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Form **990-PF**

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

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

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

The Rees-Jones Foundation
8111 Westchester Drive #950
Dallas, TX 75225

A Employer identification number
20-5132900

B Telephone number (see instructions)
(214) 751-2977

C If exemption application is pending, check here ☐ **6**

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 ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ 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, column (c), line 16)
► \$ 463,364,391.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	783,715.	783,715.	N/A	
	4 Dividends and interest from securities	647,110.	647,110.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,914,265.	Statement 1		
	b Gross sales price for all assets on line 6a	47,236,666.			
	7 Capital gain net income (from Part IV, line 2)		24,726,596.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	See Statement 2	8,602,161.	7,730,384.		
	12 Total. Add lines 1 through 11	33,947,251.	33,887,805.		
	13 Compensation of officers, directors, trustees, etc.	1,065,737.	500,579.		566,183.
	14 Other employee salaries and wages	830,417.	102,216.		728,170.
	15 Pension plans, employee benefits	373,573.	76,283.		297,294.
	16a Legal fees (attach schedule) See St. 3	21,864.			21,864.
	b Accounting fees (attach sch) See St. 4	46,411.	34,809.		11,602.
	c Other professional fees (attach sch) See St. 5	1,401,033.	1,315,513.		85,520.
	17 Interest	126.	126.		
	18 Taxes (attach schedule) (see instrs) See Stm 6	-834,869.	229,888.		
	19 Depreciation (attach schedule) and depletion	61,710.	1,205.		
	20 Occupancy	2,459.	123.		2,336.
	21 Travel, conferences, and meetings	99,618.	4,849.		94,637.
	22 Printing and publications	3,775.	189.		3,586.
	23 Other expenses (attach schedule) See Statement 7	204,243.	13,718.		181,959.
	24 Total operating and administrative expenses. Add lines 13 through 23 Part. XV.	3,276,097.	2,279,498.		1,993,151.
	25 Contributions, gifts, grants paid	51,387,700.			38,537,700.
	26 Total expenses and disbursements. Add lines 24 and 25	54,663,797.	2,279,498.		40,530,851.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-20,716,546.			
	b Net investment income (if negative, enter -0-)		31,608,307.		
	c Adjusted net income (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	46,426,067.	16,889,557.	16,889,557.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 8	61,658,402.	48,353,154.	48,353,154.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9	387,250,534.	353,620,186.	353,620,186.	
14 Land, buildings, and equipment: basis 192,704.				
Less: accumulated depreciation (attach schedule) See Stmt 10 160,183.	56,618.	32,521.	32,521.	
15 Other assets (describe See Statement 11)	43,853,688.	44,468,973.	44,468,973.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	539,245,309.	463,364,391.	463,364,391.	
Liabilities	17 Accounts payable and accrued expenses	412,282.	328,175.	
	18 Grants payable	5,140,000.	17,990,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 12)	2,024,408.	216,300.	
23 Total liabilities (add lines 17 through 22)	7,576,690.	18,534,475.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	531,668,619.	444,829,916.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	531,668,619.	444,829,916.	
	31 Total liabilities and net assets/fund balances (see instructions)	539,245,309.	463,364,391.	

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	531,668,619.
2 Enter amount from Part I, line 27a	2	-20,716,546.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	510,952,073.
5 Decreases not included in line 2 (itemize) See Statement 13	5	66,122,157.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	444,829,916.

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 publicly traded securities	P	Various	Various
b alternative investments	P	Various	Various
c long-term capital gain dist.	P	Various	Various
d K-1 pass-through capital gains (losses)	P	Various	Various
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 27,572,188.		21,142,820.	6,429,368.
b		1,270,734.	-1,270,734.
c 38.			38.
d 19,567,924.			19,567,924.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			6,429,368.
b			-1,270,734.
c			38.
d			19,567,924.
e			

2 Capital gain net income or (net capital loss).	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	24,726,596.
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.

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	38,718,840.	528,568,019.	0.073252
2016	46,886,419.	508,064,178.	0.092284
2015	46,154,979.	579,948,863.	0.079585
2014	36,210,944.	564,412,171.	0.064157
2013	23,066,907.	521,086,169.	0.044267

2 Total of line 1, column (d)	2	0.353545
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	0.070709
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5.	4	516,017,670.
5 Multiply line 4 by line 3	5	36,487,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	316,083.
7 Add lines 5 and 6	7	36,803,176.
8 Enter qualifying distributions from Part XII, line 4	8	40,530,851.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	316,083.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (h)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	316,083.
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	316,083.
6 Credits/Payments:			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6a	476,520.	
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	476,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	160,437.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <u>160,437.</u> Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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.		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions <u>TX</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule. See instructions.		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement. See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.rees-jonesfoundation.org</u>	X	
14 The books are in care of <u>Cissy Moses</u> Telephone no. <u>(214) 751-2977</u> Located at <u>8111 Westchester Drive, Suite 950 Dallas TX</u> ZIP + 4 <u>75225</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u> N/A		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		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
1 a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4 b	X

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

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?N/A ☐ 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? ... N/A**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remunerationor 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
See Statement 14		1,065,737.	109,226.	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
See Statement 15		529,469.	110,684.	0.

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

2

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
Brave Warrior Advisors, LLC 12 East 49th St., 14th Floor New York, NY 10017	Investment Mgmt.	1,313,257.
Curtis W. Meadows, Jr. 3131 Maple Avenue, Apt. 10D Dallas, TX 75201	Consulting	72,063.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 See Statement 16	
	6,603.
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2018)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	60,305,770.
b Average of monthly cash balances	1b	52,362,874.
c Fair market value of all other assets (see instructions).	1c	411,207,163.
d Total (add lines 1a, b, and c).	1d	523,875,807.
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	523,875,807.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	7,858,137.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	516,017,670.
6 Minimum investment return. Enter 5% of line 5	6	25,800,884.

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	25,800,884.
2a Tax on investment income for 2018 from Part VI, line 5	2a	316,083.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	122,572.
c Add lines 2a and 2b	2c	438,655.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	25,362,229.
4 Recoveries of amounts treated as qualifying distributions.	4	2,460,000.
5 Add lines 3 and 4	5	27,822,229.
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	27,822,229.

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	40,530,851.
b Program-related investments — total from Part IX-B.	1b	
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	40,530,851.
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	316,083.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	40,214,768.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				27,822,229.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014	8,375,232.			
c From 2015	17,670,102.			
d From 2016	21,877,548.			
e From 2017	13,606,872.			
f Total of lines 3a through e	61,529,754.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 40,530,851.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2018 distributable amount				27,822,229.
e Remaining amount distributed out of corpus	12,708,622.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	74,238,376.			
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 instructions			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	74,238,376.			
10 Analysis of line 9:				
a Excess from 2014	8,375,232.			
b Excess from 2015	17,670,102.			
c Excess from 2016	21,877,548.			
d Excess from 2017	13,606,872.			
e Excess from 2018	12,708,622.			

BAA

Form 990-PF (2018)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 20			See attached statement	38,537,700.
Total			▶ 3a	38,537,700.
b Approved for future payment See Statement 21			See attached statement	17,990,000.
Total			▶ 3b	17,990,000.

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	783,715.	
4	Dividends and interest from securities			14	647,110.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900099	-812,331.	18	24,726,596.	
9	Net income or (loss) from special events.					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Other income from K-1's	900099	810,735.	14	7,730,384.	61,042.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-1,596.		33,887,805.	61,042.
13	Total. Add line 12, columns (b), (d), and (e)					33,947,251.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	Aggregated LP's K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2018		
To Whom Sold:			
Gross Sales Price:	0.		
Cost or Other Basis:	904,666.		
Basis Method:	Cost		
		Gain (Loss)	-904,666.

Description:	Aggregated LP's K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2018		
To Whom Sold:			
Gross Sales Price:	44,662.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	44,662.

