARTNERS IV, LP (SVB)	P		
k	FROM SVB INDIA CAPITAL PARTNERS I, L.P.	P		
l	FROM STRATEGIC INVESTORS FUND II, L.P.	P		
m	FROM STRATEGIC INVESTORS FUND III, L.P.	P		
n	FROM STRATEGIC INVESTORS FUND IV, L.P.	P		
o	FROM STRATEGIC INVESTORS FUND V, L.P.	P		

(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			20,066.
b			41,146.
c			54,314.
d			356,518.
e			-43,170.
f			-22,308.
g			63,013.
h			455.
i			-7.
j			21,323.
k			143,959.
l			41,863.
m			78,641.
n			71,385.
o			127,089.

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			20,066.
b			41,146.
c			54,314.
d			356,518.
e			-43,170.
f			-22,308.
g			63,013.
h			455.
i			-7.
j			21,323.
k			143,959.
l			41,863.
m			78,641.
n			71,385.
o			127,089.

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

LELAND FIRES FOUNDATION, INC.

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 FROM VALENCE HELIX INVESTMENTS, LLC	P		
b FROM VENTURE OVERAGE FUND, LP	P		
c FROM WSL PARTNERS, L.P.	P		
d FROM ZERO2IPO CHINA FUND II, LP	P		
e			
f			
g			
h			
i			
j			
k			
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			45,315.
b			38,758.
c			65,031.
d			-1,859.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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			45,315.
b			38,758.
c			65,031.
d			-1,859.
e			
f			
g			
h			
i			
j			
k			
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	3,330,424.
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 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
BRENNAN CENTER FOR JUSTICE 120 BROADWAY, SUITE 1750 NEW YORK, NY 10271	NONE	PC	GENERAL SUPPORT	50,000.
BRIDGE, THE 1818 CORSICANA STREET DALLAS, TX 75201	NONE	PC	GENERAL SUPPORT	50,000.
BYNUM SCHOOL P.O. BOX 80175 MIDLAND, TX 79708	NONE	PC	CAPITAL CAMPAIGN	75,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	50,000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	PC	GENERAL SUPPORT	25,000.
CENTER FOR PUBLIC POLICY PRIORITIES 7020 EASY WIND DRIVE, SUITE 200 AUSTIN, TX 78752	NONE	PC	GENERAL SUPPORT	100,000.
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038	NONE	PC	U.S. PROGRAM	25,000.
CENTER ON BUDGET AND POLICY PRIORITIES 820 1ST STREET NE, #510 WASHINGTON, DC 20002	NONE	PC	GENERAL SUPPORT	100,000.
COMMUNITY PARTNERS OF DALLAS 7950 ELMBROOK DRIVE DALLAS, TX 75247	NONE	PC	CAPITAL CAMPAIGN	100,000.
CREW (CITIZENS FOR RESPONSIBILITY AND ETHICS IN WASHINGTON) 455 MASSACHUSETTS AVE. NW, 6TH FLOOR WASHINGTON, DC 20001	NONE	PC	GENERAL SUPPORT	125,000.
Total from continuation sheets				6,583,785.

