EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: ELAINE P. WYNN AND FAMILY FOUNDATION, BT

A Employer identification number: 45-6310545

Number and street (or P O box number if mail is not delivered to street address): 11812 SAN VICENTE BLVD, SUITE 200 | Room/suite:

B Telephone number: 310-826-0909

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90049

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 68,955,653.

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

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

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

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	500,724.	500,724.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	164,099.	164,099.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	664,823.	664,823.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	178,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	11,459.	11,459.		0.
	b Accounting fees STMT 4	20,994.	20,994.		0.
	c Other professional fees STMT 5	94,403.	94,403.		0.
	17 Interest				
	18 Taxes STMT 6	21,471.	998.		0.
	19 Depreciation and depletion	52,730.	0.		
	20 Occupancy	68,830.	0.		0.
	21 Travel, conferences, and meetings	41,044.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 7	88,880.	67,949.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	577,811.	195,803.		0.
	25 Contributions, gifts, grants paid	8,184,982.			8,184,982.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,762,793.	195,803.		8,184,982.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<8,097,970.>			
	b **Net investment income** (if negative, enter -0-)		469,020.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	595,391.	165,078.	165,078.
	2 Savings and temporary cash investments	53,565,475.	44,639,457.	44,639,457.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	15,579,602.	16,788,656.	24,086,194.
	14 Land, buildings, and equipment: basis ▶ 171,955.			
	Less accumulated depreciation STMT 10▶ 107,031.	40,722.	64,924.	64,924.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	69,781,190.	61,658,115.	68,955,653.
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			
	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 ▶ [X] 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	69,781,190.	61,658,115.	
	30 Total net assets or fund balances	69,781,190.	61,658,115.	
	31 Total liabilities and net assets/fund balances	69,781,190.	61,658,115.	

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	69,781,190.
2 Enter amount from Part I, line 27a	2	<8,097,970.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	61,683,220.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	25,105.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,658,115.

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				
b	NONE			
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2

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). 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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	7,307,559.	71,474,382.	.102240
2014	1,601,718.	48,582,213.	.032969
2013	995,000.	26,589,307.	.037421
2012	251,395.	9,333,539.	.026935
2011	82,000.	2,299.	35.667682

2 Total of line 1, column (d)	2	35.867247
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	7.173449
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	68,378,599.
5 Multiply line 4 by line 3	5	490,510,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,690.
7 Add lines 5 and 6	7	490,515,083.
8 Enter qualifying distributions from Part XII, line 4	8	8,184,982.

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	9,380.
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	9,380.
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	9,380.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,511.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	15,511.
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	6,131.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		6,131. **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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GORDON, FISHBURN, & SCHLOSSMANN, LL Telephone no. ▶ 310-826-0909
Located at ▶ 11812 SAN VICENTE BLVD #200, LOS ANGELES, CA ZIP+4 ▶ 90049

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
(6) Agree to pay money or property to a government official? (**Exception** Check "No" *if the foundation agreed to make a grant to or to employ the official for a period after* termination of government service, if terminating within 90 days.) ☐ Yes ☒ No

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 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 ▶ ______ , ______ , ______ , ______

			Yes	No
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.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ ______ , ______ , ______ , ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELAINE P. WYNN PO BOX 17007 LAS VEGAS, NV 89114	TRUSTEE 5.00	0.	0.	0.
GILLIAN WYNN PO BOX 17007 LAS VEGAS, NV 89114	TRUSTEE 1.00	0.	0.	0.
KEVYN WYNN PO BOX 17007 LAS VEGAS, NV 89114	TRUSTEE 1.00	0.	0.	0.
PUNAM MATHUR 3800 HOWARD HUGHES PARKWAY, SUITE 960 LAS VEGAS, NV 89169	CHIEF EXECUTIVE OFFICER 40.00	178,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	0.
b	Average of monthly cash balances			1b	43,683,979.
c	Fair market value of all other assets			1c	25,735,918.
d	**Total** (add lines 1a, b, and c)			1d	69,419,897.
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	69,419,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,041,298.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	68,378,599.
6	**Minimum investment return** Enter 5% of line 5			6	3,418,930.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	3,418,930.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,380.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,380.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,409,550.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,409,550.
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	3,409,550.

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	8,184,982.
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	8,184,982.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	8,184,982.