Description:	Sch. M (BLR) K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2018		
To Whom Sold:			
Gross Sales Price:	0.		
Cost or Other Basis:	4,181.		
Basis Method:	Cost		
		Gain (Loss)	-4,181.

Description:	Sch. M (BLR) K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2018		
To Whom Sold:			
Gross Sales Price:	51,854.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	51,854.

Total \$ -812,331.

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Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other income from K-1's	\$ 8,602,161.	\$ 7,730,384.	
Total	<u>\$ 8,602,161.</u>	<u>\$ 7,730,384.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	\$ 21,864.			\$ 21,864.
Total	<u>\$ 21,864.</u>	<u>\$ 0.</u>		<u>\$ 21,864.</u>

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit services	\$ 35,061.	\$ 26,296.		\$ 8,765.
Tax preparation services	11,350.	8,513.		2,837.
Total	<u>\$ 46,411.</u>	<u>\$ 34,809.</u>		<u>\$ 11,602.</u>

Statement 5
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grants management consulting	\$ 72,063.			\$ 72,063.
Investment mgmt. & custodian	1,315,231.	\$ 1,315,231.		
New hire human resource services	9,742.			9,742.
Office maintenance services	1,267.			1,267.
Payroll and benefits services	2,354.	282.		2,072.
Web site management	376.			376.
Total	<u>\$ 1,401,033.</u>	<u>\$ 1,315,513.</u>		<u>\$ 85,520.</u>

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Statement 6
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Deferred tax expense	\$ -1322400.			
Excise tax expense	322,400.			
Foreign tax expense	229,941.	\$ 229,888.		
State income tax expense	4,539.			
UBIT expense	-69,349.			
Total	\$ -834,869.	\$ 229,888.		\$ 0.

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	\$ 813.	\$ 813.		
Community activities	37,443.			\$ 37,443.
Employee matching grants	11,379.			11,379.
Equipment rental and maintenance	5,032.	252.		4,780.
Grants software license	57,223.			57,223.
Insurance	32,138.	10,284.		21,854.
Meals & entertainment	8,497.	213.		8,072.
Memberships	9,550.	477.		9,073.
Miscellaneous	239.			239.
Office supplies	20,356.	1,018.		19,338.
Penalties	8,354.			
Postage & delivery	7,771.	389.		7,382.
Publications and subscriptions	4,018.	201.		3,817.
Telephone and telecommunications	1,430.	71.		1,359.
Total	\$ 204,243.	\$ 13,718.		\$ 181,959.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Publicly traded equities	Mkt Val	\$ 48,353,154.	\$ 48,353,154.
	Total	\$ 48,353,154.	\$ 48,353,154.

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Alternative investment funds	Mkt Val	\$ 353620186.	\$ 353,620,186.
Total		<u>\$ 353620186.</u>	<u>\$ 353,620,186.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 108,494.	\$ 80,061.	\$ 28,433.	\$ 28,433.
Machinery and Equipment	84,210.	80,122.	4,088.	4,088.
Total	<u>\$ 192,704.</u>	<u>\$ 160,183.</u>	<u>\$ 32,521.</u>	<u>\$ 32,521.</u>

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Excise & income tax receivable	\$ 689,980.	\$ 689,980.
Interest and dividends receivable	23,950.	23,950.
Investment redemptions receivable	43,755,043.	43,755,043.
Total	<u>\$ 44,468,973.</u>	<u>\$ 44,468,973.</u>

Statement 12
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred excise tax payable	\$ 216,300.
Total	<u>\$ 216,300.</u>

Statement 13
Form 990-PF, Part III, Line 5
Other Decreases

Net unrealized loss on investments	\$ 66,122,157.
Total	<u>\$ 66,122,157.</u>

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Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/ Other</u>
Trevor Rees-Jones 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Director 5.00	\$ 0.	\$ 0.	\$ 0.
Janice M. Rees-Jones 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Director 5.00	0.	0.	0.
Thornton Hardie, III 8111 Westchester Dr, Suite 950 Dallas, TX 75225	President/Dir. 25.00	223,427.	0.	0.
David Hundley 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Secretary 1.00	8,879.	816.	0.
Peter Collins 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Chief Inv. Off. 20.00	360,000.	10,629.	0.
Cissy Moses 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Treasurer 32.00	230,574.	49,506.	0.
Terese Stevenson 8111 Westchester Dr, Suite 950 Dallas, TX 75225	VP-Grants 40.00	242,857.	48,275.	0.
Total		<u>\$ 1,065,737.</u>	<u>\$ 109,226.</u>	<u>\$ 0.</u>

Statement 15
Form 990-PF, Part VIII, Line 2
Compensation of Five Highest-Paid Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/ Other</u>
Adrian Cook 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Dir Research 40.00	135,374.	25,222.	0.
Lynn Gibson 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Sr. Prog. Officer 40.00	131,466.	25,761.	0.
Chris Munson 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Program Officer 40.00	106,140.	31,330.	0.
Amy Rembert	Program Officer	88,434.	19,471.	0.

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Statement 15 (continued)
Form 990-PF, Part VIII, Line 2
Compensation of Five Highest-Paid Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
8111 Westchester Drive, Suite 950 Dallas, TX 75225	40.00			
Allyson Carpenter 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Research Assoc. 40.00	68,055.	8,900.	0.
	Total	\$ 529,469.	\$ 110,684.	\$ 0.

Statement 16
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
Rees-Jones Foundation Summer Internships-direct expenses to support grants to four Dallas area non-profits to hire paid summer interns from among their youth programming constituents. Program provided job experience, mentoring in life and work skills, financial literacy education, and exposure to various career possibilities to 16 at-risk youth.	\$ 6,603.

Statement 17
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Trevor Rees-Jones
 Janice M. Rees-Jones

Statement 18
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Terese Stevenson
Care Of:	The Rees-Jones Foundation
Street Address:	8111 Westchester Drive, Suite 950
City, State, Zip Code:	Dallas, TX 75225
Telephone:	(214) 751-2977
E-Mail Address:	
Form and Content:	See Statement 19 and/or www.rees-jonesfoundation.org
Submission Deadlines:	See Statement 19 and/or www.rees-jonesfoundation.org
Restrictions on Awards:	See Statement 19 and/or www.rees-jonesfoundation.org

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The Rees-Jones Foundation

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Statement 19**Form 990-PF, Part XV****Supplementary Information - Grant Guidelines**(Please also see our website: www.rees-jonesfoundation.org)

- 1) The Foundation's Board is guided by its Vision & Mission Statement. Applications should explain how the organization and grant request are consistent with that Statement.
- 2) Grant requests must include: 1) a description of the proposed project or operations; 2) a statement of the need; 3) specific program components, staffing, logistics, goals, and projected benefits or numbers of people to be affected; and 4) plans for evaluating the effectiveness of the program or project.
- 3) Grant requests must include a copy of the organization's current IRS exemption letter and most recent IRS Form 990 federal tax return to verify their eligibility.
- 4) The Foundation typically does not fund more than 25% of a project's budget or more than 10% of an organization's total annual operating budget.
- 5) The Foundation typically does not make multi-year commitments.
- 6) Grant requests should be submitted a minimum of 4 months before funds are required.
- 7) The Foundation will only consider one grant request from an organization in a 12 month period. For grantees submitting a new application after their previous application was declined or granted, the 12 month period starts from the point that the previous grant was acted on by the board.
- 8) The Foundation does not make loans or grants to individuals.
- 9) Organizations funded by the Foundation must provide a full report of previous grant expenditures and outcomes of the grant.
- 10) The Foundation typically does not support event fundraisers or sponsorships, or contribute to endowments.
- 11) The Foundation does not support other private foundations.
- 12) The Foundation does not support lobbying of any kind.

