

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation Theda and Tamblin Clark Smith Family Foundation Inc % THEDA & TAMBLIN CLARK SMITH		A Employer identification number 39-6125329	
Number and street (or P O box number if mail is not delivered to street address) 24918 Genesee Trail Rd Ste 203		Room/suite	B Telephone number (see instructions) (303) 407-9501
City or town, state or province, country, and ZIP or foreign postal code Golden, CO 80401			
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 47,123,501		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,958,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,647	13,647		
	4 Dividends and interest from securities	844,870	844,870		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	83,192			
	b Gross sales price for all assets on line 6a	22,792,454			
	7 Capital gain net income (from Part IV, line 2)		244,689		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-4,901	3,444		
	12 Total. Add lines 1 through 11	2,894,808	1,106,650		
	13 Compensation of officers, directors, trustees, etc	72,000			72,000
	14 Other employee salaries and wages	115,000			115,000
	15 Pension plans, employee benefits	22,506			22,506
	16a Legal fees (attach schedule)	663	0	0	663
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	361,490	304,360		57,130
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,838	2,838		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	15,600			15,600
	21 Travel, conferences, and meetings	19,111			19,111
	22 Printing and publications				
	23 Other expenses (attach schedule)	113,783	31,091		82,669
	24 Total operating and administrative expenses. Add lines 13 through 23	732,991	338,289	0	384,679
	25 Contributions, gifts, grants paid	1,332,000			1,332,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,064,991	338,289	0	1,716,679
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	829,817			
	b Net investment income (if negative, enter -0-)		768,361		
	c Adjusted net income(if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (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	7,695,598	3,700,287	3,700,287
	3	Accounts receivable ▶ <u>2,999</u>			
		Less allowance for doubtful accounts ▶ _____	1,975	2,999	2,999
	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)	3,129,123	3,274,527	3,212,595
	b	Investments—corporate stock (attach schedule)	26,819,514	31,254,345	33,816,811
	c	Investments—corporate bonds (attach schedule)	2,778,478	2,769,192	2,778,828
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	3,327,008	3,580,163	3,611,981	
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)	43,751,696	44,581,513	47,123,501	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	43,751,696	44,581,513	
	30	Total net assets or fund balances (see instructions)	43,751,696	44,581,513	
31	Total liabilities and net assets/fund balances (see instructions) .	43,751,696	44,581,513		

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 43,751,696
2	Enter amount from Part I, line 27a	2 829,817
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 44,581,513
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 44,581,513

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)
1 a Publicly-traded Securities			
b Passthrough K1 Capital Gain/(Loss)			
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 22,792,454		22,556,732	235,722
b			8,967
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			235,722
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	244,689
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	2,590,873	41,303,643	0 062727
2014	2,091,785	38,349,745	0 054545
2013	1,281,882	17,303,507	0 074082
2012	291,243	2,623,662	0 111006
2011	139,011	2,768,877	0 050205
2 Total of line 1, column (d)			2 0 352565
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 070513
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 44,646,104
5 Multiply line 4 by line 3			5 3,148,131
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,684
7 Add lines 5 and 6			7 3,155,815
8 Enter qualifying distributions from Part XII, line 4			8 1,716,679

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	15,367
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	15,367
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,367
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,963
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,180
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	16,143
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	776
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 776 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) ▶ CO, WI		
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► THEDA & TAMBLIN CLARK SMITH FD Telephone no ► (303) 407-9501			

Located at ► 24918 Genesee Trail Rd Ste 203 Golden CO ZIP+4 ► 80401

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 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?	16	Yes	No
	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 ►			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b		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? ☐	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? ☐ Yes ☒ 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) ☐	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? ☐ Yes ☒ 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). ☐ Yes ☒ 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))? ☐ 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. ☐ Yes ☒ 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? ☐ Yes ☐ 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? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
See Additional Data Table				
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
PETER RADFORD 24918 GENESEE TRAIL RD STE 203 GOLDEN, CO 80401	EXECUTIVE DIRECTOR 40 0	115,000	13,709	
Total number of other employees paid over \$50,000.				▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BNY Mellon Bank 225 Liberty street NEW YORK, NY 10286	Investment MGMT	289,805
Foundation Source 55 Walls Drive 3rd fl Fairfield, CT 06824	Administrative SVCS	75,000
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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 ▶	

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	35,583,378
b	Average of monthly cash balances.	1b	6,274,687
c	Fair market value of all other assets (see instructions).	1c	3,467,929
d	Total (add lines 1a, b, and c).	1d	45,325,994
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	45,325,994
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	679,890
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	44,646,104
6	Minimum investment return. Enter 5% of line 5.	6	2,232,305

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	2,232,305
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	15,367
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,367
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,216,938
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,216,938
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,216,938

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	1,716,679
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,716,679
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,716,679

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				2,216,938
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 1,591				
b From 2012. 167,428				
c From 2013. 478,319				
d From 2014. 288,632				
e From 2015. 544,637				
f Total of lines 3a through e.	1,480,607			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,716,679</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				1,716,679
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	500,259			500,259
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	980,348			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	980,348			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013. 147,079				
c Excess from 2014. 288,632				
d Excess from 2015. 544,637				
e 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 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))

NONE

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	1,332,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
David W Radford	Dir / Sec 1 0	18,000	0	0
24918 Genesee Trail Rd Ste 203 Golden, CO 80401				
Carlton Smith	VP / Dir / Treas 1 0	18,000	0	0
24918 Genesee Trail Rd Ste 203 Golden, CO 80401				
Pierce Smith	VP / Dir 1 0	0	0	0
24918 Genesee Trail Rd Ste 203 Golden, CO 80401				
Marc Vaccaro	Pres / Dir / Chairman/CEO 1 0	18,000	0	0
24918 Genesee Trail Rd Ste 203 Golden, CO 80401				
Sylvia Vaccaro	Dir 1 0	18,000	0	0
24918 Genesee Trail Rd Ste 203 Golden, CO 80401				

