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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public

► Go to www.irs.gov/Form990PF for instructions and the latest information

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

RAINWATER CHARITABLE FOUNDATION

A Employer identification number

80-0870036

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

P.O. BOX 566

(817) 820-2700

City or town, state or province, country, and ZIP or foreign postal code

FORT WORTH, TX 76101-0566

C If exemption application is pending, check here ☐ 6

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 905,844,302.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	54,000,000.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	7,528,407.	15,129,277.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,100,679.			
b	Gross sales price for all assets on line 6a 1,536,447,468				
7	Capital gain net income (from Part IV, line 2)		36,191,137.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	-2,163,393.	2,105,998.		
12	Total. Add lines 1 through 11	66,465,693.	53,426,412.		
13	Compensation of officers, directors, trustees, etc	1,994,695.	661,588.		1,333,107.
14	Other employee salaries and wages	1,349,941.	309,961.		1,039,980.
15	Pension plans, employee benefits	535,662.	116,600.		419,062.
16a	Legal fees (attach schedule) ATCH. 2	184,635.	76,300.		108,335.
b	Accounting fees (attach schedule) ATCH. 3	224,185.	59,518.		59,518.
c	Other professional fees (attach schedule) (4)	1,477,022.	392,770.		1,084,252.
17	Interest	3,085.	3,085.		
18	Taxes (attach schedule) (see instructions) (5)	2,448,507.	173,337.		
19	Depreciation (attach schedule) and depletion	27,043.			
20	Occupancy	316,469.	37,232.		279,237.
21	Travel, conferences, and meetings	1,134,886.	87,357.		1,047,529.
22	Printing and publications	313.			313.
23	Other expenses (attach schedule) ATCH. 6	320,011.	6,157,023.		244,247.
24	Total operating and administrative expenses	10,016,454.	8,074,771.		5,615,580.
	Add lines 13 through 23	42,422,232.			42,422,232.
25	Contributions, gifts, grants paid	52,438,686.	8,074,771.	0.	48,037,812.
26	Total expenses and disbursements. Add lines 24 and 25				
27	Subtract line 26 from line 12	14,027,007.			
a	Excess of revenue over expenses and disbursements		45,351,641.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		48,293.	145,726.	145,726.
	2	Savings and temporary cash investments		198,907,322.	68,643,943.	78,652,970.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule).				
	b	Investments - corporate stock (attach schedule) ATCH 7		53,011,631.	212,012,858.	197,495,326.
	c	Investments - corporate bonds (attach schedule).				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans.				
13		Investments - other (attach schedule) ATCH 8		533,743,863.	555,255,054.	628,845,409.
14		Land, buildings, and equipment basis ▶ 306,444.				
		Less accumulated depreciation ▶ ATCH 17 51,573.		48,748.	254,871.	254,871.
15		Other assets (describe ▶ ATCH 9)		10,087,844.	582,079.	450,000.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		795,847,701.	836,894,531.	905,844,302.
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ X					
	and complete lines 27 through 31.					
	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		795,847,701.	836,894,531.		
30	Total net assets or fund balances (see instructions)		795,847,701.	836,894,531.		
31	Total liabilities and net assets/fund balances (see instructions)		795,847,701.	836,894,531.		

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	795,847,701.
2	Enter amount from Part I, line 27a.	2	14,027,007.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	27,019,823.
4	Add lines 1, 2, and 3	4	836,894,531.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	836,894,531.

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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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	36,191,137.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	-1,320,978.	

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	43,462,514.	944,720,516.	0.046006
2016	32,617,011.	827,697,143.	0.039407
2015	34,914,351.	28,946,572.	1.206165
2014	32,988,435.	25,736,187.	1.281792
2013	31,082,409.	27,423,152.	1.133437
2 Total of line 1, column (d)			2 3.706807
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.741361
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 914,826,159.
5 Multiply line 4 by line 3.			5 678,216,436.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 453,516.
7 Add lines 5 and 6.			7 678,669,952.
8 Enter qualifying distributions from Part XII, line 4			8 48,487,812.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b	1	907,033.
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	
3	Add lines 1 and 2	3	907,033.
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	907,033.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	454,807.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	851,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,305,807.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2,133.
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	396,641.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 396,641. Refunded ☐	11	

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 ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
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		
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 <i>General Instruction T</i>		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 ► <u>TX,</u>		
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 <i>General Instruction G</i> ? 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

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 SEE ATTACHMENT 18	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://WWW.RAINWATERCHARITABLEFOUNDATION.ORG/	X	
14 The books are in care of ▶ SUSAN MONTGOMERY Telephone no ▶ (817) 820-2700 Located at ▶ P.O. BOX 566 FORT WORTH, TX ZIP+4 ▶ 76101-0566		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH 19 ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
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? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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? ☒ Yes ☐ 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	X
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))?	☐ Yes	☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☒ Yes	☐ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	X
Organizations relying on a current notice regarding disaster assistance, check here	☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <u>ATCH 20</u>	☒ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		1,994,695.	213,508.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		840,460.	177,537.	0.

Total number of other employees paid over \$50,000. 6

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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. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		1,386,164.

Total number of others receiving over \$50,000 for professional services **6****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 ATTACHMENT 1A	
	853,835.
2 ATTACHMENT 1A	
	1,810,033.
3	
4	

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

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

	Amount
1 SEE ATTACHMENT 1C	
	250,000.
2 SEE ATTACHMENT 1C	
	200,000.
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	450,000.

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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	176,680,277.
b	Average of monthly cash balances	1b	143,820,170.
c	Fair market value of all other assets (see instructions)	1c	608,257,075.
d	Total (add lines 1a, b, and c)	1d	928,757,522.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	928,757,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,931,363.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	914,826,159.
6	Minimum investment return. Enter 5% of line 5	6	45,741,308.

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	45,741,308.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	907,033.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	892,553.
c	Add lines 2a and 2b	2c	1,799,586.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,941,722.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,941,722.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,941,722.

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	48,037,812.
b	Program-related investments - total from Part IX-B	1b	450,000.
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	48,487,812.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,487,812.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				43,941,722.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015	1,606,346.			
d From 2016				
e From 2017				
f Total of lines 3a through e	1,606,346.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 48,487,812.				
a Applied to 2017, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				43,941,722.
e Remaining amount distributed out of corpus. . .	4,546,090.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,152,436.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions.				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	6,152,436.			
10 Analysis of line 9				
a Excess from 2014 . . .				
b Excess from 2015 . . .	1,606,346.			
c Excess from 2016 . . .				
d Excess from 2017 . . .				
e Excess from 2018 . . .	4,546,090.			

Form **990-PF** (2018)

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

NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 15				42,422,232.
Total			▶ 3a	42,422,232.
b Approved for future payment SEE ATTACHMENT 16				1,802,878.
Total			▶ 3b	1,802,878.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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 .					
4 Dividends and interest from securities			14	7,528,407.	
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	7,100,679.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 14 _____		4,856,949.		-7,020,342.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		4,856,949.		7,608,744.	
13 Total Add line 12, columns (b), (d), and (e)			13		12,465,693.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?		Yes	No
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
N/A		

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.