Mission Statement:

The mission of the Foundation is to serve God by serving others, sharing His resources in ways that provide opportunities for the disadvantaged, relief for the suffering, and encouragement in the growth and well-being of children and families in our community.

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Statement 20
Form 990-PF, Part XV, Line 3a
Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Aberg Center for Literacy 5100 Ross Avenue Dallas, Texas 75206	N/A	PC	Funding to support the Early Childhood Education and Family Literacy Program which teaches English language literacy to children and parents	\$25,000 00
ACH Child and Family Services 3712 Wichita Street Fort Worth, Texas 76119	N/A	PC	Funding towards building a residential treatment center in Fort Worth	\$1,500,000 00
ACH Child and Family Services 3712 Wichita Street Fort Worth, Texas 76119	N/A	PC	Multi-year funding to support foster care redesign in Region 3b, including buildout of the Training Center for Excellence and increased therapeutic placements for foster children	\$2,000,000 00
Achieve 8800 Ambassador Row Dallas, TX 75247-4621	N/A	PC	Funding to support the Vocational Adjustment Training program which serves high school students with intellectual disabilities with life and job skills	\$25,000 00
Act (Advocates for Community Transformation) 1335 Inwood Road Dallas, TX 75247	N/A	PC	Funding to support programming that empowers and discipless inner-city residents through legal advocacy to seek resolution to crime-ridden and hazardous properties in their neighborhoods	\$75,000 00
Advocates for Special People P O Box 121652 Arlington, TX 76012	N/A	PC	Funding to support the Special Connexion program which supports individuals with intellectual disabilities with recreational, educational, and social programming	\$30,000 00
After-School All-Stars North Texas 2902 Swiss Ave Dallas, Texas 75204	N/A	PC	Funding to support out-of-school-time enrichment and sports programming for DISD middle school students	\$30,000 00
Amon Carter Museum of American Art 3501 Camp Bowie Boulevard Fort Worth, Texas 76107-2631	N/A	PC	Funding for general operations of the museum	\$10,000 00
Arthritis Foundation, Inc , The 1349 Empire Central, Suite 340 DALLAS, Texas 75247	N/A	PC	Funding to support the Kids Get Arthritis Too Program which serves children with juvenile arthritis and their families in North Texas	\$10,000 00
Audubon Texas 2201 Main St Ste 600 Dallas, TX 75201	N/A	PC	Funding to support the Conservation TREKs program which is a week-long outdoor education and leadership program for urban youth	\$40,000 00
Azleway, Inc 15892 CR 26 Tyler, Texas 75707	N/A	PC	Funding for organization wide Trust-Based Relational Intervention training	\$35,000 00

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Barbara Bush Foundation for Family Literacy 516 N Adams St Tallahassee, Florida 32301	N/A	PC	Funding to support the 2018 Celebration of Reading event in Dallas which supports family literacy	\$25,000 00
Baylor Health Care System Foundation 2001 Bryan St Ste 2200 Dallas, TX 75201-3024	N/A	PC	Funding to support the training of assistance dogs which are matched with children and adults with physical and developmental disabilities	\$150,000 00
Behind Every Door Ministries, Inc 2824 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$20,000 00
BethanyKids P O Box 1297 Abingdon, Virginia 24212-1297	N/A	PC	Funding to support specialty surgeries for children in Kenya with life-threatening conditions	\$75,000 00
Booker T Washington High School for the Performing and Visual Arts P O Box 192648 Dallas, Texas 75219	N/A	PC	Multi-year funding for the Student Assistance Fund which provides financial support to students auditioning for college educational and enrichment opportunities	\$30,000 00
Boys & Girls Clubs of Collin County 7790 Main St Frisco, Texas 75033	N/A	PC	Funding for general support for after-school and summer programming	\$35,000 00
Bridge Steps 1818 Corsicana St Dallas, Texas 75201-6102	N/A	PC	Multi-year funding to support the operations of The Bridge which serves the homeless population in Dallas with shelter and support services	\$50,000 00
Brother Bill's Helping Hand P O Box 565846 Dallas, Texas 75356	N/A	PC	Funding for youth programs focusing on physical, mental and spiritual wellbeing of children	\$35,000 00
Bryan's House 3610 Pipestone Rd Dallas, Texas 75212	N/A	PC	Funding to support the Early Childhood Education program which provides therapies and academic development programming for children with chronic health problems	\$115,000 00
Buckner Children & Family Services, Inc 700 North Pearl Street, Suite 1200 Dallas, Texas 75201	N/A	PC	Multi-year funding to support and expand Buckner's therapeutic foster care for high needs children and kinship foster care programs	\$110,000 00
C5 Youth Foundation of Texas P O Box 191129 Dallas, Texas 75219	N/A	PC	Funding to support the Summer Signature Experiences program which provides in-depth leadership curriculum and experiences for at-risk youth who aspire to attend college	\$50,000 00

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Cafe Momentum 1510 Pacific Avenue Dallas, Texas 75201	N/A	PC	Funding to support a hospitality/food service internship and mentorship program for youth released from the juvenile justice system	\$35,000 00
Cafe Momentum 1510 Pacific Avenue Dallas, Texas 75201	N/A	PC	Funding toward the Community Services Center which will be used by Cafe Momentum interns as a relaxation center and a connection to services that they may need	\$65,000 00
Camp Fire First Texas 2700 Meacham Blvd Fort Worth, Texas 76137	N/A	PC	Funding for camperships to El Tesoro de la Vida grief camp which provides support to youth who have experienced loss and for camperships to the inclusion camp for youth with special needs at El Tesoro	\$35,000 00
Camp Reynal 5429 LBJ Freeway, Suite 250 Dallas, Texas 75240	N/A	PC	Funding for camperships for youth affected by kidney disease	\$10,000 00
Camp Summit 17210 Campbell Road, Suite 180-W Dallas, Texas 75252	N/A	PC	Funding for camperships for Dallas area youth with disabilities to attend summer camp	\$100,000 00
Camp Sweeney PO Box 918 Gainesville, Texas 76241	N/A	PC	Funding for camperships for youth with diabetes to attend a therapeutic summer camp	\$75,000 00
CASA of Tarrant County 101 Summit Ave , Suite 505 Fort Worth, Texas 76102	N/A	PC	Funding to support expanded capacity to serve child victims of abuse and neglect in Tarrant County with a CASA advocate	\$125,000 00
CASA-Hope for Children, Inc 305 S Rusk Weatherford, Texas 76086-4432	N/A	PC	Funding for the Collaborative Family Engagement Program which builds a strong network of support and nurtures meaningful relationships for children in substitute care	\$35,000 00
Catholic Charities, Diocese of Fort Worth, Inc P O Box 15610 Fort Worth, Texas 76107	N/A	PC	Funding to support the Children's Assessment Center which provides shelter and wraparound services to children while they wait to be placed in a foster home	\$50,000 00
Center for Integrative Counseling and Psychology, 4525 Lemmon Avenue, Suite 200 Dallas, Texas 75219	N/A	PC	Funding to support the expansion of mental health services in West Dallas	\$150,000 00
Center for Survivors of Torture 4108 Swiss Avenue Dallas, Texas 75204-6661	N/A	PC	Funding to support the Healing Children of Torture program which provides mental health counseling for refugee children and families who have been victims of torture or witnessed torture	\$40,000 00

