

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	1,598,769	12,609,575	12,609,575
	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 ▶ _____	17,000,000	0	0
	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)	3,507,182	8,219,343	8,572,882
	c	Investments—corporate bonds (attach schedule)	1,271,623	4,135,054	3,979,775
	11	Investments—land, buildings, and equipment basis ▶ 17,791,677 Less accumulated depreciation (attach schedule) ▶ 7,440,821		10,350,856	10,350,856
	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)	23,377,574	35,314,828	35,513,088	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	16,000,000		
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	50,044	
	23	Total liabilities (add lines 17 through 22)	16,000,000	50,044	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	7,377,574	35,264,784	
30	Total net assets or fund balances (see instructions)	7,377,574	35,264,784		
31	Total liabilities and net assets/fund balances (see instructions) .	23,377,574	35,314,828		

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	7,377,574
2	Enter amount from Part I, line 27a	2	27,713,504
3	Other increases not included in line 2 (itemize) ▶ _____	3	173,706
4	Add lines 1, 2, and 3	4	35,264,784
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	35,264,784

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	11,253,843
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	

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 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	1,242,197	7,453,327	0 166663
2014	2,495,049	9,274,438	0 269024
2013	5,156,102	12,082,872	0 426728
2012	3,917,670	15,347,445	0 255265
2011	3,296,429	13,729,379	0 240100
2 Total of line 1, column (d)			2 1 357780
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 271556
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 10,904,843
5 Multiply line 4 by line 3			5 2,961,276
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 132,893
7 Add lines 5 and 6			7 3,094,169
8 Enter qualifying distributions from Part XII, line 4			8 4,233,924

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	132,893
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	132,893
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	132,893
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16,005
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	170,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	186,005
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	53,112
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 53,112 Refunded ▶	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ESMOND ASSOCIATES INC Telephone no (818) 610-2900			

Located at **23901 CALABASAS ROAD SUITE 1010 CALABASAS CA** ZIP+4 **913023308**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b			No
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 2016? <input type="checkbox"/> 1c			No
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 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	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) <input type="checkbox"/> 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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
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? 4b			No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CARL B BARNEY PO BOX 1157 CRYSTAL BAY, NV 89402	PRESIDENT 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000.	<input type="checkbox"/>	0
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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
CBRE GROUP 2415 E CAMELBACK ROAD PHOENIX, AZ 85016	REAL ESTATE COMMISSIONS	516,000
NNNET ADVISORS 28364 WESTERN AVE 423 LOS ANGELES, CA 90275	REAL ESTATE COMMISSIONS	174,000
COLDWELL BANKER COMMERCIAL ADVISORS 111 S MAIN ST SUITE 2200 SALT LAKE CITY, UT 84111	REAL ESTATE COMMISSIONS	126,000
INTERSTATE COMMERCIAL PROPERTIES 255 SOUTH MAIN SUITE 100 LOGAN, UT 84321	REAL ESTATE COMMISSIONS	86,000
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	7,344,861
b	Average of monthly cash balances.	1b	3,726,046
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,070,907
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	11,070,907
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	166,064
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,904,843
6	Minimum investment return. Enter 5% of line 5.	6	545,242

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	545,242
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	132,893
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	132,893
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	412,349
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	412,349
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	412,349

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	4,233,924
b	Program-related investments—total from Part IX-B.	1b	0
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	4,233,924
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	132,893
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,101,031

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
1 Distributable amount for 2016 from Part XI, line 7				412,349
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	2,660,102			
b From 2012.	3,190,958			
c From 2013.	4,582,754			
d From 2014.	2,042,229			
e From 2015.	876,075			
f Total of lines 3a through e.	13,352,118			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,233,924</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				412,349
e Remaining amount distributed out of corpus	3,821,575			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,173,693			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	2,660,102			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	14,513,591			
10 Analysis of line 9				
a Excess from 2012.	3,190,958			
b Excess from 2013.	4,582,754			
c Excess from 2014.	2,042,229			
d Excess from 2015.	876,075			
e Excess from 2016.	3,821,575			

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))

CARL B BARNEY

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

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 email 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	4,233,924
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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			14	36,520	
4 Dividends and interest from securities.			14	812,819	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.	531120	1,177,871			
6 Net rental income or (loss) from personal property					
7 Other investment income.			18	81,928	
8 Gain or (loss) from sales of assets other than inventory			19	11,253,843	
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).		1,177,871		12,185,110	0
13 Total. Add line 12, columns (b), (d), and (e).			13		13,362,981

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- 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.

