

EXTENDED TO NOVEMBER 15, 2019

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

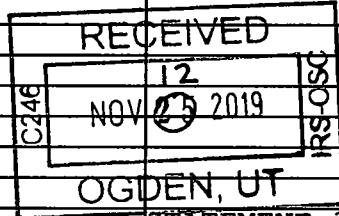
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation AINSLIE FOUNDATION		A Employer identification number 81-4732333
Number and street (or P.O. box number if mail is not delivered to street address) C/O 1900 N. PEARL STREET, 20TH FLOOR	Room/suite	B Telephone number 214-880-4000
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75201		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 294,836,339.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
1 Contributions, gifts, grants, etc., received		5,682,699.		N/A	
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 8		7.	7.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,413.			STATEMENT 1
b Gross sales price for all assets on line 6a 62,689,108.					
7 Capital gain net income (from Part IV, line 2)			9,942,359.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		0.	300,093.		STATEMENT 3
12 Total. Add lines 1 through 11		5,688,119.	10,242,459.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		3,475.	0.		3,475.
b Accounting fees STMT 5		9,969.	1,464.		8,505.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		243,474.	1.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		256,918.	1,465.		11,980.
25 Contributions, gifts, grants paid		13,021,205.			13,021,205.
26 Total expenses and disbursements. Add lines 24 and 25		13,278,123.	1,465.		13,033,185.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-7,590,004.			
b Net investment income (if negative, enter -0-)			10,240,994.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,254,227.	157,200.	157,200.
	2 Savings and temporary cash investments	7,114.	6.	6.
	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			
	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 9	146,299,070.	76,479,491.	76,479,491.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	161,354,325.	218,007,192.	218,007,192.
	14 Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER RECEIVABLES)	0.	192,450.	192,450.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	308,914,736.	294,836,339.	294,836,339.
	17 Accounts payable and accrued expenses	221,677.		
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	221,677.	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.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	308,693,059.	294,836,339.	
	30 Total net assets or fund balances	308,693,059.	294,836,339.	
	31 Total liabilities and net assets/fund balances	308,914,736.	294,836,339.	

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	308,693,059.
2 Enter amount from Part I, line 27a	2	-7,590,004.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,838,878.
4 Add lines 1, 2, and 3	4	302,941,933.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	8,105,594.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	294,836,339.

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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 62,689,108.		57,887,906.	9,942,359.	
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			9,942,359.	
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 9,942,359.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	7,622,209.	280,692,955.	.027155
2016	2,677,939.	28,596,109.	.093647
2015	2,032,353.	31,235,970.	.065065
2014	2,910,842.	30,348,862.	.095913
2013	4,775.	1,903,257.	.002509

2 Total of line 1, column (d)	2 .284289
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 .056858
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4 306,386,791.
5 Multiply line 4 by line 3	5 17,420,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 102,410.
7 Add lines 5 and 6	7 17,522,950.
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 13,033,185.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax

172,906. Refunded

Part VII-A Statements Regarding Activities

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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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	STMT 11	
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		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		
14 The books are in care of ▶ TONY HAIRSTON Telephone no. ▶ 214-880-4000 Located at ▶ 1900 N. PEARL STREET, 20TH FLOOR, DALLAS, TX ZIP+4 ▶ 75201		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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?	☐ 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 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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ _____, _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

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?

SEE STATEMENT 12

☒ 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?

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?

☐ 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEE S. AINSIE, III 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	PRESIDENT & CO-CHAIR 0.10	0.	0.	0.
ELIZABETH M. AINSIE 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	CO-CHAIR 0.10	0.	0.	0.
ALEX RAFAL 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	SECRETARY 0.10	0.	0.	0.
W. KEITH HENNINGTON 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	TREASURER 0.10	0.	0.	0.

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

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

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

0

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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	304,471,002.
b	Average of monthly cash balances	1b	6,389,128.
c	Fair market value of all other assets	1c	192,450.
d	Total (add lines 1a, b, and c)	1d	311,052,580.
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	311,052,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,665,789.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	306,386,791.
6	Minimum investment return. Enter 5% of line 5	6	15,319,340.

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	15,319,340.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	204,820.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	38,456.
c	Add lines 2a and 2b	2c	243,276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,076,064.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,076,064.
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	15,076,064.