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Statement 20

Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Center for Transforming Lives 512 W 4th Street Fort Worth, Texas 76102	N/A	PC	Funding to support the Child Development Centers which provide early childhood education for homeless or low-income children, birth to age five	\$50,000 00
Challenge Air for Kids and Friends 8001 Lemmon Ave, Hangar 2, Suite 280 Dallas, Texas 75209	N/A	PC	Funding to support the operations of Fly Day Events which provide aviation experiences for special needs children	\$35,000 00
Champions of Hope Mentorship Program P O Box 150421 Dallas, Texas 75315	N/A	PC	Funding to support faith-based student-mentor matches for youth in South Dallas	\$50,000 00
Chase's Place 620 N Coit Rd , Ste 2176 Richardson, Texas 75080	N/A	PC	Funding for scholarships for children to attend Chase's Place, a school that serves children with special needs	\$50,000 00
Child & Family Guidance Center 8915 Harry Hines Blvd Dallas, Texas 75235-1717	N/A	PC	Funding to support the acquisition of an electronic health record system which will enhance productivity and allow for more clients to receive mental health services	\$100,000 00
Child Care Group 1420 West Mockingbird Lane, Suite 300 Dallas, Texas 75247	N/A	PC	Funding to support the Born Learning Parent Engagement program which provides evidence-based home-visiting programming to at-risk parents	\$100,000 00
Child Poverty Action Lab 1808 S Good Latimer Expy, Suite 102 Dallas, Texas 75226	N/A	PC	Mult-year funding for backbone organizational capacity to address poverty in Dallas County	\$150,000 00
Child Study Center c/o Cook Children's Health Foundation 801 7th Avenue Fort Worth, Texas 76104	N/A	PC	Funding to support the Children's Care Fund which provides subsidized medical care for children who have a full range of complex developmental disabilities	\$75,000 00
Children First Counseling Center P O Box 532147 Grand Prairie, Texas 75053-2147	N/A	PC	Funding for counseling programming which provides mental health care to children and families who have suffered abuse, neglect and domestic violence	\$25,000 00
Children's Advocacy Center for Denton County 1854 Cain Drive Lewisville, Texas 75077	N/A	PC	Funding toward the expansion of facilities in Denton which will serve more children who have experienced abuse with forensic and therapeutic services	\$200,000 00
Children's Advocacy Center of Collin County 2205 Los Rios Boulevard Plano, Texas 75074	N/A	PC	Funding to support the Clinical Services Program which provides therapeutic programming to children who have experienced abuse	\$75,000 00

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Christ's Haven for Children 4200 Keller Haslet Rd Keller, Texas 76244-8005	N/A	PC	Funding for residential Campus Care Program and Trauma-Informed Services that serve children who are in substitute care	\$35,000 00
Circle Ten Council, Boy Scouts of America 8605 Harry Hines Blvd Dallas, Texas 75235	N/A	PC	Multi-year funding to support the maintenance and upkeep of Camp Trevor Rees-Jones	\$250,000 00
City House 830 Central Parkway East, Suite 350 PLANO, TX 75024	N/A	PC	Funding toward renovations of the Youth Outreach and Resource Center which serves homeless youth	\$60,000 00
Clayton Dabney Foundation 6500 Greenville Ave , Ste 342 Dallas, Texas 75206	N/A	PC	Funding for the Medicine of the Heart program which facilitates the end-of-life wishes of youth	\$45,000 00
Commit! Partnership, The 3800 Maple Avenue, Suite #800 Dallas, TX 75219	N/A	PC	Funding to support Commit's work promoting early childhood education in Dallas County	\$50,000 00
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, Texas 75225	N/A	PC	Funding to support North Texas Giving Day in 2018	\$50,000 00
Communities in Schools Dallas Region, Inc 1341 W Mockingbird Lane, Suite 1000E Dallas, Texas 75247-6913	N/A	PC	Funding to support programming which provides at-risk youth in DISD schools with supportive services and to support the Youth Mental Health First Aide training for staff and teachers	\$175,000 00
Community Hospice Of Texas 6100 Western Place, Suite 105 Fort Worth, Texas 76107	N/A	PC	Funding for hospice services provided through the Little Dove Program	\$35,000 00
Community Storehouse 12001 Katy Rd Fort Worth, Texas 76244	N/A	PC	Funding to support the Weekend Snack Packs and Summer Lunch Boxes programs that support families and children facing food insecurity	\$40,000 00
Cornerstone Crossroads Academy P O Box 151062 Dallas, Texas 75315	N/A	PC	Funding to support general operations of school programming which serves at-risk students with a second chance at graduating from high school	\$40,000 00
Counseling Place, The 375 Municipal Drive OAK Center - Suite 222 Richardson, Texas 75080	N/A	PC	Funding to support the Mental Health Wellness Project which focuses on providing therapy and providing youth with coping skills and emotional intelligence	\$35,000 00

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Cristo Rey Dallas High School 1064 N St Augustine Drive Dallas, TX 75217	N/A	PC	Funding to support the provision of mental health screening and services to all students and their families	\$75,000 00
Crohns & Colitis Foundation 12801 N Central Expressway, Suite 530 Dallas, Texas 75243	N/A	PC	Funding to support Texas Camp Oasis which provides youth impacted by inflammatory bowel disease a summer camp experience	\$12,000 00
Crossfire Kids P O Box 140164 Dallas, TX 75214	N/A	PC	Funding to support the Leadership, Inspiration, Family and Education program which serves at-risk youth with Christian discipleship programming	\$25,000 00
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding to support the operations of the CURE Ethiopia hospital which provides pediatric orthopedic services and to support the CURE Clubfoot Ethiopia program which is a country-wide clubfoot treatment program	\$1,550,000 00
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding towards the build out of the Rehabilitation and Training building which will enhance capacity to serve patients and train medical professionals	\$350,000 00
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding to support the operations of CURE Ethiopia which serves youth with disabilities with specialty surgeries	\$2,800,000 00
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding to support the treatment of clubfoot through a country-wide program in Ethiopia	\$765,000 00
Dallas Afterschool 3900 Willow Street, Suite 110 Dallas, Texas 75226	N/A	PC	Funding to support programs which develop and ensure quality after school programming across Dallas	\$175,000 00
Dallas Area Habitat for Humanity 2800 N Hampton Road Dallas, Texas 75212	N/A	PC	Funding to support A Brush with Kindness which provides exterior repairs for homes of vulnerable families	\$250,000 00
Dallas Children's Advocacy Center 5351 Samuell Blvd Dallas, Texas 75228	N/A	PC	Multi-year funding to support advocacy, forensic, and therapeutic services provided to youth who are victims of abuse	\$400,000 00
Dallas Coalition of Spay Neuter Providers 3963 Maple Avenue, Suite 390 Dallas, Texas 75219	N/A	PC	Multi-year funding to support the provision of free spay and neuter services in Southern Dallas through a collaboration of providers, with the goal of eliminating the problem of loose dogs in the community	\$3,000,000 00

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Dallas Leadership Foundation P O Box 227455 Dallas, Texas 75222-7455	N/A	PC	Funding to support the Power Programs which provide youth with guidance, mentorship, and servant leadership lessons with a Christian worldview	\$100,000 00
Dallas Leadership Foundation P O Box 227455 Dallas, Texas 75222-7455	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$20,000 00
Dallas Leadership Foundation P O Box 227455 Dallas, Texas 75222-7455	N/A	PC	Funding for Christmas gifts for children	\$8,000 00
Dallas Life P O Box 130116 Dallas, Texas 75313	N/A	PC	Funding for Christmas gifts for children	\$3,000 00
Dallas Theological Seminary 3909 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for scholarships for students entering the Masters of Arts in Biblical Counseling program with a Children's Advocacy focus	\$35,000 00
Denton County Friends of the Family P O Box 640 Denton, TX 76202	N/A	PC	Funding towards a new play therapy room in the Child and Adolescent Hope and Healing Center	\$25,000 00
Denton County Friends of the Family P O Box 640 Denton, TX 76202	N/A	PC	Funding for Christmas gifts for children	\$2,000 00
DFW Fellowship of Christian Athletes 2001 W Plano Pkway- Ste 2050 Plano, Texas 75075	N/A	PC	Funding to support inner-city sports ministry that serves high school athletes with Christian discipleship programming	\$35,000 00
Dream Park P O Box 470517 Fort Worth, Texas 76147-0517	N/A	PC	Funding toward the construction of an inclusive playground in Fort Worth where children of all abilities can interact and play together	\$60,000 00
Early Matters Dallas - DISD EC Infrastructure Fund of The Dallas Foundation 3963 Maple Avenue, Suite 390 Dallas, TX 75219	N/A	PC	Funding to support the DISD Early Childhood Infrastructure project which promotes enrollment in pre-kindergarten instruction	\$100,000 00
Easterseals North Texas 1424 Hemphill St Fort Worth, Texas 76104-4703	N/A	PC	Funding to support the It Takes Two program which is an evidenced-based parent education program for children with specific language impairments	\$30,000 00