[illegible]

- 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**

***** 2017-11-14 *****
 Signature of officer or trustee Date Title
 (see instr.)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ROYAL BANK OF CANADA CONTINGENT INC	P	2016-05-06	2016-08-11
ROYAL BANK OF CANADA 8 22% CONTINGENT INC	P	2016-05-26	2016-12-01
BANK OF AMERICA CORP	P	2015-06-26	2016-02-18
BANK OF AMERICA CORP	P	2015-06-29	2016-02-18
CALL AVGO	P	2016-11-07	2016-11-28
CALL GILD	P	2016-05-16	2016-06-27
CALL GILD	P	2016-11-07	2016-11-28
CALL NVO	P	2016-03-30	2016-05-23
CALL TMH	P	2016-07-20	2016-08-22
GOLDMAN SACHS ENHANCED INCOME FUND	P	2016-05-02	2016-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
200,000		200,000	0
200,000		200,000	0
6,985		9,579	-2,594
952		1,275	-323
1,080			1,080
2,499			2,499
1,519			1,519
3,997			3,997
10,397			10,397
281		281	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			0
			0
			-2,594
			-323
			1,080
			2,499
			1,519
			3,997
			10,397
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-10-01	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2016-04-01	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-12-01	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2016-03-01	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2016-02-01	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-11-02	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2016-01-04	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-08-31	2016-05-31
GOLDMAN SACHS TR HIGH YIELD	P	2015-08-31	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2015-11-02	2016-05-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
49		48	1
323		323	0
163		163	0
106		105	1
153		152	1
219		219	0
178		177	1
450		448	2
531		539	-8
518		520	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1
			0
			0
			1
			1
			0
			1
			2
			-8
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS TR HIGH YIELD	P	2015-10-01	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2016-05-02	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2015-12-01	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2016-04-01	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2016-01-04	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2016-02-01	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2016-03-01	2016-05-13
PIMCO STOCKSPPLUS SHORT FUND CLASS	P	2016-11-04	2016-12-02
PROSHARES TR PROSHARES ULTRASHORT S&P 500 NEW	P	2016-07-01	2016-07-25
PROSHARES TR PROSHARES ULTRASHORT S&P 500 NEW	P	2016-07-07	2016-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
180		181	-1
545		545	0
499		494	5
579		570	9
532		520	12
561		545	16
531		512	19
474,178		500,000	-25,822
249,745		265,500	-15,755
49,499		49,000	499

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-1
			0
			5
			9
			12
			16
			19
			-25,822
			-15,755
			499

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
QWEST CORP	P	2016-05-16	2016-08-29
QWEST CORP	P	2016-05-17	2016-08-29
AON PLC SHS CL A	P	2016-03-29	2016-11-07
ARM HOLDINGS PLC	P	2009-08-26	2016-05-02
BERKLEY WR CORPORATION	P	2012-03-29	2016-02-19
CONSTELLATION BRANDS INC CL A	P	2013-02-14	2016-12-16
DISH NETWORK CORP CL A	P	2015-01-06	2016-02-17
DISH NETWORK CORP CL A	P	2013-08-19	2016-02-17
DISH NETWORK CORP CL A	P	2013-05-20	2016-02-17
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-12	2016-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
131,575		135,145	-3,570
2,500		2,568	-68
28,678		12,761	15,917
139,123		20,882	118,241
9,095		6,366	2,729
15,770		4,366	11,404
1,153		1,735	-582
4,610		4,402	208
4,610		3,862	748
330,442		332,198	-1,756

