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Form **990-PF**Department 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.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, 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)
► \$ 490,488,879.
J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d), must be on cash basis)**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (attach schedule)**2** Check ☒ if the foundation is not required to attach Sch B**3** Interest on savings and temporary cash investments

1,056,654.

1,056,654.

N/A

4 Dividends and interest from securities

523,762.

523,762.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10

20,227,140.

Statement 1

b Gross sales price for all assets on line 6a

57,237,306.

7 Capital gain net income (from Part IV, line 2)

20,149,306.

8 Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less: Cost of goods sold**c** Gross profit or (loss) (attach schedule)**11** Other income (attach schedule)

See Statement 2

3,666,343.

2,582,636.

12 Total. Add lines 1 through 11

25,473,899.

24,312,358.

13 Compensation of officers, directors, trustees, etc.

1,101,689.

506,864.

592,395.

14 Other employee salaries and wages

845,250.

103,790.

741,428.

15 Pension plans, employee benefits

392,261.

82,016.

310,158.

16a Legal fees (attach schedule) See St 3

17,615.

15,665.

1,950.

b Accounting fees (attach sch) See St 4

53,557.

40,168.

13,389.

c Other professional fees (attach sch) See St 5

1,368,860.

1,245,265.

123,595.

17 Interest**18** Taxes (attach schedule)(see instrs) See Stm 6

1,271,159.

175,565.

19 Depreciation (attach schedule) and depletion

42,657.

636.

20 Occupancy

2,277.

137.

2,140.

21 Travel, conferences, and meetings

115,258.

6,818.

108,343.

22 Printing and publications

3,698.

222.

3,476.

23 Other expenses (attach schedule)

See Statement 7

239,432.

15,486.

231,938.

24 Total operating and administrative expenses. Add lines 13 through 23

5,453,713.

2,192,632.

2,128,812.

25 Contributions, gifts, grants paid Part XV

38,834,623.

47,116,623.

26 Total expenses and disbursements. Add lines 24 and 25

44,288,336.

2,192,632.

49,245,435.

27 Subtract line 26 from line 12**a** Excess of revenue over expenses and disbursements

-18,814,437.

b Net investment income (if negative, enter 0)

22,119,726.

c Adjusted net income (if negative, enter 0)

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Part II Balance Sheets		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	16,889,557.	28,595,050.	28,595,050.
	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	48,353,154.	49,789,838.	49,789,838.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 9	353,620,186.	357,988,852.	357,988,852.
	14 Land, buildings, and equipment basis ▶ 140,713.			
	Less accumulated depreciation (attach schedule) See Stmt 10 ▶ 118,792.	32,521.	21,921.	21,921.
	15 Other assets (describe ▶ See Statement 11)	44,468,973.	54,093,218.	54,093,218.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	463,364,391.	490,488,879.	490,488,879.
	17 Accounts payable and accrued expenses	328,175.	405,232.	
	18 Grants payable	17,990,000.	9,708,000.	
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ See Statement 12)	216,300.	893,500.	
	23 Total liabilities (add lines 17 through 22)	18,534,475.	11,006,732.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input checked="" type="checkbox"/>			
	24 Net assets without donor restrictions	444,829,916.	479,482,147.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. <input type="checkbox"/>			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	444,829,916.	479,482,147.	
Net Assets or Fund Balances	30 Total liabilities and net assets/fund balances (see instructions)	463,364,391.	490,488,879.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	444,829,916.
2 Enter amount from Part I, line 27a	2	-18,814,437.
3 Other increases not included in line 2 (itemize) ▶ See Statement 13	3	53,466,668.
4 Add lines 1, 2, and 3	4	479,482,147.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 29	6	479,482,147.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a publicly traded securities		P	Various	Various
b alternative investments		P	Various	Various
c K-1 pass-through capital gains (losses)		P	Various	Various
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 31,603,796.		26,853,527.	4,750,269.
b 11,199,139.		10,000,000.	1,199,139.
c 14,199,898.			14,199,898.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,750,269.
b			1,199,139.
c			14,199,898.
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	20,149,306.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div>		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))
2018	40,214,768.	516,017,670.	0.077933
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

2 Total of line 1, column (d)	2	0.387211
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	0.077442
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	484,561,519.
5 Multiply line 4 by line 3	5	37,525,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	221,197.
7 Add lines 5 and 6	7	37,746,610.
8 Enter qualifying distributions from Part XII, line 4	8	49,245,435.

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.

3

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	221,197.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	0.
3 Add lines 1 and 2		3	221,197.
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	221,197.
6 Credits/Payments.			
a 2019 estimated tax pymts and 2018 overpayment credited to 2019	6 a	360,437.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	360,437.	
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	139,240.	
11 Enter the amount of line 10 to be Credited to 2020 estimated tax	11	0.	
		Refunded	

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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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 TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.rees-jonesfoundation.org</u>	13	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	15	N/A
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country	16	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	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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	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 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions☒ Yes ☐ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions**5 b** Yes No X

Organizations relying on a current notice regarding disaster assistance, check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) See Statement 15

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?**6 b** Yes No X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b Yes No**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16				
		1,101,689.	119,033.	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 17				
		575,676.	120,637.	0.

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

1

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.	1,240,873.
Curtis W. Meadows, Jr. 3131 Maple Avenue, Apt. 10D Dallas, TX 75201	Consulting	64,475.
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 18	
	24,914.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	47,283,173.
b	Average of monthly cash balances	1 b	54,388,243.
c	Fair market value of all other assets (see instructions)	1 c	390,269,212.
d	Total (add lines 1a, b, and c)	1 d	491,940,628.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	491,940,628.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,379,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	484,561,519.
6	Minimum investment return. Enter 5% of line 5	6	24,228,076.