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Eastland Independent School District 900 West Plummer Street P O Box 31 Eastland, Texas 76448	N/A	PC	Funding for college scholarships for Eastland ISD graduates	\$15,000 00
Family Compass 4210 Junius Street Dallas, Texas 75246	N/A	PC	Funding to support evidence-based family visitation programming provided to families at risk of abuse or neglect	\$165,000 00
Family Gateway, Inc 711 S St Paul St Dallas, Texas 75201-6313	N/A	PC	Funding for additional staff to develop and enhance the after-school programming and provide other wraparound services	\$70,000 00
Family Gateway, Inc 711 S St Paul St Dallas, Texas 75201-6313	N/A	PC	Funding for Christmas gifts for children	\$4,000 00
Family Place, The P O Box 7999 Dallas, Texas 75209	N/A	PC	Funding for Christmas gifts for children	\$4,000 00
First Tee of Fort Worth, The PO Box 4767 Fort Worth, TX 76164	N/A	PC	Funding to support programming that promotes character development and life skills for youth through lessons in golf	\$50,000 00
First Tee of Greater Dallas, The 16200 Addison Road, Suite 255 Addison, Texas 75001-5392	N/A	PC	Funding to support programming that promotes character development and life skills for youth through lessons in golf	\$70,000 00
First3Years 15851 Dallas Parkway, #106 Addison, Texas 75001	N/A	PC	Funding to support the Safe Babies Court Model which seeks to improve the safety, permanency, and well-being of infants and toddlers in the child welfare system	\$75,000 00
For The Nations Refugee Outreach 414 S Purdue Dr Garland, Texas 75042	N/A	PC	Funding towards the Legacy Project capital campaign to construct a school that will serve the refugee community	\$90,000 00
For The Nations Refugee Outreach 414 S Purdue Dr Garland, Texas 75042	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$20,000 00
For The Nations Refugee Outreach 414 S Purdue Dr Garland, Texas 75042	N/A	PC	Funding to support youth programming which provides academic, language, and character development and the gospel message to refugee children	\$65,000 00

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Fort Worth Country Day School, Inc 4200 Country Day Lane Fort Worth, Texas 76109-4299	N/A	PC	Funding to support the Breakthrough Fort Worth Summer Program which equips at-risk youth with academic and leadership skills so they are college-ready at school graduation	\$25,000 00
Frazier Revitalization, Inc PO Box 152926 Dallas, Texas 75315	N/A	PC	Funding to support the Frazier Kids Program which is an after-school and summer program serving youth in the Frazier neighborhood	\$25,000 00
Friends of Sky Ranch, Inc 7616 LBJ Freeway Suite 500 Dallas, Texas 75251	N/A	PC	Funding for camperships for Dallas area at-risk youth to attend TRU Camp	\$70,000 00
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, Texas 75252	N/A	PC	Funding to support the Girl Scouts outreach program which serves girls who would not otherwise have access to a traditional Girl Scout troop	\$100,000 00
Girls Inc. of Metropolitan Dallas 2040 Empire Central Drive Dallas, Texas 75235	N/A	PC	Funding for afterschool and summer programming for girls from low-income families	\$50,000 00
Girls Incorporated of Tarrant County 1226 E. Weatherford St Fort Worth, Texas 76102	N/A	PC	Funding to support the Bold Futures Mentoring program which mentors at risk girls and teaches them about life skills	\$50,000 00
Girls on the Run DFW Metroplex 17130 Dallas Parkway, Suite 170 Dallas, Texas 75248-7702	N/A	PC	Funding to support scholarships for girls to participate in after school programming which enhances social and psychological skills and behaviors to successfully navigate life	\$20,000 00
Grant Halliburton Foundation, Inc 6390 LBJ Freeway, Suite 100 Dallas, Texas 75240-6414	N/A	PC	Funding to support suicide prevention through education programming and community resources around mental health	\$100,000 00
HEROES 101 S. Coit Rd. Suite 36348 Richardson, TX 75080	N/A	PC	Funding to support the expansion of education and life skills services to individuals with disabilities	\$30,000 00
H I S BridgeBuilders PO Box 702545 Dallas, Texas 75370	N/A	PC	Funding the KIDS program which serves youth with gospel-oriented after-school program, athletics and summer programming	\$55,700 00
Helping Restore Ability 4300 Beltway Place, Suite 130 Arlington, Texas 76018	N/A	PC	Funding to support programming which facilitates in-home personal care for children with disabilities	\$60,000 00

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Highland Park Presbyterian Church 3821 University Boulevard Dallas, Texas 75205	N/A	PC	Funding toward the capital campaign for the church facilities	\$5,000,000 00
Hill School of Fort Worth, Inc 4817 Odessa Ave Fort Worth, TX 76133	N/A	PC	Funding for scholarships to help families with a financial need send their youth with learning differences to Hill School	\$20,000 00
Hope Cottage 609 Texas Street Dallas, Texas 75204	N/A	PC	Funding to support the Forster to Adopt and Community Education programs which offer life-affirming options to families facing choices regarding the welfare of their children	\$75,000 00
HOPE International 227 Granite Run Drive, Suite 250 Lancaster, PA 17601	N/A	PC	Funding to support savings groups in Burundi which provide underserved families with the opportunity to increase their welfare and build community	\$250,000 00
Hope Supply Co 10480 Shady Trail, Suite 104 Dallas, Texas 75220-2533	N/A	PC	Funding to support the critical needs of homeless children across North Texas, including infant resources such as diapers and educational resources for older children	\$45,000 00
Hope Supply Co 10480 Shady Trail, Suite 104 Dallas, Texas 75220-2533	N/A	PC	Funding for Christmas gifts for children	\$4,000 00
Hope's Door/ New Beginning Center 860 Ave F, Suite 100 Plano, Texas 75074-6865	N/A	PC	Funding to support the Survivor Services for Children program which meets the therapeutic needs of children who have witnessed domestic violence	\$25,000 00
Hope's Door/ New Beginning Center 860 Ave F, Suite 100 Plano, Texas 75074-6865	N/A	PC	Funding for Christmas gifts for children	\$2,000 00
Inspire Spaces Inspire Students 3419 Westminster Ave #291 Dallas, Texas 75205	N/A	PC	Funding to support organizational operations to provide scholarship and leadership programming for Kenyan youth in high school	\$120,000 00
Interfaith Family Services P O Box 720206 Dallas, Texas 75372-0206	N/A	PC	Funding to support the Hope & Horizons program which serves school-aged youth of resident families with after-school and summer programming	\$75,000 00
Interfaith Family Services P O Box 720206 Dallas, Texas 75372-0206	N/A	PC	Funding for Christmas gifts for children	\$2,500 00