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-3,570
			-68
			15,917
			118,241
			2,729
			11,404
			-582
			208
			748
			-1,756

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-12	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-16	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-26	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-03-31	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-12	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-05-30	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-02-28	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-04-30	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-06-30	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-07-31	2016-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
541		545	-4
579		582	-3
501		503	-2
357		359	-2
284		286	-2
343		345	-2
335		336	-1
321		323	-2
309		310	-1
288		290	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-4
			-3
			-2
			-2
			-2
			-2
			-1
			-2
			-1
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-01-31	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-19	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-09-30	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-08-29	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-10-31	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2013-12-31	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2014-11-28	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-02-27	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-03-31	2016-05-31
GOLDMAN SACHS ENHANCED INCOME FUND	P	2015-04-30	2016-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
269		271	-2
252		254	-2
297		298	-1
268		269	-1
299		300	-1
134		134	0
316		317	-1
332		332	0
384		384	0
562		562	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-2
			-2
			-1
			-1
			-1
			0
			-1
			0
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS TR HIGH YIELD	P	2014-04-22	2016-06-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-12	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-12	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-26	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-06-30	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-05-30	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-07-31	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-12	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-08-29	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-03-31	2016-05-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
71,571		75,000	-3,429
63,804		67,061	-3,257
819		867	-48
779		825	-46
785		825	-40
813		853	-40
849		888	-39
662		701	-39
818		855	-37
627		659	-32

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-3,429
			-3,257
			-48
			-46
			-40
			-40
			-39
			-39
			-37
			-32

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-16	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-01-31	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-04-30	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-02-28	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-26	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2015-04-30	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-11-28	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2015-03-31	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2015-02-27	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-12-31	2016-05-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
660		691	-31
570		600	-30
611		641	-30
546		574	-28
551		577	-26
605		629	-24
650		674	-24
619		640	-21
555		574	-19
663		680	-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-31
			-30
			-30
			-28
			-26
			-24
			-24
			-21
			-19
			-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOLDMAN SACHS TR HIGH YIELD	P	2015-01-30	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2013-12-31	2016-05-13
GOLDMAN SACHS TR HIGH YIELD	P	2014-12-11	2016-05-13
ISHARES MSCI EAFE ETF	P	2013-05-16	2016-03-07
LEIDOS HOLDINGS INC COM	P	2011-11-01	2016-08-25
LIBERTY GLOBAL PLC CLASS C	P	2012-03-29	2016-02-19
LOCKHEED MARTIN CORP	P	2011-01-04	2016-04-15
LOCKHEED MARTIN CORP	P	2011-10-04	2016-04-15
MONDELEZ INTERNATIONAL INC COM	P	2012-11-14	2016-10-31
MONDELEZ INTERNATIONAL INC COM	P	2012-03-29	2016-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
644		659	-15
276		291	-15
23		23	0
436,982		492,203	-55,221
4		1	3
23,532		14,799	8,733
132,747		40,723	92,024
137,247		42,772	94,475
9,036		4,975	4,061
9,036		4,790	4,246

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-15
			-15
			0
			-55,221
			3
			8,733
			92,024
			94,475
			4,061
			4,246

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MORGAN STANLEY	P	2013-01-08	2016-02-17
MORGAN STANLEY	P	2012-08-17	2016-02-17
NESTLE SA-SPONSORED ADR	P	2012-03-29	2016-02-19
NOBLE ENERGY INC	P	2012-07-06	2016-01-08
NOBLE ENERGY INC	P	2012-03-29	2016-01-08
NOVO NORDISK A/S-ADR	P	2011-06-28	2016-05-31
NOVO NORDISK A/S-ADR	P	2009-12-01	2016-05-31
NOVO NORDISK A/S-ADR	P	2009-06-01	2016-05-31
ORACLE CORPORATION	P	2013-12-10	2016-03-03
ORACLE CORPORATION	P	2012-03-29	2016-03-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,422		1,971	451
4,238		2,551	1,687
8,937		7,709	1,228
7,687		10,606	-2,919
2,767		4,398	-1,631
96,438		41,410	55,028
117,745		28,967	88,778
238,293		44,999	193,294
10,285		9,627	658
3,740		2,936	804