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				3,409,550.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015 2,478,798.				
f **Total** of lines 3a through e	2,478,798.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 8,184,982.				
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				3,409,550.
e Remaining amount distributed out of corpus	4,775,432.			
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	7,254,230.			
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 instr.			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	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	7,254,230.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015 2,478,798.				
e Excess from 2016 4,775,432.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ELAINE P. WYNN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ALVIN AILEY DANCE FOUNDATION, INC. 405 WEST 55TH STREET NEW YORK, NY 10019	N/A	PUBLIC CHARITY	TO HELP PROVIDE DANCE PERFROMANCES, TRAINING AND EDUCATION, AND COMMUNITY PROGRAMS FOR ALL PEOPLE.	1,007,000.
AMERICAN FOUNDATION FOR CHILDREN 16660 L STREET, NW SUITE 1000 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	TO HELP CHILDREN GET A BETTER EDUCATION BY PROVIDING PARENTS THE ABILITY TO CHOOSE THE BEST EDUCATION FOR	50,000.
BISHOP GORMAN HIGH SCHOOL 5959 SOUTH HUALAPAI WAY LAS VEGAS, NV 89148	N/A	PUBLIC CHARITY	TO HELP ORGANIZATION WITH ITS CHARITABLE MISSION	5,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	TO HELP MAINTAIN AND CONSERVE THE BEAUTY OF CENTRAL PARK YEAR-AROUND	5,000.
CHILDREN'S DIABETES FOUNDATION 4380 S. SYRACUSE STREET, SUITE 430 DENVER, CO 80237	N/A	PUBLIC CHARITY	TO HELP IMPROVE THE QUALITY OF DIABETES CAREFOR CHILDREN AND YOUNG ADULTS WHO RECEIVE TREATMENT AT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	8,184,982.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			01	500,724.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	164,099.	
8 Gain or (loss) from sales of assets other than inventory					
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)		0.		664,823.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 664,823.

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

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

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

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

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

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

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

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-13-17 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MATTHEW FISHBURN	Matthew Fishburn CPA	11-12-17		P00977722

Firm's name ▶ GORDON, FISHBURN & MAJOR, LLP — Firm's EIN ▶ 95-3882176

Firm's address ▶ 11812 SAN VICENTE BLVD, SUITE 200 LOS ANGELES, CA 90049 — Phone no. (310)826-0909