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Jewish Family Service 5402 Arapaho Road Dallas, Texas 75248-6905	N/A	PC	Multi-year funding to support mental health and psychiatric services for children and adults across a network of locations, including specific continued support for Jubilee Park Community Center	\$500,000 00
Jonathan's Place 6065 Duck Creek Drive Garland, Texas 75043	N/A	PC	Funding for Christmas gifts for children	\$5,500 00
Joni and Friends 2001 W Plano Parkway, Ste 2060 Plano, Texas 75075	N/A	PC	Funding for camperships for North Texas families affected by disability to attend family retreat camps	\$25,000 00
Kickstart Kids 10222 Westheimer Road Houston, Texas 77042	N/A	PC	Funding for school-based character development programming that is facilitated through martial arts classes	\$75,000 00
Kids Across America Kamps PO Box 930 Branson, MO 65615-0930	N/A	PC	Funding for camperships for Dallas area youth to attend summer camp	\$100,000 00
Kids Across America Kamps PO Box 930 Branson, MO 65615-0930	N/A	PC	Funding towards The Grow With Us Capital Campaign to renovate and upgrade parts of the camp	\$150,000 00
Kids Hope USA 201 W Washington Ave Suite 20 Zeeland, Michigan 49464	N/A	PC	Funding to support the mentoring program which matches at-risk youth with Christian mentors	\$44,000 00
Lena Pope Home Inc 3200 Sanguinet Street Fort Worth, TX 76107	N/A	PC	Funding to support low-cost mental health counseling services for youth and families	\$200,000 00
Lewa Wildlife Conservancy, USA P O Box 4449 New York, New York 10163	N/A	PC	Funding to support conservation of wildlife in Africa through active protection of elephants and rhinoceros and community development programming	\$100,000 00
Lionheart Children's Academy 610 S Industrial Blvd , Suite 170 Euless, TX 76040	N/A	PC	Funding to support a sustainable model and to start and sustain early childhood education centers	\$672,000 00
Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support WASH implementation in Uganda, Zambia, and Nicaragua, which will bring clean water to communities	\$1,870,000 00

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Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support an organization-wide investment in human capital	\$300,000 00
Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support an organization-wide investment in equipment alignment and upgrades	\$1,200,000 00
Lone Star CASA, Inc P O Box 414 Rockwall, Texas 75087-0414	N/A	PC	Funding to help make a CASA available for every foster child in Rockwall and Kaufman Counties	\$20,000 00
Los Barrios Unidos Community Clinic 809 Singleton Blvd Dallas, Texas 75212	N/A	PC	Funding to support behavioral health care for children and youth	\$75,000 00
Magdalen House, The 1302 Redwood Circle Dallas, Texas 75218-3654	N/A	PC	Funding to support the Legacy of Hope capital campaign which will increase capacity to serve women dealing with alcohol addiction	\$100,000 00
ManeGait 3160 N Custer Rd McKinney, Texas 75071	N/A	PC	Funding to support therapeutic riding for children and adults with disabilities	\$50,000 00
Mental Health Connection Of Tarrant County 3200 Sanguinet Fort Worth, Texas 76107	N/A	PC	Multi-year funding to support a Tarrant County-wide equipping of child service agencies to be trauma-informed through Trust-Based Relational Intervention	\$50,000 00
Mercy Street 3801 Holystone Dallas, Texas 75212	N/A	PC	Funding to support Christ-centered mentoring and youth development programing for youth in West Dallas	\$300,000 00
Methodist Children's Home 1111 Herring Ave Waco, Texas 76708	N/A	PC	Funding toward the capital campaign to replace two residential group homes on the Waco campus	\$400,000 00
Metro Dallas Homeless Alliance 2816 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for operating expenses to provide homeless children and families with permanent supportive housing and other supportive services	\$25,000 00
Metrocrest Services, Inc 13801 Hutton Dr #150 Farmers Branch, Texas 75234	N/A	PC	Funding to support the Sack Summer Hunger program which serves children dealing with food insecurity	\$10,000 00

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MHMR Visions 3840 Hulen St Fort Worth, Texas 76107	N/A	PC	Funding for the Milestone program which uses evidence-based early childhood interventions and family strengthening to help developmentally delayed and/or disabled children	\$100,000 00
Mi Escuelita Preschool P O Box 191487 Dallas, Texas 75219	N/A	PC	Funding to support the ASPIRE program which serves preschool students with a limited-English language background	\$45,000 00
Momentous Institute 106 East 10th Street Dallas, Texas 75203	N/A	SO I	Funding to support the provision of therapeutic services to children and families impacted by toxic and traumatic stress	\$250,000 00
Mosaic Family Services, Inc 12225 Greenville Avenue, Suite 800 Dallas, Texas 75243	N/A	PC	Funding for Christmas gifts for children	\$3,000 00
Muscular Dystrophy Association 8131 LBJ Freeway, Suite 440 Dallas, Texas 75251	N/A	PC	Funding for camperships for Dallas area youth with neuromuscular diseases to attend summer camp	\$10,000 00
New Friends New Life P O Box 192378 Dallas, Texas 75219	N/A	PC	Funding for the Youth Resource Center which provides aftercare for high-risk young women	\$50,000 00
New Horizons 147 Sayles Blvd Abilene, Texas 79605	N/A	PC	Funding for TBRI training and therapeutic mental health services for foster youth	\$125,000 00
NewDay Services for Children & Families 6816 Camp Bowie Blvd W, Ste 112 Fort Worth, Texas 76116	N/A	PC	Funding to support the FOCUS family resiliency program which helps build family skills that allow foster children to return home	\$50,000 00
Nexus Recovery Center 8733 La Prada Drive Dallas, Texas 75228	N/A	PC	Funding to support the Client Care Fund which subsidizes the care for women and children receiving mental health services	\$50,000 00
Nomi Network 21 W 46th Street, Floor 10, Suite #1004 New York, New York 10036	N/A	PC	Funding to support training and job placement programs for women and girls who are survivors of or are at risk of human trafficking in India	\$110,000 00
North Dallas Shared Ministries, Inc 2875 Merrell Road Dallas, Texas 75229	N/A	PC	Funding to support the Mental Health Counseling Program which provides quality mental health services in a community setting	\$35,000 00

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North Texas Food Bank 3677 Mapleshade Ln Plano, Texas 75075	N/A	PC	Funding towards The Stop Hunger Build Hope capital campaign which will provide an improved food distribution facility, a new administrative complex, and provide for enhanced operational efficiencies	\$500,000 00
North Texas Food Bank 3677 Mapleshade Ln Plano, Texas 75075	N/A	PC	Funding to support the Food 4 Kids backpack program which provides weekend meals to youth dealing with food insecurity	\$75,000 00
Notre Dame School 2018 Allen St Dallas, Texas 75204	N/A	PC	Multi-year funding to support the Financial Aid Program which helps families with a significant need send their youth with intellectual disabilities to Notre Dame School	\$120,000 00
Nuru International 5405 Alton Parkway Ste A-474 Irvine, California 92604	N/A	PC	Funding to support programming in Ethiopia which is working across domains of health, agriculture, education, and financial empowerment to alleviate poverty and instill economic resilience in at-risk families	\$175,000 00
Operation Kindness 3201 Earhart Drive Carrollton, Texas 75006	N/A	PC	Funding toward the "Build Save Love Creating Hope for Homeless Pets" capital campaign which will enhance capacity to serve animals in need of adoption	\$1,500,000 00
Parenting Center, The 2928 West Fifth Street Fort Worth, TX 76107	N/A	PC	Funding toward the capital campaign to increase therapeutic capacity and for the Clinical Counseling Program which provides subsidized counseling therapy for children and adults	\$125,000 00
Parenting Center, The 2928 West Fifth Street Fort Worth, TX 76107	N/A	PC	Funding to support a new home visiting program which combines tele-therapy with clinical counseling	\$125,000 00
Pine Cove, Inc 4410 Kinsey Drive Tyler, Texas 75703	N/A	PC	Funding for camperships for youth from West Dallas to attend summer camp	\$70,000 00
Presbyterian Children's Homes and Services 5920 W William Cannon Dr , Bld 3 Suite 100 Austin, Texas 78749	N/A	PC	Funding to support the Itasca Group Homes Program which serves youth in need of an out-of-home placement due to abuse or neglect	\$100,000 00
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, Texas 76113	N/A	PC	Funding for Christmas gifts for children	\$4,000 00
Project Transformation - North Texas 4024 Caruth Boulevard Dallas, Texas 75225	N/A	PC	Funding for afterschool and summer Christian enrichment programming	\$125,000 00

