

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

OMB No 1545-0047

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.

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

SAPPHIRE FOUNDATION, INC.

A Employer identification number

30-0674167

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

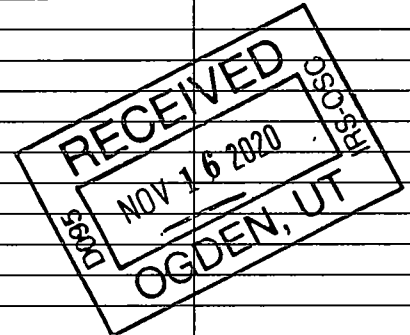
Name change

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) \$ 28,753,686.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____ (Part I, column (d), must be on cash basis)C If exemption application is pending, check here. ☐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. ☐**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)	550,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	28,078.	28,078.		
4 Dividends and interest from securities	390,768.	390,768.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	272,122.			
b Gross sales price for all assets on line 6a 3,236,303.				
7 Capital gain net income (from Part IV line 2)		298,334.		
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) ATTCH. 1	565,539.	515,734.		
12 Total. Add lines 1 through 11	1,806,507.	1,232,914.		
13 Compensation of officers, directors, trustees, etc.	72,000.			72,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	5,508.			5,508.
16a Legal fees (attach schedule) ATTCH. 2	651.			651.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [3]	122,678.	122,678.		
17 Interest	43.	13.		30.
18 Taxes (attach schedule) (see instructions) [4]	44,359.	17,759.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	10,350.			10,350.
21 Travel, conferences, and meetings	9,701.	83.		9,618.
22 Printing and publications				
23 Other expenses (attach schedule) ATTCH. 5	413,100.	346,010.		42,473.
24 Total operating and administrative expenses. Add lines 13 through 23.	678,390.	486,543.		140,630.
25 Contributions, gifts, grants paid	796,450.			796,450.
26 Total expenses and disbursements. Add lines 24 and 25	1,474,840.	486,543.	0.	937,080.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	331,667.			
b Net investment income (if negative, enter -0-)		746,371.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see instructions

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19 Received in FEB 23 2021

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,177,083.	1,138,885.	1,138,885.
	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) [6]	58,144.	68,666.	72,275.
	b	Investments - corporate stock (attach schedule) ATCH 7	12,510,275.	13,331,244.	15,903,646.
	c	Investments - corporate bonds (attach schedule) ATCH 8	234,870.	232,903.	244,242.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 9	10,723,681.	11,014,022.	11,144,638.	
14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 10)		250,000.	250,000.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,704,053.	26,035,720.	28,753,686.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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 FASB ASC 958, check here ▶ ☐			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg, and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds . .	25,704,053.	26,035,720.	
	29	Total net assets or fund balances (see instructions)	25,704,053.	26,035,720.	
	30	Total liabilities and net assets/fund balances (see instructions)	25,704,053.	26,035,720.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	25,704,053.
2	Enter amount from Part I, line 27a	2	331,667.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,035,720.
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 29	6	26,035,720.

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) 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					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	298,334.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	1,110,612.	25,073,151.	0.044295
2017	870,751.	21,673,789.	0.040175
2016	850,493.	20,657,460.	0.041171
2015	899,098.	19,142,525.	0.046969
2014	776,392.	20,049,602.	0.038724
2 Total of line 1, column (d)			2 0.211334
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 0.042267
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 27,184,545.
5 Multiply line 4 by line 3.			5 1,149,009.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 7,464.
7 Add lines 5 and 6.			7 1,156,473.
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 1,187,080.

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	7,464.
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	7,464.
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	7,464.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	22,900.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	22,900.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,436.
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 7,500. Refunded ☐	11	7,936.

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ TN, TX, ☐ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
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
16 At any time during calendar year 2019, 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 ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	3b	
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 2019?	4a	X
	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.		
	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?	☒ 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?		
	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?		
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		72,000.	0.	0.

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

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

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

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 12		122,678.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 SUSTAIN INITIATIVE PRI - TO SUPPORT SOCIAL IMPACT ORGANIZATIONS IN DEVELOPING LONG-TERM FINANCIAL SUSTAINABILITY AND THEREBY INCREASE THEIR SOCIAL IMPACT.	250,000.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	250,000.

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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	15,118,425.
b	Average of monthly cash balances	1b	1,920,044.
c	Fair market value of all other assets (see instructions)	1c	10,560,054.
d	Total (add lines 1a, b, and c)	1d	27,598,523.
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	27,598,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	413,978.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,184,545.
6	Minimum investment return. Enter 5% of line 5	6	1,359,227.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,359,227.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	7,464.
b	Income tax for 2019 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,464.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,351,763.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,351,763.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,351,763.

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	937,080.
b	Program-related investments - total from Part IX-B	1b	250,000.
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	1,187,080.
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	7,464.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,179,616.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,351,763.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			1,183,783.	
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>1,187,080.</u>				
a Applied to 2018, but not more than line 2a			1,183,783.	
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 2019 distributable amount.				3,297.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2019 (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				
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				1,348,466.
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 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 ATCH 13				
Total ▶ 3a				796,450.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
--------------	--

[illegible]

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

- | | | | |
|----------|--|--------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | 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

**Sign
Here**

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

Benjamin L. Cook
Signature of officer or trustee

11/3/2020
Date

► Executive Dir + Secretary
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date _____

10/29/2020

Check	if
-------	----

self-employed

PTIN

P01345770

Firm's name	▶ FOUNDATION SOURCE
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Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

Firm's EIN ▶ 510398347

Phone no 800-839-1754

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

OMB No 1545-0047

2019▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

SAPPHIRE FOUNDATION, INC.

Employer identification number

30-0674167

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, 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 **SAPPHIRE FOUNDATION, INC.**Employer identification number
30-0674167**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	ALICE P. LUPTON IRREVOCABLE TRUST 201 WEST MAIN STREET, SUITE 205 CHATTANOOGA, TN 37408	\$ 550,000.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	30-0674167
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Part II

(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
_____	_____ _____ _____ _____	\$ _____	_____
(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 **SAPPHIRE FOUNDATION, INC.**

Employer identification number

30-0674167

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

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,236,303	\$ 3,303,987	\$ (67,684)
Section 751 gain on sale of partnership - Reclass						\$ 395,863
						\$ (29,845)
Total included in Part IV				\$ 3,236,303	\$ 3,303,987	\$ 298,334
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (26,212)
Part I, Line 6a Total						\$ 272,122

