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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation TIMOTHY T. DAY FOUNDATION, INC.		A Employer identification number 86-0870436						
Number and street (or P O box number if mail is not delivered to street address) 3219 E. CAMELBACK RD.	Room/suite 841	B Telephone number (see instructions) (602) 595-8885						
City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 85018		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	
☐ 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 ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 65,007,694.								
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				
4	Dividends and interest from securities	1,462,819.	1,454,423.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,589,122.			
b	Gross sales price for all assets on line 6a 62,700,315.				
7	Capital gain net income (from Part IV, line 2)				
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) ATCH 2.		1,036.		
12	Total. Add lines 1 through 11	-126,303.	1,455,459.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3.	455.	455.		
b	Accounting fees (attach schedule) ATCH 4.	12,703.	12,703.		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) [5].	106,306.	34,837.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	26,108.	23,654.		
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6.	234,898.	236,263.		
24	Total operating and administrative expenses. Add lines 13 through 23.	380,470.	307,912.		
25	Contributions, gifts, grants paid	3,401,730.			3,401,730.
26	Total expenses and disbursements. Add lines 24 and 25	3,782,200.	307,912.	0.	3,401,730.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,908,503.			
b	Net investment income (if negative, enter -0-)		1,147,547.		
c	Adjusted net income (if negative, enter -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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		577,423.	10,313,896.	10,313,896.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) [7]		8,086,802.	4,197,939.	4,197,626.
	b	Investments - corporate stock (attach schedule) ATCH 8		22,009,986.	23,883,313.	24,608,909.
	c	Investments - corporate bonds (attach schedule) ATCH 9		4,278,535.	21,330,000.	21,285,711.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 10		33,933,511.	5,216,816.	4,601,552.	
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)		68,886,257.	64,941,964.	65,007,694.	
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		68,886,257.	64,941,964.	
	30	Total net assets or fund balances (see instructions)		68,886,257.	64,941,964.	
	31	Total liabilities and net assets/fund balances (see instructions)		68,886,257.	64,941,964.	

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	68,886,257.
2	Enter amount from Part I, line 27a	2	-3,908,503.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	64,977,754.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	35,790.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,941,964.

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**

-1,626,008.

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))
2014	3,551,710.	72,426,355.	0.049039
2013	2,641,000.	70,916,775.	0.037241
2012	3,733,800.	70,795,854.	0.052740
2011	1,983,800.	73,229,453.	0.027090
2010	976,195.	3,736,112.	0.261286

2 Total of line 1, column (d)**2**

0.427396

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**

0.085479

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5**4**

67,888,778.

5 Multiply line 4 by line 3**5**

5,803,065.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

11,475.

7 Add lines 5 and 6**7**

5,814,540.

8 Enter qualifying distributions from Part XII, line 4**8**

3,401,730.

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)	1	22,951.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	22,951.
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	22,951.
6 Credits/Payments		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	74,000.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	74,000.
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	51,049.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 51,049. Refunded ☐ 11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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	Yes	No
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 ▶ TDAYFOUNDATION.ORG	13	X	
14	The books are in care of ▶ DAY FAMILY OFFICE Telephone no ▶ Located at ▶ 3219 E. CAMELBACK RD. #841 PHOENIX, AZ ZIP+4 ▶ 85018			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ and enter the amount of tax-exempt interest received or accrued during the year. ▶ 15			
16	At any time during calendar year 2015, 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	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶	1b	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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	
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 2015 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 2015)	3b	
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 2015?	4b	X

Form 990-PF (2015)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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**

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 12		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. ☐

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

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

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.

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

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	62,404,168.
b	Average of monthly cash balances	1b	6,518,449.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	68,922,617.
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	68,922,617.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,033,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,888,778.
6	Minimum investment return. Enter 5% of line 5	6	3,394,439.

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	3,394,439.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	22,951.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,951.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,371,488.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,371,488.
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	3,371,488.