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>				
ACTS4 COMMUNITY OUTREACH SERVICES INC DBA LOVE INC PO BOX 787 LITTLETON, CO 80160	N/A	PC	General & Unrestricted	4,500
ACTS4 COMMUNITY OUTREACH SERVICES INC DBA LOVE INC PO BOX 787 LITTLETON, CO 80160	N/A	PC	Transformational Ministry Support for at Risk Youth Program	10,000
AFRICAID INC 1031 33RD ST STE 174 DENVER, CO 80205	N/A	PC	Kisa Project	5,000
BEST FRIENDS OF NEENAH MENASHA INC 181 E N WATER ST STE 225 NEENAH, WI 54956	N/A	PC	Mentoring Program	10,000
BOYS & GIRLS BRIGADE ASSOCIATION INC 109 W COLUMBIAN AVE NEENAH, WI 54956	N/A	PC	General & Unrestricted	3,000
Total ► 3a				1,332,000

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>				
BOYS & GIRLS CLUB FOX VALLEY INC 160 S BADGER AVE APPLETON, WI 54914	N/A	PC	the Boys & Girls Club of Menasha Program	30,000
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	Camp Radford Fund	3,000
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	Camp Radford Youth Program	900
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	Great Futures Start Here Mentoring Program	25,000
BOYS & GIRLS CLUBS OF ELKHART COUNTY INC 102 W LINCOLN AVE STE 240 GOSHEN, IN 46526	N/A	PC	Transportation Needs - New Club Vehicle Fund	40,000
Total 				1,332,000
3a				

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>				
BOYS AND GIRLS CLUB OF DANE COUNTY INC 1818 W BELTLINE HWY MADISON, WI 53713	N/A	PC	Introduction to AVID/College Club - Middle School College Club	50,000
BOYS AND GIRLS CLUB OF DANE COUNTY INC 1818 W BELTLINE HWY MADISON, WI 53713	N/A	PC	Thanksgiving family dinner Project	6,000
BOYS AND GIRLS CLUB OF LAGUNA BEACH 1085 LAGUNA CANYON RD LAGUNA BEACH, CA 92651	N/A	PC	Club Preschool Program	25,000
CAP SERVICES INC 5499 HWY 10 E STE A STEVENS POINT, WI 54482	N/A	PC	Skills Enhancement & Fresh Start Program	30,000
CASA OF THE FOX CITIES INC 211 E FRANKLIN ST STE E APPLETON, WI 54911	N/A	PC	General & Unrestricted	8,000
Total 3a				1,332,000

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>				
CHAPS ACADEMY INC N5367 MAYFLOWER RD SHIOCTON, WI 54170	N/A	PC	General & Unrestricted	12,000
CHRISTINE ANN DOMESTIC ABUSE SERVICES INC PO BOX 99 NEENAH, WI 54957	N/A	PC	F I L T E R (Factoring in Time, Energy & Love) Day Camps K-12 Program	10,000
COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA, WI 54952	N/A	PC	General & Unrestricted	20,000
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION INC 4455 W LAWRENCE ST APPLETON, WI 54914	N/A	PC	CFFVR/NxG Fund	6,750
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION INC 4455 W LAWRENCE ST APPLETON, WI 54914	N/A	PC	Nx Generation Fund	3,000
Total 3a				1,332,000

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>				
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION INC 4455 W LAWRENCE ST APPLETON, WI 54914	N/A	PC	Basic Needs Giving Partnership (U S Venture Open 2016) Project	50,000
COMPASSION INTERNATIONAL INCORPORATED 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80997	N/A	PC	General & Unrestricted	300
COTS INC PO BOX 1645 APPLETON, WI 54912	N/A	PC	Young Adult Program	10,000
DENVER RESCUE MISSION 6100 SMITH RD DENVER, CO 80216	N/A	PC	General & Unrestricted	1,200
EAGLE SCHOOL OF MADISON INC 5454 GUNFLINT TRL FITCHBURG, WI 53711	N/A	PC	General & Unrestricted	1,500
Total 				1,332,000
3a				

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>				
ENTREAMIGOS PO BOX 3231 LAKE ARROWHEAD, CA 92352	N/A	PC	General & Unrestricted	4,500
EVERGREEN CHRISTIAN OUTREACH PO BOX 1515 EVERGREEN, CO 80437	N/A	PC	General & Unrestricted	3,000
FIRST AID ARTS PO BOX 31325 SEATTLE, WA 98103	N/A	PC	General & Unrestricted	41,500
FORWARD LEARNING YOUTH AND YOUNG ADULTS INC 2940 CHAPEL VALLEY RD FITCHBURG, WI 53711	N/A	PC	General & Unrestricted	10,000
FOX VALLEY COMMUNITY TABLE INC PO BOX 158 MENASHA, WI 54952	N/A	PC	General & Unrestricted	900
Total ▶ 3a				1,332,000

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>				
FREEDOM FOUNDATION 801 PARKMAN AVE SELMA, AL 36701	N/A	PC	Transportation Support for Trained Youth Ambassadors Fund	5,000
FRIENDS OF WISCONSIN PUBLIC TELEVISION INC 821 UNIVERSITY AVE NO 1076 MADISON, WI 53706	N/A	PC	Wisconsin Hometown Stories Neenah-Menasha Project	10,000
GARDEN CLUB OF DAYTON 50 RUBICON RD OAKWOOD, OH 45409	N/A	PC	GCD Visionary Fund	3,000
GROTON SCHOOL 282 FARMERS ROW GROTON, MA 01450	N/A	PC	General & Unrestricted	6,000
HIMALAYAN INTERNATIONAL INSTITUTE OF YOGA SCI & PH 952 BETHANY TPKE HONESDALE, PA 18431	N/A	PC	Cameroon Library and Health Expansion Project	80,000
Total 				1,332,000
3a				

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>				
HOMELESS PRENATAL PROGRAM INC 2500 18TH ST SAN FRANCISCO, CA 94110	N/A	PC	General & Unrestricted	32,700
INTERNATIONAL BIRD RESCUE PO BOX 2171 LONG BEACH, CA 90801	N/A	PC	General & Unrestricted	1,500
INTO YOUR HANDS INC PO BOX 3981 EVERGREEN, CO 80437	N/A	PC	Vocational Training for Underserved Youth in Uganda Program	5,000
J Romero 82 Sandpiper Lane Aliso Viejo, CA 92656	NONE	I	Hardship Assistance Grant	5,000
L Sanchez Moreno 102 Park Circle Sun Prairie, WI 53590	NONE	I	Hardship Assistance Grant	5,000
Total 3a				1,332,000