► Exer VP / CFC
Title

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

Print/Type preparer's name LORI A MCLAUGHLIN	Preparer's signature <i>Lori A. McLaughlin</i>	Date 11/14/19	Check ☐ if self-employed	PTIN P01231707
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 210 PARK AVE., SUITE 2650 OKLAHOMA CITY, OK 73102			Phone no 405-239-6411	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1454930189		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1453210984				P	VAR 1,719,205.	VAR
		SHORT TERM LOSS FROM FLOW THROUGH PROPERTY TYPE: SECURITIES 2,834,397.				P	VAR -2834397.	VAR
31444635.		LONG TERM GAIN FROM FLOW THROUGH PROPERTY TYPE: SECURITIES				P	VAR 31444635.	VAR
144,362.		COLLECTIBLES GAIN FROM FLOW THROUGH PROPERTY TYPE: SECURITIES				P	VAR 144,362.	VAR
249,406.		SEC. 1231 SHORT TERM GAIN FROM FLOW THROUGH PROPERTY TYPE: SECURITIES				P	VAR 249,406.	VAR
34,580.		SEC. 1256 SHORT TERM GAIN FROM FLOW THROUGH PROPERTY TYPE: SECURITIES				P	VAR 34,580.	VAR
51,871.		SEC. 1256 LONG TERM GAIN FROM FLOW THROUGH PROPERTY TYPE: SECURITIES				P	VAR 51,871.	VAR
5,238,865.		GAIN ON REDEMPTION OF DAVIDSON KEMPNER INSTITUTIONAL PARTNERS L.P. PROPERTY TYPE: OTHER 5,209,907.				P	VAR 28,958.	VAR
20360550.		GAIN ON REDEMPTION OF HBK MULTI-STRATEGY PROPERTY TYPE: OTHER 17069885.				D	VAR 3,290,665.	VAR
695,828.		GAIN ON REDEMPTION OF GLENVIEW CAPITAL PARTNERS CAYMAN PROPERTY TYPE: OTHER 519,805.				P	VAR 176,023.	04/18/2018
366,491.		GAIN ON REDEMPTION OF OZ DOMESTIC PARTNERS PROPERTY TYPE: OTHER				D	VAR 366,491.	04/20/2018
21869166.		GAIN ON REDEMPTION OF RIVERPARK FOCUSED PROPERTY TYPE: SECURITIES 20180524.				P	09/02/2015 1,688,642.	07/03/2018

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
240,188.		GAIN ON REDEMPTION OF RESERVOIR OPERATIONS PROPERTY TYPE: OTHER				D	09/27/2015	12/31/2018
							240,188.	
611,477.		GAIN ON SALE OF ANCHOR FREE, INC, PROPERTY TYPE: SECURITIES 494,259.				D	VAR	VAR
							117,218.	
209,860.		LOSS ON SALE OF OHA INVESTMENT CORP PROPERTY TYPE: SECURITIES 736,570.				D	VAR	VAR
							-526,710.	
TOTAL GAIN(LOSS)							<u>36191137.</u>	

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 for the latest information

OMB No 1545-0047

2018

Name of the organization

RAINWATER CHARITABLE FOUNDATION

Employer identification number

80-0870036

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 **RAINWATER CHARITABLE FOUNDATION**Employer identification number
80-0870036**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	RICHARD E. RAINWATER IRREVOCABLE TRUST C/O ROBERT GIEB, TRUSTEE 514 E. BELKNAP, STE 200 FORT WORTH, TX 76102	\$ 54,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	80-0870036
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[illegible]

Name of organization RAINWATER CHARITABLE FOUNDATION

Employer identification number

80-0870036

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

Use duplicate copies of Part III if additional space is needed.

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ATTACHMENT 1A

LINE 1: K-12 EDUCATION - THE RCF EDUCATION TEAM SUPPORTS OVER 150 SCHOOLS AND NON-PROFIT ORGANIZATIONS PREDOMINANTLY IN THE AREA OF EARLY CHILDHOOD EDUCATION, PARENT EDUCATION, SCHOOL LEADERSHIP, COLLECTIVE IMPACT, NEW SCHOOL CREATION AND SCHOOL TRANSFORMATION. THE MAJORITY OF EDUCATION FUNDING GOES TO THE FORT WORTH-DALLAS METROPOLITAN AREA WITH A FEW GRANTS GOING TO NATIONAL ORGANIZATIONS.

LINE 2: MEDICAL RESEARCH - THE RCF MEDICAL RESEARCH TEAM PRIMARILY SUPPORTS THE TAU CONSORTIUM. THE MISSION OF THE TAU CONSORTIUM IS TO LEVERAGE THE BRIGHTEST MINDS IN ACADEMIA TO UNDERSTAND THE CAUSES OF A CLASS OF NEURODEGENERATIVE DISEASES CALLED TAUOPATHIES. IN 2018 THE CONSORTIUM HELD TWO INTERNATIONAL GATHERINGS AND ADDITIONAL MEETINGS WHERE RESEARCHERS FROM AROUND THE WORLD PRESENTED THE FINDINGS OF THEIR RESEARCH AND COLLABORATED ON FUTURE WORK. THE PROGRAM INCLUDES OVERSIGHT AND MANAGEMENT OF ANNUAL TAU CONSORTIUM GIVING.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ATTACHMENT 1B - SEE ATTACHMENT 15

RECIPIENT NAME

ALZHEIMER'S RESEARCH UK

FOUNDATION STATUS OF RECIPIENT

THE FOUNDATION HAS GATHERED, VIA AN AFFIDAVIT AND AUDITED FINANCIAL STATEMENTS, THE INFORMATION NECESSARY TO MAKE REASONABLE AND GOOD FAITH DETERMINATION THAT THE GRANTEE WOULD QUALIFY AS THE EQUIVALENT OF AN ORGANIZATION DESCRIBED IN INTERNAL REVENUE CODE SECTION 501(C)(3) THAT IS NOT A PRIVATE FOUNDATION UNDER INTERNAL REVENUE CODE SECTION 509 BASED UPON THE REVIEW OF A QUALIFIED TAX PRACTITIONER.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ATTACHMENT 1C

PART IX-B, LINE 1:

AETON THERAPEUTICS - CONVERTIBLE PROMISSORY NOTE. THE INVESTMENT IS INTENDED TO FURTHER THE FOUNDATION'S WORK IN THE MEDICAL RESEARCH SPACE. THE PROCEEDS ARE TO BE USED BY THE COMPANY TO DEVELOP A BUSINESS PLAN TO DISCOVER AND DEVELOP TREATMENTS FOR PSP AND RELATED TAUPATHIES. FUNDING A BIOTECH STARTUP ALIGNS WITH THE FOUNDATION'S GRANT-MAKING WORK AS THE NEXT STEP IN THE PROCESS OF FUNDING RESEARCH INTO THE CAUSES AND CURES OF PSP AND RELATED TAUPATHIES.

PART IX-B, LINE 2:

CURE NETWORK DOLBY ACCELERATION PARTNERS LLC - CONVERTIBLE PROMISSORY NOTE. THE INVESTMENT IS INTENDED TO FURTHER THE FOUNDATION'S WORK IN THE MEDICAL RESEARCH SPACE. THE PROCEEDS ARE TO BE USED BY THE COMPANY TO DISCOVER AND DEVELOP TREATMENTS FOR PSP AND RELATED TAUPATHIES. FUNDING A BIOTECH STARTUP ALIGNS WITH THE FOUNDATION'S GRANT-MAKING WORK AS THE NEXT STEP IN THE PROCESS OF FUNDING RESEARCH INTO THE CAUSES AND CURES OF PSP AND RELATED TAUPATHIES.