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			451
			1,687
			1,228
			-2,919
			-1,631
			55,028
			88,778
			193,294
			658
			804

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ORACLE CORPORATION	P	2013-10-23	2016-03-03
ORACLE CORPORATION	P	2012-07-06	2016-03-03
PRAXAIR INC	P	2012-03-29	2016-08-25
TEAM HEALTH HOLDING INC	P	2011-10-04	2016-10-21
TEAM HEALTH HOLDING INC	P	2011-10-04	2016-10-25
THERMO FISHER SCIENTIFIC INC	P	2012-03-29	2016-02-19
TWENTY FIRST CENTURY FOX INC	P	2014-02-13	2016-02-19
TWENTY FIRST CENTURY FOX INC	P	2014-07-28	2016-02-19
TYLER TECHNOLOGIES INC	P	2014-10-23	2016-01-08
TYLER TECHNOLOGIES INC	P	2014-10-23	2016-01-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,480		6,536	944
13,090		10,196	2,894
18,438		17,138	1,300
311,493		140,804	170,689
1,995		821	1,174
9,729		4,207	5,522
17,290		20,679	-3,389
3,325		4,035	-710
811		500	311
1,622		1,000	622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			944
			2,894
			1,300
			170,689
			1,174
			5,522
			-3,389
			-710
			311
			622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TYLER TECHNOLOGIES INC	P	2013-03-14	2016-01-08
3M COMPANY	P	2012-03-29	2016-01-08
EURO	P	2015-07-24	2016-02-04
COMMERCIAL RENTAL-PHOENIX, AZ 9801 METRO CENTER PARKWAY PHOENIX, AZ	D	2016-04-26	2016-05-04
COMMERCIAL RENTAL-LOGAN CROSSROADS	D	2016-04-26	2016-07-18
COMMERCIAL RENTAL-OREM, UT	D	2016-04-26	2016-07-18
CAPITAL GAINS DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,867		1,760	3,107
7,099		4,433	2,666
14,142		14,298	-156
8,700,000	902,037	4,285,158	5,316,879
4,300,000	912,033	3,144,174	2,067,859
6,300,000	2,376,168	5,589,428	3,086,740
184			184

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			3,107
			2,666
			-156
			5,316,879
			2,067,859
			3,086,740
			184

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	9,000
THE AYN RAND INSTITUTE 2121 ALTON PARKWAY SUITE 250 IRVINE, CA 92606	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	829,924
INDEPENDENCE INSTITUTE 727 E 16TH AVENUE DENVER, CO 80203	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
COLORADO CIVIL JUSTICE LEAGUE 3700 QUEBEC STREET UNIT 100-117 DENVER, CO 80207	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	5,000
FIDELITY CHARITABLE TRUST PO BOX 770001 CINCINNATI, OH 45277	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	3,250,000
Total 				3a 4,233,924

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
THE FEDERALIST SOCIETY 1776 I STREET NW SUITE 300 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	70,000
THE ATLAS SOCIETY 1706 NEW HAMPSHIRE AVE WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	60,000
Total ▶ 3a				4,233,924

TY 2016 Accounting Fees Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	27,300	24,843		0
ACCOUNTING FEES	6,600	6,600		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Amortization Schedule