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	24,228,076.
2a	Tax on investment income for 2019 from Part VI, line 5	2 a	221,197.
b	Income tax for 2019 (This does not include the tax from Part VI.)	2 b	188,031.
c	Add lines 2a and 2b	2 c	409,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,818,848.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,818,848.
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	23,818,848.

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	1 a	49,245,435.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	49,245,435.
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	221,197.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,024,238.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				23,818,848.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2019				
a From 2014	8,375,232.			
b From 2015	17,670,102.			
c From 2016	21,877,548.			
d From 2017	13,606,872.			
e From 2018	12,708,622.			
f Total of lines 3a through e	74,238,376			
4 Qualifying distributions for 2019 from Part XII, line 4: \$ 49,245,435.				
a Applied to 2018, 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 2019 distributable amount				23,818,848.
e Remaining amount distributed out of corpus	25,426,587.			
5 Excess distributions carryover applied to 2019 (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	99,664,963.			
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 2018 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions)	8,375,232.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	91,289,731.			
10 Analysis of line 9				
a Excess from 2015	17,670,102.			
b Excess from 2016	21,877,548.			
c Excess from 2017	13,606,872.			
d Excess from 2018	12,708,622.			
e Excess from 2019	25,426,587.			

BAA

Form 990-PF (2019)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 21			See attached statement	47,116,623.
Total				3 a 47,116,623.
b Approved for future payment See Statement 22			See attached statement	9,708,000.
Total				3 b 9,708,000.

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	1,056,654.	
4 Dividends and interest from securities			14	523,762.	
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	77,834.	18	20,149,306.	
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	1,040,199.	14	2,582,636.	43,508.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,118,033.		24,312,358.	43,508.
13 Total. Add line 12, columns (b), (d), and (e)				13	25,473,899.

(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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[illegible]

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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:	Qualifying Part. K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2019		
To Whom Sold:			
Gross Sales Price:	0.		
Cost or Other Basis:	138,455.		
Basis Method:	Cost	Gain (Loss)	-138,455.

Description:	Qualifying Part. K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2019		
To Whom Sold:			
Gross Sales Price:	211,431.		
Cost or Other Basis:	0.		
Basis Method:	Cost	Gain (Loss)	211,431.

Description:	Sch. M (BLR) K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2019		
To Whom Sold:			
Gross Sales Price:	0.		
Cost or Other Basis:	18,184.		
Basis Method:	Cost	Gain (Loss)	-18,184.

Description:	Sch. M (BLR) K-1 cap. gains (losses)		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	12/31/2019		
To Whom Sold:			
Gross Sales Price:	23,042.		
Cost or Other Basis:	0.		
Basis Method:	Cost	Gain (Loss)	23,042.

Total \$ 77,834.

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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	\$ 3,666,343.	\$ 2,582,636.	
Total	<u>\$ 3,666,343.</u>	<u>\$ 2,582,636.</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	\$ 17,615.	\$ 15,665.		\$ 1,950.
Total	<u>\$ 17,615.</u>	<u>\$ 15,665.</u>		<u>\$ 1,950.</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	\$ 36,072.	\$ 27,054.		\$ 9,018.
Tax preparation services	17,485.	13,114.		4,371.
Total	<u>\$ 53,557.</u>	<u>\$ 40,168.</u>		<u>\$ 13,389.</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	\$ 64,475.			\$ 64,475.
Investment mgmt. & custodian	1,244,759.	\$ 1,244,759.		
New hire human resource services	835.			835.
Office maintenance services	2,518.			2,518.
Outcomes based evaluation training	2,000.			2,000.
Payroll and benefits services	4,213.	506.		3,707.
Web site design/management	50,060.			50,060.
Total	<u>\$ 1,368,860.</u>	<u>\$ 1,245,265.</u>		<u>\$ 123,595.</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	\$ 677,200.			
Excise tax expense	221,185.			
Foreign tax expense	175,572.	\$ 175,565.		
State income tax expense	10,173.			
UBIT expense	187,029.			
Total	<u>\$ 1,271,159.</u>	<u>\$ 175,565.</u>		<u>\$ 0.</u>

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	\$ 1,863.	\$ 1,863.		
Community activities	52,414.			\$ 52,414.
Employee matching grants	15,588.			15,588.
Equipment rental and maintenance	6,053.	363.		5,690.
Grants software license	87,693.			87,693.
Insurance	34,444.	10,678.		23,766.
Meals & entertainment	6,104.	183.		5,738.
Memberships	10,550.	633.		9,917.
Miscellaneous	3,469.			3,469.
Office supplies	16,148.	969.		15,179.
Penalties	-8,175.			
Postage & delivery	6,345.	381.		5,964.
Publications and subscriptions	5,654.	339.		5,315.
Telephone and telecommunications	1,282.	77.		1,205.
Total	<u>\$ 239,432.</u>	<u>\$ 15,486.</u>		<u>\$ 231,938.</u>

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Publicly traded equities	Mkt Val	\$ 49,789,838.	\$ 49,789,838.
	Total	<u>\$ 49,789,838.</u>	<u>\$ 49,789,838.</u>

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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	\$ 357988852.	\$ 357,988,852.
Total		<u>\$ 357988852.</u>	<u>\$ 357,988,852.</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.	\$ 87,476.	\$ 21,018.	\$ 21,018.
Machinery and Equipment	32,219.	31,316.	903.	903.
Total	<u>\$ 140,713.</u>	<u>\$ 118,792.</u>	<u>\$ 21,921.</u>	<u>\$ 21,921.</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	\$ 495,852.	\$ 495,852.
Interest and dividends receivable	21,457.	21,457.
Investment redemptions receivable	53,575,909.	53,575,909.
Total	<u>\$ 54,093,218.</u>	<u>\$ 54,093,218.</u>

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

Deferred excise tax payable	\$ 893,500.
Total	<u>\$ 893,500.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

Unrealized gain on investments	\$ 53,466,668.
Total	<u>\$ 53,466,668.</u>

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✓**Statement 14****Form 990-PF, Part VII-A, Line 12****Explanation of Distribution to Donor Advised Fund****Qualifying Distribution Statement:**

During 2019, donations totaling \$225,000 were made to a donor advised fund at The Dallas Foundation, a local communities foundation. The total was included in total qualifying distributions for 2019.

