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

Department of the Treasury  
Internal Revenue Service

▶ **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](http://www.irs.gov/form990pf).**

Open to Public Inspection

**For calendar year 2016 or tax year beginning , 2016, and ending , 20**

Name of foundation <b>FOOTHOLD</b>		<b>A</b> Employer identification number <b>20-8968356</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 712320</b>	Room/suite	<b>B</b> Telephone number (see instructions) <b>801-944-7722</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SALT LAKE CITY, UTAH 84171-2320</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>3,059,810</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	0			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	37,431	37,431	37,431	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	74,054			
	<b>b</b> Gross sales price for all assets on line 6a <b>529,424</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		74,054		
	<b>8</b> Net short-term capital gain			23,030	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) <i>Sch. "A"</i>	733	733	733		
<b>12 Total.</b> Add lines 1 through 11	112,218	112,218	61,194		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions) <i>Sch. "D"</i>	1,254	1,254	1,254	1,254
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings <i>MAY 2017</i>				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) <i>Sch. "D"</i>	405	405	405	405
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23				
	<b>25</b> Contributions, gifts, grants paid	56,500			56,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	58,159	1,659	1,659	58,159	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	54,059				
<b>b Net investment income</b> (if negative, enter -0-)		110,559			
<b>c Adjusted net income</b> (if negative, enter -0-)			59,535		

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<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	1,821	2,325	2,325
	2	Savings and temporary cash investments . . . . .	1,024,546	10,155	10,155
	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)			
	b	Investments—corporate stock (attach schedule) . <i>SA "G"</i>	1,541,303	2,609,222	3,047,329
	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	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2,567,670	2,621,702	3,059,810	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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	2,567,670	2,621,702	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,567,670	2,621,702		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,567,670	2,621,702		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
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	2,567,670
2	Enter amount from Part I, line 27a . . . . .	2	54,059
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,621,729
5	Decreases not included in line 2 (itemize) ▶ <b>Tax penalties - see schedule K-(2)</b>	5	27
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2,621,702

**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)
<b>1a</b>				
<b>b</b> SEE ATTACHED SCHEDULE "L"				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b> 529,424		455,371	74,054	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any		
<b>a</b>				
<b>b</b>			74,054	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	74,054
<b>3</b> 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			<b>3</b>	23,030

**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))
2015	150,004	2,638,649	.0568488
2014	69,149	1,338,363	.0516668
2013	336,609	761,156	.4816478
2012	174,118	3,146,254	.0553414
2011	75,965	2,407,229	.0306353
<b>2</b> Total of line 1, column (d)			<b>2</b> 67.6161401
<b>3</b> 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			<b>3</b> 13.5228
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 2,491,175
<b>5</b> Multiply line 4 by line 3			<b>5</b> 336,877
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,106
<b>7</b> Add lines 5 and 6			<b>7</b> 337,983
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 58,158

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	2,211	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b> Add lines 1 and 2	<b>3</b>	2,211	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,211	
<b>6</b> Credits/Payments:			
<b>a</b> 2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>		
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	0	
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	44	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	2,255	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <b>UTAH</b>		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	✓	
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
<b>11</b> 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) . . . . .		✓
<b>12</b> 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) . . . . .		✓
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	✓	
<b>14</b> The books are in care of ▶ <b>RICHARD BECKSTRAND</b> Telephone no. ▶ <b>801-944-7722</b> Located at ▶ <b>6322 SOUTH 3000 EAST SUITE 160, SLC, UTAH</b> ZIP+4 ▶ <b>84121</b>		
<b>15</b> 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 . . . . . ▶		<input type="checkbox"/>
<b>16</b> At any time during calendar year 2016, 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 ▶		✓

**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
<b>1a</b> During the year did the foundation (either directly or indirectly): <b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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 2016? . . . . .		✓
<b>2</b> 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): <b>a</b> At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . . <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No <b>b</b> If "Yes," did it have excess business holdings in 2016 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969; <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i> ) . . . . .		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>b</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 2016?		✓

**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)?  Yes  No

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?  Yes  No

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?  Yes  No

**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
SEE ATTACHED SCHEDULE "N"				

**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**  **0**

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1</b> SEE ATTACHE SCHEDULE "O"	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	<b>2,307,343</b>
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	<b>221,769</b>
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	<b>2,529,112</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	<b>2,529,112</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	<b>37,937</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>2,491,175</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	<b>124,559</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	<b>124,559</b>
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5 . . . . .	<b>2a</b>	<b>2,211</b>
<b>b</b>	Income tax for 2016. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	<b>2,211</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	<b>122,348</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	<b>122,348</b>
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	<b>122,348</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	<b>57,754</b>
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	<b>405</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>58,158</b>
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	<b>58,158</b>