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM FLOW-THROUGH INVEST.	-2,163,393.	2,105,998.
SECTION 965(A) INCOME FROM FLOW-THROUGH		
TOTALS	<u>-2,163,393.</u>	<u>2,105,998.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	184,635.	76,300.		108,335.
TOTALS	<u>184,635.</u>	<u>76,300.</u>		<u>108,335.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	224,185.	59,518.		59,518.
TOTALS	<u>224,185.</u>	<u>59,518.</u>		<u>59,518.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT PROFESSIONAL FEES	379,459.	379,459.	
CONSULTING FEES	621,222.		621,222.
PUBLIC RELATIONS	143,555.		143,555.
INSPIRITY FEES	332,786.	13,311.	319,475.
TOTALS	<u>1,477,022.</u>	<u>392,770.</u>	<u>1,084,252.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	495,425.	
FEDERAL UBI TAX	1,455,000.	
STATE TAX	436,991.	
FOREIGN TAX WITHHELD	61,091.	173,337.
TOTALS	<u>2,448,507.</u>	<u>173,337.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAU INITIATIVE PROGRAM	3,896.		3,896.
MISCELLANEOUS EXPENSE	54,712.	4,512.	50,200.
BANK FEES	3,577.	1,789.	1,788.
OFFICE EXPENSE	40,188.		40,188.
DUES/SUBSCRIPTION	88,031.	69,463.	18,568.
INSURANCE PREMIUMS	69,644.		69,644.
LICENSES	19,470.		19,470.
PARKING	40,493.		40,493.
OTHER EXPENSES - FLOW THROUGHS		6,081,259.	
TOTALS	<u>320,011.</u>	<u>6,157,023.</u>	<u>244,247.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADFI TECH	452,400.	88,933.
FIDELIS INSURANCE HOLDINGS	20,011,860.	22,544,225.
ISHARES MSCI ACWI ETF	18,499,995.	17,579,327.
ISHARES TRUST CORE MSCI	6,443,271.	6,111,105.
ISHARES INC CORE MSCI	24,099,999.	24,478,630.
INVESCO S&P500 EQLWGT ETF	142,505,333.	126,680,857.
INVESCO ETF-ACCURED DIVIDENDS		12,121.
GENERAL MOTORS BOND		128.
TOTALS	<u>212,012,858.</u>	<u>197,495,326.</u>

RAINWATER CHARITABLE FOUNDATION
80-0870036
DECEMBER 31, 2018

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE INVESTMENT 1	39	267
ALTERNATIVE INVESTMENT 2	8,233,128	15,485,082
ALTERNATIVE INVESTMENT 3	28,203,593	47,129,925
ALTERNATIVE INVESTMENT 4	18,241,664	26,940,636
ALTERNATIVE INVESTMENT 5	13,528,629	13,064,066
ALTERNATIVE INVESTMENT 6	30,000,000	27,392,520
ALTERNATIVE INVESTMENT 7	1,526,874	1,680,881
ALTERNATIVE INVESTMENT 8	11,630,123	21,154,055
ALTERNATIVE INVESTMENT 9	14,831,755	14,480,497
ALTERNATIVE INVESTMENT 10	91,157	89,555
ALTERNATIVE INVESTMENT 11	10,512,840	10,129,809
ALTERNATIVE INVESTMENT 12	15,661,347	17,361,699
ALTERNATIVE INVESTMENT 13	19,154	43,292
ALTERNATIVE INVESTMENT 14	59,490,582	98,954,143
ALTERNATIVE INVESTMENT 15	(210,144)	164,246
ALTERNATIVE INVESTMENT 16	492,676	401,671
ALTERNATIVE INVESTMENT 17	6,946,674	9,104,418
ALTERNATIVE INVESTMENT 18	30,000,756	41,550,545
ALTERNATIVE INVESTMENT 19	26,432,451	32,841,526
ALTERNATIVE INVESTMENT 20	15,000,000	11,615,340
ALTERNATIVE INVESTMENT 21	30,000,000	28,601,256
ALTERNATIVE INVESTMENT 22	30,000,000	28,995,000
ALTERNATIVE INVESTMENT 23	30,000,000	30,067,489
ALTERNATIVE INVESTMENT 24	12,598,838	14,501,510
ALTERNATIVE INVESTMENT 25	15,246,194	15,641,596
ALTERNATIVE INVESTMENT 26	19,135,572	15,796,555
ALTERNATIVE INVESTMENT 27	30,000,000	27,238,850
ALTERNATIVE INVESTMENT 28	3,399,854	3,377,497
ALTERNATIVE INVESTMENT 29	30,813,730	29,163,080
ALTERNATIVE INVESTMENT 30	29,644,714	18,889,143
ALTERNATIVE INVESTMENT 31	20,867	149,999
ALTERNATIVE INVESTMENT 32	32,063	2
ALTERNATIVE INVESTMENT 33	30,000,000	23,047,500
ALTERNATIVE INVESTMENT 34	1,022,927	1,102,892
ALTERNATIVE INVESTMENT 35	2,706,998	2,688,867
TOTAL OTHER INVESTMENTS	555,255,054	628,845,409

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FOREIGN TAX WITHHOLDING	132,079.	
PROGRAM RELATED INVESTMENT:AETON THERAPEUTICS ATCH 20		250,000.
PROGRAM RELATED INVESTMENT:CURE NETWORK DOLBY	250,000.	200,000.
ACCELERATION PARTNERS ATCH 20	200,000.	200,000.
TOTALS	<u>582,079.</u>	<u>450,000.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON PARTNERSHIPS	27,019,823.
TOTAL	<u>27,019,823.</u>

FORM 990FF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WALTER J. RAINWATER, JR. P.O. BOX 566 FORT WORTH, TX 76101-0566	TRUSTEE 40.00	175,000.	0.	0.
COURTNEY E. RAINWATER P.O. BOX 566 FORT WORTH, TX 76101-0566	TRUSTEE 3.50	0.	0.	0.
RICHARD T. RAINWATER P.O. BOX 566 FORT WORTH, TX 76101-0566	TRUSTEE 25.00	125,000.	0.	0.
MATTHEW J. RAINWATER P.O. BOX 566 FORT WORTH, TX 76101-0566	TRUSTEE 20.00	80,000.	0.	0.
JEREMY SMITH P.O. BOX 566 FORT WORTH, TX 76101-0566	PRESIDENT & EXECUTIVE DIRECTOR 40.00	419,200.	57,138.	0.
MELISSA PARRISH P.O. BOX 566 FORT WORTH, TX 76101-0566	EXECUTIVE VP & CFO 36.00	377,280.	58,956.	0.

FORM 990-PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN MONTGOMERY P.O. BOX 566 FORT WORTH, TX 76101-0566	VP/CONTROLLER/TAX DIRECTOR 36.00	196,340.	40,042.	0.
RANDOLPH KIM P.O. BOX 566 FORT WORTH, TX 76101-0566	CIO & INVESTMENT MANAGER 40.00	621,875.	57,372.	0.
GRAND TOTALS		<u>1,994,695.</u>	<u>213,508.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>		<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
AARON BIGBEE P.O. BOX 566 FORT WORTH, TX 76101-0566		DIR. OF INVESTMENTS 40.00	210,417.	42,947. 0.
PATRICK BRANNELLY P.O. BOX 566 FORT WORTH, TX 76101-0566		PROGRAM DIRECTOR 40.00	194,930.	39,970. 0.
JASON MCCALL P.O. BOX 566 FORT WORTH, TX 76101-0566		PROGRAM MANAGER 40.00	162,275.	34,783. 0.
SHARON DOAN P.O. BOX 566 FORT WORTH, TX 76101-0566		ASSISTANT CONTROLLER 36.00	147,018.	32,099. 0.
KIRK SKELTON P.O. BOX 566 FORT WORTH, TX 76101-0566		IT MGR & GEN OFFICE CLERK 40.00	125,820.	27,738. 0.
TOTAL COMPENSATION			840,460.	177,537. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ORGANIZATIONAL SERVICES, INC. 3380 TRAVIS POINTE ROAD, SUITE H ANN ARBOR, MI 48108	EVENT PLANNING SERVICES	845,932.
DANIEL J. EDELMAN INC. 21992 NETWORK PLACE CHICAGO, IL 60673-1219	PR, WEBSITE AND MEDIA CONSULTING	144,857.
KPMG LLP P.O. BOX 120754 DALLAS, TX 75312-0754	ACCOUNTING SERVICES	224,185.
KLEIN HERSH INTERNATIONAL 220 GIBRALTAR ROAD, SUITE 150 HORSHAM, PA 19044	EXECUTIVE SEARCH	96,480.
SIMPSON THATCHER & BARTLETT LLP 425 LEXINGTON AVENUE NEW YORK, NY 10017-3954	LEGAL SERVICES	74,710.
TOTAL COMPENSATION		<u>1,386,164.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
FLOW-THROUGH INCOME	525990	4,856,949.	18	-7,020,342.
TOTALS		<u>4,856,949.</u>		<u>-7,020,342.</u>