Section 170(C)(2)(B) Explanation:

The Board of Directors of The Rees-Jones Foundation has advisory privileges over the funds. Generally, the amounts distributed to the donor advised fund are subsequently re-distributed within the same fiscal year, to publicly supported 501(c)(3) organizations.

Statement 15**Form 990-PF, Part VII-B, Line 5c****Expenditure Responsibility**

Grantee Name:

Kupenda for the Children

Address:

P. O. Box 473

Address:

Hampton, NJ 03843

Grant Date:

2/21/2019

Grant Amount:

\$ 24600

Grant Purpose:

To enable Kuhenza to purchase land in Kalifi County, Kenya

Amt. Expended by Grantee:

\$ 24600

Any Diversion by Grantee:

No

Dates of Reports by Grantee:

08/30/2019

Date of Verification:

Results of Verification:

The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

Grantee Name:

Motivation Charitable Trust

Address:

Unit 2, Sheene Road

Address:

Bedminster, Bristol BS3 4EG United Kingdom

Grant Date:

9/19/2019

Grant Amount:

\$ 85000

Grant Purpose:

Training caregivers of children with disabilities in Uganda

Amt. Expended by Grantee:

\$ 51082

Any Diversion by Grantee:

No

Dates of Reports by Grantee:

02/12/20

Date of Verification:

Results of Verification:

The Foundation reviewed the grant reports submitted by the Grantee, but did not undertake any verification thereof, as there was no reason to doubt their accuracy or reliability.

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Statement 16
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>Compen- sation</u>	<u>Contri- bution 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	236,884.	0.	0.
David Hundley 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Secretary 1.00	11,080.	1,433.	0.
Peter Collins 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Chief Inv. Off. 20.00	360,000.	11,133.	0.
Cissy Moses 8111 Westchester Dr, Suite 950 Dallas, TX 75225	Treasurer 32.00	240,825.	53,738.	0.
Terese Stevenson 8111 Westchester Dr, Suite 950 Dallas, TX 75225	VP-Grants 40.00	252,900.	52,729.	0.
Total		<u>\$ 1,101,689.</u>	<u>\$ 119,033.</u>	<u>\$ 0.</u>

Statement 17
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>
Adrian Cook 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Dir Research 40.00	144,825.	26,295.	0.
Lynn Gibson 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Sr. Prog. Officer 40.00	139,221.	26,770.	0.
Chris Munson 8111 Westchester Drive, Suite 950 Dallas, TX 75225	Program Officer 40.00	126,375.	34,225.	0.
Amy Rembert	Program Officer	94,305.	20,114.	0.

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Statement 17 (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, 75225 75225	Research Assoc. 40.00	70,950.	13,233.	0.
	Total	\$ 575,676.	\$ 120,637.	\$ 0.

Statement 18
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 five 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 25 at-risk youth.	\$ 24,914.

Statement 19
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Trevor Rees-Jones
Janice M. Rees-Jones

Statement 20
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: The Rees-Jones Foundation
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: info@rees-jonesfoundation.org
Form and Content: The Foundation's grant making programs and areas of interest are described fully on the Foundation's website (www.rees-jonesfoundation.org). To submit an application, review the grant guidelines on the Foundation's website under Apply/Frequently Asked Questions to determine if your proposal is eligible for funding. Letters of inquiry and/or applications should be submitted through the grants

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Statement 20 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Submission Deadlines:
Restrictions on Awards:

management portal on our website. Full instructions are provided under the Apply menu.
As noted on our website, there are no fixed deadlines
The Foundation's website describes those areas where the Foundation may provide support as well as those proposals it will not fund.

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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).

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2019 Federal Book Summary Depreciation Schedule

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The Rees-Jones Foundation

20-5132900

Description	Date Acquired	Cost Basis	Prior Depreciation	Method	Life	Current Depreciation
Furniture and Fixtures	Various	108,494	80,061	SL	7	7,415
Computer and other equipment	Various	32,219	28,131	SL	5	3,186
Grand Total Depreciation		140,713	108,192			10,601
Cost Depletion (from partnership interests)						32,056
Grand Total Depreciation & Depletion, Part I, line 19						42,657