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	3,401,730.
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	3,401,730.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,401,730.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,371,488.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012 40,965.				
d From 2013				
e From 2014				
f Total of lines 3a through e	40,965.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>3,401,730.</u>				
a Applied to 2014, 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 2015 distributable amount.				3,371,488.
e Remaining amount distributed out of corpus.	30,242.			
5 Excess distributions carryover applied to 2015 . (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	71,207.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	71,207.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012 40,965.				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015 30,242.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a 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))

TIMOTHY T. DAY

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

NONE

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

Check here ☒ 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 13				
Total			3a	3,401,730.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

▼

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)

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

Kind of Property		Description				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				11,958.	
831,658.		NT ACCOUNT 26-42323 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 849,206.				VAR	VAR
						-17,548.	
37,809.		NT ACCOUNT 26-42292 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 42,756.				VAR	VAR
						-4,947.	
50,819.		NT ACCOUNT 26-49699 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 49,788.				VAR	VAR
						1,031.	
120,947.		NT ACCOUNT 26-51590 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 130,623.				VAR	VAR
						-9,676.	
359,474.		NT ACCOUNT 26-42288 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 378,527.				VAR	VAR
						-19,053.	
383,281.		NT ACCOUNT 26-42322 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 435,694.				VAR	VAR
						-52,413.	
3,789,190.		NT ACCOUNT 26-42316 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 3,818,057.				VAR	VAR
						-28,867.	
137,472.		NT ACCOUNT 26-42297 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 148,297.				VAR	VAR
						-10,825.	
10381592.		NT ACCOUNT 26-42319 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 10407908.				VAR	VAR
						-26,316.	
170,396.		NT ACCOUNT 26-84169 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 180,805.				VAR	VAR
						-10,409.	
152,885.		NT ACCOUNT 26-42325 ST TRANSACTIONS PROPERTY TYPE: SECURITIES 185,719.				VAR	VAR
						-32,834.	
		NT ACCOUNT 26-42326 ST TRANSACTIONS				VAR	VAR

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

Kind of Property		Description				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)	
42,026.		PROPERTY TYPE: SECURITIES 46,980.				-4,954.	
		NT ACCOUNT 26-42291 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
19,980.		20,218.				-238.	
		NT ACCOUNT 26-55105 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
813,122.		778,994.				34,128.	
		NT ACCOUNT 26-55106 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
900,316.		869,003.				31,313.	
		NT ACCOUNT 26-42321 ST TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
4,410.		5,023.				-613.	
		NT ACCOUNT 26-42323 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
1,714,655.		1,373,600.				341,055.	
		NT ACCOUNT 26-49696 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
1,520,593.		1,749,984.				-229,391.	
		NT ACCOUNT 26-49697 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
792,318.		675,531.				116,787.	
		NT ACCOUNT 26-54360 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
1,661,000.		1,799,415.				-138,415.	
		NT ACCOUNT 26-49701 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
414,917.		669,671.				-254,754.	
		NT ACCOUNT 26-42292 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
1,648,130.		2,298,715.				-650,585.	
		NT ACCOUNT 26-49699 LT TRANSACTIONS PROPERTY TYPE: SECURITIES				VAR	VAR
1,228,854.		1,064,207.				164,647.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,913,043.		NT ACCOUNT 26-51590 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 4,646,189.				P	VAR -733,146.	VAR
5,285,889.		NT ACCOUNT 26-42288 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 5,987,899.				P	VAR -702,010.	VAR
4,422,000.		NT ACCOUNT 26-45531 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 4,426,154.				P	VAR -4,154.	VAR
286,439.		NT ACCOUNT 26-42322 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 254,810.				P	VAR 31,629.	VAR
4,058,786.		NT ACCOUNT 26-42316 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 4,187,636.				P	VAR -128,850.	VAR
4,050,000.		NT ACCOUNT 26-42295 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 3,232,400.				P	VAR 817,600.	VAR
227,000.		NT ACCOUNT 26-49700 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 255,678.				P	VAR -28,678.	VAR
2,119,994.		NT ACCOUNT 26-42297 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 2,356,181.				P	VAR -236,187.	VAR
1,920,000.		NT ACCOUNT 26-42294 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 2,100,320.				P	VAR -180,320.	VAR
4,469,265.		NT ACCOUNT 26-42319 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 4,567,728.				P	VAR -98,463.	VAR
912,663.		NT ACCOUNT 26-84169 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 874,522.				P	VAR 38,141.	VAR
748,226.		NT ACCOUNT 26-42325 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 561,681.				P	VAR 186,545.	VAR