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation	
				Status of Recipient	Purpose of Grant or Contribution
AB Christian Learning Center	P O Box 51078, Fort Worth, TX 76105	\$65,000 00	None	PC	Family Engagement Programming & Children's Defense Fund Freedom School Summer Reading Program
Academic Success Program Dallas	5440 Harvest Hill Rd , Ste 145E, Dallas, TX 75230	\$40,000 00	None	PC	General Operations and Programming Support
AFTD	290 King of Prussia Rd, Radnor Station, Bldg 2, Ste 320, Radnor, PA 19087	\$15,000 00	None	PC	FTD Treatment Study Group & With Love Campaign
Albert Einstein College of Medicine	1300 Morris Park Avenue, Bronx, NY 10461	\$192,000 00	None	PC	Research into Tauopathies
Alzheimer's Research UK	3 Riverside, Granta Park, Cambridge, UK CB21 6AD	\$200,000 00	None	PC - ATCH 1B	Research into Tauopathies
Amon Carter Museum of Western Art	3501 Camp Bowie Blvd , Fort Worth, TX 76107	\$1,408 00	None	PC	Dream Big Internship Support
Austin Community Foundation	4315 Guadalupe Street, Suite 300, Austin, TX 78751	\$10,000 00	None	PC	Membership and Teacher Preparation Policy Work Group Support
Avance-Dallas, Inc	2060 Singleton Blvd Suite 103, Dallas, TX 75201	\$139,879 00	None	PC	PEC Back to School Fair Books, Operational Support, Parent Engagement, & Parent and Child Classrooms at George C Clarke and Polytechnic United Center
Behind Every Door	2824 Swiss Ave , Dallas, TX 75204	\$75,000 00	None	PC	General Operating Expenses
Big Thought	1409 S Lamar Street, Suite 1015, Dallas, TX 75215	\$5,000 00	None	PC	General Support
Bosque Museum	301 South Avenue Q, Clifton, TX 76634	\$15,000 00	None	PC	Hands on History Program
Boston City Singers Inc	17 Waldeck Street, Dorchester, MA 02124	\$5,000 00	None	PC	General Support
Botanical Research Institute of Texas (BRIT)	1700 University Drive, Fort Worth, TX 76107	\$332,000 00	None	PC	Growing Together - BRIT Outreach & Research into Tauopathies
Boys & Girls Clubs of Greater Fort Worth	3218 E Belknap Street, Fort Worth, TX 76111	\$242,000 00	None	PC	General Operational Support & After School Programming
Bridge2Rwanda	PMB #322, 1818 N Taylor St , Suite B, Little Rock, AR 72207	\$200,000 00	None	PC	General Operational Support
Brigham & Women's Hospital	399 Revolution Dr , Somerville, MA 02145	\$400,000 00	None	PC	Research into Tauopathies
Bullard ISD	P O Box 250, Bullard, TX 75757	\$92,982 00	None	GOV	School Leadership
Cafe Momentum	1510 Pacific Avenue, Dallas, TX 75201	\$200,000 00	None	PC	Café Momentum Internship and Community Services Center
Camp Fire First Texas	2700 Meacham Blvd , Fort Worth, TX 76137	\$261,635 00	None	PC	TRS 4 Pilot & Excel for Success Program
Catholic Charities, Diocese of Fort Worth, Inc	249 W Thornhill Drive, Fort Worth, TX 76115	\$75,000 00	None	PC	General Operations Support
Center for NonProfit Management	2701 W Berry Street #125, Fort Worth, TX 76109	\$32,451 00	None	PC	CNM-Pact for 3 Fort Worth Non-Profits

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Center for Transforming Lives	512 W 4th Street, Fort Worth, TX 76102	\$35,000.00	None	PC	Family Advocacy for Homeless and Extremely Low-Income Children and Parents
Child Care Associates	3000 E Belknap, Fort Worth, TX 76111	\$355,908.00	None	PC	Uplift/CCA Partnership and Early Learning System Improvement Initiatives and TRS 1 Boost Project
ChildCareGroup	1420 W Mockingbird Lane, Ste 300, Dallas, TX 75247	\$9,325.00	None	PC	DEEA Operations Support
Children at Risk	2900 Live Oak St., Dallas, TX 75204	\$125,000.00	None	PC	The Texas School Guide Project (Year 6)
Children's Hospital Corporation	401 Park Drive, Suite 2602, Boston, MA 02215-3354	\$140,000.00	None	PC	Research into Tauopathies
Christian Relief Fund	Box 19670, Amarillo, TX 79114-1670	\$300,000.00	None	PC	School Support
City of Fort Worth	1201 E Maddox Avenue, Fort Worth, TX 76104	\$30,000.00	None	GOV	Rising Stars Youth Leadership Academy
CitySquare	511 N Akard Street, Suite 302, Dallas, TX 75201	\$750,000.00	None	PC	Program Support
Clayton Child Care, Inc dba Clayton Youth Enrichment	1215 Country Club Lane, Fort Worth, TX 76112	\$40,000.00	None	PC	Social and Emotional Learning Initiative
Communities Foundation of Texas	5500 Caruth Haven Lane, Dallas, TX 75225	\$3,000.00	None	PC	Ed Leadership Community of Practice
Communities in Schools	6707 Brentwood Star Road, Suite 510, Fort Worth, TX 76112	\$302,000.00	None	PC	Case Management for At-Risk Youth
Community Food Bank	3000 Galvez Avenue, Fort Worth, TX 76111	\$43,400.00	None	PC	Community Food Bank Freezer and Equipment Needs & Thanksgiving Turkeys
Community Foundation for Nantucket	117 Orange Street, Nantucket, MA 02554	\$5,000.00	None	PC	Program Support
Community Initiatives (fiscal agent for Attendance Works)	1000 Broadway, Suite 480, Oakland, CA 94607	\$43,550.00	None	PC	Diagnostic of Fort Worth ISD Attendance System
Cornell University	377 Pine Tree Road, Ithaca, NY 14850	\$290,000.00	None	PC	Research into Tauopathies
Cornerstone Assistance Network	3500 Noble Avenue, Fort Worth, TX 76111	\$496,361.00	None	PC	Dream Big Scholarship Administration, 2017/2018/2019 FWCP Program Support, Reentry First Stop Program, & Family Coaching
Cowboy Santos Inc	1000 Throckmorton Street, Fort Worth, TX 76102	\$5,000.00	None	PC	Buzz Back to School event
Cowtown Project Success 1	501 North Jones Street, Fort Worth, TX 76102	\$5,000.00	None	PC	General Operational Support
Cystic Fibrosis Foundation	220 North Main Street, Suite 104, Natick, MA 01760	\$25,000.00	None	PC	General Operational Support
Dallas Afterschool	2902 Swiss Avenue, Dallas, TX 75204	\$25,000.00	None	PC	Program Quality Improvement Research Project
Dallas Holocaust Museum	211 N Record Street, Dallas, TX 75202	\$25,000.00	None	PC	Fort Worth City-Wide Read and Performance