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>				
LAWRENCE UNIVERSITY OF WISCONSIN 711 E BOLDT WAY SPC 18 APPLETON, WI 54911	N/A	PC	The Full Speed to Full Need Scholarship Fund	25,000
LEAVEN INC 1475 OPPORTUNITY WAY MENASHA, WI 54952	N/A	PC	Needy Childrens Fund	35,000
LOVE LIGHT AND MELODY A NOT FOR PROFIT CORPORATION 5500 E YALE AVE STE 200 DENVER, CO 80222	N/A	PC	General Support for Sun Valley Community Center and Sun Valley Youth Center	15,000
LOVE LIGHT AND MELODY A NOT FOR PROFIT CORPORATION 5500 E YALE AVE STE 200 DENVER, CO 80222	N/A	PC	Sun Valley Youth Center iReady Computers & Sun Valley Community Center Cooking Program	2,400
M Diamond 5225 La Jolla Blvd La Jolla, CA 92037	NONE	I	Hardship Assistance Grant	5,000
Total 				1,332,000
3a				

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>				
MADISON AUDUBON SOCIETY INC 1400 E WASHINGTON AVE STE 170 MADISON, WI 53703	N/A	PC	Empowering Kids through Discovery Program	20,000
MOZAYIK 1934 MELROSE ST MADISON, WI 53704	N/A	PC	General & Unrestricted	9,900
MUSCULAR DYSTROPHY ASSOCIATION 2670 S ASHLAND STE 101 GREEN BAY, WI 54304	N/A	PC	Summer Camp Program	15,000
O Keaton 3021 Darbo Dr 4 Madison, WI 53714	NONE	I	Hardship Assistance Grant	5,000
PAINE ART CENTER & GARDENS INC 1410 ALGOMA BLVD OSHKOSH, WI 54901	N/A	PC	General & Unrestricted	9,000
Total ▶ 3a				1,332,000

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>				
PAPER INDUSTRY INTERNATIONAL HALL OF FAME INC 425 W WATER ST APPLETON, WI 54911	N/A	PC	General & Unrestricted	3,600
PARTNERS HEALTHCARE SYSTEM INC - MARTHAS VINEYARD 399 REVOLUTION DR STE 645 SOMERVILLE, MA 02145	N/A	PC	General & Unrestricted	3,000
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	General & Unrestricted	300
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	scholarship fund	5,000
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	scholarship fund	8,000
Total ► 3a				1,332,000

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>				
RAWHIDE INC E7475 RAWHIDE RD NEW LONDON, WI 54961	N/A	PC	Youth Education at Starr Academy Program	30,000
REACH COUNSELING SERVICES INC 1509 S COMMERCIAL ST NEENAH, WI 54956	N/A	PC	Child and Adolescent Therapist Position	5,000
REAL ESCAPE FROM THE SEX TRADE 4215 RAINIER AVE S SEATTLE, WA 98118	N/A	PC	General Support/ERC Program	80,000
RECOVERY FOUNDATION INC 5005 UNIVERSITY AVE RM/STE 100 MADISON, WI 53704	N/A	PC	General & Unrestricted	450
REGIS UNIVERSITY 3333 REGIS BLVD C-24 DENVER, CO 80221	N/A	PC	Media Center Program	1,500
Total ▶ 3a				1,332,000

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>				
ROOM TO GROW NATIONAL INC 142 BERKELEY ST BOSTON, MA 02116	N/A	PC	General & Unrestricted	13,500
ROOM TO GROW NATIONAL INC 142 BERKELEY ST BOSTON, MA 02116	N/A	PC	Basic Needs Program	80,000
S Hiegel 4002 Hammersley Ave Madison, WI 53711	NONE	I	Hardship Assistance Grant	5,000
SAFE COMMUNITY COALITION OF MADISON AND DANE COUNT PO BOX 6652 MADISON, WI 53716	N/A	PC	Drug Poisoning Prevention Project	15,000
SAN FRANCISCO FILM SOCIETY 39 MESA ST STE 110 THE PRESIDIO SAN FRANCISCO, CA 94129	N/A	PC	Film Project	10,500
Total ▶ 3a				1,332,000

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>				
SEATTLE CLASSICAL CHRISTIAN SCHOOL 1013 8TH AVE SEATTLE, WA 98104	N/A	PC	General & Unrestricted	1,500
SECOND HARVEST FOODBANK OF SOUTHERN WISCONSIN 2802 DAIRY DR MADISON, WI 53718	N/A	PC	General & Unrestricted	3,000
ST ALBANS EPISCOPAL CHURCH 6716 GLEASON RD EDINA, MN 55439	N/A	PC	General & Unrestricted	5,028
ST NORBERT COLLEGE INC 100 GRANT ST DE PERE, WI 54115	N/A	PC	Glad Girls Leadership Camp Program	20,000
ST MARY CENTRAL HIGH SCHOOL 1050 ZEPHYR DR NEENAH, WI 54956	N/A	PC	General & Unrestricted	9,000
Total ▶ 3a				1,332,000

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>				
TANDANA FOUNDATION INC 2933 LOWER BELLBROOK RD SPRING VALLEY, OH 45370	N/A	PC	General & Unrestricted	3,000
TERGAR INTERNATIONAL 706 N 1ST ST STE 112 MINNEAPOLIS, MN 55401	N/A	PC	Tergar Meditation Community of Madison, WI Division	1,500
THE HUMAN RACE INC 126 N MAIN ST STE 300 DAYTON, OH 45402	N/A	PC	General & Unrestricted	6,000
THE WORK GROUP 3720 MARLTON PIKE PENNSAUKEN, NJ 08110	N/A	PC	General & Unrestricted	3,000
TRI-COUNTY COMMUNITY DENTAL CLINIC INC 9 TRI PARK WAY APPLETON, WI 54914	N/A	PC	Focus on the Children Program	15,000
Total ▶ 3a				1,332,000