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 BAR ASSOCIATION COMMUNITY SERVICE FUND 2101 ROSS AVENUE DALLAS, TX 75201	NONE	PC	DALLAS VOLUNTEER ATTORNEY PROGRAM	25,000.
DALLAS SYMPHONY ASSOCIATION, INC. 2301 FLORA, SUITE 300 DALLAS, TX 75201	NONE	PC	CAPITAL CAMPAIGN FOR MAINTENANCE AND UPDATES	200,000.
DEMOCRACY FUND, THE 1201 CONNECTICUT AVE. NW, STE. 300 WASHINGTON, DC 20036	NONE	PC	NEW VENTURE FUND - GENERAL SUPPORT	50,000.
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PC	GENERAL SUPPORT	35,000.
FAMILY PLACE, INC., THE P. O. BOX 7999 DALLAS, TX 75209	NONE	PC	CAPITAL CAMPAIGN FOR CENTRAL DALLAS COUNSELING CENTER	100,000.
FIRST PRESBYTERIAN CHURCH, DALLAS 1835 YOUNG STREET DALLAS, TX 75201	NONE	PC	THE STEWPOT	30,000.
FIRST UNITARIAN CHURCH OF DALLAS 4015 NORMANDY AVE. DALLAS, TX 75205	NONE	PC	THE CENTER FOR HEALTHY FAMILIES	15,000.
FOUNDATION CENTER 32 OLD SLIP, 24TH FLOOR NEW YORK, NY 10005	NONE	PC	GENERAL SUPPORT	7,000.
FREE PRESS 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	NONE	PC	GENERAL SUPPORT	25,000.
GIRLS INCORPORATED OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DALLAS, TX 75235	NONE	PC	HEALTHY SEXUALITY/PREGNANCY PREVENTION INITIATIVE	20,000.
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
JANE'S DUE PROCESS, INC. P. O. BOX 685137 AUSTIN, TX 78768	NONE	PC	GENERAL SUPPORT	50,000.
JEWISH FAMILY SERVICE OF DALLAS, INC. 5402 ARAPAHO RD. DALLAS, TX 75248	NONE	PC	MENTAL HEALTH SERVICES	50,000.
KERA 3000 HARRY HINES BLVD. DALLAS, TX 75201	NONE	PC	RADIO COVERAGE OF HEALTH, SCIENCE, AND TECHNOLOGY	50,000.
LUMIN EDUCATION (FORMERLY EAST DALLAS COMMUNITY SCHOOL) 924 WAYNE STREET DALLAS, TX 75223	NONE	PC	CAPITAL CAMPAIGN FOR BACHMAN LAKE SCHOOL	125,000.
MARCH TO THE POLLS - DALLAS FOUNDATION 3963 MAPLE AVE., STE. 390 DALLAS, TX 75219	NONE	PC	TO TRANSPORT DISD STUDENTS TO VOTE	20,000.
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW, SUITE 600 WASHINGTON, DC 20001	NONE	PC	GENERAL SUPPORT	200,000.
MEDICAL STUDENTS FOR CHOICE P.O. BOX 40935 PHILADELPHIA, PA 19107	NONE	PC	GENERAL SUPPORT	25,000.
MENTAL HEALTH AMERICA OF GREATER DALLAS 624 N. GOOD-LATIMER, SUITE 200 DALLAS, TX 75204	NONE	PC	GENERAL SUPPORT	25,000.
METRO DALLAS HOMELESS ALLIANCE 2816 SWISS AVENUE DALLAS, TX 75204	NONE	PC	GENERAL SUPPORT	25,000.
METROCARE SERVICES 1345 RIVER BEND DRIVE, SUITE 200 DALLAS, TX 75247	NONE	PC	GENERAL SUPPORT	25,000.
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
NARAL PRO-CHOICE AMERICA FOUNDATION 1725 EYE STREET, NW, SUITE 900 WASHINGTON, DC 20006	NONE	PC	GENERAL SUPPORT	30,000.
NARAL PRO-CHOICE TEXAS FOUNDATION P. O. BOX 684602 AUSTIN, TX 78702	NONE	PC	GENERAL SUPPORT	50,000.
NORTH TEXAS ALLIANCE TO REDUCE UNINTENDED PREGNANCY IN TEENS 3933 MAPLE AVE #390 DALLAS, TX 75219	NONE	PC	GENERAL SUPPORT	100,000.
NORTH TEXAS FOOD BANK 3677 MAPLESHADE LANE PLANO, TX 75075	NONE	PC	GENERAL SUPPORT	75,000.
NORTH TEXAS FOOD BANK 3677 MAPLESHADE LANE PLANO, TX 75075	NONE	PC	CAPITAL CAMPAIGN	333,333.
PARKLAND FOUNDATION 1341 W. MOCKINGBIRD LN., SUITE 1100E DALLAS, TX 75247	NONE	PC	CONSTRUCTION OF COMPREHENSIVE BREAST CENTER	500,000.
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH, INC. 1430 BROADWAY, SUITE 1614 NEW YORK, NY 10018	NONE	PC	GENERAL SUPPORT	25,000.
PLANNED PARENT FEDERATION OF AMERICA, INC. 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	SECOND CENTURY CAMPAIGN	1,250,000.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PC	CLINIC IN WEST TEXAS	277,778.
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PC	SUPPORT TO CID AND BCCS PROGRAMS	566,667.
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
PLANNED PARENTHOOD OF GREATER TEXAS, INC. 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	NONE	PC	GENERAL SUPPORT	169,007.
RELIGIOUS INSTITUTE 135 CLARENCE STREET, SUITE 206 BRIDGEPORT, CT 06608	NONE	PC	REPRODUCTIVE JUSTICE WORK IN TEXAS	5,000.
SENIOR CITIZENS OF GREATER DALLAS, INC. 3910 HARRY HINES BLVD. DALLAS, TX 75219	NONE	PC	GENERAL SUPPORT	35,000.
SPRINGBOARD CENTER, THE 200 CORPORATE DRIVE MIDLAND, TX 79705	NONE	PC	GENERAL SUPPORT	70,000.
SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVENUE DALLAS, TX 75204	NONE	PC	CRISIS LINE PAID STAFF INITIATIVE	15,000.
TEXAS CIVIL RIGHTS PROJECT 1405 MONTOPOLIS DRIVE AUSTIN, TX 78741	NONE	PC	GENERAL SUPPORT	25,000.
TEXAS DEMOCRACY FOUNDATION 54 CHICON AUSTIN, TX 78702	NONE	PC	GENERAL SUPPORT FOR THE TEXAS OBSERVER	25,000.
TEXAS EQUAL ACCESS FUND P.O. BOX 227336 DALLAS, TX 75222	NONE	PC	GENERAL SUPPORT	50,000.
TEXAS FREEDOM NETWORK EDUCATION FUND P. O. BOX 1624 AUSTIN, TX 78767	NONE	PC	GENERAL SUPPORT	200,000.
TEXAS JUSTICE AND EDUCATION FUND P.O. BOX 15242 WASHINGTON, DC 20003	NONE	PC	GENERAL SUPPORT	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
TEXAS ORGANIZING PROJECT EDUCATION FUND (TOP ED FUND) 700 S. ZARZAMORA, SUITE 212 SAN ANTONIO, TX 78207	NONE	PC	DALLAS PAID SICK LEAVE INITIATIVE	25,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	NONE	PC	VOICES FOR PROGRESS EDUCATION FUND	15,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	NONE	PC	VOICES FOR PROGRESS EDUCATION FUND'S SCOTUS STRATEGY	10,000.
TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY AVENUE MIDLAND, TX 79707	NONE	PC	LEADERSHIP FUND INITIATIVE	130,000.
UNIVERSITY OF TEXAS AT AUSTIN P.O. DRAWER 7726 AUSTIN, TX 78713	NONE	PC	PSYCHOLOGY ADVISORY COMMITTEE ENDOWED GRADUATE FELLOWSHIP	25,000.
UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER 6900 FANNIN, SUITE 6.1000 HOUSTON, TX 77030	NONE	PC	ADOLESCENT AND YOUNG ADULT PROGRAM AT THE CHILDREN'S CANCER HOSPITAL	25,000.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NONE	PC	SUPPORT RESEARCH: A CIRCUIT THEORY OF BIOLOGY	100,000.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NONE	PC	BRUCE BEUTLER'S GENE IDENTIFICATION PROJECT	500,000.
VOTER PARTICIPATION CENTER, THE 1707 L STREET NW, SUITE 300 WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	100,000.
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
NORTH TEXAS ALLIANCE TO REDUCE UNINTENDED PREGNANCY IN TEENS 3933 MAPLE AVE #390 DALLAS, TX 75219	NONE	PC	PROJECT NTARUPT	50,000.
PARKLAND FOUNDATION 1341 W. MOCKINGBIRD LANE, SUITE 1100E DALLAS, TX 75247	NONE	PC	SUPPORT CONSTRUCTION OF COMPREHENSIVE BREAST CENTER	1,500,000.
PLANNED PARENTHOOD FOUNDATION OF AMERICA, INC. 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC	SECOND CENTURY CAMPAIGN	2,500,000.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NONE	PC	BRUCE BEUTLER'S GENE IDENTIFICATION PROJECT	500,000.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BLVD. DALLAS, TX 75390	NONE	PC	SUPPORT RESEARCH: A CIRCUIT THEORY OF BIOLOGY	100,000.
Total from continuation sheets				4,650,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
U.S. TRUST	4.	4.	
JP MORGAN	15.	15.	
BANK OF AMERICA	938.	938.	
OTHER	2.	2.	
TOTAL TO PART I, LINE 3	959.	959.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA CUSTODY G ACCT	310,583.	0.	310,583.	310,583.	
BANK OF AMERICA CUSTODY V ACCT	309,566.	0.	309,566.	309,566.	
DIVIDENDS FROM TITLE HOLDING CORPORATIONS	732,772.	0.	732,772.	732,772.	
INTEREST FROM MORTGAGE LOANS	1,283,358.	0.	1,283,358.	1,283,358.	
POINTS & FEES FROM MORTGAGE LOANS	105,658.	0.	105,658.	105,658.	
KKR EUROPEAN FUND III	114,514.	0.	114,514.	114,514.	
MERIDIAN DIVERSIFIED FUND, LTD	11,922.	0.	11,922.	11,922.	
ALTOS HYBRID 2, LP	2,659.	0.	2,659.	2,659.	
ALTOS HYBRID 2 BL, LLC	2,071.	0.	2,071.	2,071.	
ALTOS KOREA OPPORTUNITY FUND 2, L.P.	59.	0.	59.	59.	
ALTOS ROBLOX SPV1, LLC	115.	0.	115.	115.	
ARTIMAN VENTURES II, LP	501.	0.	501.	501.	
ARTIMAN VENTURES III, LP	16.	0.	16.	16.	
ARTIMAN VENTURES 2014, LP	80.	0.	80.	80.	

COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	5,020.	0.	5,020.	5,020.
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	624.	0.	624.	624.
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	3,164.	0.	3,164.	3,164.
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	2.	0.	2.	0.
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII,	9,241.	0.	9,241.	9,241.
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII,	492.	0.	492.	0.
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	-132.	0.	-132.	-132.
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	4.	0.	4.	0.
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	19,746.	0.	19,746.	19,746.
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	12.	0.	12.	0.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	777.	0.	777.	777.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	747.	0.	747.	747.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	1,308.	0.	1,308.	1,308.
LC FUND VI, L.P.	1,096.	0.	1,096.	1,096.
MONTAGE CAPITAL II, L.P.	46,881.	0.	46,881.	46,881.
PRIVATE EQUITY INVESTMENT FUND IV, LP	1,042.	0.	1,042.	1,042.
PRIVATE EQUITY INVESTMENT FUND V, LP	1,965.	0.	1,965.	1,965.
PRIVATE EQUITY INVESTMENT FUND V, LP - UBTI	0.	0.	0.	0.
STARTUP CAPITAL VENTURES, L.P.	462.	0.	462.	462.
STARTUP CAPITAL VENTURES FUND II, LP	2,240.	0.	2,240.	2,240.

CP II, L.P. (FKA				
SVB CAPITAL				
PARTNERS II, L.P.)	81.	0.	81.	81.
CAPITAL PARTNERS				
III, LP (SVB)	1,857.	0.	1,857.	1,857.
CAPITAL PARTNERS				
IV, LP (SVB)	89.	0.	89.	89.
STRATEGIC				
INVESTORS FUND II,				
L.P.	277.	0.	277.	277.
STRATEGIC				
INVESTORS FUND				
III, L.P.	1,391.	0.	1,391.	1,391.
STRATEGIC				
INVESTORS FUND IV,				
L.P.	1,719.	0.	1,719.	1,719.
STRATEGIC				
INVESTORS FUND IV,				
L.P. - UBTI	3.	0.	3.	0.
STRATEGIC				
INVESTORS FUND V,				
L.P.	1,276.	0.	1,276.	1,276.
VENTURE OVERAGE				
FUND, LP	145.	0.	145.	145.
WSL PARTNERS, L.P.	694.	0.	694.	694.
ZERO2IPO CHINA				
FUND II, LP	1,887.	0.	1,887.	1,887.
TO PART I, LINE 4	2,977,984.	0.	2,977,984.	2,977,471.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES - G ACCOUNT	4,693,076.	3,975,746.	0.	0.	717,330.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES - V ACCOUNT	2,655,061.	1,849,177.	0.	0.	805,884.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
WORTHLESS SECURITY - TENDRIL NETWORKS, INC.	0.	135,376.	0.	0.	-135,376.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM ALTOS HYBRID, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	253,509.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM ALTOS KOREA OPPORTUNITY FUND, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	134,194.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM ALTOS KOREA OPPORTUNITY FUND 2, L.P.	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	33,619.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM ARTIMAN VENTURES 2014, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	18,395.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	35,754.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	56,330.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	123,567.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	88,092.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	0.	0.	0.			51,122.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM HELIX FOUNDERS FUND, L.P.	0.	0.	0.			30,613.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	0.	0.	0.			16,035.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	0.	0.	0.			20,066.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	0.	0.	0.			41,146.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
FROM LC FUND VI, L.P.	0.	0.	0.			54,314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	356,518.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND V, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-43,170.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM STARTUP CAPITAL VENTURES, L.P.	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-22,308.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM STARTUP CAPITAL VENTURES FUND II, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	63,013.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.)	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	455.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM CAPITAL PARTNERS III, LP (SVB)	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-7.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM CAPITAL PARTNERS IV, LP (SVB)	0.	0.	0.	0.	21,323.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM SVB INDIA CAPITAL PARTNERS I, L.P.	0.	0.	0.	0.	143,959.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND II, L.P.	0.	0.	0.	0.	41,863.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND III, L.P.	0.	0.	0.	0.	78,641.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND IV, L.P.	0.	0.	0.	0.	71,385.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND V, L.P.	0.	0.	0.	0.	127,089.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM VALENCE HELIX INVESTMENTS, LLC			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.		45,315.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM VENTURE OVERAGE FUND, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.		38,758.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM WSL PARTNERS, L.P.			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.		65,031.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ZERO2IPO CHINA FUND II, LP	0.	0.	0.	0.	-1,859.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - UBTI	0.	0.	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
FROM FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - UBTI	0.	0.	0.	0.	11,798.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	0.	0.	0.	0.	35,935.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	0.	0.	0.	0.	3,649.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP - UBTI	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM PRIVATE EQUITY INVESTMENT FUND V, LP - UBTI	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM STRATEGIC INVESTORS FUND II, L.P. - UBTI	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	52.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM STRATEGIC INVESTORS FUND IV, L.P. - UBTI	0.	0.	0.	0.	2,368.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM WSL PARTNERS, L.P. - UBTI	0.	0.	0.	0.	0.