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY OF HOPE 1500 E. DUARTE ROAD DUARTE, CA 91010	N/A	PUBLIC CHARITY	TO HELP ADVANCE BREAKTHROUGH RESEARCH AND OFFER LIFE-SAVING CARE FOR PATIENTS WITH SERIOUS ILLNESS	10,000.
COMMUNITIES IN SCHOOLS LOS ANGELES 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	N/A	PUBLIC CHARITY	TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND	7,824.
COMMUNITIES IN SCHOOLS NATIONAL 2345 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	N/A	PUBLIC CHARITY	TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND	1,000,000.
COMMUNITIES IN SCHOOLS NEVADA 3720 HOWARD HUGHES PARKWAY LAS VEGAS, NV 89169	N/A	PUBLIC CHARITY	TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND	1,719,153.
EYE CARE FOR KIDS 6150 WEST SMOKE RANCH ROAD LAS VEGAS, NV 89108	N/A	PUBLIC CHARITY	TO HELP PROVIDE FREE VISION EXAMS AND GLASSES TO LOW-INCOME CHILDREN WHO WOULD NOT OTHERWISE BE ABLE TO	727,417.
FOUNDATION FOR AN INDEPENDENT TOMORROW 1931 STELLA LAKE ST LAS VEGAS, NV 89106	N/A	PUBLIC CHARITY	TO HELP PROVIDE JOB TRAINING, COACHING, AND SUPPORT BASED ON JOB SEEKERS' INDIVIDUAL NEEDS AND	5,000.
FUTURE SMILES 3074 ARVILLE STREET LAS VEGAS, NV 89102	N/A	PUBLIC CHARITY	TO HELP PROVIDE DENTAL HYGIENE PREVENTATIVE SERVICES TO AT-RISK CHILDREN IN SOUTHERN NEVADA	668,000.
GIRL SCOUTS OF SOUTHERN NEVADA 2941 HARRIS AVENUE LAS VEGAS, NV 89101	N/A	PUBLIC CHARITY	TO HELP BUILD GIRLS OF COURAGE, CONFIDENCE AND CHARACTER, WHO MAKE THE WORLD A BETTER PLACE	5,000.
HOPE FOR PRISONERS 3430 E FLAMINGO ROAD, SUITE 350 LAS VEGAS, NV 89121	N/A	PUBLIC CHARITY	TO HELP MEN AND WOMEN ACCLIMATE BACK TO SOCIETY	10,000.
IDAHO BASE CAMP PO BOX 4980 KETCHUM, ID 83340	N/A	PUBLIC CHARITY	TO HELP CREATE A FACILITY DEDICATED TO EDUCATION, CREATIVE EXPRESSION AND THE DEVELOPMENT OF A	60,000.
Total from continuation sheets				7,107,982.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036	N/A	PUBLIC CHARITY	TO HELP THE MUSEUM SHARE EXHIBITIONS, COLLECTIONS, AND PROGRAMS WITH VISITORS FROM AROUND THE WORLD.	165,000.
LOVE HEALS 446 W. 33RD STREET, 6TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	TO HELP EMPOWER YOUNG PEOPLE IN THE FIGHT AGAINST HIV THROUGH SEXUAL HEALTH EDUCATION AND	500.
NAISMTH MEMORIAL BASKETBALL HALL OF FAME 1000 HALL OF FAME AVE. SPRINGFIELD, MA 01105	N/A	PUBLIC CHARITY	TO HELP HONOR AND CELEBRATE BASKETBALL'S GREATEST MOMENTS AND PEOPLE VIA VARIOUS PROGRAMS.	166,667.
NATHAN ADELSON HOSPICE 4131 SWENSON STREET LAS VEGAS, NV 89119	N/A	PUBLIC CHARITY	TO HELP IMPROVE THE QUALITY OF LIFE OF PEOPLE WHO ARE SERIOUSLY ILL	574,812.
NATIONAL FOSTER YOUTH INSTITUTE 3550 WILSHIRE BLVD, SUITE 1601 LOS ANGELES, CA 90010	N/A	PUBLIC CHARITY	TO HELP TRANSFORM CHILD WELFARE SYSTEM AND VASTLY IMPROVE OUTCOMES FOR FOSTER YOUTH BY EMPOWERING	1,000.
NEVADA BALLET THEATER 1651 INNER CIRCLE LAS VEGAS, NV 89134	N/A	PUBLIC CHARITY	TO HELP EDUCATE AND INSPIRE REGIONAL, STATEWIDE AND NATIONAL AUDIENCES AND VITALLY IMPACT COMMUNITY LIFE	279,626.
NEVADA CHILDHOOD CANCER FOUNDATION 6070 SOUTH EASTERN AVENUE, SUITE 200 LAS VEGAS, NV 89119	N/A	PUBLIC CHARITY	TO HELP PROVIDE FINANCIAL, EMOTIONAL, EDUCATIONAL AND PSYCHOLOGICAL SUPPORT SERVICES AND PROGRAMS	1,000.
NEVADA PUBLIC EDUCATION FOUNDATION 700 E. FIFTH STREET CARSON CITY, NV 89701	N/A	PUBLIC CHARITY	TO SERVE AS A CATALYST FOR QUALITY EDUCATION STATEWIDE AND LEVERAGES RESOURCES AND PARTNERSHIPS TO	10,100.
NEVADA PUBLIC RADIO 1289 S. TORREY PINES DRIVE LAS VEGAS, NV 89146	N/A	PUBLIC CHARITY	TO HELP ENHANCE THE QUALITY OF LIFE AND FOSTER CIVIC ENGAGEMENT BY INFORMING, EDUCATING	10,000.
NEVADA STATE COLLEGE 1125 NEVADA STATE DRIVE HENDERSON, NV 89002	N/A	PUBLIC CHARITY	TO HELP PROVIDE QUALITY AND AFFORDABLE FOUR-YEAR DEGREE PROGRAMS TO A DIVERSE POPULATION OF STUDENTS	50,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEVADA WOMEN'S PHILANTHROPY MEMBERSHIP 1635 VILLAGE CENTER CIRCLE, SUITE 160 LAS VEGAS, NV 89134	N/A	PUBLIC CHARITY	TO ADDRESS THE NEED OF THE GREATER LAS VEGAS COMMUNITY.	5,000.