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	13,033,185.
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	13,033,185.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,033,185.

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.

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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				15,076,064.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			3,584,103.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 13,033,185.				
a Applied to 2017, but not more than line 2a			3,584,103.	
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				9,449,082.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				5,626,982.
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	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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				
ACADEMY CENTER OF THE ARTS 600 MAIN STREET LYNCHBURG, VA 24504	N/A	PC	PERFORMING ARTS SCHOOL	5,000.
ACUMEN FUND, INC. 40 WORTH STREET, SUITE 303 NEW YORK, NY 10013	N/A	PC	PROMOTION OF BUSINESS TO CREATE A GLOBAL COMMUNITY OF EMERGING LEADERS	50,760.
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	N/A	PC	EDUCATION	50,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS, INC. P.O. BOX 140189 DALLAS, TX 75214	N/A	PC	COMMUNITY OUTREACH	2,500.
BOYS & GIRLS CLUBS OF MARTIN COUNTY, INC. P.O. BOX 910 HOBE SOUND, FL 33475	N/A	PC	COMMUNITY OUTREACH	2,500.
Total	SEE CONTINUATION SHEET(S)			13,021,205.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2018)

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

AINSLIE FOUNDATION

Employer identification number

81-4732333**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 foundation

Check 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	Employer identification number
AINSLIE FOUNDATION	81-4732333

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	COHASSET, LTD. C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 2,740,566.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	COHASSET VC, LTD. C/O 1900 N. PEARL STREET, 20TH FLOOR DALLAS, TX 75201	\$ 2,866,367.	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

81-4732333

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	VARIOUS PUBLICLY TRADED SECURITIES (DETAILS AVAILABLE UPON REQUEST)	\$ 2,740,566.	12/01/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	144,256 SHS. HOMOLOGY MEDICINES, INC.	\$ 2,866,367.	10/09/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization	Employer identification number
AINSLIE FOUNDATION	81-4732333

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(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 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
17,864.02 SHS MAVERICK STABLE FUND, LTD. (LT)	PURCHASED	01/01/17	01/01/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,000,000.	20,000,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,450.43 SHS MAVERICK STABLE FUND, LTD. (LT)	PURCHASED	01/01/17	04/01/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000,000.	5,000,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
22,767.85 SHS MAVERICK STABLE FUND, LTD. (LT)	PURCHASED	01/01/17	07/01/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,000,000.	26,000,000.	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
9,124.23 SHS MAVERICK STABLE FUND, LTD. (LT)	10,500,000.	10,500,000.	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
PUBLICLY TRADED SECURITIES	1,189,108.	1,183,695.	0.	0.	5,413.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	5,413.

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
MORGANSTANLEY SMITHBARNEY LLC	7.	0.	7.	7.	
TO PART I, LINE 4	7.	0.	7.	7.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK FUND USA, LTD.	0.	-462,042.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK LEVERED PARTNERS, L.P.	0.	-1,250,407.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK SELECT, L.P.	0.	-445,320.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK FUNDAMENTAL QUANT, L.P.	0.	26,371.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK FUNDAMENTAL QUANT NEUTRAL, L.P.	0.	144,819.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK HOLDINGS C, L.P.	0.	-50.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK LONG ENHANCED, L.P.	0.	-221,686.		
INCOME/(LOSS) FROM SCH. K-1 INV. IN MAVERICK QM NEUTRAL, L.P.	0.	-4,026.		
SUBPART F - FROM SCH. K-1 INV. IN MAVERICK LEVERED PARTNERS, L.P. (MLC)	0.	28,369.		
SUBPART F - MAVERICK SEED FUND. LTD.	0.	2,480,880.		
LESS: UNRELATED BUSINESS TAXABLE INCOME FROM INVESTMENTS	0.	3,185.		
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	300,093.		

FORM 990-PF	LEGAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,475.	0.		3,475.
TO FM 990-PF, PG 1, LN 16A	3,475.	0.		3,475.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	9,969.	1,464.		8,505.	
TO FORM 990-PF, PG 1, LN 16B	9,969.	1,464.		8,505.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	243,473.	0.		0.	
FOREIGN TAX WITHHOLDING	1.	1.		0.	
TO FORM 990-PF, PG 1, LN 18	243,474.	1.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/(LOSS) - MAVERICK FUND USA, LTD.	914,482.				
UNREALIZED GAIN/(LOSS) - MAVERICK LEVERED PARTNERS, L.P.	731,574.				
UNREALIZED GAIN/(LOSS) - MAVERICK HOLDINGS C, L.P.	192,822.				
TOTAL TO FORM 990-PF, PART III, LINE 3	1,838,878.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
UNREALIZED GAIN/(LOSS) - MAVERICK STABLE FUND, LTD.	698,691.				
UNREALIZED GAIN/(LOSS) - MAVERICK SEED FUND, LTD.	2,620,887.				
UNREALIZED GAIN/(LOSS) - MAVERICK SELECT, L.P.	2,739,517.				
UNREALIZED GAIN/(LOSS) - MAVERICK FUNDAMENTAL QUANT, L.P.	621,800.				
UNREALIZED GAIN/(LOSS) - MAVERICK FUNDAMENTAL QUANT NEUTRAL, L.P.	657,062.				
UNREALIZED GAIN/(LOSS) - MAVERICK LONG ENHANCED, L.P.	745,687.				

AINSLIE FOUNDATION	81-4732333
UNREALIZED GAIN/(LOSS) - MAVERICK QM NEUTRAL, L.P.	21,950.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,105,594.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MAVERICK STABLE FUND, LTD. (LT)	39,813,433.	39,813,433.
MAVERICK SEED FUND, LTD.	36,666,058.	36,666,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	76,479,491.	76,479,491.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MAVERICK FUND USA, LTD.	FMV	24,197,873.	24,197,873.
MAVERICK LEVERED PARTNERS, L.P.	FMV	24,192,176.	24,192,176.
MAVERICK FUNDAMENTAL QUANT, L.P.	FMV	7,575,407.	7,575,407.
MAVERICK SELECT, L.P.	FMV	32,372,434.	32,372,434.
MAVERICK FUNDAMENTAL QUANT NEUTRAL, L.P.	FMV	116,218,020.	116,218,020.
MAVERICK HOLDINGS C, L.P.	FMV	1,518,919.	1,518,919.
MAVERICK LONG ENHANCED, L.P.	FMV	7,954,313.	7,954,313.
MAVERICK QM NEUTRAL, L.P.	FMV	3,978,050.	3,978,050.
TOTAL TO FORM 990-PF, PART II, LINE 13		218,007,192.	218,007,192.

FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MAVERICK SEED FUND, LTD.

98-1007087

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

1900 N. PEARL STREET, 20TH FLOOR
DALLAS, TX 75201

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

MAVERICK CAPITAL FOUNDATION

GRANTEE'S ADDRESS1900 N. PEARL STREET, 20TH FLOOR
DALLAS, TX 75201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
5,000,000.	04/01/17	4,764,848.	11/12/19

PURPOSE OF GRANTMEANINGFULLY IMPROVE THE LIVES OF OTHERS BY IDENTIFYING, FUNDING, AND
PARTNERING WITH THE MOST EFFECTIVE NON-PROFITS WORKING TO HELP THOSE IN
NEED.DATES OF REPORTS BY GRANTEE

11/12/19

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTO THE KNOWLEDGE OF THE FOUNDATION, AND BASED ON THE REPORT(S) FURNISHED BY
THE GRANTEE, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

MAVERICK CAPITAL FOUNDATION

GRANTEE'S ADDRESS

1900 N. PEARL STREET, 20TH FLOOR
DALLAS, TX 75201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
5,000,000.	01/01/18	0.	11/12/19

PURPOSE OF GRANT

MEANINGFULLY IMPROVE THE LIVES OF OTHERS BY IDENTIFYING, FUNDING, AND PARTNERING WITH THE MOST EFFECTIVE NON-PROFITS WORKING TO HELP THOSE IN NEED.

DATES OF REPORTS BY GRANTEE

11/12/19

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED ON THE REPORT(S) FURNISHED BY THE GRANTEE, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT 13
	PART XVII, LINE 2, COLUMN (C)	

NAME OF AFFILIATED OR RELATED ORGANIZATION

MAVERICK CAPITAL; LTD. EMPLOYEE BENEFIT TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS/TRUSTEES

AINSLIE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	17,864.02 SHS MAVERICK STABLE FUND, LTD. (LT)	P	01/01/17	01/01/18
b	4,450.43 SHS MAVERICK STABLE FUND, LTD. (LT)	P	01/01/17	04/01/18
c	22,767.85 SHS MAVERICK STABLE FUND, LTD. (LT)	P	01/01/17	07/01/18
d	9,124.23 SHS MAVERICK STABLE FUND, LTD. (LT)	P	01/01/17	10/01/18
e	PUBLICLY TRADED SECURITIES			
f	STCG/(L) FROM SCH. K-1 INV. IN MAVERICK FUND USA,			
g	LTCG/(L) FROM SCH. K-1 INV. IN MAVERICK FUND USA,			
h	STCG/(L) FROM SCH. K-1 INV. IN MAVERICK LEVERED P			
i	LTCG/(L) FROM SCH. K-1 INV. IN MAVERICK LEVERED P			
j	STCG/(L) FROM SCH. K-1 INV. IN MAVERICK FUNDAMENT			
k	LTCG/(L) FROM SCH. K-1 INV. IN MAVERICK FUNDAMENT			
l	STCG/(L) FROM SCH. K-1 INV. IN MAVERICK LONG ENHA			
m	LTCG/(L) FROM SCH. K-1 INV. IN MAVERICK LONG ENHA			
n	STCG/(L) FROM SCH. K-1 INV. IN MAVERICK QM NEUTRA			
o	LESS: STCG/(L) - UNRELATED BUSINESS TAXABLE INCOM			

(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 20,000,000.	0.	18,796,050.	1,203,950.
b 5,000,000.	0.	4,682,627.	317,373.
c 26,000,000.	0.	23,955,735.	2,044,265.
d 10,500,000.	0.	9,600,279.	899,721.
e 1,189,108.	0.	853,215.	335,893.
f			3,107,623.
g			1,323,024.
h			-763,694.
i			2,363,448.
j			-1,759,694.
k			1,565,323.
l			-377,225.
m			-16,579.
n			-93,415.
o			-47,913.

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			1,203,950.
b			317,373.
c			2,044,265.
d			899,721.
e			335,893.
f			3,107,623.
g			1,323,024.
h			-763,694.
i			2,363,448.
j			-1,759,694.
k			1,565,323.
l			-377,225.
m			-16,579.
n			-93,415.
o			-47,913.

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

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 LESS: LTCG/(L) - UNRELATED BUSINESS TAXABLE INCOM				
b				
c				
d				
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			-159,741.
b			
c			
d			
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			-159,741.
b			
c			
d			
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	9,942,359.
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
BOYS' CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PC	COMMUNITY OUTREACH	55,000.
CENTER FOR URBAN FAMILIES 2201 NORTH MONROE STREET BALTIMORE, MD 21217	N/A	PC	COMMUNITY OUTREACH	25,000.
CENTRAL PARK CONSERVANCY, INC. 14 EAST 60TH STREET NEW YORK, NY 10022	N/A	PC	ENVIRONMENTAL PRESERVATION	2,500.
CHRIST MEMORIAL CHAPEL P.O. BOX 582 HOBE SOUND, FL 33475	N/A	PC	COMMUNITY OUTREACH	1,000.
CIA OFFICERS MEMORIAL FOUNDATION P.O. BOX 405 HERNDON, VA 20172	N/A	PC	SCHOLARSHIPS & FINANCIAL AID TO SURVIVORS AND DEPENDENTS OF CIA OFFICERS	25,000.
COLBY COLLEGE 4335 MAYFLOWER HILL WATERVILLE, ME 04901	N/A	PC	EDUCATION	50,000.
COLD SPRING HARBOR LABORATORY ASSOCIATION 1 BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	N/A	PC	SCIENCE RESEARCH	1,025,194.
COLLEGE TRACK 112 LINDEN STREET OAKLAND, CA 94607	N/A	PC	EDUCATION	25,000.
COMMON SENSE MEDIA 650 TOWNSEND, SUITE 435 SAN FRANCISCO, CA 94103	N/A	PC	PROVIDE UNBIASED INFORMATION, TRUSTED ADVICE, AND INNOVATIVE TOOLS TO HELP HARNESS THE POWER OF MEDIA AND	5,000.
COMMUNITY FOUNDATION OF OYSTER BAY INC. P.O. BOX 329 OYSTER BAY, NY 11771	N/A	PC	SUPPORT COMMUNITY AND CHARITABLE ORGANIZATIONS	500.
Total from continuation sheets				12,910,445.

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
COOPER HEWITT, SMITHSONIAN DESIGN MUSEUM 2 E 91ST STREET NEW YORK, NY 10128	N/A	PC	ARTS	110,000.
DANA-FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON, MA 02215	N/A	PC	CANCER RESEARCH AND PATIENT CARE	2,500.
DREAM 1991 SECOND AVENUE NEW YORK, NY 10029	N/A	PC	COMMUNITY OUTREACH	50,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	N/A	PC	ENVIRONMENTAL PRESERVATION	75,000.
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	N/A	PC	EDUCATION	1,200,000.
GLEN COVE BOYS AND GIRLS CLUB AT LINCOLN HOUSE 113 GLEN COVE AVENUE GLEN COVE, NY 11542	N/A	PC	COMMUNITY OUTREACH	10,000.
GLOBAL CITIZEN YEAR 1625 CLAY STREET, SUITE 400 OAKLAND, CA 94612	N/A	PC	ENVIRONMENTAL CONSERVATION, PUBLIC HEALTH, AGRICULTURE, EDUCATION, AND SOCIAL ENTERPRISE IN FOREIGN	25,000.
GO PROJECT 50 COOPER SQUARE, 3RD FLOOR NEW YORK, NY 10003	N/A	PC	EDUCATION	5,000.
GRAND TETON NATIONAL PARK FOUNDATION P.O. BOX 249 MOOSE, WY 83012	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
GREEN VALE SCHOOL 250 VALENTINE'S LANE OLD BROOKVILLE, NY 11545-2523	N/A	PC	EDUCATION	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRENVILLE BAKER BOYS & GIRLS CLUB 135 FOREST AVENUE LOCUST VALLEY, NY 11560	N/A	PC	COMMUNITY OUTREACH	261,286.
HARLEM CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK, NY 10035	N/A	PC	SOCIAL SERVICES	100,000.
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	N/A	PC	DIABETES RESEARCH	50,000.
HOBE SOUND COMMUNITY CHEST INC. P.O. BOX 511 HOBE SOUND, FL 33475-0511	N/A	PC	SOCIAL SERVICES	2,500.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	N/A	PC	DEFEND RIGHTS OF PEOPLE WORLDWIDE	10,000.
IMENTOR 30 BROAD STREET, 9TH FLOOR NEW YORK, NY 10004	N/A	PC	EDUCATION	5,000.
ISLAND HARVEST 15 GRUMMAN ROAD WEST, SUITE 1450 BETHPAGE, NY 11714	N/A	PC	FOOD BANK, FREE FOOD DISTRIBUTION PROGRAMS	2,500.
ISRAEL POLICY FORUM 355 LEXINGTON AVENUE, 14TH FLOOR NEW YORK, NY 10017	N/A	PC	EDUCATION AND SOCIAL PRESERVATION	5,000.
JACKSON HOLE LAND TRUST P.O. BOX 2897 JACKSON, WY 83001	N/A	PC	LAND RESOURCES CONSERVATION	5,000.
JAMES B. LEE, JR. SCHOLARSHIP FUND IN HONOR OF JOSEPH A. MCBRIDE P.O. BOX 1366 SOUTHAMPTON, NY 11969	N/A	PC	EDUCATION	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEFFERSON SCHOLARS FOUNDATION P.O. BOX 400891 CHARLOTTESVILLE, VA 22904-4891	N/A	PC	EDUCATION	10,000.
JUPITER ISLAND GARDEN CLUB P.O. BOX 1410 HOBE SOUND, FL 33475	N/A	PC	ENVIRONMENTAL PRESERVATION	200.
JUPITER ISLAND HISTORICAL SOCIETY INC. P.O. BOX 938 HOBE SOUND, FL 33475	N/A	PC	ARTS	1,000.
JUPITER ISLAND MEDICAL CLINIC 100 ESTRADA SQUARE HOBE SOUND, FL 33455	N/A	PC	MEDICAL CENTER	2,500.
KIPP NYC 470 7TH AVENUE, 10TH FLOOR NEW YORK, NY 10018	N/A	PC	EDUCATION	10,000.
LIFE BALANCE FOUNDATION 6192 HENDERSON ROAD SANIBEL, FL 33957	N/A	PC	SOCIAL SERVICES	5,000.
MAINE RECOVERY FUND 494 FOREST AVENUE PORTLAND, ME 04101	N/A	PC	SOCIAL SERVICES	75,000.
MAVERICK CAPITAL FOUNDATION 300 CRESCENT COURT, 18TH FLOOR DALLAS, TX 75201	N/A	PF	PHILANTHROPY, VOLUNTARISM, AND GRANTMAKING	5,000,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PC	MEDICAL CENTER	10,000.
NANTUCKET BOYS & GIRLS CLUB P.O. BOX 269 NANTUCKET, MA 02554	N/A	PC	COMMUNITY OUTREACH	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NANTUCKET CONSERVATION FOUNDATION P.O. BOX 13 NANTUCKET, MA 02554-0013	N/A	PC	ENVIRONMENTAL PRESERVATION	10,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	N/A	PC	MEDICAL CENTER	5,000.
NANTUCKET PRESERVATION TRUST P.O. BOX 158 NANTUCKET ISLAND, MA 02554	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
NANTUCKET YACHT CLUB FOUNDATION, INC. 1 SOUTH BEACH STREET NANTUCKET, MA 02554	N/A	PC	EDUCATION ASSISTANCE	500.
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT, RI 02841-1213	N/A	PC	EDUCATION	10,000.
NEW YORK CITY POLICE FOUNDATION 555 FIFTH AVENUE, 15TH FLOOR NEW YORK, NY 10017	N/A	PC	PUBLIC SAFETY	1,000.
NEW YORK-PRESBYTERIAN HOSPITAL 654 WEST 170TH STREET NEW YORK, NY 10032	N/A	PC	MEDICAL CENTER	1,026,610.
NORTH COUNTRY GARDEN CLUB OF LONG ISLAND P.O. BOX 21 LOCUST VALLEY, NY 11560	N/A	PC	ENVIRONMENTAL PRESERVATION	500.
NORTH SHORE LAND ALLIANCE P.O. BOX 658 OYSTER BAY, NY 11771	N/A	PC	ENVIRONMENTAL PRESERVATION	5,000.
NORTHWELL HEALTH 2000 MARCUS AVENUE NEW HYDE PARK, NY 10042	N/A	PC	MEDICAL CENTER	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NPOWER 3 METROTECH CENTER, MEZZANINE LEVEL BROOKLYN, NY 11201	N/A	PC	LAUNCHING DIGITAL CAREERS FOR MILITARY VETERANS AND YOUNG ADULTS FROM UNDERSERVED	60,458.
OLD WESTBURY GARDENS P.O. BOX 430 OLD WESTBURY, NY 11568	N/A	PC	ENVIRONMENTAL PRESERVATION	2,500.
ONE LOVE FOUNDATION IN HONOR OF YEARDLEY LOVE P.O. BOX 368 BRONXVILLE, NY 10708	N/A	PC	EDUCATION IN RELATIONSHIP VIOLENCE	5,000.
PEER HEALTH EXCHANGE 70 GOLD STREET SAN FRANCISCO, CA 94133	N/A	PC	COMMUNITY OUTREACH	50,000.
PLANNED PARENTHOOD OF NASSAU COUNTY 540 FULTON AVENUE HEMPSTEAD, NY 11550	N/A	PC	SOCIAL SERVICES	5,000.
PLANNED PARENTHOOD OF SOUTH, EAST, AND NORTH FLORIDA 2300 N. FLORIDA MANGO ROAD WEST PALM BEACH, FL 33409	N/A	PC	SOCIAL SERVICES	2,500.
PLANTING FIELDS FOUNDATION P.O. BOX 660 OYSTER BAY, NY 11771	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	PC	SOCIAL SERVICES	2,635,197.
SECOND STAGE THEATRE 305 WEST 43RD ST NEW YORK, NY 10036	N/A	PC	ARTS	1,000.
SOCIETY FOR THE PRESERVATION OF LONG ISLAND ANTIQUITIES 161 MAIN STREET COLD SPRING HARBOR, NY 11724	N/A	PC	ENVIRONMENTAL PRESERVATION	1,000.
Total from continuation sheets				

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SQUASHBUSTERS 795 COLUMBUS AVENUE ROXBURY CROSSING, MA 02120	N/A	PC	COMMUNITY OUTREACH	10,000.
ST. BERNARD'S SCHOOL, INC. 4 EAST 98TH STREET NEW YORK, NY 10029	N/A	PC	EDUCATION	1,000.
ST. JOHN'S CHURCH 1670 NY-25A COLD SPRING HARBOR, NY 11724	N/A	PC	CHURCH	1,000.
SUCCESS ACADEMY CHARTER SCHOOLS 95 PINE STREET, FLOOR 6 NEW YORK, NY 10005	N/A	PC	EDUCATION	10,000.
SUSTAINABLE NANTUCKET (DBA NANTUCKET SUSTAINABLE DEVELOPMENT CORPORATION) P.O. BOX 1244 NANTUCKET, MA 02554	N/A	PC	AGRICULTURE, FOOD, NUTRITION	1,000.
SWIM ACROSS AMERICA 11600 N. COMMUNITY HOUSE ROAD, SUITE 100 CHARLOTTE, NC 28277	N/A	PC	MEDICAL RESEARCH	2,500.
TEACH FOR AMERICA 25 BROADWAY, 12TH FLOOR NEW YORK, NY 10004	N/A	PC	EDUCATION	10,000.
TEXAS CHILDREN'S HOSPITAL P.O. BOX 300630, STE 5214 HOUSTON, TX 77230-0630	N/A	PC	MEDICAL CENTER	10,000.
THE BONE MARROW FOUNDATION	N/A	PC	MEDICAL RESEARCH	5,000.
THE BROAD INSTITUTE 415 MAIN STREET CAMBRIDGE, MA 02142	N/A	PC	MEDICAL RESEARCH	100,000.
Total from continuation sheets				

Part XV, Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE DUNBAR CENTER 12100 S.E. LANTANA AVENUE HOBE SOUND, FL 33455	N/A	PC	COMMUNITY OUTREACH	10,000.
THE EPISCOPAL SCHOOL IN THE CITY OF NEW YORK 35 EAST 69TH STREET NEW YORK, NY 10021	N/A	PC	EDUCATION	1,000.
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	N/A	PC	ENVIRONMENTAL PRESERVATION	50,000.
THE GARDEN CLUB OF AMERICA 14 EAST 60TH STREET, 3RD FLOOR NEW YORK, NY 10022	N/A	PC	ENVIRONMENTAL PRESERVATION	5,000.
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	N/A	PC	ARTS	10,000.
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	N/A	PC	ARTS	25,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	N/A	PC	ENVIRONMENTAL PRESERVATION	10,000.
THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, SUITE 305 PHILADELPHIA, PA 19104	N/A	PC	EDUCATION	25,000.
THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL P.O. BOX 309 CHAPEL HILL, NC 27514-0309	N/A	PC	EDUCATION	15,000.
THE UNIVERISTY OF VIRGINIA P.O. BOX 400331 CHARLOTTESVILLE, VA 22904-4331	N/A	PC	EDUCATION	5,000.
Total from continuation sheets				

81-4732333

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

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COMMON SENSE MEDIA

PROVIDE UNBIASED INFORMATION, TRUSTED ADVICE, AND INNOVATIVE TOOLS TO
HELP HARNESS THE POWER OF MEDIA AND TECHNOLOGY

NAME OF RECIPIENT - GLOBAL CITIZEN YEAR

ENVIRONMENTAL CONSERVATION, PUBLIC HEALTH, AGRICULTURE, EDUCATION, AND
SOCIAL ENTERPRISE IN FOREIGN COUNTRIES

NAME OF RECIPIENT - NPOWER

LAUNCHING DIGITAL CAREERS FOR MILITARY VETERANS AND YOUNG ADULTS FROM
UNDERSERVED COMMUNITIES