NET GAIN OR LOSS FROM SALE OF ASSETS	3,386,118.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,386,118.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 4

INCOME

1. GROSS RECEIPTS	989,675	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		989,675
4. COST OF GOODS SOLD (LINE 15)	852,547	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		137,128
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		137,128

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS	852,547	
13. ADD LINES 8 THROUGH 12		852,547
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		852,547

FORM 990-PF	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	5
DESCRIPTION		AMOUNT	
PRODUCTION TAXES		39,912.	
LEASE OPERATING COSTS		712,919.	
GASOLINE PLANT OPERATING EXPENSE		13,255.	
CO2/NGL FEES		-3,133.	
INTANGIBLE DRILLING COSTS		68,266.	
COST DEPLETION - WORKING INTERESTS		2,026.	
DEPRECIATION		19,302.	
TOTAL OTHER COSTS		852,547.	

FORM 990-PF	OTHER INCOME	STATEMENT	6
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL AND GAS ROYALTIES	749,452.	749,452.	
LEASE BONUSES	16,000.	16,000.	
MISCELLANEOUS INCOME	3,222.	3,222.	
G ACCOUNT - LITIGATION PROCEEDS	231.	231.	
V ACCOUNT - LITIGATION PROCEEDS	2,950.	2,950.	
ALTOS HYBRID, LP	0.	0.	
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP	138.	138.	
COMMONFUND GLOBAL DISTRESSED PARTNERS III, LP - UBTI	-1,237.	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P.	1,570.	1,570.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS IV, L.P. - UBTI	-769.	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P.	4,583.	4,583.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS V, L.P. - UBTI	44.	0.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P.	3,104.	1,013.	
FORT WASHINGTON PRIVATE EQUITY INVESTORS VII, L.P. - UBTI	787.	0.	
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	442.	442.	
FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	-4,427.	0.	
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	-14.	-14.	
FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	-14,387.	0.	

KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	-269.	-269.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP - UBTI	0.	0.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	-1,267.	-1,267.
KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P. - UBTI	0.	0.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	1,424.	1,424.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP - UBTI	-8.	0.
LC FUND VI, L.P.	2.	2.
PRIVATE EQUITY INVESTMENT FUND IV, LP	22.	22.
PRIVATE EQUITY INVESTMENT FUND IV, LP - UBTI	0.	0.
PRIVATE EQUITY INVESTMENT FUND V, LP	-2.	-2.
PRIVATE EQUITY INVESTMENT FUND V, LP - UBTI	0.	0.
STARTUP CAPITAL VENTURES, L.P.	2.	2.
STRATEGIC INVESTORS FUND II, L.P.	42.	42.
STRATEGIC INVESTORS FUND II, L.P. - UBTI	-50.	0.
STRATEGIC INVESTORS FUND III, L.P.	207.	207.
STRATEGIC INVESTORS FUND III, L.P. - UBTI	78.	0.
STRATEGIC INVESTORS FUND IV, L.P.	7,429.	7,429.
STRATEGIC INVESTORS FUND IV, L.P. - UBTI	40.	0.
STRATEGIC INVESTORS FUND V, L.P.	3,136.	3,136.
STRATEGIC INVESTORS FUND V, L.P. - UBTI	-187.	0.
VALENCE HELIX INVESTMENTS, LLC	-1,461.	-1,461.
VALENCE HELIX INVESTMENTS II, LLC	-409.	-409.
VENTURE OVERAGE FUND, LP	0.	0.
WSL PARTNERS, L.P.	1,712.	959.
WSL PARTNERS, L.P. - UBTI	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	772,130.	789,402.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - G ACCOUNT	106,160.	106,160.		0.
INVESTMENT ADVISORY FEES - V ACCOUNT	86,556.	86,556.		0.
MORTGAGE LOAN ADVISORY FEES	17,004.	17,004.		0.
PROFESSIONAL FEES	41,419.	15,977.		20,819.
TO FORM 990-PF, PG 1, LN 16C	251,139.	225,697.		20,819.

FORM 990-PF

TAXES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,790.	5,790.		0.
AD VALOREM TAXES - OIL & GAS WORKING INTERESTS	22,433.	0.		0.
PRODUCTION TAX - ROYALTIES	37,044.	37,044.		0.
NEW MEXICO STATE INCOME TAX	145.	145.		0.
AD VALOREM TAXES - ROYALTY INTERESTS	53,295.	53,295.		0.
PAYROLL TAXES	21,296.	7,497.		11,971.
AD VALOREM TAXES	4,749.	4,635.		114..
FEDERAL INCOME AND EXCISE TAXES	40,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	184,752.	108,406.		12,085.

FORM 990-PF

OTHER EXPENSES

STATEMENT

9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK MANAGEMENT FEES - M				
ACCOUNT	62.	62.		0.
MORTGAGE LOAN SERVICING FEES	104,121.	104,121.		0.
FORECLOSED REAL ESTATE				
EXPENSES	49,172.	49,172.		0.
CO2 \ NGL FEES - ROYALTY INT	4.	4.		0.
OFFICE SUPPLIES, ETC.	850.	0.		850.
MINOR EQUIPMENT	658.	0.		658.
DUES & SUBSCRIPTIONS	17,593.	0.		17,593.
INSURANCE	26,631.	0.		1,139.
FILING, RECORDING, NOTARY	85.	85.		0.
MISCELLANEOUS	251.	0.		251.
FROM ALTOS HYBRID, LP	55,765.	55,765.		0.
FROM ALTOS HYBRID BL, LLC	8,189.	8,189.		0.
FROM ALTOS HYBRID 2, LP	59,187.	59,187.		0.
FROM ALTOS HYBRID 2 BL, LLC	5,762.	5,762.		0.
FROM ALTOS KOREA OPPORTUNITY				
FUND, LP	10,634.	10,634.		0.
FROM ALTOS KOREA OPPORTUNITY				
FUND 2, L.P.	25,523.	25,523.		0.
FROM ALTOS KOREA OPPORTUNITY				
FUND 3, LP	13,574.	13,574.		0.
FROM ALTOS ROBLOX SPV1, LLC	409.	409.		0.
FROM ARTIMAN VENTURES II, LP	5,630.	5,623.		0.
FROM ARTIMAN VENTURES III,				
LP	16,030.	16,024.		0.
FROM ARTIMAN VENTURES 2014,				
LP	25,956.	25,950.		0.
FROM COMMONFUND GLOBAL				
DISTRESSED PARTNERS III, LP	3,828.	3,805.		0.
FROM COMMONFUND GLOBAL				
DISTRESSED PARTNERS III, LP				
- UBTI	0.	0.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS IV, L.P.	6,038.	5,866.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS IV, L.P. -				
UBTI	7.	0.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS V, L.P.	12,542.	12,455.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS V, L.P. -				
UBTI	159.	0.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS VII, L.P.	25,365.	24,816.		0.
FROM FORT WASHINGTON PRIVATE				
EQUITY INVESTORS VII, L.P. -				
UBTI	15,267.	0.		0.

FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P.	20,872.	20,737.	0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND II, L.P. - UBTI	2,519.	0.	0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P.	29,991.	28,892.	0.
FROM FORT WASHINGTON PE OPPORTUNITIES FUND III, L.P. - UBTI	1,782.	0.	0.
FROM HELIX FOUNDERS FUND, L.P.	15,331.	15,331.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP	5,510.	5,510.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS, LP - UBTI	0.	0.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P.	16,184.	16,184.	0.
FROM KENMONT CAPITAL PRIVATE EQUITY PARTNERS II, L.P. - UBTI	0.	0.	0.
FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	32,608.	32,599.	0.
FROM KNIGHTSBRIDGE VENTURE CAPITAL VIII LP - UBTI	0.	0.	0.
FROM LC FUND VI, L.P.	24,641.	24,641.	0.
FROM MONTAGE CAPITAL II, L.P.	10,612.	10,612.	0.
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP	11,977.	11,977.	0.
FROM PRIVATE EQUITY INVESTMENT FUND IV, LP - UBTI	0.	0.	0.
FROM PRIVATE EQUITY INVESTMENT FUND V, LP	15,539.	15,539.	0.
FROM PRIVATE EQUITY INVESTMENT FUND V, LP - UBTI	0.	0.	0.
FROM SAAMA CAPITAL IV, LTD.	7,499.	7,499.	0.
FROM STARTUP CAPITAL VENTURES, L.P.	2,987.	2,987.	0.
FROM STARTUP CAPITAL VENTURES FUND II, LP	26,453.	26,330.	0.
FROM CP II, L.P. (FKA SVB CAPITAL PARTNERS II, L.P.)	13,334.	13,334.	0.
FROM CAPITAL PARTNERS III, LP (SVB)	16,338.	16,338.	0.
FROM CAPITAL PARTNERS IV, LP (SVB)	21,671.	21,671.	0.
FROM SVB INDIA CAPITAL PARTNERS I, L.P.	11,970.	11,970.	0.
FROM STRATEGIC INVESTORS FUND II, L.P.	3,613.	3,613.	0.
FROM STRATEGIC INVESTORS FUND II, L.P. - UBTI	0.	0.	0.

FROM STRATEGIC INVESTORS FUND III, L.P.	13,911.	13,905.	0.
FROM STRATEGIC INVESTORS FUND III, L.P. - UBTI	0.	0.	0.
FROM STRATEGIC INVESTORS FUND IV, L.P.	23,134.	23,133.	0.
FROM STRATEGIC INVESTORS FUND IV, L.P. - UBTI	263.	0.	0.
FROM STRATEGIC INVESTORS FUND V, L.P.	26,641.	26,639.	0.
FROM STRATEGIC INVESTORS FUND V, L.P. - UBTI	0.	0.	0.
FROM VALENCE HELIX INVESTMENTS, LLC	0.	0.	0.
FROM VALENCE HELIX INVESTMENTS II, LLC	0.	0.	0.
FROM VENTURE OVERAGE FUND, LP	8,033.	8,033.	0.
FROM WSL PARTNERS, L.P.	2,424.	2,412.	0.
FROM WSL PARTNERS, L.P. - UBTI	0.	0.	0.
FROM ZERO2IPO CHINA FUND II, LP	6,609.	6,609.	0.
TO FORM 990-PF, PG 1, LN 23	861,738.	793,521.	20,491.

FOOTNOTES

STATEMENT 10

PART XV, QUESTION 2B, FORM AND CONTENT OF APPLICATIONS

THE FIKES FOUNDATION ACCEPTS GRANT APPLICATIONS THROUGHOUT THE YEAR AND HAS NO SPECIFIC DEADLINES. IF YOU ARE A FIRST-TIME APPLICANT, WE ENCOURAGE YOU TO SUBMIT A LOI AS AN INITIAL STEP. BASED ON A REVIEW OF THIS INFORMATION, WE WILL LET YOU KNOW WHETHER YOUR ORGANIZATION SHOULD SUBMIT A FULL APPLICATION.

FOR THOSE PREPARING FULL APPLICATIONS, WE EXPECT TO FIND THE FOLLOWING IN A PROPOSAL:

- COVER LETTER, WRITTEN ON THE ORGANIZATION'S LETTERHEAD, WHICH BRIEFLY DESCRIBES THE NEED FOR THE FUNDS, THE AMOUNT OF FUNDS REQUESTED, AND THE DATE BY WHICH FUNDS ARE NEEDED
- BRIEF HISTORY OF THE ORGANIZATION'S WORK AND PURPOSE
- SPECIFIC DESCRIPTION OF WHY THE FUNDS ARE NEEDED, INCLUDING DETAIL OF ANY RELEVANT PROGRAM/PROJECT
- ORGANIZATION'S CURRENT BUDGET, SHOWING PROJECTED INCOME AND EXPENSES
- LAST YEAR'S BUDGET, SHOWING BUDGETED VERSUS ACTUAL

INCOME AND EXPENSES

- PROGRAM/PROJECT BUDGET, IF APPLICABLE
- STATEMENT OF FINANCIAL POSITION (BALANCE SHEET)
- COPY OF A LETTER FROM THE INTERNAL REVENUE SERVICE CONFIRMING THE ORGANIZATION'S 501(C)(3) STATUS
- NAMES AND AFFILIATIONS OF THE ORGANIZATION'S BOARD OF DIRECTORS
- OTHER SOURCES OF CONFIRMED FUNDING FOR THE ORGANIZATION OR THE RELEVANT PROGRAM/PROJECT
- PLANS FOR EVALUATION, INCLUDING ANY SPECIFIC GOALS

THE TRUSTEES OF THE FOUNDATION HAVE AN ARRAY OF INTERESTS, AMONG WHICH THEIR PRIORITIES ARE CURRENTLY: REPRODUCTIVE RIGHTS, PROGRESSIVE VALUES, AND DALLAS-AREA HUMAN SERVICES AND SERVICES OF COMMUNITY BENEFIT. THIS LIST IS NOT INTENDED AS A DETERRENT TO ORGANIZATIONS THAT FALL OUTSIDE THESE CATEGORIES; RATHER, IT IS MEANT TO GIVE POTENTIAL APPLICANTS GREATER INSIGHT INTO THE FOUNDATION'S PRIORITIES.