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Statement 21
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
After-School All-Stars North Texas 2902 Swiss Ave Dallas, Texas 75204	N/A	PC	Funding to support out-of-school-time enrichment programming for DISD middle school students	\$30,000 00
Alliance for Greater Works 2080 N Hwy 360, Suite 342 Grand Prairie, Texas 75050	N/A	PC	Funding to support mental health and trauma awareness training for youth pastors	\$25,000 00
ARKGroup, The 2828 Fish Trap Road Dallas, Texas 75212	N/A	PC	Funding for The Greater Dallas Mission program which trains teachers and parents to be engaged in healthy relationships with students	\$75,000 00
Arlington Life Shelter 325 W Division Street Arlington, Texas 76011	N/A	PC	Funding towards the capital campaign to expand and enhance shelter space for children and their families	\$100,000 00
Association for Independent Living 2826 Storey Lane Dallas, Texas 75220	N/A	PC	Funding for the WAY Program which helps increase the independence of individuals with intellectual and developmental disabilities	\$40,000 00
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
Bachman Lake Together 9507 Overlake Dr Dallas, Texas 75220-5925	N/A	PC	Funding to support quality early childhood development programming in Bachman Lake	\$50,000 00
Barnabas Foundation Camp Barnabas PO Box 3200 Springfield, Missouri 65808	N/A	PC	Funding for camperships for youth with disabilities	\$70,000 00
Behind Every Door Ministries, Inc 2824 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$30,000 00
Best Buddies Texas 1341 W Mockingbird Lane, Suite 241E Dallas, Texas 75247	N/A	PC	Funding for the Jobs Program which helps individuals with intellectual disabilities to live independently	\$25,000 00
Big Brothers Big Sisters Lone Star 450 E John Carpenter Freeway, Suite 300 Irving, TX 75062	N/A	PC	Funding for faith-based mentoring for at-risk youth	\$75,000 00

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The Rees-Jones Foundation

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Statement 21

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>
Big Life Foundation USA 1715 North Heron Drive Ridgefield, Washington 98642-9684	N/A	PC	Funding to support animal conservation in the Greater Amboseli area of Kenya	\$75,000 00
Big Thought 1409 South Lamar Street, Suite 1015 Dallas, Texas 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
Booker T Washington High School for the Performing and Visual Arts P O Box 192648 Dallas, Texas 75219-8524	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 Greater Dallas P O Box 140189 Dallas, Texas 75204	N/A	PC	Funding to support the Passport to Manhood summer camp which promotes responsibility and character development in young boys	\$40,000 00
Boys & Girls Clubs of Greater Tarrant County, Inc 3218 E Belknap St Fort Worth, Texas 76111-4739	N/A	PC	Funding for Boys & Girls Clubs of Greater Tarrant County's ongoing effort towards Continuous Quality Improvement to improve outcomes in out-of-school summer programs	\$100,000 00
Bridge Lacrosse P O Box 190844 Dallas, TX 75219	N/A	PC	Funding for character formation and youth development taught through lacrosse	\$25,000 00
Brighter Bites 7500 San Felipe, Suite 600 Houston, Texas 77063	N/A	PC	Funding to provide healthy food and nutrition education to low-income families	\$25,000 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
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	\$42,500 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

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Statement 21

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>
Carrell Clinic Foundation 9301 N Central Expy , Suite 400 Dallas, Texas 75231	N/A	PC	Funding to support Carrell Clinic Foundation's Chanty Care Program, which donates musculoskeletal-related supplies and medical treatments	\$10,000 00
Casa del Lago P O Box 540324 Dallas, Texas 75354	N/A	PC	Funding for Casa del Lago's early childhood development program for families in Bachman Lake	\$25,000 00
CASA of Tarrant County 101 Summit Ave , Suite 505 Fort Worth, Texas 76102	N/A	PC	Funding to support the expansion of mental health services in West Dallas	\$125,000 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	\$30,000 00
Center for Transforming Lives 512 W 4th Street Fort Worth, Texas 76102	N/A	PC	Funding to support 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 children with special needs	\$20,000 00
Chase's Place 620 N Coit Rd , Ste 2176 Richardson, TX 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 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	\$90,000 00
Child Poverty Action Lab 501 N Akard St, Suite 301 DALLAS, TX 75226	N/A	PC	Multit-year funding for backbone organizational capacity to address poverty in Dallas County	\$150,000 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 and mental health programs to children who have experienced abuse	\$100,000 00
Children's Medical Center Foundation 2777 Stemmons Freeway, Suite 1700 Dallas, Texas 75207	N/A	PC	Funding for the continued growth of The Rees-Jones Center for Foster Care Excellence as it achieves hope, health and healing for all children in foster care	\$3,500,000 00

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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
CitySquare PO Box 140024 Dallas, Texas 75214	N/A	PC	Funding for the start-up costs for the TRAC Drop-IN Center at Aft8 to Educate which will serve homeless youth	\$100,000 00
CNM 6688 N Central Expressway, Suite 1025 Dallas, Texas 75206	N/A	PC	Funding for the CMNpact capacity building program for North Texas organizations serving people with disabilities	\$30,000 00
Commit! Partnership, The 3800 Maple Avenue, Suite #800 Dallas, TX 75219	N/A	PC	Funding for Commit's early childhood education work in Dallas County	\$50,000 00
Communities Foundation of Texas 5500 Caruth Haven Lane Dallas, TX 75225	N/A	PC	Funding to support North Texas Giving Day in 2019	\$50,000 00
Communities In Schools of Greater Tarrant County 5601 Bridge Street, Suite 501 Fort Worth, Texas 76112	N/A	PC	Funding for the Integrated Student Support model which addresses at-risk students' academic and non-academic needs	\$75,000 00
Communities In Schools of North Texas P O Box 295543 Lewisville, Texas 75029	N/A	PC	Funding for the Integrated Student Support model which addresses at-risk students' academic and non-academic needs	\$70,000 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	\$50,000 00
Cornerstone Crossroads Academy P O Box 151062 Dallas, Texas 75315	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$20,000 00
Court Appointed Special Advocates of Collin County, Inc 101 E Davis Street McKinney, Texas 75069	N/A	PC	Funding to provide child victims of abuse and neglect in Collin County with a CASA advocate	\$50,000 00
Cristo Rey Fort Worth High School 2633 Altamesa Blvd Fort Worth, Texas 76133	N/A	PC	Funding for the GRIT (Grace, Responsibility, Integrity and Tenacity), a social emotional support program for high school students	\$40,000 00