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Promise House 224 W Page Avenue Dallas, Texas 75208	N/A	PC	Funding for Christmas gifts for children	\$2,000 00
Rainbow Days 8150 North Central Expressway, Suite M1003 Dallas, Texas 75206	N/A	PC	Funding to support the Family Connection program which provides children from distressed backgrounds with support groups and mentoring to help build life skills and resilience	\$65,000 00
Rainbow Days 8150 North Central Expressway, Suite M1003 Dallas, Texas 75206	N/A	PC	Funding for Christmas gifts for children	\$5,000 00
Ranch Hands Rescue 9477 Fort Worth Drive Denton, Texas 76226	N/A	PC	Funding to support animal-assisted therapy for children and adults and to support animal well-being	\$125,000 00
Ranger Independent School District 1842 Loop 254 East Ranger, Texas 76470	N/A	PC	Funding for college scholarships for Ranger ISD graduates	\$20,000 00
Readers 2 Leaders P O Box 195076 Dallas, Texas 75219	N/A	PC	Funding for literacy programs that serve youth from West Dallas who are struggling to read	\$40,000 00
Reconciliation Outreach Ministries 1421 N Peak St Dallas, Texas 75204	N/A	PC	Funding to support Christian after-school and summer programming for children and youth in East Dallas	\$30,000 00
Recovery Resource Council 2700 Airport Freeway Fort Worth, TX 76111	N/A	PC	Funding toward the Enduring Families capital project which will expand therapeutic space and towards the immediate replacement of the heating and air conditioning system	\$150,000 00
Recovery Resource Council 2700 Airport Freeway Fort Worth, TX 76111	N/A	PC	Funding for the Enduring Families counseling program which serves veterans and their families	\$35,000 00
Retina Foundation of the Southwest 9600 N Central Expressway, Suite 200 Dallas, Texas 75231	N/A	PC	Funding to support testing and eye care for infants and children with vision disabilities	\$15,000 00
Richardson East Rotary Foundation P O Box 831765 Richardson, TX 75083	N/A	PC	Funding toward the construction of an inclusive playground at Cottonwood Park in Richardson, Texas	\$50,000 00

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RISE Adaptive Sports P O Box 141122 Irving, Texas 75014-1122	N/A	PC	Funding to support adaptive sports programming that serves physically disabled children and adults	\$70,000 00
Ronald McDonald House of Dallas, Inc 4707 Bengal St Dallas, TX 75235-8007	N/A	SO I	Funding towards a capital campaign that will accommodate the increasing demand of families whose children are in need of receiving medical treatment	\$400,000 00
SafeHaven of Tarrant County 1100 Hemphill St , Suite 303 Fort Worth, Texas 76104	N/A	PC	Funding to support the SafePlay program which provides child development programs, counseling and therapy, and case management to children residing in the shelter	\$75,000 00
SafeHaven of Tarrant County 1100 Hemphill St , Suite 303 Fort Worth, Texas 76104	N/A	PC	Funding for Christmas gifts for children	\$2,500 00
Serve West Dallas 2215 Canada Drive Dallas, Texas 75212	N/A	PC	Funding for the Step Forward Program which provides support and credentialing programming for high school students pursuing careers	\$75,000 00
Shaken Baby Alliance 8101 Boat Club Rd Ste 240 Rm 154 Fort Worth, Texas 76179	N/A	PC	Funding to support programming to prevent babies from being victims of abusive shaking and to support families that have been impacted by a shaken baby	\$40,000 00
Sight Savers America 337 Business Circle Pelham, Alabama 35124	N/A	PC	Funding to support the Low Vision Program which provides low-income, low-vision children with vision aids	\$25,000 00
SoupMobile 3017 Commerce Street Dallas, Texas 75226	N/A	PC	Funding for Christmas gifts for children	\$2,500 00
Southern Methodist University P O Box 750402 Dallas, Texas 75275	N/A	PC	Funding to support the Child Advocacy Clinic which will provide legal aid to youth who are transitioning out of foster care	\$50,000 00
Southwestern Medical Foundation, Center for Depression Research and Clinical Care 3889 Maple Avenue, Suite 100 Dallas, Texas 75219-3914	N/A	PC	Multi-year funding to expand the Mood Disorders Network to include pediatric providers who will be better enabled to screen for and treat depression in children	\$1,300,000 00
St Anthony School and Community Center 3732 Myrtle St Dallas, Texas 75215	N/A	PC	Funding to support the Explore Summer 2018 program which provides children from South Dallas summer academic learning and field trips	\$50,000 00

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Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

<u>Recipient Name and address (home or business)</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
St Mary of Carmel Catholic School 1716 Singleton Blvd Dallas, TX 75212	N/A	PC	Funding to support counseling and social-emotional learning programs	\$35,000 00
St Philip's School and Community Center 1600 Pennsylvania Avenue Dallas, Texas 75215	N/A	PC	Funding for tuition assistance for the 2018-2019 school year and support for the Early Childhood summer camp which serves toddlers	\$125,000 00
Suicide & Crisis Center of North Texas 2808 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding to support school and community outreach programming to prevent suicide	\$40,000 00
Teach For America 600 North Pearl Street, Suite 2300 Dallas, Texas 75206	N/A	PC	Funding to support the Leadership Training and Support Program which is designed to train teachers in whole child development	\$50,000 00
Texans Care For Children, Inc 1106 Clayton Lane, Suite 111-w Austin, Texas 78723-1034	N/A	PC	Funding to support research related to child welfare in Texas	\$50,000 00
Texas Center For Child And Family Studies 409 W 13th St Austin, Texas 78701	N/A	SO I	Funding to support the development of a rate payment system that rewards quality foster care in Texas	\$200,000 00
TexProtects, Champions for Safe Children 1341 W Mockingbird Ln, Suite 560W Dallas, Texas 75247	N/A	PC	Funding to support ongoing research for development and communication of best practices in child welfare	\$75,000 00
Trinity River Mission 2060 Singleton Blvd , Suite 104 Dallas, Texas 75212	N/A	PC	Funding to support out-of-school programs which serve West Dallas youth with educational services, social-emotional learning, and character development	\$100,000 00
Tyler Street Christian Academy 915 W Ninth Street Dallas, Texas 75208-5010	N/A	PC	Funding for scholarships for students from low-income families to attend a college preparatory school founded on Christian values	\$60,000 00
Union Gospel Mission 3211 Irving Boulevard Dallas, Texas 75247	N/A	PC	Funding for Christmas gifts for children	\$2,500 00
Union Gospel Mission of Tarrant County 1321 East Lancaster Fort Worth, Texas 76102	N/A	PC	Funding for Christmas gifts for children	\$2,500 00