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)	
57,390.		NT ACCOUNT 26-42326 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 43,873.				P	VAR 13,517.	VAR
1,451,288.		NT ACCOUNT 26-42291 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 1,567,253.				P	VAR -115,965.	VAR
993,533.		NT ACCOUNT 26-55105 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 672,350.				P	VAR 321,183.	VAR
319,242.		NT ACCOUNT 26-55106 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 256,542.				P	VAR 62,700.	VAR
289,713.		NT ACCOUNT 26-42321 LT TRANSACTIONS PROPERTY TYPE: SECURITIES 368,344.				P	VAR -78,631.	VAR
TOTAL GAIN (LOSS)							<u>-1626008.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST ON SECURITIES	1,462,819.	1,454,423.
TOTAL	<u>1,462,819.</u>	<u>1,454,423.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		
TOTALS		1,036.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	455.	455.		.
TOTALS	455.	455.		.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	12,703.	12,703.		.
TOTALS	<u>12,703.</u>	<u>12,703.</u>		

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD		
FEDERAL INCOME TAX	106,306.	34,837.
TOTALS	<u>106,306.</u>	<u>34,837.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CIO FEES	135,779.	
ACCOUNT MGT & ADMIN FEES	92,822.	
INVESTMENT ACCOUNT FEES	73.	230,039.
OTHER OPERATING EXPENSES	6,224.	6,224.
TOTALS	<u>234,898.</u>	<u>236,263.</u>

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST ACCOUNTS	4,197,939.	4,197,626.
US OBLIGATIONS TOTAL	<u>4,197,939.</u>	<u>4,197,626.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST ACCOUNTS	23,883,313.	24,608,909.
TOTALS	<u>23,883,313.</u>	<u>24,608,909.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST ACCOUNTS	21,330,000.	21,285,711.
TOTALS	<u>21,330,000.</u>	<u>21,285,711.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST ACCOUNTS	5,216,816.	4,601,552.
TOTALS	<u>5,216,816.</u>	<u>4,601,552.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

OTHER

35,790.