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>				
UNIVERSITY OF DENVER - OFFICE OF GIFT PROCESSING 2190 E ASBURY AVE DENVER, CO 80208	N/A	PC	University of Denver's Hockey Team Locker Room Remodel Project	9,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	N/A	PC	Center for Healthy Minds Sustainability Fund	21,600
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTH 301 S WESTFIELD RD MADISON, WI 53717	N/A	PC	Pediatric Palliative Care Program	50,000
VERA COURT NEIGHBORHOOD CENTER INC 614 VERA CT MADISON, WI 53704	N/A	PC	Vera Vison 2020 - Milestones Project	50,000
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	Carla Smith Radford Scholarship Fund	3,150
Total ► 3a				1,332,000

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>				
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	Carla Smith Radford Scholarship Fund	1,272
WEGERZYN GARDENS FOUNDATION 1301 E SIEBENTHALER AVE DAYTON, OH 45414	N/A	PC	Needy Childrens Program	6,000
WHEELCHAIRS FOR NIGERIA 1542 PALM AVE SW SEATTLE, WA 98116	N/A	PC	General & Unrestricted	150
WINGS OVER THE ROCKIES AIR & SPACE MUSEUM 7711 E ACADEMY BLVD DENVER, CO 80230	N/A	PC	SOAR Program for At Risk Youth	5,000
WINNEBAGO COUNTY LITERACY COUNCIL 106 WASHINGTON AVE OSHKOSH, WI 54901	N/A	PC	General & Unrestricted	600
Total ► 3a				1,332,000

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>				
WINNEBAGO COUNTY LITERACY COUNCIL 106 WASHINGTON AVE OSHKOSH, WI 54901	N/A	PC	English Language Learning classes for children and young families	23,000
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS INC DBA VA 3450 VINLAND ST OSHKOSH, WI 54901	N/A	PC	financially needy student scholarship fund	3,150
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS INC DBA VA 3450 VINLAND ST OSHKOSH, WI 54901	N/A	PC	Reach-out to the At Risk Project	11,000
WOMENS ENTERPRISES INTERNATIONAL 302 N 78TH ST SEATTLE, WA 98103	N/A	PC	General & Unrestricted	150
YOUNG MENS CHRISTIAN ASSOCIATION OF ORANGE COUNTY 13821 NEWPORT AVE STE 200 TUSTIN, CA 92780	N/A	PC	Huntington/Newport Beach & Costa Mesa Financial Assistance Scholarship Fund	20,000
Total ► 3a				1,332,000

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>				
YOUNG WOMENS CHRISTIAN ASSOCIATION OF MADISON INC 101 E MIFFLIN ST MADISON, WI 53703	N/A	PC	General & Unrestricted	9,000
YOUNG WOMENS CHRISTIAN ASSOCIATION OF MADISON INC 101 E MIFFLIN ST MADISON, WI 53703	N/A	PC	Circle of Women Challenge Gift and general operations	50,000
YOUTH GO INC 213 NICOLET BLVD NEENAH, WI 54956	N/A	PC	General & Unrestricted	21,500
Total ▶ 3a				1,332,000

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

TY 2016 Depreciation Schedule

Name: Theda and Tamblin Clark Smith Family

Foundation Inc

EIN: 39-6125329

TY 2016 Investments Corporate Bonds Schedule

Name: Theda and Tamblin Clark Smith Family

Foundation Inc

EIN: 39-6125329

Name of Bond	End of Year Book Value	End of Year Fair Market Value
21ST CENTY FOX AMER INC - 6.15	33,005	35,108
ABB FIN USA - 2.875% - 05/08/2	54,229	55,563
ABBVIE INC - 2.900% - 11/06/20	30,433	29,633
ADOBE SYSTEMS INC - 3.250% - 0	29,712	30,015
ALEXANDRIA REAL ESTATE E BOND	26,954	25,694
AMAZON COM INC SR NT - 2.500%	36,640	39,584
AMERICAN EXPRESS CO - 7.000% -	51,470	53,135
AMGEN INC BOND - 5.650% - 06/1	41,430	43,849
ANHEUSER BUSCH COS INC - 4.900	34,918	37,830
APACHE CORP SR NT - 3.250% - 0	24,506	25,393
APPLE INC - 4.375% - 05/13/204	24,799	25,683
ARROW ELECTRICS NT - 3.500% -	34,827	34,651
AT&T INC NOTE - 4.450% - 05/15	73,865	74,030
BANK OF AMERICA - 2.600% - 01/	65,195	65,555
BANK OF AMERICA - 3.950% - 04/	34,897	34,842
BIOGEN INC - 2.900% - 09/15/20	29,938	30,383
BLACKROCK INC - 6.250% - 09/15	34,013	31,055
BOSTON PROPERTIES LPNOTE - 4.1	15,453	15,848
BP CAP MKTS P L C GTD SRNT - 4	33,319	31,802
BURLINGTN NORTH SANTA FE - 3.4	41,618	41,774

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CELGENE CORP - 2.875% - 08/17/	24,967	25,287
CITIGROUP BOND - 4.450% - 09/2	79,119	76,188
CITIZENS FINANCIAL GROUP, INC	30,051	29,816
COMCAST CORP BOND - 3.125% - 0	53,354	56,150
CONSUMERS ENERGY CO - 3.250% -	14,883	13,242
CREDIT SUISSE GRP FDG GUERNSEY	40,410	39,875
CUBESMART - 0.048% - 07/15/202	33,148	32,300
CVS HEALTH CORP - 4.875% - 07/	29,533	32,263
DEUTSCHE BK AG LON SR NT CALL	30,648	30,710
EASTMAN CHEM CO - 3.600% - 08/	18,530	19,483
EBAY INC NOTE - 2.600% - 07/15	47,775	48,464
ENTERPRISE OPER LLC - 2.550% -	20,258	20,204
EXELON CORP - 0.034% - 04/15/2	25,033	24,530
EXXON MOBIL - 1.708% - 03/01/2	25,000	25,054
FIDELITY NATL INFORMATION SVCS	46,940	45,912
FORD MOTOR CREDIT COLLG NOTE -	66,228	64,272
GENERAL ELEC CAP CORP - 5.300%	66,304	66,543
GOLDMAN SACHS GROUP INC - 6.75	42,092	49,394
HSBC FINANCE CORP - 6.676% - 0	74,508	73,062
IBM CORP NOTES - 5.700% - 09/1	28,200	30,899