NY RESTORATION PROJECT 4 WEST 31ST STREET, 10TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	TO HELP CREATE AND RESTORE HIGH-QUALITY GREEN SPACES IN THE UNDERSERVED SECTORS IN THE CITY	50,000.
OPUS 118 HARLEM SCHOOL OF MUSIC 129 W. 67TH STREET NEW YORK, NY 10023	N/A	PUBLIC CHARITY	TO HELP ENSURE THAT QUALITY MUSIC INSTRUCTION IS ACCESSIBLE TO CHILDREN IN EAST HARLEM	500.
ORPHAN DISEASE PATHWAY PROJECT 162 WEST 56TH STREET, SUITE 405 NEW YORK, NY 10019	N/A	PUBLIC CHARITY	TO DO GROUNDBREAKING RESEARCH THAT WILL CREATE HOPE FOR PATIENTS AND FAMILIES BATTLING RARE DISEASE	10,000.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	N/A	PUBLIC CHARITY	TO HELP PROVIDE INNOVATIVE RESEARCH TO DEVELOP NEW TREATMENTS AND CURES FOR MEN WITH PROSTATE CANCER	75,000.
SAY YES TO EDUCATION, INC. ONE STATE STREET, 20TH FLOOR HARTFORD, CT 06103	N/A	PUBLIC CHARITY	TO HELP INCREASE HIGH SCHOOL GRADUATION AND MAKE A POSTSECONDARY EDUCATION ACCESSIBLE, AFFORDABLE, AND	15,000.
SENORAS OF EXCELLENCE/SENORES OF DISTINCTION 3573 PINNATE DRIVE, MB#5 LAS VEGAS , NV 89147	N/A	PUBLIC CHARITY	TO HELP ORGANIZATION WITH ITS CHARITABLE MISSION	1,000.
SESAME WORKSHOP ONE LINCOLN PLAZA NEW YORK, NY 10023	N/A	PUBLIC CHARITY	TO HELP CHILDREN EVERYWHERE GROW SMARTER, STRONGER AND KINDER	2,000.
SOLVANG KIDS CANCER ONE EAST 53RD STREET, 5TH FL NEW YORK, NY 10022	N/A	PUBLIC CHARITY	TO HELP FUND THE MOST PROMISING TREATMENT OPTIONS FOR CHILDREN BATTLING LEATHAL CANCER	1,300.
SOUTHERN NEVADA PUBLIC TELEVISION 3050 E. FLAMINGO ROAD LAS VEGAS, NV 89121	N/A	PUBLIC CHARITY	TO HELP SECURE FINANCIAL AND VOLUNTEER SUPPORT FOR PRODUCTION AND PROMOTION PARTNERSHIPS	32,083.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE GIVING BACK FUND- BIG GAME BIG GIVE 5757 W. CENTURY BLVD, SUITE 410 LOS ANGELES, CA 90045	N/A	PUBLIC CHARITY	TO HELP ADVISE AND MENTOR NEW PHILANTHROPISTS ACCORDING TO BEST PRACTICES AND TO	15,000.
THE HAWN FOUNDATION 1815 PURDY AVENUE MIAMI BEACH, FL 33139	N/A	PUBLIC CHARITY	TO HELP SERVE THE CHILDREN	8,500.
THE KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	N/A	PUBLIC CHARITY	TO HELP PROVIDE MAGNIFICENT PERFORMANCES OF MUSIC, DANCE, THEATER AND MORE	123,000.
THE SMITH CENTER 361 SYMPHONY PARK DRIVE LAS VEGAS, NV 89106	N/A	PUBLIC CHARITY	TO HELP PROVIDE AND PRESERVE A HIGH QUALITY PERFORMING ARTS CENTER THAT IS EMBRACED BY THE	205,000.
THREE SQUARE 4190 N. PECOS ROAD LAS VEGAS, NV 89115	N/A	PUBLIC CHARITY	TO HELP PROVIDE WHOLESOME FOOD TO HUNGRY PEOPLE, WHILE PASSIONATELY PURSUING A HUNGER-FREE	500,000.
TYLER ROBINSON FOUNDATION 222 S. MAIN, FIFTH FLOOR SALT LAKE CITY, UT 84101	N/A	PUBLIC CHARITY	TO HELP STRENGTHEN FAMILIES FINANCIALLY AND EMOTIONALLY AS THEY COPE WITH THE TRAGEDY OF A PEDIATRIC	10,000.
UCLA FOUNDATION 10920 WISHIRE BLVD, SUITE 1400 LOS ANGELES, CA 90024	N/A	PUBLIC CHARITY	TO HELP ORGANIZATION WITH ITS CHARITABLE MISSION	82,500.
UJA FEDERATION OF NEW YORK 130 EAST 59TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	TO HELP ORGANIZATION WITH ITS CHARITABLE MISSION	1,000.
UNITED WAY OF SOUTHERN NEVADA 5830 W. FLAMINGO ROAD LAS VEGAS, NV 89103	N/A	PUBLIC CHARITY	TO HELP CREATE A COMMUNITY WHERE ALL CHILDREN AND FAMILIES CAN SUCCEED	100,000.
USA BASKETBALL 5465 MARK DABLING BLVD COLORADO SPRINGS, CO 80918	N/A	PUBLIC CHARITY	TO HELP FUND VARIOUS ASPECTS OF NATIONAL TEAM PROGRAMS	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UTAH FILM CENTER 50 W BROADWAY, #1125 SALT LAKE CITY, UT 84101	N/A	PUBLIC CHARITY	TO HELP INSPIRE AND ENGAGE DIVERSE AUDIENCES TO INITIATE CONVERSATION AND COMMUNITY BUILDING	50,000.
VIOLENCE INTERVENTION PROGRAM 1721 GRIFFIN AVENUE LOS ANGELES, CA 90031	N/A	PUBLIC CHARITY	TO HELP WITH THE CONSTRUCTION OF A NEW PROJECT, THE HOPE CENTER FOR TEENS	250,000.
Total from continuation sheets				