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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
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding to support capital improvements to hospital infrastructure across the CURE hospital network	\$700,000 00
CURE International 17011 Hickory Street Spring Lake, Michigan 49456	N/A	PC	Funding for the CURE Ethiopia Children's Hospital, which provides youth with orthopedic care	\$2,300,000 00
Dallas Academy 950 Tiffany Way Dallas, Texas 75218	N/A	PC	Funding for scholarships for students with learning differences and special needs	\$25,000 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	\$125,000 00
Dallas CASA 2757 Swiss Ave Dallas, Texas 75204	N/A	PC	Funding for Praesidium children protection training for CASA volunteer supervisors and staff,	\$53,000 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
Dallas Foundation, The 3963 Maple Avenue, Suite 390 Dallas, Texas 75219-3209	N/A	PC	Funding for the Rees-Jones Fund at The Dallas Foundation	\$225,000 00
Dallas Leadership Foundation P O Box 227455 Dallas, Texas 75222-7455	N/A	PC	Funding for Christmas gifts for children	\$7,500 00
Dallas Leadership Foundation P O Box 227455 Dallas, Texas 75222-7455	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$30,000 00
Dallas Life P O Box 130116 Dallas, Texas 75313	N/A	PC	Funding to support renovations to a new child day care center	\$250,000 00

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Dallas Life P O Box 130116 Dallas, Texas 75313	N/A	PC	Funding for Christmas gifts for children	\$3,000 00
Dallas Pets Alive 11700 Preston Rd Suite 660 #263 Dallas, TX 75230	N/A	PC	Funding to increase organizational capacity to serve animal welfare needs and to hire a canine specialist	\$50,000 00
Deaf Action Center 3110 CedarPlaza Lane Dallas, Texas 75235	N/A	PC	Funding to support the Youth Transition Program which will help deaf youth seeking to enter the workforce as they transition into adulthood	\$40,000 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
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 DISD Early Childhood Infrastructure project promoting pre-kindergarten enrollment	\$100,000 00
Eastland Independent School District 900 West Plummer Street P O Box 31 Eastland, Texas 76448	N/A	GOV	Funding for college scholarships for Eastland ISD graduates	\$10,000 00
Educational First Steps 2815 Gaston Ave Dallas, Texas 75226	N/A	PC	Funding to support the FourSteps 2 0 program which accredits childcare centers in low-income areas	\$75,000 00
Evergreen Life Services 2101 State Hwy 80 Haughton, Louisiana 71037	N/A	PC	Funding to support capital improvements at Evergreen Life Services' Dallas day program facility	\$50,000 00
Family Compass 4210 Junius Street Dallas, TX 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 Christmas gifts for children	\$4,000 00
Family Place, The P O Box 7999 Dallas, Texas 75209	N/A	PC	Funding for the Children's Counseling Program, which addresses the mental health needs of child family violence victims	\$300,000 00

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Family Place, The P O Box 7999 Dallas, Texas 75209	N/A	PC	Funding for Christmas gifts for children	\$3,500 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	\$65,000 00
For the Nations Refugee Outreach 414 S Purdue Drive Garland, Texas 75042	N/A	PC	Funding to support youth programming which provides academic, language, and character development and Christian witness to refugee children	\$75,000 00
For The Nations Refugee Outreach 414 S Purdue Dr Garland, Texas 75042	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$30,000 00
Forerunner Mentoring Program 10228 E NW HWY - Box 24 Dallas, Texas 75238	N/A	PC	Funding for Christian youth development through out-of-school time programming and mentoring	\$40,000 00
Fortress Youth Development Center P O Box 422 Fort Worth, Texas 76104	N/A	PC	Funding for quality after-school programming for inner-city youth in Fort Worth	\$50,000 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
Fund For Animals, Inc 700 Professional Drive Gaithersburg, Maryland 20879	N/A	PC	Funding to support Phase II of construction of the Big Cat Habitat	\$275,000 00
Genesis Women's Shelter and Support 4411 Lemmon Avenue, Suite 201 Dallas, Texas 75219	N/A	PC	Funding for Christmas gifts for children	\$3,000 00
Girl Scouts of Northeast Texas 6001 Summerside Drive Dallas, TX 75252	N/A	PC	Funding to support the Girl Scouts outreach programs which serves girls who would not otherwise have access to a traditional Girl Scout troop	\$85,000 00
Gladney Center for Adoption 6300 John Ryan Drive Fort Worth, Texas 76132	N/A	PC	Funding to support the Adoptions from Foster Care Program and the new Gladney Home Program which helps connect youth with permanent homes	\$100,000 00
Grant Halliburton Foundation, Inc 6390 LBJ Freeway, Suite 100 Dallas, Texas 75240-6414	N/A	PC	Funding to support mental health and suicide prevention services	\$100,000 00

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Heart House PO Box 823162 Dallas, Texas 75382	N/A	PC	Funding for the Head, Heart, and Hand Afterschool Program which promotes character and social-emotional development and academic success among youth in the Vickery Meadow neighborhood	\$50,000 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
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	\$40,000 00
Hope Walks P O Box 1098 Mechanicsburg, Pennsylvania 17055	N/A	PC	Multi-year funding for organizational support and Ethiopia specific support to provide clubfoot treatment to children in developing countries	\$1,200,000 00
Hope's Door 860 Ave F, Suite 100 Plano, Texas 75074-6865	N/A	PC	Funding for Christmas gifts for children	\$2,000 00
Huckleberry Foundation 3425 Bryn Mawr Dr Dallas, Texas 75225	N/A	PC	Funding to support a therapeutic assistance program for children with disabilities	\$15,000 00
Human Coalition 7800 N Dallas Parkway, Suite 550 Plano, Texas 75024	N/A	PC	Funding to support pro-life services in the DFW Metroplex	\$100,000 00
Incarnation House 4061 N Central Expressway Dallas, Texas 75204	N/A	PC	Funding to serve at-risk high school students with resources to break the cycle of homelessness and poverty	\$30,000 00
Incarnation Place, Inc 6933 Lakeshore Dr Dallas, Texas 75214	N/A	PC	Funding for mental health services for youth	\$150,000 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	\$109,500 00