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Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	Donee Relationship	Foundation Status	Purpose of grant or contribution	Amount
United to Learn 5310 Harvest Hill Road #190 Dallas, Texas 75254	N/A	PC	Funding to support programming to increase students' social and emotional health and literacy skills through teacher trainings, tutoring, and mentorship	\$25,000 00
Upbring 8305 Cross Park Drive Austin, Texas 78754	N/A	PC	Funding to support the Dallas Therapeutic Foster Care Program which supports foster care families with trainings and enriched opportunities	\$30,000 00
Uplift Education c/o Development Department 1825 Market Center Blvd Suite 500 Dallas, Texas 75207-3349	N/A	PC	Funding to support a partnership with UT Southwestern to provide counseling services in Uplift schools	\$75,000 00
Voice of Hope Ministries P O Box 224845 Dallas, Texas 75222-4845	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$20,000 00
WARM Place, The 809 Lipscomb Street Fort Worth, Texas 76104	N/A	PC	Funding to support the Grief Support Program which provides emotional support for children who have experienced the death of a loved one	\$25,000 00
Warren Center, The 320 Custer Road Richardson, Texas 75080	N/A	PC	Funding to support the Early Childhood Intervention Program and Therapy Services for Children Program which provide therapeutic services to children with developmental differences and disabilities	\$115,000 00
Wesley-Rankin Community Center 3100 Crossman Avenue Dallas, Texas 75212	N/A	PC	Funding to support summer youth development programming through the B3X summer camp	\$65,000 00
West Dallas Community School 2300 Canada Drive Dallas, Texas 75212	N/A	PC	Funding to support the general operations of West Dallas Community School	\$100,000 00
WiNGS 2603 Inwood Road Dallas, Texas 75235	N/A	PC	Funding to support the Nurse Family Partnership Program and Finance and Career programs which provide training in effective parenting and economic resilience to families at risk of abuse or neglect	\$250,000 00
Women's Center of Tarrant County, Inc 1723 Hemphill St Fort Worth, Texas 76110-1516	N/A	PC	Funding for Rape Crisis & Victim Services which provide counseling and promote healing among victims of child sexual assault	\$25,000 00
World Relief 7 East Baltimore St Baltimore, Maryland 21202	N/A	PC	Funding to support child and youth focused programming facilitated through churches in Malawi and Burundi	\$750,000 00

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Form 990-PF, Part XV, Line 3a

Grants and Contributions Paid During the Year

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Year Up Dallas/Fort Worth 701 Elm Street, 4th floor Dallas, Texas 75202	N/A	PC	Funding to support Year Up programming which connects at-risk young adults with professional development, internship opportunities, and coaching so that they are equipped to participate in careers that provide life opportunity and a living wage	\$100,000 00
Grand Total grants paid				\$38,537,700 00

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Form 990-PF, Part XV, Line 3b

Grants and Contributions Approved for Future Payment

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Avance-Dallas, Inc 2060 Singleton Blvd #103 Dallas, TX 75212	N/A	PC	Funding for the Parent-Child Education Program which provides early childhood education and home visiting programming for parents	\$70,000 00
Big Thought 1409 S Lamar Street, Suite 1015 Dallas, TX 75215	N/A	PC	Funding for the Creative Solutions program, an arts-based intervention and job-training program for youth on juvenile probation	\$75,000 00
Buckner Children & Family Services, Inc 700 North Pearl Street, Suite 1200 Dallas, Texas 75201	N/A	PC	Multi-year funding to support and expand Buckner's therapeutic foster care for high needs children and kinship foster care programs	\$140,000 00
Child Poverty Action Lab 1808 S Good Latimer Expy, Suite 102 Dallas, Texas 75226	N/A	PC	Multi-year funding for backbone organizational capacity to address poverty in Dallas County	\$150,000 00
Circle Ten Council, Boy Scouts of America 8605 Harry Hines Boulevard Dallas, Texas 75235	N/A	PC	Multi-year funding the maintenance and upkeep of Camp Trevor Rees-Jones	\$250,000 00
City Square 4000 East Side Ave Dallas, TX 75226	N/A	PC	Funding for the start-up costs for the TRAC Drop-In Center at After8 to Educate which will serve homeless youth	\$100,000 00
Dallas CASA 2757 Swiss Ave Dallas, TX 75204	N/A	PC	Funding for Praesidium children protection training for CASA volunteer supervisors and staff	\$53,000 00
Dallas Social Venture Partners 12900 Preston Road, Suite 1220 Dallas, TX 75230	N/A	PC	Funding for renovations to Fannie C Harris Elementary School which is being re-purposed as a drop-in center for homeless youth	\$250,000 00
Dallas Theological Seminary 3909 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for scholarships for students entering the Masters of Arts in Biblical Counseling program with a Children's Advocacy focus	\$35,000 00
Fund for Animals, Inc 700 Professional Drive Gaithersburg, MD 20879	N/A	PC	Funding to support Phase II of construction of the Big Cat Habitat	\$275,000 00
Highland Park Presbyterian Church 3821 University Boulevard Dallas, Texas 75205	N/A	PC	Funding toward the capital campaign for the church facilities	\$8,000,000 00
International Justice Mission P O Box 58147 Washington, DC 20037	N/A	PC	Multi-year funding to support the field offices in India which are engaged in ending modern-day slavery in India	\$ 3,000,000 00

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Statement 21

Form 990-PF, Part XV, Line 3b

Grants and Contributions Approved for Future Payment

Recipient <u>Name and address (home or business)</u>	Donee <u>Relationship</u>	Foundation <u>Status</u>	<u>Purpose of grant or contribution</u>	<u>Amount</u>
Jewish Family Service 5402 Arapaho Road Dallas, Texas 75248-6905	N/A	PC	Multi-year funding to support mental health and psychiatric services for children and adults across a network of locations, including specific continued support for Jubilee Park Community Center	\$400,000 00
Kupenda for the Children P O Box 473 Hampton, NH 03842	N/A	PC	Funding to support programming for children with disabilities to access medical care, education, and experience loving inclusion in their homes and communities	\$50,000 00
Langham Partnership USA Inc P O Box 189 Cave Creek, AZ 85327	N/A	PC	Funding to support pastor training activities in Ethiopia and the Amharic translation of the African Bible Commentary	\$42,000 00
Lionheart Children's Academy 610 S Industrial Blvd , Suite 170 Euless, TX 76040	N/A	PC	Funding to support a sustainable model and to start and sustain early childhood education centers	\$930,000 00
Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support an organization-wide investment in human capital	\$600,000 00
Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support an organization-wide investment in equipment alignment and upgrades	\$2,000,000 00
Meadows Mental Health Policy Institute 2800 Swiss Avenue Dallas, TX 75204	N/A	PC	Funding for a complete system assessment of child and youth mental health resources in North Texas	\$450,000 00
Notre Dame School 2018 Allen Street Dallas, Texas 75229-3005	N/A	PC	Multi-year funding to support the Financial Aid Program which helps families with a significant need send their youth with intellectual disabilities to Notre Dame School	\$120,000 00
Salvation-Army DFW-Metroplex-Command 8787 N Stemmons Fwy, Ste 800 Dallas, TX 75247	N/A	PC	Funding for renovation of the Pleasant Grove Community Center as well as support for youth programming at the Center	\$850,000 00
Texas Health Resources Foundation 612 E Lamar Blvd Suite 300 Arlington, TX 76011	N/A	PC	Funding for follow-up care for high-risk babies in the Neonatal Intensive Care Unit after the babies leave the NICU	\$100,000 00
Youth Believing in Change 8574 Stults Road Dallas, TX 75243	N/A	PC	Funding for after-school and summer programs which serve students with Christian, character-based programming	\$50,000 00

Grand Total Grants Approved for Future Payment

\$17,990,000

Client REESJONE

The Rees-Jones Foundation

20-5132900

10/17/19

09:26AM

Additional Detail

Form 990-PF, Part V, Line 1, Column (b)

Adjusted qualifying distributions for 2016 and 2017 have been changed to reflect the corrected adjusted qualifying distributions on amended Forms 990-PF for these years.

Additional Detail

Form 990-PF, Part VII-B, Line 1a.(3)

Rees-Jones Holdings, LLC, owned by Trevor Rees-Jones, Board Chairman and founder of The Rees-Jones Foundation, furnishes use of office space, as well as miscellaneous other supplies and services, such as Information Technology services to the Foundation free of charge. These activities are not acts of self-dealing as codified in IRC Section 4941(D)(2)(C).