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7 . . . . .				
<b>2</b> Undistributed income, if any, as of the end of 2016.				
<b>a</b> Enter amount for 2015 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011 . . . . .				
<b>b</b> From 2012 . . . . .				
<b>c</b> From 2013 . . . . .				
<b>d</b> From 2014 . . . . .				
<b>e</b> From 2015 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ _____				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2016 distributable amount . . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 . . . . .				
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 . . . . .				
<b>b</b> Excess from 2013 . . . . .				
<b>c</b> Excess from 2014 . . . . .				
<b>d</b> Excess from 2015 . . . . .				
<b>e</b> Excess from 2016 . . . . .				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	59,536	65,363	32,174	-4,175	152,898
<b>b</b> 85% of line 2a . . . . .	50,606	55,559	27,348	-3,549	129,963
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	58,158	150,004	69,149	368,026	645,338
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	1,254	1,020	1,417	2,392	6,083
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	56,905	148,984	67,732	365,634	639,255
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .	3,059,810	2,782,676	2,972,328	3,087,910	11,902,723
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	0	0	0	0	0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	83,039	87,955	44,612	25,372	240,978
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .	0	0	0	0	0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .	0	5,000	5,000	16,425	26,425
<b>(3)</b> Largest amount of support from an exempt organization . . . . .	0	0	0	0	0
<b>(4)</b> Gross investment income . . . . .	112,218	62,809	58,464	235,436	468,927

**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) )

**RICHARD BECKSTRAND**

- 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:
-







## **Foothold**

Form 990 - PF, For the period ending December 31, 2016

### **Schedule A - Form 990-PF, Part I, line 11, Other Income**

Other Misc Income	-
Unrecaptured Sec 1250 Gains	-
Misc Income from K-1's	733
	<hr/>
	733
	<hr/>

# Foothold

Form 990 - PF, For the period ending December 31, 2016

## Schedule D - Form 990-PF, Part I, line 18, Taxes:

Income Taxes	1,254
Foreign taxes	-
	<u>1,254</u>

# Foothold

Form 990 - PF, For the period ending December 31, 2016

## Schedule F - Form 990-PF, Part I, line 23, Other Expenses:

Office Supplies	-
Misc expenses	40
Bank fees	285
Investment related expenses	80
Other losses	-
	<hr/>
	405
	<hr/> <hr/>

# Foothold

Form 990 - PF, For the period ending December 31, 2016

## Schedule G - Form 990-PF, Part II, line 10(b), Investments - Corporate Stocks:

<u>Shares</u>	<u>Name</u>	<u>Basis</u>	<u>FMV</u> <u>31-Dec-16</u>
1,316	Alibaba Group Holdings Ltd	144,095	115,558
1,700	APPLE INC	182,604	196,894
20,000	BANK AMER CORP	166,248	442,000
5,000	BLACKSTONE GROUP LP UNIT	139,950	135,150
1,000	BOSTON PROPERTIES INC	46,301	125,780
1,000	CATERPILLAR INC	38,007	92,740
3,650	GGP INC REIT	1,638.99	91,177
3,000	GILEAD SCIENCES INC	243,031	214,830
4,000	EXON MOBIL	149,768	97,200
650	ISHARES BIOTECHNOLOGIES	182,590	172,497
5,000	MARATHON PETE CORP	185,475	251,750
15,000	NAVIGATOR EQUITY HEDGED FUND	75,876	18,900
3,300	ISHARE S&P 500 ETF	621,591	737,649
500	VALEANT PHARMACEUTICALS	8,667	7,260
490	WELLS FARGO & CO	22,865	27,004
2,295	WELLS FARGO & CO	106,919	126,477
5,100	YELP INC	293,596	194,463
		<u>2,609,221.77</u>	<u>3,047,329</u>