Name: PROMETHEUS FOUNDATION

EIN: 27-1456655

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
LOAN COSTS	2005-11-16	14,258	14,258	120 0000000000000		0		14,258
COMMISSION - STEVENS HENAGER	2005-10-01	4,084	3,601	144 0000000000000	483	483		4,084
LEGAL FEES	2010-01-01	54,376	28,907	114 0000000000000	3,816	3,816		32,723
LEASE COMMISSIONS	2008-03-01	127,620	127,620	86 0000000000000		0		127,620
LEASE COMMISSIONS	2010-01-01	440,171	293,449	114 0000000000000	30,889	30,889		324,338
LEASE COMMISSIONS - FINICITY	2015-06-01	10,661	4,887	24 0000000000000	3,554	3,554		8,441
LEASE COMMISSIONS - FINICITY	2015-09-01	27,470	6,104	36 0000000000000	6,105	6,105		12,209
LEASE COMMISSIONS	2015-03-01	37,093	6,182	84 0000000000000	3,533	3,533		9,715

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: PROMETHEUS FOUNDATION

EIN: 27-1456655

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING - 1890 SOUTH	2002-02-28	1,615,078	588,396	SL	39 0000000000000	27,608	27,608		
LAND - 1890 SOUTH	2002-02-28	795,486		L		0	0		
CARPETING	2002-02-28	35,550	35,550	200DB	7 0000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2002-02-28	502,253	182,993	SL	39 0000000000000	8,585	8,585		
AIR CONDITIONER	2004-12-01	11,136	11,136	200DB	5 0000000000000	0	0		
PAVING	2004-01-01	13,869	12,725	150DB	15 0000000000000	273	273		
EQUIPMENT - 1890 SOUTH	2005-04-26	4,575	4,575	200DB	5 0000000000000	0	0		
BUILDING - 1890 SOUTH	2002-02-28	68,258	24,208	SL	39 0000000000000	1,167	1,167		
EQUIPMENT - 1890 SOUTH	2005-08-05	5,158	5,158	200DB	5 0000000000000	0	0		
ADDITIONAL BUILDING COSTS	2008-07-10	1,750	1,381	150DB	15 0000000000000	34	34		
LAND	2005-06-01	1,689,510		L		0	0		
BUILDING	2005-06-01	1,288,773	359,365	SL	39 0000000000000	8,261	8,261		
5 YEAR ASSETS	2005-06-01	770,422	770,422	200DB	5 0000000000000	0	0		
7 YEAR ASSETS	2005-06-01	121,121	121,121	200DB	7 0000000000000	0	0		
15 YEAR ASSETS	2005-06-01	1,434,300	1,081,409	150DB	15 0000000000000	19,605	19,605		
ADDITIONAL BUILDING COSTS	2006-07-31	6,725	1,684	SL	39 0000000000000	43	43		
LAND	2011-01-01	776,453		L		0	0		
BUILDING	2011-01-01	776,453	105,352	SL	39 0000000000000	0	0		
TENANT IMPROVEMENTS	2011-01-01	2,180,151	796,685	150DB	15 0000000000000	0	0		
BUILDING	2003-01-01	623,644	212,564	SL	39 0000000000000	3,919	3,919		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2009-11-01	1,040,141	172,243	SL	39 0000000000000	6,537	6,537		
BATHROOM ACCESSORIES	2003-01-01	3,388	3,388	200DB	7 0000000000000	0	0		
PAINT	2003-01-01	5,752	5,752	200DB	7 0000000000000	0	0		
CARPETING	2003-01-01	1,853	1,853	200DB	7 0000000000000	0	0		