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution	
					Transforming Leaders	Transforming Communities
Dallas Leadership Foundation	3101 Greenwood Street, Dallas, TX 75204	\$75,000.00	None	PC	Programming	
Denver Foundation	55 Madison Street, 8th Floor, Denver, CO 80206	\$5,000.00	None	PC	General Operational Support	
Dream Outside the Box	4455 Camp Bowie Blvd, Suite 114-46, Fort Worth, TX 76107	\$74,500.00	None	PC	Dream Desert Decentralization and Strategic Collaboration & Innovative Curriculum in Dream Deserts	
Dream Park	PO BOX 470517, Fort Worth, TX 76147-0517	\$25,000.00	None	PC	Dream Park	
Education is Freedom	1111 W Mockingbird Lane, Suite 1300B, Dallas, TX 75247	\$250,000.00	None	PC	College and Career Access Program	
Education Opens Doors, Inc	2804 Swiss Avenue, Dallas, TX 75204	\$25,000.00	None	PC	Expansion of the Roadmap to Success program to Fort Worth	
Educational First Steps	2815 Gaston Avenue, Dallas, TX 75226	\$330,662.00	None	PC	TRS 4 Pilot Program & Tarrant County Operations	
Fairwinds -- Nantucket's Counseling Center, Inc	20 Vesper Ln Unit L1, Nantucket, MA 02554	\$1,200,000.00	None	PC	Administrative Infrastructure Support & Feasibility Study and General Operations	
First3Years (TAIMH)	15851 Dallas Parkway, #106, Addison, TX 75001	\$100,000.00	None	PC	Operations, Safe Babies, Capacity Building Support	
Food Recovery Network	4321 Hartwick Road, Suite 316, College Park, MD 20740	\$125,000.00	None	PC	North Texas Expansion & Food Recovery Network Expansion and Food Recovery Verified Program Growth	
FoodCorps	1140 SE 7th Ave, Suite 110, Portland, OR 97214	\$100,000.00	None	PC	Food Recovery Network Expansion and Food Recovery Verified Program Growth	
Fort Worth Airpower Foundation	PO Box 8728, Fort Worth, TX 76124	\$6,000.00	None	PC	2018 Skyball Support	
Fort Worth ISD (FWISD)	100 N University Drive, Suite SW 204, Fort Worth, TX 76107	\$7,745,353.00	None	GOV	Spring 2018 Supplemental Request for Forest Oak, Supplemental Leadership Academy Request EOY Celebration, ECE Department Request for Literacy Training, 2018 Luella Merrett - Title I Teacher, Equity and Excellence 2018/2019 Grant, Innovaton Fellow 2018/2019, 2018/2019 PK3 Program Support, 2018/2019 Leadership Academies - Uniforms, 2018 Additional, Leadership Academy Afterschool Support, and 2018/2019 FWCP Support	
Fort Worth Junior Golf Foundation/The First Tee of Fort Worth	PO Box 4767, Fort Worth, TX 76164	\$90,000.00	None	PC	Funding Financial Aid for Participants, Operational Growth, & Briscoe Program Operational Support and Capital Improvements	
Fort Worth Museum of Science and History	1600 Gendy St., Fort Worth, TX 76107	\$180,120.00	None	PC	Museum School Outreach Expansion Program and Digital Learning	
Fort Worth Zoological Association, Inc	1989 Colonial Pkwy, Fort Worth, TX 76110	\$100,000.00	None	PC	General Operations Support	

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Fortress Youth Development Center	PO Box 422, Fort Worth, TX 76101	\$46,109 00	None	PC	General Operating for Fortress YDC, Parent Engagement, & Fortress Early Learning Center Classroom
Friends of Obama Male Leadership Academy	PO Box 398455, Dallas, TX 75339	\$50,000 00	None	PC	General Operating Support
FTD Disorders Registry LLC	637 Carolina Street, San Francisco, CA 94107-2725	\$170,000 00	None	PC	Research into Tauopathies
George W. Bush Foundation	2943 SMU Blvd., Dallas, TX 75205	\$250,000 00	None	PC	Principal Talent Management Framework with Partner Districts
German Marshall Fund of the US	1744 R Street, NW, Washington, DC 20009	\$10,000 00	None	PC	General Operations Support
Glacier National Park Conservancy	PO Box 2749, Columbia Falls, MT 59912	\$50,000 00	None	PC	Sperry Action Fund
Global Health Corps	318 W. 39th Street, Floor 9L, New York, NY 10018	\$250,000 00	None	PC	Global Health Corps 2018 General Support
Historic Southside, Inc	1606 Mistletoe Blvd., Fort Worth, TX 76104	\$119,920 00	None	PC	TCU Summer Swim Program
Holdsworth Center	200 East Basse, Suite 201, San Antonio, TX 78209	\$5,000 00	None	PC	Elevated Sponsorship
HOPE Farm	865 E. Ramsey Avenue, Fort Worth, TX 76104	\$15,000 00	None	PC	General Operations
Icahn School of Medicine at Mount Sinai	One Gustave Levy Place, New York, NY 10029	\$660,699 00	None	PC	To Fund Research into Tauopathies
IDEA Public Schools	2115 W. Pike Blvd., Westlaco, TX 78596	\$1,500,000 00	None	PC	IDEA Expansion in Tarrant County
International Medical Corps	12400 Wilshire Blvd., Suite 1500, Los Angeles, CA 90025	\$10,000 00	None	PC	Unrestricted Grant
International Society of Human Unity	9985 E Highway 56, Windom, TX 75492	\$25,000 00	None	PC	Stopping Traffic Community Outreach Grant
Johns Hopkins University	3910 Keswick Road, Suite N2100, Baltimore, MD 21211	\$274,805 00	None	PC	Research into Tauopathies
Junior Achievement of the Chisholm Trail	6300 Ridglea Place, Suite 400, Fort Worth, TX 76116	\$29,580 00	None	PC	Reverse JA programming
Just Say YES	PO Box 670863, Dallas, TX 75367	\$50,000 00	None	PC	General Operating towards Campus Impact Plan
Kids Hope USA	100 Pine St., Suite 280, Zeeland, MI 49464	\$20,000 00	None	PC	Kids Hope USA Mentor Program - Fort Worth, Texas
KIPP Foundation	135 Main Street, Suite 1700, San Francisco, CA 94104	\$150,000 00	None	PC	KIPP Alumni Accelerator Program
Ladder Alliance, Inc	1100 Hemphill Suite 302, Fort Worth, TX 76104	\$10,000 00	None	PC	General Operational Support
Latino Community Foundation	235 Montgomery St. Suite 1160, San Francisco, CA 94104	\$15,000 00	None	PC	Mission/Operations Support
Leadership ISD	1800 North Lamar, Dallas, TX 75202	\$50,000 00	None	PC	2018-2019 Tarrant General Operating Support

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
LENA	5525 Central Ave, Suite 100, Boulder, CO 80301	\$25,960 00	None	PC	LENA Grow Pilot in Fort Worth Independent School District Early Childhood Classrooms
Leukemia Texas	4925 N O'Connor Rd , Suite 125, Irving, TX 75062	\$10,000 00	None	PC	2018 - Cooks Children's
Louisiana Tech University Foundation Inc	P O Box 3183, Ruston, LA 71272	\$20,000 00	None	PC	Robert Holt
Making Waves Foundation Inc	3220 Blume Drive, Suite 250, Richmond, CA 94806	\$100,000 00	None	PC	CAP College Success Institute
Mass General Hospital, Harvard Medical School	185 Cambridge St 5400, Boston, MA 02114	\$713,629 00	None	PC	2018 - WuXi, Identifying Early Cellular and Molecular Stem Cells - Collaborative, Development of Tau Targeted Protein Degraders as a Novel Therapeutic Strategy for Dementia, & Research into Tauopathies
Mayo Clinic	200 First Street SW, Rochester, MN 55905	\$88,000 00	None	PC	Research into Tauopathies
Meadows Mental Health Policy Institute	2800 Swiss Avenue, Dallas, TX 75204	\$100,000 00	None	PC	Improving Children's Mental Health in Texas
Metroplex Economic Development Corporation (MEDC)	6777 West Keist Blvd , Dallas, TX 75236	\$75,000 00	None	PC	TORIGrow
MHMR TARRANT	3840 Hulen St. , Fort Worth, TX 76107	\$100,000 00	None	PC	Project Milestones & Academic Coordinator
Mice Against Ticks, Inc	P O Box 425685, Cambridge, MA 02142	\$200,000 00	None	PC	Mice Against Ticks Grant
Michael J. Fox Foundation	498 7th Avenue, 18th Floor, New York, NY 10018	\$225,000 00	None	PC	Research into Tauopathies
Milken Institute Center for Strategic Philanthropy	1101 New York Ave NW, Suite 620, Washington, DC 20005	\$150,000 00	None	PC	Research into Tauopathies
Nantucket Boosters Club	PO Box 134, Nantucket, MA 02554	\$1,000 00	None	PC	General Operational Support
Nantucket Lighthouse School	1 Rugged Road, Nantucket, MA 05554	\$10,000 00	None	PC	General Operational Support
Nantucket Safe Harbor for Animals Inc	PO Box 2844, Nantucket, MA 02584	\$2,000 00	None	PC	General Operational Support
New Key School	3947 East Loop 820 S , Fort Worth, TX 76119	\$275,000 00	None	PC	Empowerment and Resource Center & Capital Grant
New Teacher Center	110 Cooper Street, Suite 500, Santa Cruz, CA 95060	\$343,300 00	None	PC	Instructional Coaching System Development Services for Ft Worth ISD
Newday Services for Children & Family	6816 Camp Bowie Blvd W, Ste 112, Fort Worth, TX 76116	\$11,262 00	None	PC	Parent Engagement
Norfolk Academy	1585 Wesleyan Drive, Norfolk, VA 23502	\$20,000 00	None	PC	General Operational Support
North Texas Community Foundation	306 W 7th Street, Suite 1045, Fort Worth, TX 76102	\$1,199,750 00	None	PC	HS2 Program Fort Worth Scholars, POLF Seed Fundin, Early Learning Alliance, & Read Fort Worth Fund What Works
North Texas Community Foundation	306 W 7th Street, Suite 1045, Fort Worth, TX 76102	\$2,500,000 00	None	PC	Fort Worth Childrens Partnership Donor Advised Fund Contribution