TOTAL

35,790.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
TIMOTHY T. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	CHAIRMAN/ PRESIDENT / DIRECTOR	0.	0.	0.
SANDRA R. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	VICE CHAIRMAN / DIRECTOR	0.	0.	0.
RICHARD MALLERY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	SEC / DIRECTOR	0.	0.	0.
WILLIAM ERIC CHRISTOPHER GLEASON 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0.	0.	0.
LESLIE DAY PELLILLO 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	VP / TREASURER / DIRECTOR	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TIMOTHY T. DAY, JR. 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0.	0.	0.
BRYAN W. DAY 3219 E. CAMELBACK RD. 841 PHOENIX, AZ 85018	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 CLUB OF ARIZONA 5033 N. 19TH AVE., STE. 123 PHOENIX, AZ 85015	NONE PC		GENERAL FUND	1,500.
ANIMAL ADOPTION CENTER 175 N. GLENWOOD ST. JACKSON, WY 83001	NONE PC		GENERAL FUND	160,000.
ANIMAL GUARDIAN NETWORK AND SANCTUARY 4815 E. CAREFREE HIGHWAY #108-504 CAVE CREEK, AZ 85331	NONE PC		GENERAL FUND	93,200.
ANIMAL HUMANE ASSOCIATION OF STAR VALLEY P.O. BOX 654 THAYNE, WY 83127	NONE PC		GENERAL FUND	7,500.
APARN 1106 N. GILBERT RD. #2, PMB 192 MESA, AZ 85203	NONE PC		GENERAL FUND	58,000.
BARROW NEUROLOGICAL FOUNDATION 350 W. THOMAS RD. PHOENIX, AZ 85013	NONE PC		GENERAL FUND	50,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CENTRAL COAST PUG RESCUE P.O. BOX 2902 PISMO BEACH, CA 93448	NONE PC		GENERAL FUND	10,000.
COMMUNITY FOUNDATION OF JACKSON HOLE P.O. BOX 574 JACKSON, WY 83001	NONE PC		GENERAL FUND	50,500.
DEERFIELD ACADEMY 7 BOYDEN RD. DEERFIELD, MA 01342	NONE PC		GENERAL FUND	100,000.
DOG IS MY COPILOT, INC. P.O. BOX 3399 JACKSON HOLE, WY 83001	NONE PC		GENERAL FUND	9,000.
FIGHTING FOR DAWN P.O. BOX 17664 ATLANTA, GA 30316	NONE PC		GENERAL FUND	8,000.
FRIENDS OF ANIMAL CARE AND CONTROL 12625 N. CAVE CREEK ROAD PHOENIX, AZ 85022	NONE PC		GENERAL FUND	112,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGE W. BUSH PRESIDENTIAL CENTER AT SMU 2943 SMU BLVD. DALLAS, TX 75205	NONE PC	GENERAL FUND	5,000.
GOLDWATER INSTITUTE 500 E. CORONADO RD. PHOENIX, AZ 85004	NONE PC	GENERAL FUND	10,000.
GRAND TETON NATIONAL PARK FOUNDATION 25 S. WILLOW ST., STE 10 JACKSON, WY 83001	NONE PC	GENERAL FUND	75,000.
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163	NONE PC	GENERAL FUND	100,000.
HBS ADVANCED MANAGEMENT PROGRAM SOLDIERS FIELD BOSTON, MA 02163	NONE PC	GENERAL FUND	300,000.
HBS MARINE CORPS ENTREPRENEUR FELLOWSHIP SOLDIERS FIELD BOSTON, MA 02163	NONE PC	GENERAL FUND	90,600.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOSPICE OF THE VALLEY 1510 E. FLOWER ST. PHOENIX, AZ 85014	NONE PC	GENERAL FUND	10,000.
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD., STE 102, PMB 609 OCEANSIDE, CA 92057	NONE PC	GENERAL FUND	200,000.
LUV OF DOGZ FUND, INC. 7841 E. VIA DE BELLEZA SCOTTSDALE, AZ 85258	NONE PC	GENERAL FUND	10,000.
MARINE CORPS HERITAGE FOUNDATION 3800 FETTLER PARK DRIVE, STE. 104 DUMFRIES, VA 22025	NONE PC	GENERAL FUND	1,357,530.