THE FOUNDATION ONLY SUPPORTS 501(C)(3) ORGANIZATIONS AND WILL NOT PROVIDE FUNDING TO INDIVIDUALS OR POLITICALLY PARTISAN GROUPS.

IF YOU WOULD LIKE THE FOUNDATION TO CONSIDER A REQUEST FROM YOUR ORGANIZATION, PLEASE SUBMIT YOUR PROPOSAL TO:

LELAND FIRES FOUNDATION
3161 WEBB AVE.
DALLAS, TX 75205

SUPPLEMENTAL INFORMATION REGARDING EMPLOYEE BENEFITS

RISA GROSS IS A PARTICIPANT IN THE RETIREMENT PLAN FOR EMPLOYEES OF BONANZA OIL COMPANY, A DEFINED BENEFIT PENSION PLAN. THE AMOUNT OF ANY INCREASE IN THE PRESENT VALUE OF HER BENEFITS IS NOT DETERMINABLE.

PART II, LINE 11: INVESTMENTS - LAND, BUILDINGS, & EQUIPMENT

END-OF-YEAR BOOK VALUE

PRODUCTIVE LEASES	995,659.
PRODUCTIVE ROYALTY INTERESTS	701,348.
UNPRODUCTIVE LEASES	1,113.
UNPRODUCTIVE ROYALTY INTERESTS	35,351.
LEASE & WELL EQUIPMENT	1,731,642.
GASOLINE PLANT	17,185.

TOTAL OIL AND GAS ASSETS	3,482,298.
REAL ESTATE HELD FOR INVESTMENT	11,032.

TOTAL BASIS	3,493,330.
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ACCUMULATED DEPLETION	1,654,497.
ACCUMULATED DEPRECIATION	1,723,705.

TOTAL ACCUMULATED DEPRECIATION	3,378,202.
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END-OF-YEAR FAIR MARKET VALUE

OIL AND GAS ASSETS	4,721,100.
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REAL ESTATE HELD FOR INVESTMENT	195,255.
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TOTAL FAIR MARKET VALUE	4,916,355.
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LELAND FIRES FOUNDATION, INC.

75-6035984

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

LELAND FIRES FOUNDATION, INC.
3161 WEBB AVE.
DALLAS, TX 75205

EMPLOYER IDENTIFICATION NUMBER: 75-6035984

FOR THE YEAR ENDING 12/31/16

LELAND FIRES FOUNDATION, INC. IS MAKING THE DE MINIMIS SAFE
HARBOR ELECTION UNDER REG. SEC. 1.263(A)-1(F).

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK: MACROGENICS, INC.	479.	479.
STOCK: CROWDCIRCLE INC. SERIES A	125,000.	125,000.
STOCK: INTERSET SOFTWARE, INC.	357,927.	357,927.
STOCK: QVIEW MEDICAL SERIES A	1,000,000.	1,000,000.
STOCK: QVIEW MEDICAL SERIES B	900,000.	900,000.
STOCK: XIGNITE, INC CLASS B PREF.	499,999.	499,999.
STOCK: XIGNITE, INC CLASS C PREF.	447,061.	447,061.
ABBOTT LABS 4360 SHARES	190,957.	315,359.
ABBVIE INC 2830 SHARES	124,577.	260,898.
ALPHABET INC 670 SHARES	325,143.	700,123.
AMGEN INC 2470 SHARES	466,911.	480,835.
APPLE INC 5580 SHARES	295,155.	880,189.
AUTOZONE INC 440 SHARES	318,784.	368,870.
BERKSHIRE HATHAWAY INC DEL 1500 SHARES	215,094.	306,270.
BROADRIDGE FINL SOLUTIONS INC 740 SHARES	48,536.	71,225.
CISCO SYS INC 7230 SHARES	340,248.	313,276.
CITRIX SYS INC 1390 SHARES	80,961.	142,419.
CLOROX CO 1140 SHARES	147,923.	175,720.
COCA COLA CO 5560 SHARES	183,690.	263,266.
COGNIZANT TECHNOLOGY SOLUTIONS 2210 SHARES	173,279.	140,291.
COMCAST CORP 10630 SHARES	226,584.	361,952.
COOPER COS INC 1250 SHARES	271,010.	318,125.
COSTCO WHSL CORP NEW 1130 SHARES	126,217.	230,192.
DANAHER CORP DEL 2030 SHARES	77,626.	209,334.
DELL TECHNOLOGIES INC 1379.31 SHARES	62,952.	67,407.
DISNEY WALT CO 4500 SHARES	427,295.	493,425.
DUNKIN BRANDS GROUP INC 3390 SHARES	210,608.	217,367.
ECOLAB INC 2690 SHARES	220,361.	396,372.
EXPEDITORS INTL WASHINGTON INC 2830 SHARES	123,687.	192,695.
F5 NETWORKS INC 1850 SHARES	252,995.	299,756.
FEDEX CORP 380 SHARES	51,908.	61,305.
FISERV INC 3810 SHARES	255,513.	279,997.
FORTIVE CORP 1935 SHARES	58,283.	130,922.
GARRETT MOTION INC 232 SHARES	1,807.	2,863.
HOME DEPOT INC 2800 SHARES	217,710.	481,096.
HONEYWELL INTL INC 2520 SHARES	189,057.	332,942.
ILLINOIS TOOL WKS INC 1530 SHARES	202,114.	193,836.
JOHNSON & JOHNSON 720 SHARES	61,360.	92,916.
KEURIG DR PEPPER INC 5630 SHARES	131,612.	144,353.
LABORATORY CORP AMER HLDGS 2000 SHARES	261,100.	252,720.
LOCKHEED MARTIN CORP 840 SHARES	251,619.	219,946.
MARSH & MCLENNAN COS INC 3670 SHARES	210,181.	292,683.
MASTERCARD INC 2630 SHARES	132,962.	496,150.
MCCORMICK & CO INC 1530 SHARES	125,792.	213,037.
MCDONALDS CORP 1760 SHARES	186,755.	312,523.
MICROSOFT CORP 6440 SHARES	308,724.	654,111.
NIKE INC 760 SHARES	39,245.	56,346.