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Interfaith Family Services P O Box 720206 Dallas, Texas 75372-0206	N/A	PC	Funding for 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
International Justice Mission P O Box 58147 Washington, District of Columbia 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
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 continues support for Jubilee Park Community Center	\$400,000 00
Jonathan's Place 6065 Duck Creek Drive Garland, Texas 75043	N/A	PC	Funding for therapeutic placements for foster youth in need of higher levels of care	\$150,000 00
Jonathan's Place 6065 Duck Creek Drive Garland, Texas 75043	N/A	PC	Funding for Christmas gifts for children	\$3,500 00
Joni and Friends 2001 W Plano Parkway #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
Jubilee Park & Community Center P O Box 710759 Dallas, Texas 75371	N/A	PC	Funding to support after-school and summer programming for children in Southeast Dallas	\$75,000 00
Juliette Fowler Communities 1234 Abrams Road Dallas, Texas 75214-4850	N/A	PC	Funding for basic needs and life skills services for young women who are exiting the foster care system	\$40,000 00
Just Say YES - Youth Equipped to Succeed P O Box 670863 Dallas, Texas 75367	N/A	PC	Funding for the Campus Impact Plan which provides peer-to-peer mentoring for youth	\$60,000 00
Justice Ventures International 14500 New Hampshire Ave Silver Spring, Maryland 20904	N/A	PC	Funding to support anti-human trafficking work in northern India	\$125,000 00

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Kids Across America 2036 Timberlake Rd Branson, Missouri 65616-8890	N/A	PC	Funding for camperships for Dallas area youth to attend summer camp	\$100,000 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	\$40,000 00
Kupenda for the Children 39 Presidential Circle Hampton, New Hampshire 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
Kupenda for the Children/Kuhenza 39 Presidential Circle Hampton, New Hampshire 03842	N/A	NC	Funding to purchase land for a resource center which will serve children with disabilities in Kenya	\$24,600 00
Langham Partnership USA Inc NFP P O Box 189 Cave Creek, Arizona 85327	N/A	PC	Funding to support pastor training activities in Ethiopia and the Amharic translation of the African Bible Commentary	\$42,000 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	\$930,000 00
Literacy Achieves 4144 North Central Expressway, Suite 702 Dallas, Texas 75204	N/A	PC	Funding for the Early Childhood Education Program which prepares children of immigrant or refugee families to be prepared for elementary school	\$30,000 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	\$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	\$1,000,000 00

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Living Water International 4001 Greenbriar Drive, Suite 200 Stafford, TX 77477	N/A	PC	Multi-year funding to support WASH implementation in Uganda, Zambia, and Nicaragua, which will bring clean water to communities	\$1,580,000 00
Lumin Education 924 Wayne Street Dallas, Texas 75223	N/A	PC	Funding to support the B4Six Program which provides quality, early childhood education and parent education classes for families with young children	\$100,000 00
Make-A-Wish Foundation of North Texas 16803 Dallas Parkway, Ste 100 Addison, Texas 75001	N/A	PC	Funding for wishes for children in the Dallas-Fort Worth area with life-threatening health conditions	\$40,000 00
ManeGart 3160 N Custer Rd McKinney, Texas 75071	N/A	PC	Funding to support therapeutic riding for children and adults with disabilities	\$50,000 00
Meadows Mental Health Policy Institute for Texas 2800 Swiss Avenue Dallas, Texas 75204	N/A	PC	Funding for a complete system assessment of child and youth mental health resources in North Texas	\$500,000 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 Street Dallas, Texas 75212	N/A	PC	Funding to support Chrst-centered mentoring and youth development programing for youth in West Dallas	\$200,000 00
Metrocrest Services 13801 Hutton Drive #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
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	\$275,000 00
Mosaic Family Services, Inc 12225 Greenville Avenue, Suite 800 Dallas, Texas 75243	N/A	PC	Funding for Christmas gifts for children	\$1,500 00
Motivation Charitable Trust Unit 2, Sheene Road, Bedminster Bristol, BS3 4EG United Kingdom	N/A	NC	Funding to improve the well-being of children with disabilities in Uganda	\$85,000 00

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Muscular Dystrophy Association 8131 LBJ Fwy Ste 440 Dallas, Texas 75251	N/A	PC	Funding for camperships for Dallas area youth with neuromuscular diseases to attend summer camp	\$10,000 00
My Possibilities 3601 Mapleshade Lane Plano, TX 75075	N/A	PC	Funding towards the Campus for Higher learning capital campaign which will serve individuals with intellectual and developmental disabilities	\$1,000,000 00
National Kidney Foundation 5429 LBJ Freeway, Suite 250 Dallas, Texas 75240	N/A	PC	Funding for camperships for youth affected by kidney disease	\$10,000 00
Network of Community Ministries, Inc (NETWORK) 741 S Sherman St Richardson, Texas 75081	N/A	PC	Funding for school-based mobile food pantry	\$15,000 00
New Horizons 147 Sayles Blvd Abilene, Texas 79605	N/A	PC	Funding to support therapeutic services for children at a residential treatment facility	\$65,000 00
New Horizons of North Texas 1351 N Buckner Blvd #181074 Dallas, Texas 75218	N/A	PC	Funding for year round out-of-school programming focusing on student's social-emotional health and faith development	\$40,000 00
New Key School, Inc 3947 E Loop 820 South Fort Worth, TX 76119	N/A	PC	Funding for scholarships for students with learning differences	\$15,000 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 for Fathers Program that teaches parenting, financial and emotional skills to fathers with the hope that their children in foster care are able to return home	\$60,000 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
Nurse-Family Partnership 1900 Grant St, 4th Floor Denver, Colorado 80203	N/A	PC	Funding to support a data integration project between Nurse-Family Partnership and Parkland Health and Hospital System	\$50,000 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	\$100,000 00