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N. WASHINGTON STREET, STE. 400 ALEXANDRIA, VA 22314	NONE PC	GENERAL FUND	100,000.
MARINE CORPS UNIVERSITY FOUNDATION P.O. BOX 122 QUANTICO, VA 22134	NONE PC	GENERAL FUND	100,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARINER'S CHURCH 5001 NEWPORT COAST DR. IRVINE, CA 92603	NONE		GENERAL FUND	2,100.
MARLEY'S MUTTS DOG RESCUE 785 TUCKER RD., STE. G #411 TEHACHAPI, CA 93561	NONE		GENERAL FUND	4,000.
MAYDAY PIT BULL RESCUE & ADVOCACY P.O. BOX 72406 PHOENIX, AZ 85050	NONE		GENERAL FUND	10,000.
METROPLEX MILITARY CHARITABLE TRUST 3510 RANKIN ST. DALLAS, TX 75205	NONE		GENERAL FUND	25,000.
MOST VALUABLE PETS, MVP, INC. 6025 E. DONNA CIRCLE PARADISE VALLEY, AZ 85253	NONE		GENERAL FUND	6,500.
NATIONAL MILL DOG RESCUE P.O. BOX 88468 COLORADO SPRINGS, CO 80908	NONE		GENERAL FUND	10,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
OLD FRIENDS SENIOR DOG SANCTUARY P.O. BOX 93 MOUNT JULIET, TN 37121	NONE PC		GENERAL FUND	6,500.
PACC911 10645 N. TATUM BLVD., STE. 200-516 PHOENIX, AZ 85028	NONE PC		GENERAL FUND	60,000.
PAWS OF JACKSON HOLE 250 W. PEARL AVE. JACKSON, WY 83001	NONE PC		GENERAL FUND	5,000.
PINTLER PETS 205 N. SILVER ST. ANACONDA, MT 59711	NONE PC		GENERAL FUND	8,500.
PUG NATION RESCUE OF LOS ANGELES P.O. BOX 270 TORRANCE, CA 90507	NONE PC		GENERAL FUND	10,000.
PUG RESCUE OF SAN DIEGO COUNTY P.O. BOX 151449 SAN DIEGO, CA 92175	NONE PC		GENERAL FUND	10,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PULMONARY HYPERTENSION ASSOCIATION 801 ROEDER ROAD STE 1000 SILVER SPRING, MD 20910	NONE	PC	GENERAL FUND	1,500.
RONALD RAEGAN PRESIDENTIAL FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	PC	GENERAL FUND	5,000.
ANGELS WITHOUT WINGS P.O. BOX 1125 MOORPARK, CA 93020	NONE	PC	GENERAL FUND	25,000.
SOJOURNER CENTER 2330 E FILLMORE ST PHOENIX, AZ 85006	NONE	PC	GENERAL FUND	10,000.
THE LITTLE RED DOG 23046 AVENIDA DE LA CARLOTA LAKE FOREST, CA 92630	NONE	PC	GENERAL FUND	13,500.
UNITED WAY 1515 E. OSBORN RD. PHOENIX, AZ 85014	NONE	PC	GENERAL FUND	10,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
WESLEYAN UNIVERSITY 45 WYLLYS AVE. MIDDLETOWN, CT 06459	NONE	PC	GENERAL FUND	100,000.
2ND CHANCE DOG RESCUE 2449 W ANGEL WAY QUEEN CREEK, AZ 85142	NONE	PC	GENERAL FUND	6,500.
ALMEIDA MOLECULAR IMAGING FOUNDATION CORPORATION 4729 E. SUNRISE DR #332 TUCSON, AZ 85718	NONE	PC	GENERAL FUND	5,000.
LABRADOR FRIENDS OF ARIZONA 890 N ESTRELLA PARKWAY SUITE 100 GOODYEAR, AZ 85338	NONE	PC	GENERAL FUND	500.
MARINE CORPS ASSOCIATION FOUNDATION 715 BROADWAY ST QUANTICO, VA 22134	NONE	PC	GENERAL FUND	25,000.
MINGUS MANOR ANIMAL SANCTUARY P.O. BOX 7585 CHANDLER, AZ 85246	NONE	PC	GENERAL FUND	3,500.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PRESIDIO HILL SCHOOL 3839 WASHINGTON STREET SAN FRANCISCO, CA 94118	NONE PC		GENERAL FUND	4,800.
PUG RESCUE OF FLORIDA P.O. BOX 316 WINDERMERE, FL 34786	NONE PC		GENERAL FUND	1,000.
WARRIOR CANINE CONNECTION 23222 GEORGIA AVE BROOKEVILLE, MD 20833	NONE PC		GENERAL FUND	10,000.
YAVAPAI HUMANE SOCIETY 1625 SUNDG RANCH ROAD PRESCOTT, AZ 86301	NONE PC		GENERAL FUND	5,000.
TOTAL CONTRIBUTIONS PAID				3,401,730.