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ANDEAVOR LOGISTICS LP	-2,224.	
K-1 INC/LOSS ENERGY TRANSFER LP	-5,740.	686.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-147.	1.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-9,339.	21.
K-1 INC/LOSS EQM (FKA EQT) MIDSTREAM PAR	-878.	16.
K-1 INC/LOSS HEADLANDS CPTL SECONDARY FD	6.	6.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	27,869.	18,972.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	533,906.	493,067.
K-1 INC/LOSS LUPTON PRIVATE EQUITY FUND	1,738.	1,738.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-5,721.	21.
K-1 INC/LOSS MPLX LP	-6,451.	154.
K-1 INC/LOSS PHILLIPS 66 PARTNERS LP	-3,281.	141.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-6,103.	35.
K-1 INC/LOSS SHELL MIDSTREAM PARTNERS LP	-779.	659.
K-1 INC/LOSS WESTERN GAS PARTNERS, LP	-604.	16.
K-1 INC/LOSS WESTERN MIDSTREAM PARTNERS,	-5,560.	62.
CLASS ACTION LAWSUIT PROCEEDS	139.	139.
FEDERAL TAX REFUND	18,863.	
SEC 751 GAIN ON SALE ANDEAVOR LOGISTICS	4,842.	
SEC 751 GAIN ON SALE ENERGY TRANSFER LP	1,531.	
SEC 751 GAIN ON SALE ENLINK MIDSTREAM PA	10,723.	
SEC 751 GAIN ON SALE ENTERPRISE PRODUCTS	5,502.	
SEC 751 GAIN ON SALE EQM (FKA EQT) MIDST	3,043.	
SEC 751 GAIN ON SALE MAGELLAN MIDSTREAM	640.	
SEC 751 GAIN ON SALE MPLX LP	1,064.	
SEC 751 GAIN ON SALE PHILLIPS 66 PARTNER	97.	
SEC 751 GAIN ON SALE PLAINS ALL AMERICAN	645.	
SEC 751 GAIN ON SALE SHELL MIDSTREAM PAR	242.	
SEC 751 GAIN ON SALE WESTERN MIDSTREAM P	1,516.	
TOTALS	565,539.	515,734.

FORM 990PF, PART I - LEGAL FEESATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DOCUMENT REVIEW/DRAFTING	651.			651.
TOTALS	<u>651.</u>			<u>651.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	122,678.	122,678.
TOTALS	<u>122,678.</u>	<u>122,678.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2019	11,600.	
990-PF EXTENSION FOR 2018	15,000.	
FOREIGN TAX PAID	17,759.	17,759.
TOTALS	<u>44,359.</u>	<u>17,759.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	39,330.		39,330.
BANK CHARGES	9,410.	9,410.	
K-1 EXP ENERGY TRANSFER LP	338.	317.	
K-1 EXP ENTERPRISE PRODUCTS PA	16.		
K-1 EXP EQM (FKA EQT) MIDSTREA	3.		
K-1 EXP HEADLANDS CPTL SECONDA	2,892.	2,892.	
K-1 EXP JTL PRIVATE EQUITY FUN	27,562.	23,944.	
K-1 EXP LUPTON HEDGE FUND PART	326,661.	305,767.	
K-1 EXP LUPTON PRIVATE EQUITY	3,341.	3,341.	
K-1 EXP MAGELLAN MIDSTREAM PAR	20.	5.	
K-1 EXP MPLX LP	16.		
K-1 EXP PLAINS ALL AMERICAN PI	365.	334.	
K-1 EXP SHELL MIDSTREAM PARTNE	1.		
K-1 EXP WESTERN MIDSTREAM PART	2.		
FOUNDATIONS CREDIT CARD FEES	54.		54.
OFFICE SUPPLIES	752.		752.
PROPERTY INSURANCE	2,117.		2,117.
STATE OR LOCAL FILING FEES	20.		20.
WEBSITE HOSTING/SUPPORT	200.		200.
TOTALS	413,100.	346,010.	42,473.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATIONAL MORTGAGE ASSO		
FHLMC - K012 CL A2 - 4.186% -	4,331.	4,270.
FHLMC REMIC K-AIV CL A 2 - 3.9	6,551.	6,095.
US T - 2.500% - 05/15/2046	5,417.	5,101.
US T BDS - 2.500% - 02/15/2045	4,940.	5,117.
US T BDS - 2.750% - 08/15/2047	4,843.	5,105.
US T BDS - 2.875% - 11/15/2046	8,705.	9,654.
US T BDS - 3.000% - 02/15/2049	8,722.	9,897.
US T BDS - 3.000% - 05/15/2045	4,417.	4,524.
US T BOND - 4.375% - 05/15/204	6,933.	7,833.
	8,783.	9,452.
US OBLIGATIONS TOTAL	<u>63,642.</u>	<u>67,048.</u>
VIRGINIA ELECTRIC & POWER - 3.	5,024.	5,227.
STATE OBLIGATIONS TOTAL	<u>5,024.</u>	<u>5,227.</u>
US AND STATE OBLIGATIONS TOTAL	<u>68,666.</u>	<u>72,275.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCELERON PHARMA INC	9,238.	9,385.
ACCENTURE PLC	41,517.	77,069.
ACCOR SA	29,527.	32,645.
ACI WORLDWIDE INC	14,026.	18,566.
ACS ACTIVIDADES CO UNSP ADR	23,651.	31,711.
ACUSHNET HOLDINGS CORP	12,552.	19,695.
ADECCO S.A. UNSP/ADR	31,557.	32,747.
ADOBE SYSTEMS, INC	18,248.	23,087.
ADVANCED ENERGY IND INC	25,844.	30,901.
AERCAP HOLDING N.V	22,368.	33,378.
AGCO CP	37,897.	46,968.
AGREE REALTY CORP	4,537.	7,859.
AIA GROUP LTD ADR	63,883.	77,993.
AIMMUNE THERAPEUTICS INC	28,886.	38,055.
AIRBUS GROUP	14,032.	33,112.
ALASKA AIR GROUP INC	17,537.	18,157.
ALBANY INTERNATIONAL CORP	5,196.	6,833.
ALCON INC	46,019.	46,218.
ALIBABA GROUP HOLDING LTD	33,331.	46,026.
ALLEGION PLC	19,631.	25,406.
ALLERGAN PLC	96,375.	97,114.
ALLETE INC	9,420.	12,663.
ALLIANCE DATA SYSTEM CORP	15,534.	10,098.
ALLIANT CORP	11,870.	17,784.
ALLIANZ SE ADR	24,066.	36,509.
ALPHABET INC CL A	16,116.	20,091.
AMADEUS IT HLDS SA	18,112.	29,882.
AMAZON COM	61,571.	64,674.
AMBEV SA	29,575.	31,110.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMC NETWORKS INC	12,269.	6,913.
AMCOR LTD ORD SHS	20,107.	20,694.
AMDOCS LIMITED	8,787.	10,395.
AMERICAN CAPITAL AGENCY CORP	16,044.	17,503.
AMERICAN ELECTRIC POWER INC	27,988.	29,204.
AMERICAN EXPRESS CO	13,053.	23,031.
AMERICAN SOFTWARE INC	1,468.	1,667.
AMERICAN TOWER REIT INC	3,673.	4,137.
AMERIPRISE FINANCIAL INC	17,838.	23,155.
AMERISOURCEBERGEN CORP	19,286.	19,555.
ANGLO AM PLC ADR	31,072.	39,391.
ANIKA THERAPEUTICS INC	2,181.	2,800.
APERGY INC.	17,694.	22,531.
ARROWHEAD PHARMACEUTICALS INC	13,542.	56,643.
ASHTREAD GROUP PLC	20,699.	25,155.
ASML HOLDING NV NY REG SHS	25,621.	41,432.
ASSURED GUARANTY LTD	16,074.	21,814.
AUTODESK, INC	19,597.	66,963.
AUTOLIV INC	25,423.	25,661.
AVERY DENNISON CORP	10,168.	14,652.
AXA ADS	27,782.	33,977.
BADGER METER, INC	2,516.	2,727.
BAE SYSTEMS PLC	39,921.	38,546.
BANCO BRADESCO S.A. SPONS ADR	15,335.	20,263.
BANCO LATINOAMERICANO DE COMER	13,452.	10,498.
BANK OF HAWAII CORP	3,901.	4,473.
BANK OZK	27,175.	24,164.
BASF AG SPONS ADR	39,511.	34,744.
BEIERSDORF AG ADR EACH REPR 0.	17,049.	17,822.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BGC PARTNERS INC	22,821.	22,037.
BIO RAD LABS INC CL A	21,899.	28,122.
BIOGEN INC	85,344.	90,799.
BIOHAVEN PHARMACEUTICAL HOLDIN	13,766.	17,040.
BLACKROCK STRAT INC OPP PORTFO	873,042.	860,425.
BLUEBIRD BIO INC	27,910.	19,656.
BOEING CO	8,736.	7,818.
BOK FINANCIAL CORP	6,727.	9,964.
BOOKING HOLDINGS INC	42,323.	47,236.
BOYD GAMING CORP	15,927.	17,695.
BRAMBLES LTD UNSP AD	20,000.	22,338.
BRINKS CO	18,103.	21,400.
BRITISH AMERICAN TOBACCO PLC	41,980.	31,548.
BROADCOM INC	46,295.	91,330.
BROADRIDGE FINANCIAL	2,048.	3,212.
BROOKS AUTOMATION, INC	4,899.	5,203.
BRUNSWICK CORP	10,599.	10,616.
CABLE ONE INC	18,364.	37,212.
CALRSBERG AS SP ADR REP B	40,507.	67,385.
CANADIAN NATL RAILWAY CO	23,545.	32,200.
CANTEL MEDICAL CORPORATION	3,266.	3,261.
CAP GEMINI SA UNSP/ADR	31,015.	32,228.
CASEY'S GENERAL STORES, INC	8,947.	11,129.
CASS INFORMATION SYSTEMS, INC	2,766.	3,349.
CATHAY GENERAL BANCORP	15,395.	16,209.
CERENCE INC	2,180.	3,168.
CGI INC	24,766.	50,561.
CHEESECAKE FACTORY INC	4,339.	3,847.
CHEGG INC	12,362.	21,419.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHEMED CORP	7,366.	24,599.
CHEVRON CORP	71,600.	70,378.
CHINA MOBILE HGK LTD	19,627.	17,880.
CHUBB LIMITED	48,520.	58,217.
CHURCHILL DOWNS INC	23,997.	34,163.
CIMAREX ENERGY CO	21,601.	21,678.
CINEMARK HOLDINGS INC	3,360.	3,182.
CITRIX SYSTEMS INC	18,357.	38,926.
COMCAST CORP	168,478.	230,066.
COMPAGNIE DE SAINT G	32,403.	32,075.
COMPAGNIE FINANCIERE RICHMONT	34,929.	37,591.
COMPASS GROUP PLC ADR	19,521.	27,295.
CONMED CORPORATION	6,712.	9,617.
CONOCOPHILLIPS	10,859.	15,932.
CONTL AG SPONS ADR	28,168.	24,646.
COPA HOLDINGS S.A	20,075.	23,778.
CORE LABORATORIES	2,028.	1,469.
CORELOGIC INC	3,747.	3,759.
CORNERSTONE ONDEMAND	16,475.	19,146.
COSTCO WHOLESALE CORPORATION	22,603.	28,216.
CRANE CO	33,388.	48,977.
CREE, INC	24,826.	44,535.
CRITEO SA	16,416.	11,611.
CSL LTD	7,304.	16,824.
CULLEN FROST BANKERS INC	10,791.	15,351.
DANAHER CORP	5,928.	6,446.
DBS GROUP HLDGS SPON ADR	20,933.	31,944.
DELAWARE EMERGING MARKETS	298,898.	313,151.
DELEK US HLDGS INC	16,845.	15,156.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DELTA AIR LINES INC	28,373.	29,182.
DEUTSCHE BOERSE ADR	40,300.	56,571.
DEUTSCHE POST AG	39,035.	36,232.
DIAGEO PLC ADS	50,479.	71,915.
DISCOVERY INC (FORMERLY DISC C	18,336.	20,495.
DISCOVERY INC (FORMERLY DISC C	15,209.	17,898.
DNB NOR ASA SPONSOR ADR	24,091.	31,185.
DOLBY LABORATORIES	13,242.	26,144.
DONALDSON CO. INC	4,172.	6,569.
DOUBLELINE TOTAL RETURN BOND	424,175.	414,643.
E.ON AG SPON ADR REP 1/3 ORD N	26,182.	31,348.
EAST WEST BANCORP, INC	20,828.	23,181.
EASTGROUP PROPERTIES INC	3,509.	6,899.
EBAY INC	18,050.	20,944.
ECOLAB INC	28,324.	36,089.
EIDOS THERAPEUTICS, INC.	3,543.	18,193.
ELANCO ANIMAL HEALTH INCORPORA	18,011.	18,671.
ELECTRONIC ARTS	23,109.	25,480.
ELI LILLY & CO	15,362.	17,217.
EMCOR GROUP INC	21,181.	27,185.
ENBRIDGE INC	22,942.	25,015.
ENERGIZER HOLDINGS INC	11,022.	12,203.
ENGIE	32,508.	34,119.
ENLINK MIDSTREAM LLC	16.	12.
ENPRO INDUSTRIES INC	2,189.	2,274.
ENTEGRIS INC MINNESOTA	17,668.	31,857.
ENTERTAINMENT ONE LTD	10,881.	14,114.
ENVESTNET INC	17,892.	24,022.
EPAM SYSTEMS INC	12,216.	23,974.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EPR PROPERTIES	16,513.	19,143.
EQUINOR ASA	29,633.	28,073.
ERSTE GROUP BANK AG	12,984.	13,220.
ESSILOR INTL ADR	43,771.	56,370.
ESTEE LAUDER COMPANIES INC	4,753.	5,370.
ETSY INC	25,542.	25,428.
EURONET WORLDWIDE INC	12,557.	29,306.
EVERCORE PARTNERS INC	11,679.	11,289.
EXACT SCIENCES CORPORATION	9,392.	10,543.
EXELIXIS, INC.	31,739.	28,756.
EXELON CORPORATION	12,894.	17,324.
EXLSERVICE HOLDINGS INC	13,527.	17,504.
EXXON MOBIL CORP	12,282.	11,165.
FACEBOOK INC	27,774.	32,840.
FANUC LIMITED UNSPONSORED	49,056.	48,979.
FEDERAL AGRICULTURAL MORTGAGE	4,968.	5,010.
FIBROGEN INC	31,136.	27,664.
FIDELITY NATIONAL FINANCIAL IN	15,438.	22,766.
FIDELITY NATIONAL INFORMATION	4,358.	4,590.
FIREEYE INC	18,805.	22,134.
FIRST FINANCIAL BANKSHARES, IN	3,413.	3,861.
FLUOR CORP	45,458.	15,425.
FLUTTER ENTMT PLC ADR	32,010.	38,124.
FOMENTO ECONOMICO MEXICANO	19,645.	23,344.
FOUR CORNERS PROPERTY TRUST IN	6,485.	7,019.
FRANKLIN RES INC	17,053.	9,613.
FREEMPORT-MCMORAN COPPER & GOLD	28,510.	30,871.
FULLER H B CO	10,338.	10,314.
GARDNER DENVER INC	12,247.	17,423.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GCI LIBERTY, INC.	2,024.	4,676.
GENMAB A/S SPON	13,417.	16,078.
GLAXOSMITHKLINE PLC	50,740.	58,972.
GLOBE LIFE INC	8,195.	16,840.
GRACO INC	3,744.	3,848.
GRIFOLS SA REP 1/2 CL B	12,513.	13,415.
GROUPE DANONE ADS	45,013.	46,535.
GRUPO AEROPORTUARIO DEL ADR	14,126.	17,792.
H LUNDBECK A/S UNSPON ADR	15,109.	16,837.
HARTFORD FINANCIALSERVICES GRO	14,432.	21,270.
HASBRO INC	18,034.	20,066.
HAWAIIAN HOLDINGS INC	11,898.	10,076.
HELIX ENERGY SOLUTIONS GROUP I	8,446.	9,851.
HENKEL & KGAA PREF SHS	19,056.	19,009.
HENRY JACK & ASSOC INC	2,155.	2,331.
HESS CORP	26,216.	28,929.
HITACHI LTD	28,494.	36,220.
HOME DEPOT INC	49,890.	83,421.
HONDA MOTOR CO LTD	17,395.	16,137.
HONEYWELL INTL	6,113.	6,195.
HOPE BANCORP INC	4,947.	5,023.
HOULIHAN LOKEY INC	3,907.	4,252.
HOYA CORP SPONS ADR	27,945.	44,826.
HSBC HOLDINGS PLC	35,294.	33,031.
HUBBELL INCORPORATED	6,539.	9,017.
HUNTSMAN CORP	14,023.	20,053.
ICON PLC - AMERICAN DEPOSITARY	17,246.	19,462.
IDACORP INC HLDG CO	4,142.	4,058.
IMMUNOGEN, INC	6,094.	4,916.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
IMMUNOMEDICS INC	26,873.	33,539.
INCYTE CORPORATION	14,095.	16,329.
INDUSTRIA DE DISENO	34,846.	37,566.
INFORMA PLC SPONSORED ADR	25,907.	33,604.
ING GROUP N V SPONSORED ADR	34,294.	27,269.
INGREDION INC	17,804.	17,568.
INSPERITY INC	32,784.	23,833.
INTEL CORP	58,522.	109,047.
INTER PARFUMS INC	2,297.	2,399.
INTERCONTINENTAL EXCHANGE, INC	4,705.	5,090.
INVESCO OPPENHEIMER DEVELOPING	283,805.	297,883.
INVITAE CORP	8,646.	9,694.
IONIS PHARMACEUTICALS INC	18,125.	29,782.
IRADIMED CORP	6,402.	6,126.
IRHYTHM TECHNOLOGIES INC	19,115.	17,431.
IRONWOOD PHARMACEUTICALS INC	16,823.	19,339.
ISHARES BARCLAYS SHORT TREASUR	52,090.	52,137.
ISHARES RUSSELL MIDCAP VALUE	100,244.	106,616.
ISHARES S&P SMALLCAP 600 VALUE	100,107.	108,862.
ITT INC	16,659.	25,129.
J & J SNACK FOODS CORP	8,535.	10,135.
JAMES RIVER GROUP HOLDINGS LTD	16,957.	17,679.
JAPAN AIRLINES	33,669.	33,647.
JOHNSON & JOHNSON	54,996.	65,933.
JOHNSON CONTROLS INTERNATIONAL	41,748.	42,623.
JP MORGAN CHASE	62,407.	79,597.
JULIUS BAER GROUP LTD	47,378.	51,413.
KAMAN CORPORATION	15,214.	17,007.
KAO CORP	42,738.	47,966.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KBC GROUP SA/NV SHS	15,563.	18,442.
KINDER MORGAN INC	23,471.	27,966.
KION GROUP AG ADR	11,440.	13,294.
KOITO MANUFACTURING	25,862.	22,823.
KOMATSU LTD	20,118.	20,939.
KONINKLIJKE DSM NV ADR	36,103.	58,589.
KORN FERRY INTL	15,805.	10,685.
KROGER CO	14,100.	17,829.
KUENE & NAGEL INTL AG ADR	29,653.	33,203.
KULICKE AND SOFFA INDUSTRIES,	17,571.	19,992.
L3HARRIS TECHNOLOGIES	45,179.	104,080.
LABORATORY CORP AMER HLDGS	8,015.	7,951.
LANDSTAR SYSTEM	3,346.	3,530.
LANXESS AG	17,284.	19,198.
LAS VEGAS SANDS CORP	24,212.	29,687.
LCI INDUSTRIES	14,253.	17,998.
LEGG MASON INC	16,395.	16,160.
LEIDOS HOLDINGS INC	9,706.	18,795.
LEMAITRE VASCULAR, INC	2,761.	2,768.
LHC GROUP	16,927.	26,450.
LIBERTY BROADBAND CORPORATION	1,898.	4,484.
LIBERTY BROADBAND CORP	3,804.	9,180.
LIBERTY MEDIA CORPORATION - SE	899.	1,839.
LIBERTY MEDIA CORPORATION	1,822.	3,953.
LIBERTY SIRIUS XM CORP - SER C	9,829.	16,608.
LIBERTY SIRIUS XM GROUP - SER	4,918.	8,266.
LINCOLN ELECTRIC HOLDING INC	13,027.	16,638.
LINDE PLC COM	68,135.	88,992.
LIONS GATE ENTERTAINMENT CORP	3,151.	1,192.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LITTELFUSE, INC	17,504.	21,808.
LIVANOVA PLC	19,232.	15,463.
LIVERAMP HOLDINGS INC	16,654.	16,873.
LLOYDS BANKING GROUP PLC	34,901.	36,675.
LOCKHEED MARTIN CORP	40,715.	73,593.
LOGMEIN, INC	4,699.	5,144.
LOOMIS SAYLES SECURITIZED ASSE	219,343.	205,365.
LOUISIANA PACIFIC CP	16,099.	18,336.
LOWES COMPANIES INC	14,648.	22,036.
MARSH AND MCLENNAN COMPANIES I	60,909.	109,850.
MATERION CORP	8,925.	10,820.
MCDONALD'S CORP	43,467.	77,463.
MCKESSON CORP	17,524.	16,598.
MEDICAL PROPERTIES TRUST, INC	12,007.	19,252.
MEDICINES COMPANY	5,259.	16,308.
MEDIOBANCA SPA	26,535.	26,576.
MEDTRONIC PLC	101,854.	142,492.
MGM GROWTH PROPERTIES LLC	5,503.	5,575.
MICRON TECHNOLOGY	16,955.	22,695.
MICROSOFT CORP	86,999.	213,209.
MINEBEA CO LTD	11,839.	15,173.
MKS INSTRUMENTS, INC	23,189.	27,723.
MOHAWK INDS INC	46,187.	39,823.
MOLSON COOR BREW CO CL B	23,993.	19,081.
MONDELEZ INTERNATIONAL INC	27,936.	34,315.
MONDI PLC	14,430.	15,266.
MONOLITHIC POWER SYSTEMS, INC	2,839.	3,026.
MSA SAFETY INCORPORATED	19,569.	30,200.
MURATA MFG INC UNSP/ADR	26,683.	35,420.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NASPERS LTD N SPONS ADR	18,194.	14,619.
NATIONAL BEVERAGE CORP	3,358.	3,827.
NATIONAL GRID TRANSFO PLC	13,564.	15,981.
NATIONAL RETAIL PROPERTIES INC	8,131.	9,652.
NATL HEALTH INVESTOR	8,797.	10,185.
NATL OILWELL VARCO	31,601.	16,257.
NESTE ORD SHS	15,091.	16,043.
NEW ORIENTAL ED & TECHNOLOGY G	8,551.	18,309.
NEW YORK TIMES CO CL A	29,081.	28,985.
NEWMARK GROUP INC	16,827.	24,479.
NEXTERA ENERGY, INC	50,249.	71,437.
NINTENDO CO LTD ADR UNSPON	13,124.	18,114.
NIPPON TELEGRAPH & TELEPHONE C	13,264.	13,484.
NORDEA BANK ABP	64,198.	54,851.
NORDSON CP	8,934.	17,912.
NOVARTIS AG ADR	67,297.	93,175.
NOVOCURE LTD	10,315.	22,837.
NOW INC	16,074.	7,789.
NUANCE COMMUNICATIONS, INC	14,337.	19,970.
NUCOR CP	40,049.	48,513.
NUTRIEN LTD	56,630.	50,833.
NVENT ELECTRIC PLC	9,003.	11,306.
NXP SEMICONDUCTORS	30,921.	51,540.
O'REILLY AUTOMOTIVE INC	4,437.	5,259.
OCCIDENTAL PETROLEUM CORP	21,067.	18,751.
ONE GAS INC	2,496.	2,433.
ONEOK INC	23,831.	31,554.
OPEN TEXT CORP	31,361.	39,619.
ORIX CORP ADS	10,916.	12,345.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTSUKA HOLDINGS CO	31,113.	41,641.
PACKAGING CORP AMER	7,572.	11,535.
PACWEST BANCORP	27,457.	25,526.
PARKER HANNIFIN CP	2,879.	3,499.
PEGASYSYSTEMS INC	12,080.	18,638.
PEMBINA PIPELINE CORP CANADA	19,312.	21,161.
PENTAIR INC. COM	13,328.	14,633.
PEPSICO INC	14,201.	21,184.
PERNOD-RECARD SA	17,176.	21,959.
PHIBRO ANIMAL HEALTH CORP	3,654.	3,725.
PHILIP MORRIS INTL	53,829.	56,925.
PING AN INSURANCE GROUP ADR	20,936.	26,180.
PLAINS GP HOLDINGS LP	21,280.	16,733.
PNC FINANCIAL GROUP INC	11,609.	17,559.
PNM RESOURCES INC	2,687.	4,615.
PORTLAND GEN ELEC	4,618.	5,077.
PORTOLA PHARMACEUTICALS INC	24,506.	22,614.
POWER INTEGRATIONS, INC	11,772.	20,079.
PPG INDUSTRIES INC	16,819.	24,028.
PREFERRED BANK	2,659.	2,704.
PRIMERICA, INC	19,956.	29,768.
PROCTER GAMBLE CO	68,528.	86,056.
PROSUS NV ADR	65,026.	65,858.
PT BK MANDIR PRS UNSP/ADR	46,920.	56,233.
QUALYS INC COM	11,889.	25,011.
QURATE RETAIL INC QVC GROUP	22,982.	7,225.
R L I CP	3,454.	3,601.
RBC BEARINGS INCORPORATED	5,857.	5,542.
REALPAGE, INC	10,756.	16,340.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RECKITT BENCKISER GROUP	55,883.	55,791.
RELX PLC	28,840.	40,381.
REPLIGEN CORP	10,210.	19,610.
REPSOL YPF S A ADR	35,607.	31,705.
REPUBLIC SVCS INC	20,407.	26,710.
ROCHE HOLDING LTD ADR	28,402.	36,594.
ROCKWELL AUTOMATION INC	46,112.	86,337.
ROLLS ROYCE GRP PLC S/ADR	34,509.	26,300.
ROYAL DUTCH SHELL CL A	31,314.	32,439.
RPM INTERNATIONAL INC	7,858.	11,514.
RWE AKTIENGESELLSCHAF	30,436.	35,198.
SAGE GROUP PLC	24,818.	32,574.
SANDS CHINA LTD UNSP ADR	30,663.	34,422.
SANOFI-AVENTIS SPONSORED ADR	33,707.	34,789.
SAP AKTIENGESELL ADS	78,233.	98,885.
SCHLUMBERGER LTD	25,674.	19,095.
SCHNEIDER ELEC UNSP/ADR	24,265.	34,864.
SCOTTS CO. CLASS A	6,408.	6,902.
SEAGATE TECHNOLOGY	62,633.	78,005.
SEAWORLD ENTERTAINMENT INC	20,708.	21,658.
SEMTECH CORPORATION	14,531.	20,896.
SERVISFIRST BANCSHARES INC	3,900.	4,032.
SIEMENS HEALTHINEERS AG	31,887.	35,789.
SITEONE LANDSCAPE SUPPLY INC	5,289.	6,889.
SMC CORPORATION	24,523.	26,255.
SMITH & NEPHEW PLC ADR	24,538.	34,466.
SNAP ON INC	14,252.	15,415.
SONY CORP ADR	32,931.	40,324.
SPECTRIS PLC	19,417.	25,254.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SPIRE INC	5,634.	5,665.
STERIS PLC	9,622.	17,376.
STONERIDGE INC	17,078.	25,921.
STORE CAPITAL CORPORATION	11,447.	12,177.
SUNCOR ENERGY INC	79,694.	84,722.
T. ROWE PRICE ASSOCIATES	28,204.	32,775.
TAIWAN SEMICONDUCTOR MFG CO LT	16,972.	45,202.
TAKEDA PHARMACEUTICAL COMPANY	28,838.	29,615.
TARGA RESOURCES CORP	13,740.	15,679.
TARGET CORPORATION	7,750.	16,154.
TC ENERGY CORPORATION	28,938.	30,440.
TE CONNECTIVITY LTD	49,327.	78,780.
TECHNIPFMC PLC	31,921.	23,798.
TECHNOPRO HOLDINGS 5 SPONSORED	10,112.	11,810.
TELADOC INC	22,190.	27,125.
TELEFLEX INC	6,881.	14,305.
TEMPLETON GLOBAL BD	655,256.	573,900.
TEXAS INSTRUMENTS INC	28,590.	45,800.
TGC IND INC	21,915.	20,704.
THE COCA-COLA CO	64,363.	81,088.
THERMO FISHER SCIENTIFIC INC	6,106.	6,822.
THOR INDS INC	4,353.	5,497.
THORNBURG DEVELOPING WORLD FD	684,188.	864,477.
TJX COMPANIES INC	38,542.	44,391.
TORREY PINES THERAPEUTICS	10,245.	15,573.
TOTAL FINA ELF S.A	15,853.	16,314.
TRAVELERS COMPANIES INC	12,536.	18,488.
TREX CO INC	6,172.	23,189.
TRUIST FINANCIAL CORPORATION	61,341.	79,017.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TWITTER INC	69,879.	95,285.
UNIFIRST CP	1,572.	1,616.
UNILEVER N V N Y	27,356.	29,017.
UNION PACIFIC	30,742.	56,768.
UNITED OVRSEAS BK LTD ADR	23,413.	26,620.
UNITED PARCEL SERVICE	26,740.	29,265.
UNITED TECHNOLOGIES CORP	48,764.	68,890.
UNITEDHEALTH GROUP INC	84,711.	161,982.
UNITIL CP	3,155.	3,215.
US BANCORP	36,445.	45,890.
USD CYRUSONE INC	24,698.	27,939.
V F CORP	27,528.	43,252.
VERACYTE INC	11,186.	22,811.
VERIZON COMMUNICATIONS	22,940.	28,244.
VERMILION ENERGY	22,058.	11,943.
VERTEX PHARMCTLS INC	18,629.	42,257.
VIKING THERAPEUTICS INC	9,542.	5,871.
VINCI SA ADR	31,356.	33,985.
VISA INC	28,710.	36,641.
VIVENDI SA	29,163.	29,847.
WALT DISNEY HOLDINGS CO	26,466.	32,397.
WASHINGTON TRUST BANCORP INC	8,830.	10,919.
WATSCO INC	3,948.	4,324.
WD-40 COMPANY	2,704.	3,300.
WELLS FARGO & CO	39,986.	44,600.
WESTERN ALLIANCE BANCORPORATIO	13,565.	15,504.
WESTERN DIGITAL CORP	62,099.	86,827.
WILEY JOHN & SONS INC CL A	10,698.	11,790.
WILLDAN GROUP INC	13,762.	13,793.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WILLIAMS COS	17,708.	13,473.
WNS (HOLDINGS) LIMIT	12,518.	16,934.
WOLTERS KLUWER S/ADR	26,797.	44,196.
WRIGHT MEDICAL GROUP, INC	31,840.	34,260.
YUM CHINA HOLDINGS INC	30,341.	36,296.
ZURICH INS GROU ADR	26,202.	34,604.
ZYNGA INC	12,528.	19,058.
TOTALS	<u>13,331,244.</u>	<u>15,903,646.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC - 3.600% - 05/14/20	4,793.	5,279.
AMAZON COM INC - 3.875% - 08/2	3,467.	3,410.
AMERICAN INTL GROUP - 4.125% -	5,035.	5,370.
AMGEN INC NOTE - 2.650% - 05/1	4,825.	5,075.
ANHEUSER BUSCH INBEVFIN INC -	5,273.	5,793.
ANTHEM INC NOTE - 4.101% - 03/	5,031.	5,433.
APPLE INC - 2.500% - 02/09/202	4,710.	5,093.
AT&T INC BOND - 3.400% - 05/15	4,761.	5,236.
BANK NEW YORK - 3.650% - 02/04	5,103.	5,317.
BANK OF MONTREAL MTN - 1.900%	3,965.	4,008.
BNP PARIBAS - 3.250% - 03/03/2	4,855.	5,184.
BP CAPITAL MKTS - 3.814% - 02/	5,285.	5,342.
CAPITAL ONE FINANCIAL CO NOTE	4,999.	5,207.
CITIGROUP INC NOTE - 4.600% -	5,010.	5,506.
COMCAST CORP - 3.000% - 02/01/	5,001.	5,181.
COOPERATIEVE RABOBANK - 3.875%	5,202.	5,207.
CSX CORP - 0.000% - 11/01/2026	3,936.	4,069.
CVS CAREMARK CORP NOTE - 4.300	5,414.	5,462.
DEERE JOHN CAP CORP S BE MTN -	4,967.	5,084.
DEUTSCHE BK - 3.375% - 05/12/2	2,910.	3,024.
DUKE ENERGY CORP - 3.750% - 04	4,982.	5,300.
ENERGY TRANSFER PARTNERS DTD -	3,899.	4,206.
EQT CORP - 3.000% - 10/01/2022	4,823.	4,914.
EXPRESS SCRIPTS NOTE - 4.500%	4,231.	4,334.
GENERAL MTRS FINL COINC NOTE -	4,168.	4,205.
GOLDMAN SACHS GROUP INC NOTE -	5,236.	5,308.
HEWLETT-PACKARD CO - 4.650% -	2,084.	2,096.
HSBC HLDGS PLC NOTE - 5.100% -	4,451.	4,149.
INTERNATIONAL BUSINESS MACHINE	5,552.	6,629.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN CHASE NOTE - 0.000%	5,055.	5,184.
KINDER MORGAN EP - 4.150% - 02	5,027.	5,303.
MCKESSON CORP NEW NOTE - 3.950	4,010.	4,268.
MORGAN STANLEY - 3.875% - 04/2	5,094.	5,317.
ORACLE CORP - 2.950% - 05/15/2	3,829.	4,164.
ORIX CORPORATION - 2.900% - 07	5,043.	5,098.
QUALCOMM INC - 3.450% - 05/20/	4,910.	5,288.
ROYAL BANK OF CANADA - 2.150%	5,027.	5,001.
SANTANDER HLDGS USA INC - 3.50	5,139.	5,144.
SANTANDER UK PLC NOTE - 2.375%	5,045.	5,003.
SHELL INTL FIN NT - 6.375% - 1	5,251.	5,837.
STARBUCKS CORP - 3.800% - 08/1	4,972.	5,388.
SUNTRUST BK - 2.800% - 05/17/2	5,079.	5,095.
UNITED TECHNOLOGIES CORP - 3.6	4,969.	5,272.
UNITEDHEALTH GROUP INC - 5.800	4,904.	5,312.
VERIZON COMMUNICATIONS INC - 0	4,964.	5,115.
VIACOM INC - 6.875% - 04/30/20	4,738.	5,356.
VODAFONE GROUP PLC - 6.150% -	5,858.	6,456.
WELLS FARGO - 3.000% - 02/19/2	5,023.	5,160.
WESTPAC BANKING CP - 2.500% -	4,998.	5,060.
TOTALS	<u>232,903.</u>	<u>244,242.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENERGY TRANSFER LP	62,726.	90,028.
ENTERPRISE PRODUCTS PARTNERS L	48,151.	101,883.
GOOD RETURNS GROUP, INC	108,315.	145,315.
HEADLANDS CPTL SECONDARY FD II	47,112.	61,502.
JTL PRIVATE EQUITY FUND, L.P	1,545,981.	737,587.
LUPTON HEDGE FUND PARTNERSHIP	8,620,812.	9,356,281.
LUPTON PRIVATE EQUITY FUND 201	227,461.	235,123.
MAGELLAN MIDSTREAM PARTNERS LP	61,107.	80,977.
MPLX LP	41,236.	61,002.
PHILLIPS 66 PARTNERS LP	26,079.	39,881.
PLAINS ALL AMERICAN PIPELINE L	40,946.	41,782.
PORTFOLIO ADV PVT EQT FUND 201	121,318.	131,961.
SHELL MIDSTREAM PARTNERS LP	26,940.	23,019.
WESTERN MIDSTREAM PARTNERS, LP	35,838.	38,297.
TOTALS	<u>11,014,022.</u>	<u>11,144,638.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUSTAIN INITIATIVE PRI	250,000.	250,000.
TOTALS	<u>250,000.</u>	<u>250,000.</u>

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)	
3,236,303.		PUBLICLY-TRADED SECURITIES					-67,684.	
		3,303,987.						
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					395,863.	
		SEC 751 GAIN ON SALE OF PTSHP RECLASS					-29,845.	
TOTAL GAIN (LOSS)							<u>298,334.</u>	

Part VII-B, Line 5c (990-PF) – Expenditure Responsibility

Pursuant to IRC Regulation 53.4945-5(d)(2), Sapphire Foundation, Inc. (the "Foundation") provides the following information for one program related investment:

- | | | |
|-------------|------------------------------------|---|
| (i) | PRI Recipient: | SUSTAIN Initiative, LLC.
2807 Allen St. #813
Dallas, TX 75226 |
| (ii) | Date and Amount of PRI | 12/10/2019 \$250,000 |
| (iii) | Purpose of PRI: | To support social impact organizations in developing long-term financial sustainability and thereby increase their social impact. |
| (iv) & (vi) | Reports of Amounts Expended | Recipient is expected to submit a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a statement that it has complied with the terms of the investment in 2020.

This investment remained on the Foundation's books as of 12/31/19. |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made. |
| (vii) | Verification: | The Foundation has not received any reports from SUSTAIN Initiative, LLC; therefore, the Foundation has been unable to verify a report. |

FORM 990PF, 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>
ADRIANE CROSLAND FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
ANDERSON BURNS CROSLAND FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, TREAS 1.00	0.	0.	0.
BENJAMIN LUPTON CROSLAND FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC 40.00	72,000.	0.	0.
SANDY CROSLAND FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
KATERINE L. JUETT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CHAIRMAN OF THE BOARD, DIR 1.00	0.	0.	0.
ALICE CROSLAND TREASTER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS		EXPENSE ACCT	
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES	
JUSTIN TREASTER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.		0.
GRAND TOTALS		72,000.	0.		0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
REYNOLDS AND PARK WEALTH MANAGEMENT ONE UNION SQUARE, STE 100 CHATTANOOG, TN 37402	INVESTMENT MGMT	122,678.
TOTAL COMPENSATION		<u>122,678.</u>

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADVISORY BOARD BOOKER T WASHINGTON H S FOR PERFORM PO BOX 192648 DALLAS, TX 75219	N/A PC		PATRON OF THE ARTS MAGNET (PAM) PROGRAM	2,500
AMERICAN CANCER SOCIETY 250 WILLIAMS ST NW ATLANTA, GA 30303	N/A PC		CATTLE BARON'S BALL 2019 - PATIENT TRANSPORTATION PROGRAM SPONSORSHIP FUND	10,000
AMISTAD MISSION 615 3RD AVE S STE 500 NASHVILLE, TN 37210	N/A PC		GENERAL & UNRESTRICTED	10,000
ANCHORED BY FAMILY 4610 ISABELLA LN DALLAS, TX 75229	N/A PC		GENERAL & UNRESTRICTED	1,000
BRIGHTER TOMORROWS INC 928 BLUEBIRD DR IRVING, TX 75061	N/A PC		EMERGENCY SHELTER PROGRAM	5,000
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC 7950 ELMBROOK DR DALLAS, TX 75247	N/A PC		CHARITABLE EVENT	750

ATTACHMENT 13

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LN DALLAS, TX 75225		N/A PC		HELLO GRANT FOR DALLAS TRUTH, RACIAL HEALING & TRANSFORMATION PROGRAM	5,000
DALLAS ARBORETUM & BOTANICAL 8617 GARLAND RD DALLAS, TX 75218		N/A PC		GENERAL & UNRESTRICTED	10,000
DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION I 700 N PEARL ST STE N1800 DALLAS, TX 75201		N/A PC		DIAMOND - CENTER CIRCLE LEVEL	10,000
DALLAS CHILDRENS ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228		N/A PC		CHARITABLE EVENT	2,500
DALLAS CHILDRENS THEATER INC 5938 SKILLMAN ST DALLAS, TX 75231		N/A PC		SENSORY-FRIENDLY PROGRAMMING INITIATIVE	10,000
DALLAS CONTEMPORARY 161 GLASS ST DALLAS, TX 75207		N/A PC		GENERAL & UNRESTRICTED	5,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
DALLAS FIREFIGHTERS MUSEUM INCORPORATED 3801 PARRY AVE DALLAS, TX 75226	N/A	PC	CAPITAL CAMPAIGN DONATION 2019	5,000
DALLAS FOUNDATION A TX NONPROFIT CORPORATION 3963 MAPLE AVE STE 390 DALLAS, TX 75219	N/A	PC	SHARED STUDIOS PORTAL 2019 BONTON FARMS LOCATION SPONSORSHIP	10,000
DALLAS INDEPENDENT SCHOOL DISTRICT 9400 N CENTRAL EXPY DALLAS, TX 75231	N/A	GOV	DISD CLOTHING CLOSET AT FRAZIER HOUSE	30,000
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS, TX 75201	N/A	PC	MEMBERSHIP RENEWAL COLLECTOR LEVEL	5,000
DALLAS SOCIAL VENTURE PARTNERS PO BOX 670546 DALLAS, TX 75367	N/A	PC	CHARITABLE EVENT	500
DALLAS SOCIAL VENTURE PARTNERS PO BOX 670546 DALLAS, TX 75367	N/A	PC	DANA JUETT RESIDENCY PARTNERSHIP 2019-2020	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
DALLAS SOCIAL VENTURE PARTNERS PO BOX 670546 DALLAS, TX 75367	N/A PC		PARTNER CONTRIBUTION 2020	5,000
DALLAS THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	N/A PC		GENERAL & UNRESTRICTED	25,000
DALLAS THEATER CENTER 2400 FLORA ST DALLAS, TX 75201	N/A PC		BENEFACTOR'S CIRCLE	10,000
DAVIDS LEGACY FOUNDATION PO BOX 90732 SAN ANTONIO, TX 78209	N/A PC		GENERAL & UNRESTRICTED	2,500
DFW CANINE RESCUE AND ADOPTIONS 7601 GIBSON CEMETERY RD MANSFIELD, TX 76063	N/A PC		GENERAL & UNRESTRICTED	5,000
DKMS 100 BROADWAY 6TH FL NEW YORK, NY 10005	N/A PC		CHARITABLE EVENT	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
EPISCOPAL CHURCH OF THE GOOD SHEPHERD OF DALLAS 11110 MIDWAY RD DALLAS, TX 75229	N/A PC		2019-2020 GOOD SHEPHERD EPISCOPAL SCHOOL ANNUAL FUND	5,000
FOOD FOR THE POOR INC 6401 LYONS RD COCONUT CREEK, FL 33073	N/A PC		GENERAL & UNRESTRICTED	2,500
GIRLS PREPARATORY SCHOOL INC 205 ISLAND AVE CHATTANOOGA, TN 37405	N/A PC		CLASS OF 1969 REUNION	20,000
HUCKLEBERRY FOUNDATION 3416 PURDUE AVE DALLAS, TX 75225	N/A PC		CHARITABLE EVENT	5,000
IMPACT CITY INITIATIVE 2807 ALLEN ST #813 DALLAS, TX 75204	N/A PC		GENERAL & UNRESTRICTED	50,000
IMPACT CITY INITIATIVE 2807 ALLEN ST #813 DALLAS, TX 75204	N/A PC		SUSTAIN INITIATIVE PROGRAM	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERFAITH FAMILY SERVICES PO BOX 720206 DALLAS, TX 75372	N/A PC	4TH ANNUAL AUXILIARY LUNCHEON STABILITY LEVEL SPONSORSHIP	5,000
INTERFAITH FAMILY SERVICES PO BOX 720206 DALLAS, TX 75372	N/A PC	5TH ANNUAL AUXILIARY LUNCHEON 2020 HAND-UP SPONSORSHIP	10,000
JOHN S BRADFIELD SCHOOL PARENT TEACHER ASSOCIATION 4300 SOUTHERN AVE DALLAS, TX 75205	N/A PC	CHARITABLE EVENT	5,000
JOHN S BRADFIELD SCHOOL PARENT TEACHER ASSOCIATION 4300 SOUTHERN AVE DALLAS, TX 75205	N/A PC	2020 JOURNEY HOME AUCTION DIAMOND SPONSOR	2,500
JUST COMMUNITY INC PO BOX 49612 AUSTIN, TX 78765	N/A PC	2019 SUSTAINABILITY GRANT	25,000
JUST COMMUNITY INC PO BOX 49612 AUSTIN, TX 78765	N/A PC	PROGRAM EXPANSION OF JUST INTO DALLAS, TEXAS	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MOMENTOUS INSTITUTE 106 E 10TH ST DALLAS, TX 75203	N/A	SO I	CHANGING THE ODDS CONFERENCE 2019 DANA JUETT SPEAKER SPONSORSHIP	25,000
PARISH EPISCOPAL SCHOOL 4101 SIGMA RD DALLAS, TX 75244	N/A	PC	2019-2020 ANNUAL FUND	1,000
PARISH EPISCOPAL SCHOOL 4101 SIGMA RD DALLAS, TX 75244	N/A	PC	PERFORMING ARTS CENTER CAMPAIGN	5,000
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A	PC	GENERAL & UNRESTRICTED	10,000
PEGASUS FOUNDATION D/B/A DALLAS INSTITUTE OF HUMAN 2719 ROUTH ST DALLAS, TX 75201	N/A	PC	CHARITABLE EVENT	25,000
PEROT MUSEUM OF NATURE AND SCIENCE 2201 N FIELD ST DALLAS, TX 75201	N/A	PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PHILANTHROPY SOUTHWEST 624 N GOOD-LATIMER EXPY DALLAS, TX 75204	N/A	PC	2020 SPRING ROADSHOW TOUR SPONSORSHIP	25,000
PHILANTHROPY SOUTHWEST 624 N GOOD-LATIMER EXPY DALLAS, TX 75204	N/A	PC	SAPPHIRE FOUNDATION MEMBERSHIP	1,700
PRACTICE MINISTRIES 6125 LUTHER LN DALLAS, TX 75225	N/A	PC	GENERAL & UNRESTRICTED	2,500.
RONALD McDONALD HOUSE OF DALLAS INC 4707 BENGAL ST DALLAS, TX 75235	N/A	PC	CHARITABLE EVENT	1,500
SAINT MICHAEL EPISCOPAL SCHOOL PO BOX 12385 DALLAS, TX 75225	N/A	PC	CHARITABLE EVENT	10,000
SALESMANSHIP CLUB CHARITABLE GOLF OF DALLAS INC 106 E 10TH ST 200 DALLAS, TX 75203	N/A	PC	CHARITABLE EVENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECOND THOUGHT THEATRE 3839 MCKINNEY AVE STE 155452 DALLAS, TX 75204	N/A PC		GENERAL & UNRESTRICTED	7,500
SOUTHERN METHODIST UNIVERSITY 3140 DYER ST MSC 261 DALLAS, TX 75205	N/A PC		SMU IN TAOS PROGRAM	25,000
TACA INC 1722 ROUTH ST STE 800 DALLAS, TX 75201	N/A PC		GENERAL & UNRESTRICTED	25,000
TACA INC 1722 ROUTH ST STE 800 DALLAS, TX 75201	N/A PC		2020 NEW WORKS & 2020 FOUNDER'S CIRCLE	35,000
TACA INC 1722 ROUTH ST STE 800 DALLAS, TX 75201	N/A PC		BENEFACTOR DONATION- PRESIDENT'S CIRCLE	10,000
TEXAS TECH FOUNDATION INC PO BOX 45025 LUBBOCK, TX 79409	N/A PC		EVENING WITH SUSAN GRAHAM SPONSORSHIP	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BIRTHDAY PARTY PROJECT 2143 FARRINGTON ST DALLAS, TX 75207	N/A PC	GENERAL & UNRESTRICTED	5,000
THE CRYSTAL CHARITY BALL TWO TURTLE CREEK, 3838 OAK LAWN AVE DALLAS, TX 75219	N/A PC	GENERAL & UNRESTRICTED	5,000
THE MAGDALEN HOUSE 1302 REDWOOD CIR DALLAS, TX 75218	N/A PC	GENERAL & UNRESTRICTED	5,000
THE MAGDALEN HOUSE 1302 REDWOOD CIR DALLAS, TX 75218	N/A PC	CHARITABLE EVENT	5,000
THE UNIVERSITY OF TEXAS AT DALLAS CENTER FOR BRAIN 2200 W MOCKINGBIRD LN DALLAS, TX 75235	N/A GOV	ANNUAL MEMBERSHIP	5,000
TREY ATHLETES 3131 MAIN ST APT 1515 DALLAS, TX 75226	N/A PC	GENERAL & UNRESTRICTED	5,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
TRUST FOR PUBLIC LAND 101 MONTGOMERY ST STE 900 SAN FRANCISCO, CA 94104	N/A PC		NORTH TEXAS- ALICE BRANCH CREEK ANCHOR PARK	25,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC		CHARITABLE EVENT	1,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC		CHARITABLE EVENT	10,000
UNIVERSITY PARK SCHOOL PARENT- TEACHER ASSOCIATION 3505 AMHERST AVE DALLAS, TX 75225	N/A PC		CHARITABLE EVENT	1,000
VISITING NURSE ASSOCIATION OF TEXAS 1600 VICEROY DR STE 400 DALLAS, TX 75235	N/A PC		MEALS ON WHEELS PROGRAM	50,000
WEZMORE PROJECT INC 119 E MAIN ST RICHARDSON, TX 75081	N/A PC		PROGRAMMING DEVELOPMENT & EXPANSION FUND	25,000
TOTAL CONTRIBUTIONS PAID				<u>796,450</u>

ATTACHMENT 13 (CONT'D)

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

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
K-1 INC/LOSS	525990	-7,905.	14	524,736.	
FEDERAL TAX REFUND			01	18,863.	
SEC 751 GAIN ON SALE OF PTSHP	525990	29,845.			
TOTALS		<u>21,940.</u>		<u>543,599.</u>	