ORACLE CORP 4680 SHARES	153,028.	211,302.
PAYCHEX INC 3880 SHARES	257,187.	252,782.
RESIDEO TECHNOLOGIES INC 386 SHARES	4,830.	7,932.
TJX COS INC NEW 5770 SHARES	35,862.	258,150.
UNION PAC CORP 1850 SHARES	207,306.	255,726.
UNITEDHEALTH GROUP INC 1680 SHARES	213,163.	418,522.
VARIAN MED SYS INC 1130 SHARES	83,668.	128,040.
VERISK ANALYTICS INC 1940 SHARES	149,655.	211,538.
VERIZON COMMUNICATIONS INC 3330 SHARES	120,758.	187,213.
VMWARE INC 960 SHARES	83,267.	131,645.
ABBVIE INC 1544 SHARES	114,632.	142,341.
ALPHABET INC 238 SHARES	61,312.	248,700.
AMERICAN EXPRESS CO 1430 SHARES	156,257.	136,308.
AMERIPRISE FINL INC 1869 SHARES	140,620.	195,068.
AMERISOURCEBERGEN CORP 1267 SHARES	113,948.	94,265.
AMGEN INC 1301 SHARES	216,428.	253,266.
ANTHEM INC 972 SHARES	118,360.	255,276.
APPLE INC 1824 SHARES	146,729.	287,718.
APTIV PLC 3544 SHARES	213,807.	218,204.
AUTOZONE INC 153 SHARES	124,023.	128,266.
BANK AMER CORP 11011 SHARES	284,456.	271,311.
BB&T CORP 4573 SHARES	238,400.	198,102.
BIOGEN IDEC INC 608 SHARES	199,244.	182,959.
BOOKING HLDGS INC 131 SHARES	164,107.	225,637.
CARNIVAL CORP 4208 SHARES	214,771.	207,454.
CELGENE CORP 2325 SHARES	268,234.	149,009.
CHEVRON CORP 1113 SHARES	139,850.	121,083.
CIGNA CORP NEW 219.55 SHARES	39,998.	41,696.
CISCO SYS INC 6774 SHARES	129,033.	293,517.
CITIZENS FINL GROUP INC 10171 SHARES	245,532.	302,384.
COGNIZANT TECHNOLOGY SOLUTIONS 2484 SHARES	204,827.	157,684.
CONOCOPHILLIPS 3609 SHARES	228,224.	225,021.
CORESITE RLTY CORP 596 SHARES	67,640.	51,989.
CVS HEALTH CORP 1405 SHARES	112,399.	92,056.
DELTA AIR LINES INC DEL 3271 SHARES	143,006.	163,223.
EASTMAN CHEM CO 1922 SHARES	187,729.	140,517.
F5 NETWORKS INC 1544 SHARES	178,368.	250,174.
FEDEX CORP 839 SHARES	165,753.	135,356.
FIRST DATA CORP 8239 SHARES	172,301.	139,321.
GENERAL MLS INC 2084 SHARES	131,944.	81,151.
HOME DEPOT INC 1450 SHARES	56,925.	249,139.
ILLINOIS TOOL WKS INC 1722 SHARES	66,669.	218,160.
INTEL CORP 5987 SHARES	112,201.	280,970.
IQVIA HLDGS INC 2060 SHARES	163,690.	239,310.
J P MORGAN CHASE & CO 3724 SHARES	148,855.	363,537.
LINCOLN NATL CORP IND 3511 SHARES	181,524.	180,149.
MARATHON PETE CORP 4302 SHARES	144,959.	253,861.
MORGAN STANLEY 7091 SHARES	352,816.	281,158.
NVR INC 68 SHARES	85,495.	165,715.
ON SEMICONDUCTOR CORP 11047 SHARES	114,576.	182,386.
OSHKOSH TRUCK CORP 2255 SHARES	127,316.	138,254.
PHILLIPS 66 1240 SHARES	143,126.	106,826.
PROCTER & GAMBLE CO 646 SHARES	37,243.	59,380.
PULTEGROUP INC 8222 SHARES	187,691.	213,690.

QORVO INC 3304 SHARES	192,553.	200,652.
RIO TINTO PLC 4427 SHARES	192,276.	214,621.
ROYAL DUTCH SHELL PLC 4821 SHARES	305,785.	280,920.
SEMPRA ENERGY 601 SHARES	67,587.	65,022.
SOUTHWEST AIRLIS CO 3163 SHARES	118,623.	147,016.
SUNTRUST BKS INC 4800 SHARES	238,342.	242,112.
TE CONNECTIVITY LTD 2993 SHARES	94,179.	226,361.
TOTAL S A 6211 SHARES	306,785.	324,090.
UNION PAC CORP 1275 SHARES	47,693.	176,243.
UNITED RENTALS INC 2200 SHARES	131,351.	225,566.
UNITED TECHNOLOGIES CORP 1657 SHARES	135,238.	176,437.
UNITEDHEALTH GROUP INC 1251 SHARES	44,110.	311,649.
VERIZON COMMUNICATIONS INC 1849 SHARES	93,945.	103,951.
ZIONS BANCORPORATION 1985 SHARES	100,601.	80,869.
CEDAR PROPERTIES, INC. (TITLE HOLDING CORPORATION)	9,015.	9,236.
NBN PROPERTIES, INC. (TITLE HOLDING CORPORATION)	32,406.	32,408.
PLAIN MAJESTIC PROPS, INC. (TITLE HOLDING CORPORATION)	2,931,722.	2,403,385.
ROADWAY PROPERTIES, INC. (TITLE HOLDING CORPORATION)	394,421.	380,964.
WIMBLEDON PROPERTIES, INC. (TITLE HOLDING CORPORATION)	608,772.	2,087,236.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,125,947.	32,826,757.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	17,936,199.	16,961,361.
TOTAL TO FORM 990-PF, PART II, LINE 12	17,936,199.	16,961,361.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTOS HYBRID LP	FMV	2,408,705.	6,609,749.
ALTOS HYBRID BL LLC	FMV	2,147,660.	5,523,044.
ALTOS HYBRID 2 LP	FMV	1,915,546.	2,188,623.
ALTOS HYBRID 2 BL LLC	FMV	1,389,346.	1,520,900.
ALTOS KOREA OPPOR FUND LP	FMV	495,257.	3,224,087.
ALTOS KOREA OPPOR FUND 2 LP	FMV	845,106.	2,018,231.
ALTOS KOREA OPPOR FUND 3 LP	FMV	236,426.	234,204.
ALTOS ROBLOX SPV 1, LLC	FMV	499,706.	499,240.