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Pahara Institute	340 S Lemon Ave , #2927 F, Walnut, CA 91789	\$45,000 00	None	PC	Support for Texas-based Pahara Fellows
Parent Booster USA Inc	P O Box 132, Dennis, TX 76439	\$5,000 00	None	PC	General Operational Support
Parent Teacher Home Visits	2411 15th Street, Suite A, Sacramento, CA 95818	\$5,000 00	None	PC	Small Steps Big Results Parent Teacher Home Visits Annual Conference
Parents Cooperative of Nantucket, Inc	15 Nobadeer Farm Road, Nantucket, MA 02554	\$10,000 00	None	PC	General Operational Support
Parker County Center of Hope Inc	PO Box 190, Weatherford, TX 76086	\$5,000 00	None	PC	General Operational Support
Parkinson Voice Project	646 N Coit Road, Suite 2250, Richardson, TX 75080	\$50,000 00	None	PC	Speech Therapy For Individuals With Parkinsonism
Partners In Health a Nonprofit Corporation	800 Boylston St, Suite 300, Boston, MA 02199	\$10,000 00	None	PC	Unrestricted Grant
Performing Arts Fort Worth	330 East 4th Street, Suite 300, Fort Worth, TX 76102	\$25,000 00	None	PC	Children's Education Program at Bass Performance Hall Student Performances for Elementary Grades 1-5
Predict-Align-Prevent	1205 Kirkcaldy Ct. Southlake, TX 76092	\$100,000 00	None	PC	General Operational Support
Prison Fellowship	44180 Riverside Drive, Lansdowne, VA 20176	\$15,000 00	None	PC	Prison Fellowship Academies
Purpose Driven Youth Empowerment	PO Box 35041, Fort Worth, TX 76162	\$5,000 00	None	PC	Trailblazers' Book Club
Reading Partners	180 Grand Ave Suite 800, Oakland, CA 94612	\$480,000 00	None	PC	One-on-One Literacy Tutoring for 11,283 Students & Literacy Tutoring for Low-Income Students
REAL School Gardens	5520 Connecticut Ave NW, Suite 200, Washington, DC 20015	\$100,000 00	None	PC	Empowering Teachers and Students to Go Outside Expectations
Regenerative Research Foundation	One Discovery Drive, Rensselaer, NY 12144	\$657,766 00	None	PC	Research into Tauopathies
Relay Graduate School of Education	40 West 20th Street, 7th Floor, New York, NY 10011	\$100,000 00	None	PC	The Relay Teaching Residency Dallas-Fort Worth Expansion
Resource Center	5750 Cedar Springs Rd , Dallas, TX 75235	\$50,000 00	None	PC	General Operational Support
RISC	505-507 West 23rd Street, New York, NY 10011	\$150,000 00	None	PC	2018 Expansion
Rising Star Missionary Baptist Church	4216 Avenue M, Fort Worth, TX 76105	\$20,000 00	None	PC	2018 Freedom School
Rivertree Academy	5439 Bonnell Ave , Fort Worth, TX 76107	\$20,000 00	None	PC	Educational support for under-resourced children
Ronald McDonald House	1001 8th Avenue, Fort Worth, TX 76104	\$10,000 00	None	PC	General Operational Support
Safe City Commission DBA One Safe Place	1100 Hemphill St , Fort Worth, TX 76104	\$5,000 00	None	PC	General Operational Support
SafeHaven of Tarrant County	1100 Hemphill St , Suite 303, Fort Worth, TX 76104	\$15,000 00	None	PC	Domestic Violence Prevention Education
Saving Hope Foundation	950 Commerce Street, Fort Worth, TX 76102	\$1,000,000 00	None	PC	Taking it to the Streets Program

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Scripps College	1030 Columbia Ave #2009, Claremont, CA 91711	\$5,000 00	None	PC	The Scripps Fund
Small Friends of Nantucket	P O Box 2826, Nantucket, MA 02584	\$5,000 00	None	PC	General Operational Support
Social Venture Partners Dallas	12900 Preston Road, Suite 1220, Dallas, TX 75230	\$500,000 00	None	PC	All-Encompassing Solution to Ending Youth Homelessness
Southside Athletic Association	4817 Cole Street, Fort Worth, TX 76115	\$18,000 00	None	PC	Mentoring & Family Engagement Program
St Jude Children's Research Hospital	501 St Jude Place, Memphis, TN 38105	\$5,000 00	None	PC	General Operational Support
St Pius X Catholic Church	1800 N Camino Pio Decimo, Tucson, AZ 85715	\$20,000 00	None	PC	General Operational Support
Stanford Center on Longevity	365 Lasuen Street, Stanford, CA 94305-6053	\$50,000 00	None	PC	New Map of Life Initiative
SteerFW	1000 Throckmorton St., Fort Worth, TX 76102	\$5,000 00	None	PC	Volunteer Committee Service Project
Tarrant Area Food Bank	2525 and 2600 Cullen Street, Fort Worth, TX 76107	\$5,000 00	None	PC	General Operational Support
Teach For America - Fort Worth	707 W Vickery Blvd., Suite 102, Fort Worth, TX 76104	\$350,000 00	None	PC	Fort Worth Impact Plan
Teaching Trust	1825 Market Center Blvd., Suite 260, Dallas, TX 75207	\$200,000 00	None	PC	General Operational Support
Texas Academy 4	1800 West Freeway, Fort Worth, TX 76102	\$15,000 00	None	PC	Current Expansion
Texas Archive of the Moving Image	501 N Interstate Highway 35 #204, Austin, TX 78702	\$20,000 00	None	PC	Strategic Planning and Program Development Grant
Texas Health Resources Foundation	612 East Lamar Blvd., Suite 300, Arlington, TX 76011	\$50,000 00	None	PC	Orthopedic and Sports Medicine Research Institute
Texas Wesleyan University	1201 Wesleyan Street, Fort Worth, TX 76105	\$250,000 00	None	PC	Capital Grant
Texas Wounded Warriors	PO Box 130727, Tyler, TX 75707	\$150,000 00	None	PC	East Texas Project
The Chicago Public Education Fund	200 West Adams, Suite 2150, Chicago, IL 60606	\$250,000 00	None	PC	Fund 5 Improving Principal Quality, Scaling Success
The Commit Partnership	3800 Maple Avenue, Suite 800, Dallas, TX 75219	\$731,000 00	None	PC	For Oak Cliff (Freedom School & Operating Expenses) & The Commit Partnership's Cradle to Career Initiatives
The Concilio	400 S Zang Blvd., Suite 300, Dallas, TX 75208	\$125,375 00	None	PC	(PASE) Program and LENA Pilot Program & Parent Engagement
The Cooper Institute	12330 Preston Road, Dallas, TX 75230	\$50,000 00	None	PC	FitnessGram Software Reporting Initiative
The Dallas Foundation	3963 Maple Avenue #390, Dallas, TX 75219	\$100,000 00	None	PC	Southern Dallas Spay Neuter Surge Project