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Operation Kindness 3201 Earhart Drive Carrollton, Texas 75006	N/A	PC	Funding for the medical care for rescued dogs and cats	\$200,000 00
Paluxy River Children's Advocacy Center, Inc (PRCAC) 1540 Southtown Dr , Suite 102 Granbury, Texas 76048-2667	N/A	PC	Funding to provide forensic interviewing and counseling services to children that have experienced abuse and neglect	\$30,000 00
Patriot Paws Service Dogs 254 Ranch Trail Rockwall, Texas 75032	N/A	PC	Funding for the Service Dog Training Program, which provides service dogs for disabled veterans	\$100,000 00
Pine Cove, Inc PO Box 9000 Tyler, Texas 75711	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, TX 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	\$85,000 00
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, Texas 76113	N/A	PC	Funding for the Women and Children's program which serves homeless families to help them achieve independence and permanent housing	\$50,000 00
Presbyterian Night Shelter of Tarrant County P O Box 2645 Fort Worth, Texas 76113	N/A	PC	Funding for Christmas gifts for children	\$3,000 00
Promise House 224 W Page Avenue Dallas, Texas 75208	N/A	PC	Funding for Chrstmas gifts for children	\$2,000 00
Rainbow Days 8150 N Central Expressway, Suite M1003 Dallas, Texas 75206	N/A	PC	Funding for Chrstmas gifts for children	\$4,000 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	GOV	Funding for college scholarships for Ranger ISD graduates	\$17,500 00

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Readers 2 Leaders P O Box 195076 Dallas, Texas 75219	N/A	PC	Funding for the Team Read program which serves youth from West Dallas who are struggling to read	\$30,000 00
RISE Adaptive Sports P O Box 141122 Irving, Texas 75014-1122	N/A	PC	Funding to support adaptive sports programming that serves children and adults with physical disabilities	\$50,000 00
Rivertree Academy 5439 Bonnell Ave Fort Worth, TX 76107	N/A	PC	Funding to support general operations of Rivertree Academy, which provides quality education to under-resourced children	\$50,000 00
Ronald McDonald House of Fort Worth, Inc 1001 8th Avenue Fort Worth, Texas 76104	N/A	PC	Funding for the Share-A-Night program which assists families with the cost of staying at the Ronald McDonald House	\$40,000 00
SafeHaven of Tarrant County 1100 Hemphill Street, Suite 303 Fort Worth, Texas 76104	N/A	PC	Funding for 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 Street, Suite 303 Fort Worth, Texas 76104	N/A	PC	Funding for Christmas gifts for children	\$2,500 00
Saving Hope Foundation 950 Commerce Street Fort Worth, Texas 76102	N/A	PC	Funding to support the Snip, Snip Hooray campaign, which will provide spay-neuter surgeries in Tarrant County	\$300,000 00
Shaken Baby Alliance 8101 Boat Club Rd Ste 240 Rm 154 Fort Worth, TX 76179-3631	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
Sherwood & Myrtie Foster Home for Children P O Box 978 Stephenville, Texas 76401	N/A	PC	Funding to support increased capacity for residential homes serving youth in substitute care,	\$50,000 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
Social Venture Partners Dallas 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
Southern Methodist University P O Box 750402 Dallas, Texas 75275	N/A	PC	Funding for an on-campus capital project feasibility study	\$471,523 00

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Southwestern Medical Foundation for Center for Depression Research and Clinical Care 3889 Maple Avenue, Suite 100 Dallas, Texas 75219-3914	N/A	PC	Funding to support and expand the Pediatric Mood Disorders Network which connects youth with mental health screening and measurement-based care	\$1,750,000 00
SPCA of Texas 2400 Lone Star Drive Dallas, Texas 75212	N/A	PC	Funding for animal welfare programming through animal behavior support, staff training, volunteer support, and animal cruelty investigations and supports	\$2,000,000 00
St Mary of Carmel Catholic School 1716 Singleton Blvd Dallas, TX 75212	N/A	PC	Funding to support counseling and social-emotional learning programs	\$60,000 00
St Philip's School and Community Center 1600 Pennsylvania Avenue Dallas, Texas 75215	N/A	PC	Funding for tuition assistance for the 2019-2020 school year and to support the We Believe capital campaign	\$100,000 00
Stand For Children Leadership Center 1800 N Lamar St Dallas, Texas 75202	N/A	PC	Funding for the Home Visiting Project in Dallas ISD which supports teachers who want to visit students in their homes	\$25,000 00
Texas 2036 3953 Maple Avenue, Suite 290 Dallas, Texas 75219	N/A	PC	Funding to support long-term strategic planning to sustain the welfare of Texas	\$250,000 00
Texas Center For Child And Family Studies 409 W 13th St Austin, Texas 78701	N/A	SO I	Funding to assess community readiness for community- based foster care in regions 3A and 3C	\$30,000 00
Texas Health Resources Foundation 612 E Lamar Blvd , Suite 300 Arlington, Texas 76011-4124	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
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
The 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
The Gatehouse 670 Westport Parkway Grapevine, Texas 76051	N/A	PC	Funding to support afterschool and summer programming for children living with their mothers in the housing and and employment programming	\$50,000 00