FIRE EXTINGUISHERS	2003-01-01	1,000	1,000	200DB	7 0000000000000	0	0		
SECURITY SYSTEM	2003-01-01	3,214	3,214	200DB	7 0000000000000	0	0		
SIGN	2003-01-01	800	800	200DB	7 0000000000000	0	0		
FURNITURE & FIXTURES	2009-11-01	26,696	25,337	200DB	7 0000000000000	500	500		
SITE IMPROVEMENT	2003-01-01	74,395	67,732	150DB	15 0000000000000	753	753		
PARKING LOT	2003-01-01	48,322	43,995	150DB	15 0000000000000	489	489		
SIDEWALKS	2003-01-01	13,709	12,480	150DB	15 0000000000000	139	139		
LANDSCAPING	2003-01-01	11,448	10,425	150DB	15 0000000000000	116	116		
IMPROVEMENTS	2009-11-01	246,629	122,245	150DB	15 0000000000000	3,566	3,566		
TI - STEVENS - CARPET	2003-01-01	12,077	12,077	200DB	7 0000000000000	0	0		
TI - STEVENS - PAINT	2003-01-01	6,718	6,718	200DB	7 0000000000000	0	0		
TI - STEVENS	2003-01-01	129,306	44,071	SL	39 0000000000000	813	813		
TI - STATE FARM	2003-01-01	8,480	6,406	SL	15 0000000000000	138	138		
TI - STEVENS	2003-01-01	9,700	2,562	SL	39 0000000000000	61	61		
TI - STEVENS	2003-01-01	10,620	2,712	SL	39 0000000000000	67	67		
TI - STEVENS - CARPET	2007-02-28	816	816	200DB	7 0000000000000	0	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
TENANT IMPROVEMENTS	2009-11-01	296,402	127,617	SL	15 0000000000000	4,844	4,844		
LAND	2003-01-01	127,753		L		0	0		
LAND	2009-11-01	213,072		L		0	0		
LAND	2003-05-06	2,002,000		L		0	0		
5 YEAR ASSETS	2006-02-01	813,466	813,466	200DB	5 0000000000000	0	0		
7 YEAR ASSETS	2006-02-01	1,199,753	1,199,753	200DB	7 0000000000000	0	0		
15 YEAR ASSETS	2006-02-01	1,082,301	752,091	150DB	15 0000000000000	42,643	42,643		
BUILDING	2006-02-01	6,476,723	1,695,298	SL	39 0000000000000	110,713	110,713		
BUILDING	2008-06-01	773,743	156,249	SL	39 0000000000000	13,226	13,226		
FIXTURES	2009-07-01	21,598	21,201	200DB	7 0000000000000	397	397		
TENANT IMPROVEMENTS	2007-07-01	8,225	1,855	SL	39 0000000000000	141	141		
TENANT IMPROVEMENTS	2007-09-24	43,076	9,523	SL	39 0000000000000	736	736		
TENANT IMPROVEMENTS	2008-06-24	16,441	3,324	SL	39 0000000000000	281	281		
TENANT IMPROVEMENTS	2009-03-01	902,334	667,979	SL	15 0000000000000	20,052	20,052		
TENANT IMPROVEMENTS	2009-12-01	456,763	326,710	SL	15 0000000000000	10,150	10,150		
TENANT IMPROVEMENTS	2010-01-04	93,469	64,912	SL	15 0000000000000	2,077	2,077		
TENANT IMPROVEMENTS	2010-01-01	122,070	84,771	SL	15 0000000000000	2,713	2,713		
ALARM SYSTEM	2008-03-14	21,598	21,598	200DB	5 0000000000000	0	0		
TENANT IMPROVEMENTS	2016-06-22	4,613	42	SL	39 0000000000000	43	43		
BUILDING	2016-06-22	3,000		SL	39 0000000000000	42	42		