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
The Family Place	PO Box 7999, Dallas, TX 75209	\$1,000,000 00	None	PC	General Operational Support
The Foundation for the Young Women's Leadership Academy of Fort Worth	401 East 8th Street, Fort Worth, TX 76102	\$35,000 00	None	PC	Excellence in College Readiness and Alumni support
The Gatehouse/projectHandUp	670 Westport Parkway, Grapevine, TX 76051	\$75,000 00	None	PC	Early Childhood Education
The J. David Gladstone Institutes	1650 Owens Street, San Francisco, CA 94158-2261	\$201,050 00	None	PC	Research into Tauopathies
The Knowledge Wealth Project	6121 Winifred Dr., Fort Worth, TX 76133	\$10,000 00	None	PC	Parent Power Family Engagement in Morningside
The Net FW	PO Box 470928, Fort Worth, TX 76147	\$5,000 00	None	PC	General Operational Support
The Parenting Center	2928 West 5th Street, Fort Worth, TX 76107	\$59,157 00	None	PC	Child Abuse Prevention Programs & Parent Engagement
The Regents of the University of California UCSB	Office Research, 3227 Cheadle Hall, 3rd Floor, Santa Barbara, CA 93106-2050	\$752,520 00	None	PC	Research into Tauopathies
The Regents of the University of California UCLA	10889 Wilshire Blvd., Suite 700, Box 951406, Los Angeles, CA 90095-1406	\$1,404,740 00	None	PC	Research into Tauopathies
The Regents of the University of California, San Francisco	Office of Sponsored Research, 3333 California St., Suite 315, Box 0962, San Francisco, CA 94143-0000	\$2,781,000 00	None	PC	Research into Tauopathies
The Scripps Research Institute	130 Scripps Way #482, Jupiter, FL 33458	\$140,000 00	None	PC	Research into Tauopathies
The Seed Project Foundation	112 E Louisiana St., McKinney, TX 75069	\$5,000 00	None	PC	General Operational Support
The University of Texas Health Science Center at Houston	7000 Fannin, Suite 1200, Houston, TX 77030	\$50,000 00	None	GOV	CLI's Fort Worth pilot with Child Care Associates
The Welman Project	2232 Irwin St., Fort Worth, TX 76110	\$5,000 00	None	PC	Bus Renovation - Phase I
The Women's Center of Tarrant County	1723 Hemphill Street, Fort Worth, TX 76110	\$20,000 00	None	PC	Program Support & General Operational Support
TNTF, Inc	186 Joralemon St., Suite 300, Brooklyn, NY 11201-4356	\$45,035 00	None	PC	Fort Worth Talent Landscape Analysis
Trinity Habitat for Humanity	9333 North Normandale Street, Fort Worth, TX 76116	\$140,000 00	None	PC	Neighborhood Revitalization - Hillside Morningside
TSNE MissionWorks	NonProfit Center, 89 South St., Suite 700, Boston, MA 02111	\$200,000 00	None	PC	TEA BUILD Initiative
Union Gospel Mission of Tarrant County	1321 E Lancaster, Fort Worth, TX 76102	\$5,000 00	None	PC	General Operational Support
United Community Centers	1200 E Maddox Ave., Fort Worth, TX 76104	\$78,400 00	None	PC	Summer LL at TA Sims and Maudrie Walton Elementary
United to Learn	5310 Harvest Hill Road, Suite 190, Dallas, TX 75230	\$25,000 00	None	PC	General Operating Support

RAINWATER CHARITABLE FOUNDATION

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ATTACHMENT 15

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution	
					Once Upon a Month	
United Way of Metropolitan Dallas	1800 N Lamar, Dallas, TX 75202	\$50,000 00	None	PC	Research into Tauopathies	
University of Southern California	1425 San Pablo St, Los Angeles, CA 90033	\$400,000 00	None	PC	Research into Tauopathies	
University of Texas Health Science Center San Antonio	7703 Floyd Curl Drive, San Antonio, TX 78229	\$200,000 00	None	GOV		
UNTHSC Foundation	3500 Camp Bowie Blvd, Fort Worth, TX 76107	\$381,152 00	None	PC	Pediatric Mobile Clinic	
Uplift Education	1825 Market Center Blvd Suite 500, Dallas, TX 75207	\$1,150,000 00	None	PC	PIC 2018 Cohort - Year 1 & Uplift Fort Worth Expansion	
UT Southwestern Medical Center	5323 Harry Hines Blvd, Dallas, TX 75390	\$195,000 00	None	PC	Research into Tauopathies	
Washington University School of Medicine	660 S Euclid Ave Campus Box 8111, St Louis, MO 63110	\$946,699 00	None	PC	Research into Tauopathies	
WHHS Cougar Pride Foundation	4455 Camp Bowie Blvd, Ste 114, PMB 109, Fort Worth, TX 76107	\$20,000 00	None	PC	General Operational Support	
Whitenouse ISD	106 Wildcat Drive, Whitehouse, TX 75791	\$199,790 00	None	GOV	Stanton-Smith Elementary support	
Wings of Hope Equitherapy	PO Box 445, Burleson, TX 76097	\$25,000 00	None	PC	General Operational Support	
Yale University	P O Box 2038, New Haven, CT 06521	\$10,000 00	None	PC	The Annual Fund	
Young Life	420 N Cascade Avenue, Colorado Springs, CO 80903	\$5,000 00	None	PC	General Operational Support	
TOTAL		\$42,422,232 00				

RAINWATER CHARITABLE FOUNDATION

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ATTACHMENT 16

FORM 990-PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Organization Legal Name	Organization Address	Amount Paid During 2018	Relationship If Any	Foundation Status of Recipient	Purpose of Grant or Contribution
Aquinnah Pharmaceuticals Inc	601 Main Street, Cambridge, MA 02130	\$375,000.00	None	NC *	Research into Tauopathies
Mass General Hospital, Harvard Medical School	185 Cambridge St 5400, Boston, MA 02114	\$24,878.00	None	PC	2018 - WuXi
The Regents of the University of California UCSB	Office of Research, 3227 Cheadle Hall, 3rd Floor, Santa Barbara, CA 93106-2050	\$400,000.00	None	PC	Research into Tauopathies
The Regents of the University of California, San Francisco	Office of Sponsored Research, 3333 California St, Suite 315, Box 0962, San Francisco, CA 94143-0000	\$58,000.00	None	PC	Research into Tauopathies
The University of Illinois	809 S Marshfield Avenue, MB 502, M/C 551, Chicago, IL 60612-4305	\$195,000.00	None	GOV	Research into Tauopathies
The University of Minnesota	200 Oak Street SE, Minneapolis, MN 55455	\$375,000.00	None	GOV	Research into Tauopathies
UT Southwestern Medical Center	5323 Harry Hines Blvd, Dallas, TX 75390	\$375,000.00	None	PC	Research into Tauopathies
TOTAL		\$1,802,878.00			

* AQUINNAH PHARMACEUTICALS INC. IS AN ORGANIZATION OTHER THAN AN ORGANIZATION DESCRIBED IN SECTION 4945(D) (4) (A) THE FOUNDATION WILL CLAIM EXEMPTION FROM THE SECTION 4945 EXCISE TAX FOR THIS GRANT BECAUSE IT WILL EXERCISE EXPENDITURE RESPONSIBILITY.