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INTEL CORP - 2.700% - 12/15/20	28,334	30,135
INTEL CORP - 4.900% - 07/29/20	40,415	44,747
JPMORGAN CHASE & CO - 3.375% -	58,871	59,785
KIMCO REALTY CORP - 3.400% - 1	26,454	25,370
KROGER CO - 2.600% - 02/01/202	19,999	19,959
METLIFE INC - 7.717% - 02/15/2	44,037	39,152
MICROSOFT CORP - 3.750% - 02/1	44,645	42,199
MORGAN STANLEY FR - 4.875% - 1	65,777	69,662
NYSE EURONEXT - 2.000% - 10/05	65,350	65,452
ONTARIO PROV CDA - 4.000% - 10	38,307	36,980
ORACLE CORP SR GLBL NT - 2.500	24,912	24,827
ORACLE CORP SR NT - 2.250% - 1	36,107	35,425
PEPSICO INC NOTES - 4.500% - 0	38,693	37,662
PETROLEOS MEXICANOS - 4.875% -	52,274	50,150
PRESIDENT&FELLOW HARVARD COLL	14,975	13,421
PUBLIC SVC ENTERPRISE GRP - 1.	14,982	14,784
RABOBANK NEDERLAND - 4.500% -	64,677	64,478
ROYAL BK OF CDA BD CDS - 1.250	54,979	55,015
SCRIPPS NETWORK - 2.800% - 06/	29,519	30,066
SPECTRA ENERGY PARTNER - 3.500	19,923	19,535

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TANGER PROPERTIES - 0.000% - 0	24,927	23,484
TELEFONICA EMISIONES S A U - 5	51,676	53,573
TEVA PHARMACEUTICAL NOTE - 3.1	39,894	36,877
TIME WARNER INC - 4.000% - 01/	46,235	46,720
TOTAL SYSTEMS SERVICES - 0.048	52,701	53,876
TOYOTA MOTOR CREDIT - 1.550% -	34,923	34,991
UBS AG - 0.034% - 05/12/2045	68,385	66,914
VERIZON COMMUNICATIONS GLB - 6	62,215	62,449
WELLS FARGO & CO - 4.900% - 11	36,131	35,949
WELLS FARGO & COMPANY - 2.600%	20,673	20,116

TY 2016 Investments Corporate Stock Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc
EIN: 39-6125329

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	106,300	133,035
ABBOTT LABS	137,254	125,601
ACCENTURE PLC	138,235	147,818
ACTELION LIMITED	10,171	13,068
ADOBE SYSTEMS, INC	118,292	171,103
AFFIL MANAGERS GR PFD STOCK -	49,534	47,218
AFFILIATED MANAGERS GROUP	45,125	37,342
AGILENT TECHNOLOGIES INC	124,427	138,958
AIA GROUP LTD ADR	39,245	37,750
ALEXION PHARMACEUTICALS, INC	117,274	107,913
ALLERGAN PLC	190,687	194,679
ALLIED WORLD ASSURANCE CO HLDG	49,471	73,046
ALLY FINANCIAL INC	181,814	163,382
ALPHABET INC CL A	391,072	440,601
ALTRIA GROUP INC	81,690	104,135
AMAZON COM	154,830	323,943
AMER FIN GRP HLD	5,735	8,812
AMERICAN TOWER CORPORATION 5.2	67,330	65,408
AMERICAN TOWER CORPORATION PFD	60,244	63,223
AMERICAN TOWER REIT INC	169,809	180,396
AMGEN INC	34,798	29,242
ANADARKO PETROLEUM CORP PFD	92,113	92,211
ANSYS INC	5,304	6,474
ANTHEM INC	44,807	48,163
APPLE INC	269,873	304,142
ARES CAP CORP	50,141	49,408
ARES CAPITAL CORPORATION - CLO	110,660	104,052
ARROW ELECTRONICS INC	13,305	15,686
ASPEN INSURANCE HLDG	11,347	13,200
ASSOCIATED BRITISH FOODS PLC	30,894	27,056

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T, INC	252,127	299,623
ATLANTIA SPA ADR	15,905	14,317
AUTOMATIC DATA PROCESSING INC	50,576	57,557
BAIDU.COM - ADR	22,824	20,880
BANK NEW YORK MELLON CORP COM	142,217	203,402
BANK OF AMERICA CORP	183,506	245,973
BANK OF NT BUTTERFIELD AND SON	51,826	51,719
BARCLAYS PLC ADR	29,831	34,760
BAYER A G SPONSORED ADR	18,360	16,268
BELDEN INC	53,618	58,321
BEMIS INC	10,604	10,520
BIG LOTS INC	47,137	53,725
BIOMARIN PHARMACEUTICAL INC	74,599	61,219
BLUE BUFFALO PET PRODUCTS, INC	36,208	37,983
BOOZ ALLEN HAMILTON HOLDING CO	44,146	51,219
BRIDGESTONE CORP UNSP ADR	35,080	34,837
BRINKER INTL INC	26,006	24,270
BRISTOL-MYERS SQUIBB CO	181,632	186,482
BRITISH AMERICAN TOBACCO PLC	25,395	22,985
BROADCOM LIMITED	258,750	411,166
BROADRIDGE FINANCIAL	56,077	54,366
BRUKER CORPORATION	3,925	3,601
BRUNSWICK CORP	64,966	67,630
BWX TECHNOLOGIES INC	19,081	23,423
CABOT CP	53,192	56,099
CABOT OIL & GAS CORP	93,512	90,870
CAMECO CORPORATION	24,775	24,657
CAPITAL ONE FINANCIAL CORP	30,623	38,822
CARLISLE COS INC	7,657	8,272
CATHAY GENERAL BANCORP	40,583	57,045

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CBOE HOLDINGS INC	22,258	28,817
CELANESE CORPORATION	158,561	203,937
CELGENE CORP	102,531	108,689
CENTRICA	31,203	24,559
CENTURYLINK INC	23,597	21,402
CHARLES RIV LABORATORIES INTL	35,986	50,285
CHARLES SCHWAB CORP	170,124	209,586
CHEVRON CORP	156,158	193,263
CHINA BIOLOGIC PRODUCTS INC	19,023	17,418
CHS INC - PFD CLASS B	54,521	47,902
CHURCH & DWIGHT	49,185	48,609
CITIZENS FINANCIAL GROUP, INC	124,502	203,447
CITRIX SYSTEMS INC	44,174	52,693
CLARCOR INC	29,975	39,586
CME GROUP, INC	80,591	94,010
CNO FINANCIAL GROUP INC	27,874	30,832
COLONY FINANCIAL 8.5% PFD	53,599	52,162
COMCAST CORP	153,753	180,221
COMMERCIAL METALS	38,931	54,668
COMPASS MINERALS INTERNATIONAL	47,671	49,752
CONOCOPHILLIPS	57,248	60,168
CONSTELLATION BRANDS INC	165,601	180,752
CONVERGYS CP	37,487	35,858
CORELOGIC INC	30,389	30,569
CORNING INC	50,843	59,462
COSTCO WHOLESALE CORPORATION	111,002	129,529
CREDIT SUISSE GROUP ADR	28,504	27,046
CRH PLC - AMERICAN DEPOSITARY	36,604	40,912
CROWN HOLDINGS INC	7,524	7,886
CSX CORP	111,936	138,510

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CURTISS WRIGHT CP	30,640	33,442
CUSTOMER BANCORP INC SER E 6.4	28,408	28,928
DARDEN RESTAURANTS INC	46,760	53,086
DEAN FOODS CO	49,922	61,855
DELUXE CORPORATION	17,445	25,780
DFA COMMODITY STRATEGY PORTFOL	365,100	298,573
DFA EMERGING MARKETS CORE EQ P	931,055	843,641
DIAGEO PLC ADS	35,774	33,781
DNB NOR ASA SPONSOR ADR	22,179	22,915
DOMINION RESOURCES	100,288	81,598
DOMINION RESOURCES INC	101,545	113,353
DON QUIJOTE CO LTD	42,269	47,221
DOW CHEMICAL PV	198,100	250,565
DREYFUS FLOATING RATE INCOME Y	139,000	132,847
DREYFUS GLBL REAL RETURN FD CL	890,435	822,652
DREYFUS INTL STOCK FUND	1,584,001	1,498,307
DREYFUS PREMIER LTD TERM HIGH	148,784	137,400
DREYFUS SELECT MANAGERS SMALL	613,936	674,256
DRIL QUIP INC	69,663	58,188
DST SYS INC. COM	45,829	46,825
DUKE REALTY CORPORATION	4,105	3,984
DUPONT FABROS TECHNOLOGY INC C	58,725	61,063
EAST WEST BANCORP, INC	27,809	42,189
EATON CORP PLC	270,743	276,343
EATON VANCE CORP COM	62,453	61,982
EBAY INC	48,102	45,723
ELECTRONIC ARTS	116,681	114,990
ELI LILLY & CO	241,239	218,444
EXELON CORP PFD CONV 6/1/2017	90,301	83,749
EXELON CORPORATION	114,105	126,344

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPRESS SCRIPTS HOLDING CO	33,159	29,580
EXXON MOBIL CORP	110,600	120,317
FACEBOOK INC	174,595	270,597
FAIR ISSAC & CO INC	24,298	23,606
FANUC LIMITED UNSPONSORED	27,841	27,189
FINANCIAL SELECT SECTOR SPDR F	123,263	120,668
FIRST ENERGY CORP	43,208	42,429
FIRST HORIZON NATL	14,958	20,010
FIRST INDUSTRIAL REALTY TRUST	48,165	51,332
FIRST OF LONG ISLAND CORP	27,963	37,486
FMC TECHS INC COM	6,924	8,883
FOMENTO ECONOMICO MEXICANO	20,186	16,766
FOUR CORNERS PROPERTY TRUST IN	29,499	29,549
FUJI HEAVY INDUS LTD ADR	49,301	47,705
GALLAGHER ARTHUR J & CO	92,572	104,959
GALP ENERGIA	14,332	15,996
GATX CORP	31,762	36,332
GENERAL ELECTRIC CO	226,924	262,911
GENERAL GROWTH PPTYS INC	3,867	3,747
GILEAD SCIENCES INC	49,917	45,472
GLAXOSMITHKLINE PLC	32,403	29,653
GOLDMAN SACHS GROUP	36,879	41,904
GRAMERCY PROPERTY TRUST INC	51,519	49,343
GREAT PLAINS ENERGY	54,960	47,863
GRUPO FIN STANTANDER - ADR B	23,013	17,831
HALLIBURTON COMPANY	171,484	190,938
HALYARD HEALTH, INC	27,745	28,844
HANOVER INS GROUP	26,351	40,955
HARTFORD FINANCIALSERVICES GRO	155,932	187,741
HAYS PLC UNSPON ADR EA REPR 10	18,525	19,793

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HD SUPPLY HLDGS INC	41,292	54,838
HDFC BANK LTD ADR	27,666	24,879
HERCULES CAP 6.25% PFD	50,339	49,149
HESS CORPORATION	83,375	88,392
HOLOGIC, INC	53,530	57,773
HOME DEPOT INC	106,860	184,896
HONEYWELL INTL	155,976	198,683
HUNTINGTON INGALLS INDUSTRIES	43,166	78,097
IBERIABANK CORP - PFD CLBL	50,497	49,889
ICON PLC - AMERICAN DEPOSITARY	34,537	33,840
ILLINOIS TOOL WORKS	155,375	217,611
INCYTE CORPORATION	75,934	79,113
INDEPENDENCE REALTY TR	36,042	36,126
INDUSTRIA DE DISENO	30,124	29,528
INFINEON TECH ADS	41,706	52,531
INGERSOL-RAND PLC	151,708	209,362
INGREDION INC	45,041	69,103
INTEGRATED DEVICE TECHNOLOGY I	5,359	5,654
INTEL CORP	249,045	265,133
INTERCONTINENTAL EXCHANGE, INC	120,684	178,851
INTERDIGITAL COMMUNICATIONS CO	38,328	64,859
INVESCO DYNAMIC CREDIT OPPORTU	59,780	62,976
INVESCO PLC	255,498	236,045
ISHARES GLOBAL FIN	149,696	166,695
ISHARES IBOXX \$ INVESTMENT GRA	107,342	101,361
ISHARES MSCI AUSTRALIA INDEX F	51,936	49,968
ISHARES MSCI JAPAN SMALL CAP	99,871	95,126
ISHARES MSCI-TAIWAN	149,948	145,675
ISHARES S&P U.S. PREFERRED STO	49,934	46,326
ISHARES TR LEHMAN INTER GOVT C	295,611	287,257

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JAPAN AIRLINES	33,589	31,649
JAPAN TOB INC	54,541	47,208
JOHNSON & JOHNSON	170,398	199,083
JOHNSON CONTROLS INTERNATIONAL	55,060	52,311
JP MORGAN CHASE	51,536	54,363
KATE SPADE & CO	4,858	5,041
KB HOME	31,039	30,513
KEYCORP	33,483	50,334
KILROY REALTY CP	53,985	73,220
KLA TENCOR CORP	43,645	49,568
KOHLS CORP	39,717	38,516
L'AIR LIQUIDE ADR OTC	15,834	16,613
L'OREAL ADR	33,421	33,497
LAMAR ADVERTISING CO CL A REIT	55,847	63,878
LENNOX INTL INC	52,131	65,863
LOCKHEED MARTIN CORP	79,943	126,470
LOWES COMPANIES INC	53,467	71,120
MAINSOURCE FINL GROUP INC	38,349	52,804
MAN WAH HOLDINGS LTD	26,239	27,758
MANHATTAN ASSOCIATES INC	54,109	46,666
MARATHON PETROLEUM CORP	194,430	227,582
MATTELL INC	54,999	50,968
MCDONALD'S CORP	99,084	111,617
MCKESSON CORP	62,855	47,753
MDU RESOURCES GROUP	52,958	63,582
MENTOR GRAPHICS CORP	37,897	67,509
MERCK & CO INC	217,740	238,541
METTLER-TOLEDO INTL	33,423	55,250
MICHAELS STORES INC	9,496	8,385
MICRON TECHNOLOGY	169,862	205,829

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	141,263	163,739
MID-AMERICA APT COMMUNITIES IN	8,264	9,988
MKT VCTR RUSSIA SBI	96,195	105,994
MONDELEZ INTERNATIONAL INC	199,257	205,691
MONSTER BEVERAGE CORP	73,779	136,612
MTU AERO ENGINES	24,457	29,005
N V R INC	55,401	56,746
NABORS INDUSTRIES LTD	132,391	201,228
NATIONAL GENERAL HOLDINGS CORP	49,339	46,519
NATL FUEL GAS CO	22,632	23,222
NAVIENT CORPORATION	74,203	74,428
NCR CP	38,617	60,434
NEUSTAR, INC. CL A	47,928	33,400
NEW RESIDENTIAL INVESTMENT COR	94,054	110,512
NEW YORK TIMES CO CL A	35,874	33,117
NEXT PLC	31,755	22,081
NIKE INC-CL B	146,544	137,546
NISOURCE INC	15,946	16,162
NOVARTIS AG ADR	42,700	40,062
NUANCE COMMUNICATIONS, INC	48,983	40,230
NUCOR CP	149,333	171,418
NUVEEN CREDIT STRATEGIES INCOM	49,800	50,932
NUVEEN MTG OPPORTUNITY TERM FD	48,953	49,223
NVIDIA CORP	160,729	247,637
OLD REP INTL CORP	31,562	31,920
OSHKOSH CORP	30,481	29,721
OWENS CORNING	28,877	31,452
OWENS ILLINOIS	45,977	42,132
PACWEST BANCORP	54,227	67,506
PALO ALTO NETWORKS INC	89,889	75,780

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PANERA BREAD CO. CL. A	124,921	118,542
PAYPAL HOLDINGS, INC	33,063	34,536
PEPSICO INC	247,900	309,285
PFIZER INC	194,105	198,225
PHILIP MORRIS INTL	263,258	281,514
PIMCO 0-5 YEAR H/Y CORP BOND	62,018	62,912
PIONEER NAT RES CO	95,836	111,103
PLAINS GP HOLDINGS LP	71,403	82,955
POLARIS INDUSTRIES	38,667	34,192
POLYONE CORP	45,395	38,448
PPG INDUSTRIES INC	73,958	73,913
PRICELINE.COM INCORPORATED	35,418	36,652
PRIMERICA, INC	39,429	60,852
PROCTER GAMBLE CO	280,738	294,195
PROSHARES SHORT MSCI	147,191	145,715
PROSHARES SHORT S&P500	100,822	97,927
PRUDENTIAL PLC SC	29,473	29,445
PRUDENTIAL SHORT DURATION HIGH	50,628	48,298
QUALCOMM INC	305,130	308,395
REDWOOD TR INC	57,111	59,471
REGIONS FINANCIAL CORP - 6.375	48,866	45,917
REINSURANCE GROUP AMER INC	25,810	40,266
RELIANCE STL & ALMN	48,431	66,018
RELX PLC	34,726	35,581
RENTOKIL INITIAL PLC SPON ADR	24,615	23,342
REPUBLIC SVCS INC	55,062	61,329
RESMED INC	41,730	37,851
ROCHE HOLDING LTD ADR	96,923	90,012
ROYAL BANK SCOTLAND ADS	41,352	44,959
SALESFORCE.COM	98,562	91,052

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SANDERSON FARMS INC	54,047	53,717
SAP AKTIENGESELL ADS	39,077	40,622
SCHLUMBERGER LTD	125,138	120,720
SCOTTS CO. CLASS A	50,484	50,642
SEI INVESTMENTS	47,984	69,598
SELECT COMFORT CORPORATION	53,621	48,972
SELECT SECTOR SPDR ENERGY FUND	121,823	120,135
SEMPRA ENERGY COM	46,876	47,804
SEVEN & I HOLDINGS C	31,158	26,923
SMITH A O CORP DEL COM	29,297	31,251
SOFTBANK CP UNSP ADR	27,212	28,406
SONOVA HOLDING AG AD	32,283	27,606
SOUTHERN CO PFD SER A - 6.250%	52,696	48,024
SOUTHWESTERN ENERGY CO - 6.250	39,557	34,130
SPIRIT AEROSYSTEMS HOLDINGS CL	45,229	50,181
SPROUTS FARMERS MARKET INC	55,009	43,327
STANLEY BLACK & DECKER INC	61,731	71,911
STARWOOD PROPERTY TRUST INC	123,001	113,921
STERICYCLE INC	53,307	49,306
STRATEGIC FDS, INC. DREYFUS SE	610,000	618,851
SUNTORY BEVERAGE & FOOD LTD AD	27,665	29,508
SYNAPTICS INC	50,716	48,490
SYNCHRONY FINANCIAL	130,977	169,744
SYNOVUS FINL CP	52,048	69,425
TAIWAN SEMICONDUCTOR MFG CO LT	194,052	211,888
TANGER FACTORY OUTLT CENREIT	52,299	53,312
TELEFLEX INC	43,161	64,138
TEMPUR PEDIC INTERNATIONAL INC	51,574	58,038
TEVA PHARMACEUTICAL INDUSTRIES	30,925	23,563
TEXAS INSTRUMENTS INC	50,728	63,484

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TIME WARNER INC	324,927	415,078
TOOTSIE ROLL INDS INC	42,250	44,123
TORO CO	57,264	68,259
TOTAL FINA ELF S.A	31,010	31,601
TOYOTA MTR CORP	23,825	23,909
UNILEVER N V N Y	49,826	46,398
UNILEVER PLC AMER	30,592	26,659
UNITED TECHNOLOGIES CORP	144,031	145,904
UNITED THERAPEUTICS CORP	70,215	73,006
UNITEDHEALTH GROUP INC	237,780	282,150
UNIVERSAL HLTH SVC B	107,295	82,445
VALERO ENERGY CORP	192,124	235,294
VECTOR GROUP LTD	57,625	62,194
VEOLIA ENVIRONN ADS	16,507	12,207
VERISIGN INC	30,966	29,667
VERIZON COMMUNICATIONS	94,069	107,401
VIRTUS EMERGING MARKETS OPPTS	875,009	795,409
VISA INC	155,819	157,600
VIVENDI SA	39,840	35,816
VODAFONE GROUP PLC	67,815	45,073
VOYA FINANCIAL INC	148,517	169,430
WAL-MART STORES INC	54,604	51,149
WALT DISNEY HOLDINGS CO	205,726	247,210
WEINGARTEN REALTY INVESTORS SB	49,673	55,117
WELLCARE HEALTH PLANS INC	54,650	64,016
WELLS FARGO & CO	206,281	239,067
WESTAR ENERGY INC	42,173	60,295
WESTERN DIGITAL CORP	47,186	54,360
WESTERN UNION CO	39,561	39,856
WILLIAMS COS	98,535	100,582

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WILLIAMS SONOMA INC	14,238	12,098
WINTRUST FIN CORP - 6.500% - P	55,354	48,506
WOLSELEY PLC ADR S	31,189	33,045
WOLTERS KLUWER S/ADR	59,231	58,080
WOODWARD INC	36,162	45,573
WORLD FUEL SVCS CP	60,202	52,797
WORTHINGTON INDUSTRIES INC	29,445	43,645
YUM BRANDS INC	97,872	115,894
ZIMMER BIOMET HOLDINGS	113,781	95,666

TY 2016 Investments Government Obligations Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

**US Government Securities - End
of Year Book Value:**

2,944,606

**US Government Securities - End
of Year Fair Market Value:**

2,883,156

**State & Local Government
Securities - End of Year Book
Value:**

329,921

**State & Local Government
Securities - End of Year Fair
Market Value:**

329,439

TY 2016 Investments - Other Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARES MANAGEMENT PFD 7.00% SERI		51,397	48,597
ENTERPRISE PRODUCTS PARTNERS L		44,342	48,942
FUGIO PRIVATE EQUITY FUND VIII		443,322	510,638
MAGELLAN MIDSTREAM PARTNERS LP		41,102	46,512
OPTIMA DISCRETIONARY MACRO FUN		2,000,000	2,005,278
OPTIMA PARTNERS FOCUS FUND		1,000,000	952,014

TY 2016 Legal Fees Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	663			663

TY 2016 Other Expenses Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	75,000			75,000
Bank Charges	1,167	1,167		
Indemnification Insurance	4,962			4,962
K-1 Exp FUGIO PRIVATE EQUITY F	29,945	29,924		
K-1 Exp MAGELLAN MIDSTREAM PAR	2			
Office Supplies	1,559			1,559
Payroll Processing Fees	1,088			1,088
Postage/Delivery Service	60			60

TY 2016 Other Income Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ARES MANAGEMENT PFD 7 00% SERIES A	1,519	1,463	
K-1 Inc/Loss ENTERPRISE PRODUCTS PARTNERS LP	-2,600	-16	
K-1 Inc/Loss FUGIO PRIVATE EQUITY FUND VIII, LP	-2,709	1,996	
K-1 Inc/Loss MAGELLAN MIDSTREAM PARTNERS LP	-1,111	1	

TY 2016 Other Professional Fees Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	304,360	304,360		
Philanthropic Consulting Srvcs	39,101			39,101
GRAPHIC DESIGN SERVICES	3,359			3,359
VIDEO PRODUCTION SERVICES	9,569			9,569
EVENT PLANNING SERVICES	2,601			2,601
ADMINISTRATIVE SERVICES	2,500			2,500

TY 2016 Taxes Schedule

Name: Theda and Tamblin Clark Smith Family
Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	10,000			
Foreign Tax Paid	2,838	2,838		

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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization Theda and Tamblin Clark Smith Family Foundation Inc	Employer identification number 39-6125329

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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).

Name of organization Theda and Tamblin Clark Smith Family Foundation Inc	Employer identification number 39-6125329
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Tamblin Clark Smith Paul Dicarlo 18111 Von Karman Ave Irvine, CA92612	\$ 1,957,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

39-6125329

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organizationTheda and Tamblin Clark Smith Family
Foundation Inc**Employer identification number**

39-6125329

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

(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	
(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	
(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	
(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	