**Foothold**

Form 990 - PF, For the period ending December 31, 2016

**Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax Investment Income**

a	b	c	d	e	f	g	h	i	j	k	l	
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col l over j	Gains Col h k
HERC HLDGS INC	1		3/18/2016	7/18/2016	21		22	(1)				(1)
HERC HLDGS INC	666		3/18/2016	8/19/2016	22,097		22,282	(185)				(185)
HERTZ GLOBAL HLDGS INC	2,000		3/18/2016	8/19/2016	101,933		90,402	11,531				11,531
HOWARD HUGHES CORP	124		8/6/2009	8/23/2016	14,423		560	13,863				13,863
HOWARD HUGHES CORP	133		8/6/2009	8/23/2016	15,535		603	14,932				14,932
HOWARD HUGHES CORP	202		4/21/2009	8/23/2016	23,523		204	23,319				23,319
HOWARD HUGHES CORP	492		8/5/2009	8/23/2016	57,281		2,226	55,055				55,055
HOWARD HUGHES CORP	49		8/6/2009	8/23/2016	5,728		224	5,504				5,504
ISHARES REAL ESTATE 50 ETF	2,500		10/16/2014	8/19/2016	128,355		109,121	19,234				19,234
LINN CO LLC	3,000		10/14/2014	8/19/2016	204		63,992	(63,788)				(63,788)
LINN CO LLC	5,000		10/15/2014	8/19/2016	339		103,130	(102,790)				(102,790)
MOUNTAIN PROVINCE DIAMONDS OR	5,000		10/30/2015	8/19/2016	25,405		13,757	11,648				11,648
ZIONS BANCORP	550		7/20/2009	9/9/2016	17,043		6,569	10,473				10,473
ZIONS BANCORP	1,050		7/20/2009	9/14/2016	31,542		12,542	19,000				19,000
ZIONS BANCORP	200		7/20/2009	9/14/2016	6,008		2,388	3,620				3,620
ZIONS BANCORP	100		7/20/2009	9/14/2016	3,004		1,194	1,810				1,810
ZIONS BANCORP	100		7/20/2009	9/14/2016	3,004		1,194	1,810				1,810
ZIONS BANCORP	500		7/23/2009	9/14/2016	15,020		5,675	9,345				9,345
ZIONS BANCORP	1,400		7/23/2009	9/14/2016	42,056		15,897	26,159				26,159
ZIONS BANCORP	100		7/23/2009	9/14/2016	3,004		1,135	1,869				1,869
ZIONS BANCORP	128		1/25/2012	9/14/2016	3,845		2,254	1,591				1,591
Non-dividend Distributions					7,481			7,481				7,481
Realized Short-Term K-1-Blackstone Grp					37		-	37				37
Realized Long-Term K-1-Blackstone Grp					1,286		-	1,286				1,286
Capital Gain Distributions					1,075		-	1,075				1,075
Unrecap Sec 1250 gain-Scottrade					128		-	128				128
Unrecap Sec 1250 gain-Blackstone					47		-	47				47
					529,424	-	455,371	74,054	-	-	-	74,054

# Foothold

Form 990 - PF, For the period ending December 31, 2016

**Schedule N - Form 990-PF, Part VIII, line 1, Information about officers, directors, trustees, foundation Managers, Highly Paid Employees, and Contractors:**

<u>a</u>	<u>b</u>	<u>c</u>	<u>d</u>	<u>e</u>
Richard N. Beckstrand 5156 Cottonwood Land Salt Lake City, Utah 84117	President Chairman of Board	0	0	0
Carol B Beckstrand 5156 Cottonwood Land Salt Lake City, Utah 84117	Board Member	0	0	0
Amy Marie Driggs 4760 South 2555 East Salt Lake City, Utah 84117	Board Member	0	0	0
Jonathan Beckstrand 6322 South 3000 East #110 Salt Lake City, Utah 84121	Secretary	0	0	0

# Foothold

Form 990 - PF, For the period ending December 31, 2016

## Schedule O - Form 990-PF, Part IX-A, Summary of Direct Charitable Activities

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

	<u>Amount</u>
<b>1 Fitness &amp; Sports Education Program</b>	4,500
This program developed fitness and fitness education through soccer and soccer programs, helping both High School students and community soccer clubs	
<b>2 School Reading Program</b>	51,750
We provided these funds to the University of Utah for a childrens reading program which we have participated in the past . These funds literally help hundreds of disadvantaged children learn to read at a higher level than possible in a normal classroom setting.	
<b>3 Education Day August 2015</b>	250
These were minor expenses from our 2015 Education Day program that trickled in, in 2016	
<b>4</b>	-

# FOOTHOLD

Federal ID # 20-8968356

Form 990 - PF, For the period ending December 31, 2016

**Schedule P - Form 990-PF, Part XV, Supplementary Information, 3 - Grants and Contributions Paid during the Year or Approved for Future Payment**

1	<b>Fitness &amp; Sports Education Program</b>	4,500
	<p>This program developed fitness and fitness education through soccer and soccer programs, helping both High School students and community soccer clubs</p>	
2	<b>School Reading Program</b>	51,750
	<p>We provided these funds to the University of Utah for a childrens reading program which we have participated in the past . These funds literally help hundreds of disadvantaged children learn to read at a higher level than possible in a normal classroom setting.</p>	
3	<b>Education Day August 2015</b>	250
	<p>These were minor expenses from our 2015 Education Day program that trickled in, in 2016</p>	
<b>Total Grants and Contributions paid</b>		<u>56,500</u>

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The Odyssey Foundation  
PO Box 712320  
Salt Lake City, Utah 84171-2320

Pub City Journals May 1, 2017

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