ARTIMAN VENTURES II, LP	FMV	314,414.	440,316.
ARTIMAN VENTURES III, LP	FMV	634,474.	820,780.
ARTIMAN VENTURES 2014, LP	FMV	486,330.	499,891.
COMMONFUND GLOBAL DISTRESSED	FMV	203,610.	149,836.
FT WASHINGTON FUND IV	FMV	168,228.	156,398.
FT WASHINGTON FUND V	FMV	206,091.	396,441.
FT WASHINGTON FUND VII	FMV	493,422.	801,547.
FT WASHINGTON PEOF II LP	FMV	36,534.	219,267.
FT WASHINGTON PEOF III LP	FMV	590,278.	1,036,346.
HELIH FOUNDERS' FUND, LP	FMV	189,241.	53,707.
KENMONT CAPITAL, LP (K2)	FMV	34,250.	24,641.
KENMONT CAPITAL PRVT EQ II	FMV	118,989.	78,535.
KKR EUROPEAN FUND III	FMV	296,285.	146,968.
KNIGHTSBRIDGE VC VIII LP	FMV	768,602.	1,192,467.
LC FUND VI LP	FMV	826,935.	1,782,584.
MONTAGE CAPITAL II LP	FMV	514,379.	527,380.
PRIVATE EQUITY INVST FUND IV	FMV	80,238.	39,957.
PRIVATE EQUITY INVST FUND V	FMV	465,603.	451,452.
SAAMA CAPITAL IV, LTD	FMV	54,751.	54,269.
STARTUP CAPITAL VENTURES, LP	FMV	276,241.	782,483.
STARTUP CAPITAL VENTURES II	FMV	498,737.	547,469.
SVB CAPITAL PARTNERS II, LP	FMV	200,861.	255,380.
SVB CAPITAL PARTNERS III, LP	FMV	785,655.	1,145,658.
SVB CAPITAL PARTNERS IV, LP	FMV	209,151.	213,053.
SVB INDIA CAPITAL PTNRS I, LP	FMV	130,688.	770,968.
SVB STRATEGIC INV FUND II LP	FMV	84,893.	105,773.
SVB STRATEGIC INV FUND III L	FMV	333,836.	629,025.
SVB STRATEGIC INV FUND IV LP	FMV	538,065.	1,241,851.
SVB STRATEGIC INV FUND V LP	FMV	662,709.	1,556,012.
VALENCE HELIX INV LLC	FMV	48,383.	17,681.
VALENCE HELIX INV II LLC	FMV	124,591.	124,519.
VENTURE OVERAGE FUND LP	FMV	764,103.	792,768.
WSL PARTNERS, LP	FMV	10,391.	16,344.
ZERO2IPO CHINA FUND II LP	FMV	142,421.	263,589.
RUBY CORUNDUM	FMV	680,000.	2,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,911,131.	39,155,933.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	7,390.	7,390.	0.
SERVER (20% OF TOTAL)	764.	764.	0.
TABLE	1,175.	649.	526.
COMPUTER (RISA)	951.	951.	0.
TOTAL TO FM 990-PF, PART II, LN 14	10,280.	9,754.	526.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

PLAIN MAJESTIC PROPERTIES, INC.

75-2236928

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

CASH FOR INVESTMENT IN REAL ESTATE

AMOUNT
OF TRANSFER

1,345,000.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

ROADWAY PROPERTIES, INC.

75-2318464

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

CASH FOR REAL ESTATE EXPENSES

AMOUNT
OF TRANSFER

20,000.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

1,365,000.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 16

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NBN PROPERTIES, INC.

75-2557761

ADDRESS

3161 WEBB AVE.
DALLAS, TX 75205

DESCRIPTION OF TRANSFER

DIVIDENDS & RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

3,335,931.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PLAIN MAJESTIC PROPERTIES, INC.

75-2236928

ADDRESS

3161 WEBB AVE.
DALLAS, TX 75205

DESCRIPTION OF TRANSFER

DIVIDENDS & RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

30,000.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

ROADWAY PROPERTIES, INC.

75-2318464

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

20,000.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

WIMBLEDON PROPERTIES, INC.

75-2274957

ADDRESS3161 WEBB AVE.
DALLAS, TX 75205DESCRIPTION OF TRANSFER

DIVIDENDS & RETURN OF CAPITAL FROM TITLE HOLDING CORP

AMOUNT
OF TRANSFER

260,000.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

3,645,931.

FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CEDAR PROPERTIES, INC.

75-2364372

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

NBN PROPERTIES, INC.

75-2557761

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PLAIN MAJESTIC PROPERTIES, INC.

75-2236928

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ROADWAY PROPERTIES, INC.

75-2318464

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

WIMBLEDON PROPERTIES, INC.

75-2274957

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

3161 WEBB AVE.
DALLAS, TX 75205

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEE FIKES 3161 WEBB AVE. DALLAS, TX 75205	PRESIDENT / TREASURER 6.00	0.	0.	0.
AMY FIKES 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	0.	0.	0.
CATHERINE LAVIE 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	0.	0.	0.
BRENDAN FIKES 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT 1.00	12,350.	0.	0.
RISA GROSS 3161 WEBB AVE. DALLAS, TX 75205	VICE PRESIDENT - GRANTS / SECRETARY 35.00	146,379.	12,718.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		158,729.	12,718.	0.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 19
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NAME OF AFFILIATED OR RELATED ORGANIZATION

PLAIN MAJESTIC PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

ROADWAY PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

WIMBLEDON PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

NBN PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

NAME OF AFFILIATED OR RELATED ORGANIZATION

CEDAR PROPERTIES, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

100% OWNED TITLE HOLDING CORPORATION

FORM 990-PF PAGE 1

FORM 990-PF PAGE 1

828111 04-01-18

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* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone