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.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: BBR FOUNDATION

A Employer identification number: 20-3912554

Number and street (or P O box number if mail is not delivered to street address): 2425 EAST CAMELBACK ROAD, SUITE 750

Room/suite

B Telephone number (see instructions): (602) 285-5022

City or town, state or province, country, and ZIP or foreign postal code: PHOENIX, AZ 85016

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,353,661.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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				
	4 Dividends and interest from securities	42,069.	42,069.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	288,747.			
	b Gross sales price for all assets on line 6a 5,085,145.				
	7 Capital gain net income (from Part IV, line 2)		288,747.		
	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)				
	12 **Total.** Add lines 1 through 11	330,816.	330,816.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	4,475.	2,238.		2,237.
	c Other professional fees (attach schedule) [3]	16,370.	16,370.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	8,197.	697.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	70.	60.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,112.	19,365.		2,237.
	25 Contributions, gifts, grants paid	124,675.			124,675.
	26 **Total expenses and disbursements** Add lines 24 and 25	153,787.	19,365.	0	126,912.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	177,029.			
	b **Net investment income** (if negative, enter -0-)		311,451.		
	c **Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	8,682.	21,963.	21,963.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less. allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 6	2,361,254.	2,331,698.	2,331,698.
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)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,369,936.	2,353,661.	2,353,661.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	2,369,936.	2,353,661.	
30 **Total net assets or fund balances** (see instructions)	2,369,936.	2,353,661.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,369,936.	2,353,661.	

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	2,369,936.
2 Enter amount from Part I, line 27a	2	177,029.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,546,965.
5 Decreases not included in line 2 (itemize) ▶ ATCH 7	5	193,304.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,353,661.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	288,747.
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 does not 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))
2013	94,152.	2,211,810.	0.042568
2012	111,850.	2,078,400.	0.053815
2011	133,213.	2,110,103.	0.063131
2010	95,985.	2,280,082.	0.042097
2009	95,372.	1,713,669.	0.055654

2	**Total** of line 1, column (d)	2	0.257265
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051453
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,351,827.
5	Multiply line 4 by line 3	5	121,009.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,115.
7	Add lines 5 and 6	7	124,124.
8	Enter qualifying distributions from Part XII, line 4	8	126,912.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,115.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	3,115.
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	3,115.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 5,516.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 9,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	14,516.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	11,401.
11	Enter the amount of line 10 to be. **Credited to 2015 estimated tax** ▶ 11,401. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ,			
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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶ (602)866-0900

Located at ▶ 2425 EAST CAMELBACK ROAD PHOENIX, AZ ZIP+4 ▶ 85016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2014, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,368,912.
b	Average of monthly cash balances	1b	18,730.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,387,642.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,387,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,815.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,351,827.
6	**Minimum investment return.** Enter 5% of line 5	6	117,591.

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	117,591.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,115.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,115.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	114,476.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	114,476.
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	114,476.

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	126,912.
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	126,912.
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	3,115.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	123,797.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					114,476.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20 12 ,20 11 ,20 10					
3 Excess distributions carryover, if any, to 2014					
a From 2009					
b From 2010					
c From 2011	5,672.				
d From 2012	13,770.				
e From 2013					
f **Total** of lines 3a through e		19,442.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 126,912.					
a Applied to 2013, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2014 distributable amount					114,476.
e Remaining amount distributed out of corpus		12,436.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		31,878.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see instructions					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		31,878.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011	5,672.				
c Excess from 2012	13,770.				
d Excess from 2013					
e Excess from 2014	12,436.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

J. PAUL RHODES

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ **3a**				124,675.
b *Approved for future payment*				
Total . . . . ▶ **3b**				NONE.

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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					
4 Dividends and interest from securities			14	42,069.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	288,747.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				330,816.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 330,816.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 11/11/2015 ▶ Executive Director

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID L STARK	[signature]	11/8/15		P00892024

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 60 EAST RIO SALADO PKWY, SUITE 800 TEMPE, AZ 85281-9125 — Phone no 480-459-3500

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDENDS		41,773.	41,773.	
INTEREST INCOME		296.	296.	
	TOTAL	42,069.	42,069.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	4,475.	2,238.		2,237.
TOTALS	4,475.	2,238.		2,237.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	16,370.	16,370.		
TOTALS	16,370.	16,370.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	697.	697.		
FEDERAL TAXES	7,500.			
TOTALS	8,197.	697.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEE	10.			
BANK SERVICE CHARGES	60.	60.		
TOTALS	70.	60.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUND PORTFOLIO	2,331,698.	2,331,698.
TOTALS	2,331,698.	2,331,698.

[redacted]

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

WBI™

Investment Account Statement

Statement Period: 12/01/2014 - 12/31/2014

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
FDIC Insured Bank Deposits									
DREYFUS INS DEPOSIT PROGRAM I									
11/29/14	16,254.840	42U021633	12/31/14	15,104.49	16,254.84	0.06	9.39	N/A	N/A
Total FDIC Insured Bank Deposits				$15,104.49	$16,254.84	$0.06	$9.39		
Total Cash, Money Funds, and Bank Deposits				$15,104.49	$16,254.84	$0.06	$9.39		

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 99.00% of Portfolio								
ABSOLUTE SHS TR WBI SMID TACTICAL GROWTH SHS WBIA Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: WBIA	CUSIP: 00400R106				
08/27/14	15,462.000	25.0500	387,323.10	25.1500	388,869.30	1,546.20	2,319.65	0.59%
ABSOLUTE SHS TR WBI SMID TACTICAL VALUE SHS WB Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: WBIB	CUSIP: 00400R205				
08/27/14	4,924.000	25.0900	123,543.16	24.3400	119,850.16	-3,693.00	110.51	0.09%
ABSOLUTE SHS TR WBI SMID TACTICAL YIELD SHS WBIC Dividend Option. Cash; Capital Gains Option: Cash			Security Identifier: WBIC	CUSIP: 00400R304				
08/27/14	4,912.000	25.1700	123,635.04	24.6480	121,070.98	-2,564.06	1,825.98	1.50%
ABSOLUTE SHS TR WBI SMID TACTICAL SELECT SHS WBID Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: WBID	CUSIP: 00400R403				
08/27/14	6,134.000	25.0800	153,840.72	24.0600	147,584.04	-6,256.68		
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL GROWTH SHS WBIE Dividend Option: Cash; Capital Gains Option. Cash			Security Identifier: WBIE	CUSIP: 00400R502				
08/27/14	15,495.000	24.9500	386,600.25	25.2100	390,628.95	4,028.70	4,572.10	1.17%

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL VALUE S WBIF Dividend Option. Cash; Capital Gains Option: Cash			**Security Identifier: WBIF** CUSIP: 00400R601					
08/27/14	4,312.000	25.0100	107,843.12	24.2100	104,393.52	-3,449.60	154.14	0.14%
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL YIELD SHS WBIG Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: WBIG** CUSIP: 00400R700					
08/27/14	4,336.000	25.0600	108,660.16	24.5300	106,362.08	-2,298.08	272.11	0.25%
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL SELECT SHS WBIL Dividend Option· Cash; Capital Gains Option: Cash			**Security Identifier: WBIL** CUSIP. 00400R809					
08/27/14	5,554.000	25.0400	139,072.16	24.2662	134,774.48	-4,297.68		
Total Exchange-Traded Products			**$1,530,517.71**		**$1,513,533.51**	**-$16,984.20**	**$9,254.49**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$1,546,772.55**	**$1,529,788.35**	**-$16,984.20**	**$0.00**	**$9,263.88**

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows.

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2014, or later, as determined by the Secretary of the Treasury.

Portfolio Holdings Disclosures

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices, unless otherwise noted, have been obtained from independent vendor services, which we believe to be reliable. Market prices do not constitute a bid or an offer, and may differ from the actual sale price. Securities for which a price is *not available are marked "N/A" and are omitted from the Total.*

THE AS OF PRICE DATE ONLY APPEARS WHEN THE PRICE DATE DOES NOT EQUAL THE STATEMENT DATE.

Estimated Annual Figures

The estimated annual income (EAI) and estimated annual yield (EAY) figures are estimates and for informational purposes only. These figures are not considered to be a forecast or guarantee of future results. These figures are computed using information from providers believed to be reliable; however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, trading, or tax decisions. These figures assume that the position

[redacted]

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
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Member FINRA, SIPC

WBI™

Investment Account Statement

Statement Period: 12/01/2014 - 12/31/2014

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
FDIC Insured Bank Deposits									
DREYFUS INS DEPOSIT PROGRAM I									
11/29/14	8,552.440	42U021641	12/31/14	7,830.45	8,552.44	0.03	8.83	N/A	N/A
Total FDIC Insured Bank Deposits				$7,830.45	$8,552.44	$0.03	$8.83		
Total Cash, Money Funds, and Bank Deposits				$7,830.45	$8,552.44	$0.03	$8.83		

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss		Estimated Annual Income	Estimated Yield
Exchange-Traded Products 99.00% of Portfolio									
ABSOLUTE SHS TR WBI SMID TACTICAL GROWTH SHS WBIA			Security Identifier: WBIA CUSIP: 00400R106						
Dividend Option: Cash; Capital Gains Option: Cash									
08/27/14	1,291.000	25.0500	32,339.55	25.1500	32,468.65	129.10		193.67	0.59%
ABSOLUTE SHS TR WBI SMID TACTICAL VALUE SHS WB			Security Identifier: WBIB CUSIP. 00400R205						
Dividend Option: Cash; Capital Gains Option: Cash									
08/27/14	1,612.000	25.0900	40,445.08	24.3400	39,236.08	-1,209.00		36.18	0.09%
ABSOLUTE SHS TR WBI SMID TACTICAL YIELD SHS WBIC			Security Identifier: WBIC CUSIP: 00400R304						
Dividend Option· Cash; Capital Gains Option: Cash									
08/27/14	1,607.000	25.1700	40,448.19	24.6480	39,609.34	-838.85		597.38	1.50%
ABSOLUTE SHS TR WBI SMID TACTICAL SELECT SHS WBID			Security Identifier: WBID CUSIP: 00400R403						
Dividend Option: Cash; Capital Gains Option: Cash									
08/27/14	1,610.000	25.0800	40,378.80	24.0600	38,736.60	-1,642.20			
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL GROWTH SHS WBIE			Security Identifier: WBIE CUSIP. 00400R502						
Dividend Option: Cash, Capital Gains Option· Cash									
08/27/14	1,936.000	24.9500	48,303.20	25.2100	48,806.56	503.36		571.25	1.17%

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Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL VALUE S WBIF Dividend Option: Cash, Capital Gains Option: Cash			**Security Identifier: WBIF** CUSIP: 00400R601					
08/27/14	2,583.000	25.0100	64,600.83	24.2100	62,534.43	-2,066.40	92.33	0.14%
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL YIELD SHS WBIG Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: WBIG** CUSIP: 00400R700					
08/27/14	2,581.000	25.0600	64,679.86	24.5300	63,311.93	-1,367.93	161.97	0.25%
ABSOLUTE SHS TR WBI LARGE CAP TACTICAL SELECT SHS WBIL Dividend Option: Cash, Capital Gains Option: Cash			**Security Identifier: WBIL** CUSIP: 00400R809					
08/27/14	2,580.000	25.0400	64,603.20	24.2662	62,606.80	-1,996.40		
ABSOLUTE SHS TR WBI TACTICAL INCOME SHS WBII Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: WBII** CUSIP: 00400R874					
08/27/14	16,150.000	25.0400	404,396.00	25.1300	405,849.50	1,453.50	4,604.28	1.13%
Total Exchange-Traded Products			$800,194.71		$793,159.89	-$7,034.82	$6,257.06	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$808,747.15	$801,712.33	-$7,034.82	$0.00	$6,265.89

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows.
- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2014, or later, as determined by the Secretary of the Treasury.

Portfolio Holdings Disclosures

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices, unless otherwise noted, have been obtained from independent vendor services, which we believe to be reliable. Market prices do not constitute a bid or an offer, and may differ from the actual sale price. Securities for which a price is not available are marked "N/A" and are omitted from the Total.
THE AS OF PRICE DATE ONLY APPEARS WHEN THE PRICE DATE DOES NOT EQUAL THE STATEMENT DATE.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS		193,304.
	TOTAL	193,304.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. PAUL RHODES 2425 EAST CAMELBACK ROAD, SUITE 750 PHOENIX, AZ 85016	PRESIDENT/TREASURER 1.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALL SAINTS EPISCOPAL DAY SCHOOL 6300 N CENTRAL AVENUE PHOENIX, AZ 85012	N/A PC	SUPPORT TEACHING ACADEMIC EXCELLENCE AND SOCIAL RESPONSIBILITY DURING EARLY CHILDHOOD AND TO ELEMENTARY SCHOOL CHILDREN	15,000
ALL SAINTS CATHOLIC NEWMAN CENTER 230 E UNIVERSITY DRIVE TEMPE, AZ 85281	N/A PC	TO SUPPORT AND EXPAND NEW AND EXISTING PROGRAMS FOR THE CATHOLIC STUDENTS AND COMMUNITY MEMBERS AT ARIZONA STATE UNIVERSITY.	500
ALPORT SYNDROME FOUNDATION, INC. 1608 E BRIARWOOD TERRACE PHOENIX, AZ 85048	N/A PC	TO EDUCATE AND SUPPORT PATIENTS AND FAMILIES THAT HAVE BEEN AFFECTED BY THIS GENETIC KIDNEY DISEASE WITH A GOAL OF FUNDING RESEARCH, TO FIND MORE EFFECTIVE TREATMENT PROTOCOLS AND TO ULTIMATELY FIND A CURE.	500.
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	N/A PC	TO SUPPORT THE HUMANITARIAN EFFORTS OF THE RED CROSS	1,000
BOYS & GIRLS CLUB OF GREATER SCOTTSDALE 10515 E LAKEVIEW DRIVE SCOTTSDALE, AZ 85258	N/A PC	TO SUPPORT THE BOYS & GIRLS CLUB OF GREATER SCOTTSDALE GIVE AND PROVIDE THEIR MEMBERS WITH A POSITIVE ENVIRONMENT, QUALITY PROGRAMS, HEALTHY LIFESTYLES, AND LIFELONG LEARNING SKILLS	5,000
BROPHY COLLEGE PREPATORY 4701 N CENTRAL AVENUE PHOENIX, AZ 85012	N/A PC	TO SUPPORT THE BROPHY SPORTS CAMPUS CAMPAIGN, BROPHY FASHION SHOW PROGRAM, YEAR END APPEAL, AND COLLEGE PREP GOLF CLASSIC	15,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRYSALIS SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE 2055 W NORTHERN AVENUE PHOENIX, AZ 85021	N/A PC	TO PROVIDE SUPPORT TO THE PROGRAMS AT CHRYSALIS FOR FAMILIES AFFECTED BY DOMESTIC ABUSE	2,750.
COMMUNITY FOUNDATION OF BALBOA PENINSULA P O BOX 826 BALBOA, CA 92661	N/A PC	TO SUPPORT THE SECURITY PATROL PROGRAM	500
DESERT FOUNDATION AUXILIARY 5001 E DESERT PARK LANE PARADISE VALLEY, AZ 85253	N/A PC	TO RAISE MONEY FOR CHARITABLE ORGANIZATIONS	625.
DESERT WOLVES SOFTBALL 12975 E TURQUOISE AVENUE SCOTTSDALE, AZ 85259	N/A PC	TO PROVIDE SOCIAL AND SPORT CLUBS TO THE LOCAL COMMUNITY	500
DIOCESE OF PHOENIX - CDA 400 E MONROE STREET PHOENIX, AZ 85004	N/A PC	TO SUPPORT THE RELIGIOUS, EDUCATION AND PHILANTHROPIC OBJECTIVES OF THE DIOCESE OF PHOENIX	1,000.
EXECUTIVE COUNCIL CHARITIES 4114 E INDIAN ROAD PHOENIX, AZ 85018	N/A PC	TO PROVIDE SUPPORT FOR THE ARIZONA YOUTH CAMPAIGN.	7,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF KJZZ 2323 W 14TH STREET TEMPE, AZ 85281	N/A PC	ENSURES THE FUTURE VITALITY AND EXCELLENCE OF OUR COMMUNITY'S PUBLIC RADIO AND BROADENS ITS SUPPORT	600.
HEARD MUSEUM 2301 N CENTRAL AVENUE PHOENIX, AZ 85004	N/A PC	TO SUPPORT THE HEARD MUSEUM'S EDUCATIONAL MISSION	1,000.
PHOENIX CHILDREN'S HOSPITAL FOUNDATION 1919 E THOMAS ROAD PHOENIX, AZ 85016	N/A PC	TO PROVIDE FUNDING TO SUPPORT THE PHOENIX CHILDREN'S HOSPITAL LEADERSHIP CIRCLE AND OTHER MEDICAL SERVICES.	7,250
PHOENIX DREAM CENTER FOUNDATION 13613 N CAVE CREEK ROAD PHOENIX, AZ 85022	N/A PC	TO RAISE, RECEIVE AND ADMINISTER FUNDING FOR CHARITABLE & OTHER EXEMPT PURPOSES IT IS ENGAGED IN CONNECTING DONOR RESOURCES TO CHARITABLE ORGANIZATIONS PROVIDING SERVICES TO THE HOMELESS, HURTING AND HELPLESS OF PHOENIX AT THEIR GREATEST POINT OF NEED	500
PHOENIX RESCUE MISSION 1468 N 26TH STREET PHOENIX, AZ 85009	N/A PC	TO RESCUE LIVES, TO SAVE LIVES, TO CHANGE LIVES, TO SERVE LIVES	500
POP WARNER LITTLE SCHOLARS, INC 10982 E RAINTREE DRIVE SCOTTSDALE, AZ 85255	N/A PC	TO PROVIDE SOCIAL AND SPORT CLUBS TO THE LOCAL COMMUNITY.	500

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POSA OUTREACH, INC 7229 E 1ST AVENUE, SUITE 203 SCOTTSDALE, AZ 85251	N/A PC	TO HELP BUILD POSITIVE RELATIONSHIPS BETWEEN THE POLICE AND COMMUNITY	1,500.
SCOTTSDALE HEALTHCARE FOUNDATION 8125 N HAYDEN ROAD SCOTTSDALE, AZ 85288	N/A PC	TO BUILD AND MAINTAIN THE PHILANTHROPY NECESSARY FOR SCOTTSDALE HEALTHCARE HOSPITALS TO EXCEED THE EXPECTATIONS OF THOSE WHO DEPEND ON US FOR HEALTHCARE SERVICES	3,000.
ST MARY'S FOOD BANK 2831 N 31ST AVENUE PHOENIX, AZ 85009	N/A PC	TO PROMOTE THE ELIMINATION OF HUNGER THROUGH THE GATHERING AND DISTRIBUTION OF FOOD WHILE ENCOURAGING SELF SUFFICIENCY THROUGH ADVOCACY AND EDUCATION	1,200.
ST. THERESA'S PARISH 5045 E THOMAS ROAD PHOENIX, AZ 85018	N/A PC	TO PROVIDE MINISTRIES AND SERVICES TO ST THERESA'S PARISHIONERS AND OUTREACH PROGRAMS TO THE COMMUNITY	9,600
ST VINCENT DE PAUL P O BOX 13600 PHOENIX, AZ 85002	N/A PC	TO PROVIDE THE POOR AND HOMELESS WITH THE RESOURCES	1,000.
TEEN LIFELINE P O. BOX 10745 PHOENIX, AZ 85064	N/A PC	TO PROMOTE THE KNOWLEDGE OF TEEN LIFELINE IN ORDER TO PREVENT TEEN SUICIDE.	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TGEN FOUNDATION 400 E VAN BUREN STREET, SUITE 850 PHOENIX, AZ 85004	N/A PC	TO RAISE MONEY FOR BIOGENETIC MEDICAL RESEARCH FOR THE TRANSLATIONAL GENOMICS RESEARCH INSTITUTE (TGEN).	1,000.
THE BOARD OF VISITORS 6245 N 24TH PARKWAY NO 110 PHOENIX, AZ 85016	N/A PC	TO SERVE THE HEALTHCARE NEEDS OF WOMEN, CHILDREN, AND THE ELDERLY IN THE METROPOLITAN PHOENIX AREA	22,450
USO 2111 WILSON BLVD, SUITE 1200 ARLINGTON, VA 22201	N/A PC	TO LIFT THE SPIRITS OF AMERICA'S TROOPS AND THEIR FAMILIES	2,000.
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN PHOENIX, AZ 85014	N/A PC	IMPROVING LIVES BY MOBILIZING THE CARING POWER OF OUR COMMUNITY BY FOCUSING ON ENSURING CHILDREN AND YOUTH SUCCEED, INCREASING FINANCIAL STABILITY OF INDIVIDUALS, AND ENDING HUNGER AND HOMELESSNESS	10,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A PC	TO PROVIDE VITAL PROGRAMS AND SERVICES TO SEVERELY WOUNDED SERVICE MEMBERS AND VETERANS IN ORDER TO SUPPORT THEIR TRANSITION TO CIVILIAN LIFE AS WELL-ADJUSTED CITIZENS, BOTH PHYSICALLY AND MENTALLY	500.
XAVIER COLLEGE PREPATORY 4710 N 5TH STREET PHOENIX, AZ 85012	N/A PC	TO SUPPORT STUDENT SCHOLARSHIPS, TECHNOLOGY UPGRADES, AND CAMPUS IMPROVEMENTS	10,500.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
XAVIER MOTHER'S GUILD 4710 N 5TH STREET PHOENIX, AZ 85012	N/A PC	TO FUND THE LEGACY OF LEADERSHIP CAMPAIGN IN SUPPORT OF FOUNDERS HALL	1,200
		TOTAL CONTRIBUTIONS PAID	124,675

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS						
							249.	
		PUBLICLY TRADED SECURITIES ST				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
4,628,058.		4,373,309.					254,749.	
		PUBLICLY TRADED SECURITIES LT				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
457,087.		423,338.					33,749.	
TOTAL GAIN(LOSS)							288,747.	