TY 2016 General Explanation Attachment**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	DONOR ADVISED FUND EXPLANATION	FORM 990-PF, PART VII-A	THE FOUNDATION MADE DONATIONS TO FIDELITY CHARITABLE TRUST, CARL BARNEY RETAINS ADVISORY PRIVILEGES ON THE BEHALF OF THE FOUNDATION

TY 2016 Investments Corporate Bonds Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	4,135,054	3,979,775

TY 2016 Investments Corporate Stock Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	7,219,343	7,572,882
MYSTERY SCIENCE INVESTMENT - STOCKS	1,000,000	1,000,000

TY 2016 Investments - Land Schedule

Name: PROMETHEUS FOUNDATION
EIN: 27-1456655

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING - 1890 SOUTH	1,615,078	616,004	999,074	
LAND - 1890 SOUTH	795,486	0	795,486	
CARPETING	35,550	35,550	0	
LEASEHOLD IMPROVEMENTS	502,253	191,578	310,675	
AIR CONDITIONER	11,136	11,136	0	
PAVING	13,869	12,998	871	
EQUIPMENT - 1890 SOUTH	4,575	4,575	0	
BUILDING - 1890 SOUTH	68,258	25,375	42,883	
EQUIPMENT - 1890 SOUTH	5,158	5,158	0	
ADDITIONAL BUILDING COSTS	1,750	1,415	335	
LAND	2,002,000	0	2,002,000	
5 YEAR ASSETS	813,466	813,466	0	
7 YEAR ASSETS	1,199,753	1,199,753	0	
15 YEAR ASSETS	1,082,301	794,734	287,567	
BUILDING	6,476,723	1,806,011	4,670,712	
BUILDING	773,743	169,475	604,268	
FIXTURES	21,598	21,598	0	
TENANT IMPROVEMENTS	8,225	1,996	6,229	
TENANT IMPROVEMENTS	43,076	10,259	32,817	
TENANT IMPROVEMENTS	16,441	3,605	12,836	
TENANT IMPROVEMENTS	902,334	688,031	214,303	
TENANT IMPROVEMENTS	456,763	336,860	119,903	
TENANT IMPROVEMENTS	93,469	66,989	26,480	
TENANT IMPROVEMENTS	122,070	87,484	34,586	
ALARM SYSTEM	21,598	21,598	0	
LEGAL FEES	54,376	32,723	21,653	
LEASE COMMISSIONS	127,620	127,620	0	
LEASE COMMISSIONS	440,171	324,338	115,833	
LEASE COMMISSIONS - FINICITY	10,661	8,441	2,220	
LEASE COMMISSIONS - FINICITY	27,470	12,209	15,261	

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASE COMMISSIONS	37,093	9,715	27,378	
TENANT IMPROVEMENTS	4,613	85	4,528	
BUILDING	3,000	42	2,958	

TY 2016 Legal Fees Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,563	2,563		0
LEGAL FEES	2,794	2,794		0
LEGAL FEES	10,644	10,644		0
LEGAL FEES	813	813		0
LEGAL FEES	10,000	10,000		0

TY 2016 Other Expenses Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	36,473	36,473		0
BANK CHARGES	60	60		0
RENT EXPENSE	3,000	3,000		0
BANK SERVICE CHARGES	328	328		0
LANDSCAPE	11,454	11,454		0
JANITORIAL SERVICE	61,635	61,635		0
PROPERTY INSURANCE	9,987	9,987		0
OFFICE EXPENSE	1,974	1,974		0
REPAIR & MAINTENANCE	31,483	31,483		0
MANAGEMENT FEES	40,056	40,056		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	75,202	75,202		0
AMORTIZATION	48,380	48,380		0

TY 2016 Other Income Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RBC - 317-33089	81,705	81,705	81,705
PASSTHROUGH FROM ARES MANAGEMENT, L P	219	219	219
MISC INCOME	4	4	4

TY 2016 Other Increases Schedule

Name: PROMETHEUS FOUNDATION
EIN: 27-1456655

Description	Amount
FMV ADJUSTMENT	173,706

TY 2016 Other Liabilities Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSITS	0	50,044

TY 2016 Taxes Schedule**Name:** PROMETHEUS FOUNDATION**EIN:** 27-1456655

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,004	3,004		0
PROPERTY TAXES	299,353	299,353		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization PROMETHEUS FOUNDATION	Employer identification number 27-1456655

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
27-1456655

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CARL BARNEY	\$ 18,470,603	Person <input type="checkbox"/>
	PO BOX 1157		Payroll <input type="checkbox"/>
	CRYSTAL BAY, NV89402		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization PROMETHEUS FOUNDATION	Employer identification number 27-1456655
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	COMMERCIAL REAL ESTATE	\$ 41,400,000	2016-04-25
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization PROMETHEUS FOUNDATION	Employer identification number 27-1456655
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	