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The Rees-Jones Foundation

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Statement 21

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>
The Salvation Army North Texas Area 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
The WARM Place 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	\$30,000 00
Tnnity Christian Academy 17480 Dallas Parkway, Suite 115 Dallas, Texas 75287	N/A	PC	Funding for the Pursuing Excellence Campaign which will involve remodeling the Pre-K Center, Middle School and Chapel	\$1,000,000 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
University of North Texas Foundation 1155 Union Circle #311250 Denton, Texas 76203-5017	N/A	PC	Funding for UNT's Animal Assisted Therapy internship program for graduate students at PAWS for Reflection Ranch	\$60,000 00
University of Texas Foundation P O Box 250 Austin, Texas 78767-0250	N/A	PC	Funding for the Grow With Me program for early developmental screenings	\$20,000 00
Vogel Alcove P O Box 150948 Dallas, TX 75315-0948	N/A	PC	Funding for the Therapeutic Early Child Development Program which supports the overall development of homeless children in an early childhood learning setting	\$50,000 00
Voice of Hope Ministries P O Box 224845 Dallas, Texas 75222-4845	N/A	PC	Funding for Christian before-school, after-school, and summer programming for at-risk youth in West Dallas	\$150,000 00
Voice of Hope Ministries P O Box 224845 Dallas, Texas 75222-4845	N/A	PC	Funding for the Rees-Jones collaborative internship program	\$15,000 00
Warren Center, The 320 Custer Road Richardson, Texas 75080	N/A	PC	Funding to support the Early Childhood Intervention Program and Clinic Therapy Services for developmentally delayed and disabled children in North Texas	\$115,000 00

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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>
Weatherford/Parker County Animal Shelter PO Box 255 Weatherford, TX 76086	N/A	PC	Funding to support construction of the Medical and Treatment Center which will serve rescued animals	\$500,000 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
World Relief 7 East Baltimore St Baltimore, Maryland 21202	N/A	PC	Funding to support the Child Development and Families for Life programs in Burundi and Malawi	\$1,600,000 00
Young Life Northeast Texas Region 11300 N Central Expy , Ste 600 Dallas, TX 75243	N/A	PC	Funding for Christian youth ministry programming in inner-city schools in Dallas	\$150,000 00
Youth Believing In Change 8574 Stults Road Dallas, Texas 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 Paid				\$47,116,623.00

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Statement 22
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>
Advocates for Community Transformation PO Box 225225 Dallas, TX 75222 USA	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	\$200,000 00
Alliance for Greater Works 2080 N Hwy 360, Suite 342 Grand Prairie, Texas 75050	N/A	PC	Funding to support mental health and trauma awareness training for youth pastors	\$25,000 00
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	\$60,000 00
Booker T Washington High School for the Performing and Visual Arts P O Box 192648 Dallas, Texas 75219-8524	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
C5 Youth Foundation of Texas PO Box 191129 Dallas, TX 75219	N/A	PC	Funding for the Summer Signature Experiences program which provides in-depth leadership curriculum and experiences for at-risk youth who aspire to attend college	\$35,000 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
Community Hospice of Texas 6100 Western Place, Suite 105 Fort Worth, TX 76107 USA	N/A	PC	Funding for hospice services provided through the Little Dove Program that cares for children and youth at the end of their lives	\$35,000 00
Crossfire Kids PO Box 140164 Dallas, TX 75214	N/A	PC	Funding for programs serving at-risk youth with Christian discipleship	\$63,000 00
Dallas Leadership Foundation PO Box 227455 Dallas, TX 75222 USA	N/A	PC	Funding to support in-school and after-school programming providing youth with mentorship and servant leadership lessons with a Christian worldview	\$100,000 00
Family Compass 4210 Junius Street Dallas, TX 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 Place, The P O Box 7999 Dallas, Texas 75209	N/A	PC	Funding for the Children's Counseling Program, which addresses the mental health needs of child family violence victims	\$100,000 00
HEROES 101 S Coit Rd Ste 36 # 348 Richardson, TX 75080	N/A	PC	Funding to support the expansion of education and life skills services to individuals with disabilities	\$50,000 00
Hope Farm 865 E Ramsey Ave Fort Worth, TX 76104 USA	N/A	PC	Funding for leadership programming guiding at-risk boys and Christian discipleship	\$50,000 00

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The Rees-Jones Foundation

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Statement 22

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>
Hope Walks P O Box 1098 Mechanicsburg, Pennsylvania 17055	N/A	PC	Multi-year funding for organizational support and Ethiopia specific support to provide clubfoot treatment to children in developing countries	\$700,000 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	\$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	\$1,000,000 00
Mi Escuelita P O Box 191487 Dallas, TX 75219 USA	N/A	PC	Funding to support the ASPIRE program which serves preschool students with a limited-English language background	\$40,000 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	\$260,000 00
Southern Methodist University P O Box 750402 Dallas, Texas 75275	N/A	PC	Funding to support the SMU Child Advocacy Clinic serving aging-out foster youth	\$175,000 00
Texas Scottish Rite Hospital for Children 2222 Welborn Street Dallas, TX 75219 USA	N/A	PC	Funding for phase II of capital campaign, which includes infrastructure updates to the sterile processing, operating rooms, day surgery and inpatient facilities	\$6,000,000 00
Uplift Education 1825 Market Center Blvd Suite 500 Dallas, TX 75207 USA	N/A	PC	Funding to support in-home family therapy services	\$280,000 00
Grand Total Grants Approved for Future Payment				\$9,708,000