RAINWATER CHARITABLE FOUNDATION
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ATTACHMENT 17

FORM 990-PF, PART I, LINE 19

ASSET DESCRIPTION	COST	ACCUMULATED DEPRECIATION	DEPRECIATION EXPENSE
WEBSITE DESIGN/IMPLEMENTATION	81,363	19,248	3,654
SIGNAGE	1,362	1,362	-
MACHINERY AND EQUIPMENT	102,034	22,978	15,404
FURNITURE AND FIXTURES	111,282	7,949	7,949
LEASEHOLD IMPROVEMENTS	10,403	37	37
	<u>306,444</u>	<u>51,573</u>	<u>27,043</u>

ATTACHMENT 17

THE RAINWATER CHARITABLE FOUNDATION
EIN: 80-0870036
12/31/2018

FORM 990-PF, PART VII-A, LINE 12, DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE QUALIFYING DISTRIBUTIONS TO THE NORTH TEXAS COMMUNITY FOUNDATION TOTALING \$2,500,000 TO BE ADDED TO THE FORT WORTH CHILDREN'S PARTNERSHIP DONOR ADVISED FUND OVER WHICH WALTER J. RAINWATER HAS ADVISORY PRIVILEGES. WALTER J. RAINWATER IS A TRUSTEE OF THE FOUNDATION. THE DAF IS A COMPONENT FUND OF THE NORTH TEXAS COMMUNITY FOUNDATION, A PUBLICLY SUPPORTED PUBLIC CHARITY. DISTRIBUTIONS FROM THE DAF SUPPORT 170(C)(2)(B) PURPOSES, INCLUDING EDUCATION.

RAINWATER CHARITABLE FOUNDATION
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ATTACHMENT 19

FORM 990-PF, PART VII-B, QUESTION 1A(4)

THE FOUNDATION PROVIDED COMPENSATION TO THREE DISQUALIFIED PERSONS. RICHARD T. RAINWATER, TRUSTEE, MATTHEW J RAINWATER, TRUSTEE, AND WALTER J RAINWATER, JR , TRUSTEE, PROVIDED SERVICES TO THE FOUNDATION THAT ARE NECESSARY TO CARRY OUT THE FOUNDATION'S EXEMPT PURPOSES. THE FOUNDATION UTILIZED COMPENSATION STUDIES FOR FOUNDATIONS OF SIMILAR SIZE FOR COMPARABLE POSITIONS IN SIMILAR GEOGRAPHIC MARKETS TO DETERMINE THE REASONABLENESS OF COMPENSATION. THE FOUNDATION ASSERTS THE AMOUNTS PAID ARE REASONABLE AND NECESSARY FOR THE FOUNDATION TO CARRY OUT ITS EXEMPT PURPOSES, AND ACCORDINGLY, ARE NOT CONSIDERED ACTS OF SELF DEALING

RAINWATER CHARITABLE FOUNDATION
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PART II, LINE 15 - PROGRAM RELATED INVESTMENT FOR WHICH EXPENDITURE
RESPONSIBILITY IS EXERCISED

RAINWATER CHARITABLE FOUNDATION MADE A LOAN TO AETON THERAPEUTICS INC. IN
2018 FOR WHICH IT EXERCISED EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH THE
REQUIREMENTS OF SECTION 4945(H) .

1. NAME AND ADDRESS OF LOAN RECIPIENT:

AETON THERAPEUTICS
1700 EASTON DRIVE
BURLINGAME, CA 94010

2. DATE AND AMOUNT OF LOAN:

ISSUED 5/9/2018
\$250,000

3. PURPOSE OF THE LOAN:

THE PURPOSE OF THE LOAN IS TO FURTHER MEDICAL RESEARCH.

4 LOAN BALANCE AS OF 12/31/18:

\$250,000

5. AMOUNT EXPENDED THROUGH 12/31/18:

\$78,364.56

6. DIVERSION OF FUNDS FROM THE PURPOSE OF THE LOAN:

NONE

7. GRANTEE REPORTS:

REPORTS ARE RECEIVED FROM THE GRANTEE ANNUALLY

RAINWATER CHARITABLE FOUNDATION
EIN: 80-0870036
DECEMBER 31, 2018

PART II, LINE 15 - PROGRAM RELATED INVESTMENT FOR WHICH EXPENDITURE
RESPONSIBILITY IS EXERCISED

RAINWATER CHARITABLE FOUNDATION MADE A LOAN TO CURE NETWORK DOLBY
ACCELERATION PARTNERS IN 2018 FOR WHICH IT EXERCISED EXPENDITURE
RESPONSIBILITY IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION 4945(H).

1. NAME AND ADDRESS OF LOAN RECIPIENT:

CURE NETWORK DOLBY ACCELERATION PARTNERS LLC
1650 OWENS STREET
SAN FRANCISCO, CA 94158

2. DATE AND AMOUNT OF LOAN:

ISSUED 12/19/2018
\$200,000

3. PURPOSE OF THE LOAN:

THE PURPOSE OF THE LOAN IS TO FURTHER MEDICAL RESEARCH. SEE ATTACHMENT
1C FOR ADDITIONAL DETAIL.

4. LOAN BALANCE AS OF 12/31/18:

\$200,000

5. AMOUNT EXPENDED THROUGH 12/31/18:

\$1,866.24

6. DIVERSION OF FUNDS FROM THE PURPOSE OF THE LOAN:

NONE

7. GRANTEE REPORTS:

REPORTS ARE RECEIVED FROM THE GRANTEE ANNUALLY

RAINWATER CHARITABLE FOUNDATION
EIN: 80-0870036
12/31/2018

ATTACHMENT 20

PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY

RAINWATER CHARITABLE FOUNDATION EXERCISED EXPENDITURE
RESPONSIBILITY IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION
4945(H) FOR THE FOLLOWING GRANTS IN 2018:

GRANT 1

1. NAME AND ADDRESS OF GRANTEE:

TAUNTON FAMILY CHILDREN'S HOME, INC.

2. AMOUNT OF GRANT:

\$4,000

3. DATE GRANT APPROVED:

2/25/2015

4. GRANT PURPOSE:

FOR COUNSELING AS NEEDED FOR CHILDREN IN THE HOME

5. AMOUNT EXPENDED BY GRANTEE (BASED ON MOST RECENT REPORT RECEIVED
FROM THE GRANTEE):

\$4,000

6. DIVERSION OF FUNDS FROM THE PURPOSE OF THE GRANT:

TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, NO PART OF THE GRANT
HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

7. DATES OF FINANCIAL REPORTS RECEIVED FROM GRANTEES:

11/1/2016, 10/24/2017, 3/15/2018, AND 9/23/2019

8. THE DATE AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS
UNDERTAKEN BY THE GRANTOR OR BY OTHERS AT THE DIRECTION OF THE
GRANTOR:

THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE; THEREFORE, NO INDEPENDENT
VERIFICATION OF THE REPORT WAS MADE

THE RAINWATER CHARITABLE FOUNDATION
EIN: 80-0870036
12/31/2018

ATTACHMENT 20

PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY

RAINWATER CHARITABLE FOUNDATION EXERCISED EXPENDITURE
RESPONSIBILITY IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION
4945(H) FOR THE FOLLOWING GRANTS IN 2018:

GRANT 2

1. NAME AND ADDRESS OF GRANTEE:

AQUINNAH PHARMACEUTICALS INC.

2. AMOUNT OF GRANT:

\$375,000

3. DATE GRANT APPROVED:

2018

4. GRANT PURPOSE:

FOR RESEARCH INTO TAUOPATHIES

5. AMOUNT EXPENDED BY GRANTEE (BASED ON MOST RECENT REPORT RECEIVED
FROM THE GRANTEE):

\$0 - GRANT WAS APPROVED IN 2018 BUT AS OF 12/31/2018, NO FUNDS
WERE DISBURSED TO THE GRANTEE

6. DIVERSION OF FUNDS FROM THE PURPOSE OF THE GRANT:

NONE

7. DATES OF FINANCIAL REPORTS RECEIVED FROM GRANTEES:

NONE - REPORTS WILL BE PROVIDED BY THE GRANTEE ANNUALLY

8. THE DATE AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS
UNDERTAKEN BY THE GRANTOR OR BY OTHERS AT THE DIRECTION OF THE
GRANTOR:

N/A