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AMERICAN FOUNDATION FOR CHILDREN

TO HELP CHILDREN GET A BETTER EDUCATION BY PROVIDING PARENTS THE ABILITY TO CHOOSE THE BEST EDUCATION FOR THEIR CHILD

NAME OF RECIPIENT - CHILDREN'S DIABETES FOUNDATION

TO HELP IMPROVE THE QUALITY OF DIABETES CAREFOR CHILDREN AND YOUNG ADULTS WHO RECEIVE TREATMENT AT THE BARBARA DAVIS CENTER FOR CHILDHOOD DIABETES

NAME OF RECIPIENT - COMMUNITIES IN SCHOOLS LOS ANGELES

TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND ACHIEVE IN LIFE

NAME OF RECIPIENT - COMMUNITIES IN SCHOOLS NATIONAL

TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND ACHIEVE IN LIFE.

NAME OF RECIPIENT - COMMUNITIES IN SCHOOLS NEVADA

TO HELP SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND ACHIEVE IN LIFE. TO FUND THE WESTERN-NEVADA AFFILIATE.

NAME OF RECIPIENT - EYE CARE FOR KIDS

TO HELP PROVIDE FREE VISION EXAMS AND GLASSES TO LOW-INCOME CHILDREN WHO WOULD NOT OTHERWISE BE ABLE TO AFFORD IT.

NAME OF RECIPIENT - FOUNDATION FOR AN INDEPENDENT TOMORROW

TO HELP PROVIDE JOB TRAINING, COACHING, AND SUPPORT BASED ON JOB

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

SEEKERS' INDIVIDUAL NEEDS AND THE SKILLS EMPLOYERS SAY THEY ARE LOOKING FOR

NAME OF RECIPIENT - IDAHO BASE CAMP

TO HELP CREATE A FACILITY DEDICATED TO EDUCATION, CREATIVE EXPRESSION AND THE DEVELOPMENT OF A SUSTAINABLE RELATIONSHIP WITH NATURE.

NAME OF RECIPIENT - LOVE HEALS

TO HELP EMPOWER YOUNG PEOPLE IN THE FIGHT AGAINST HIV THROUGH SEXUAL HEALTH EDUCATION AND LEADERSHIP DEVELOPMENT TRAINING

NAME OF RECIPIENT - NATIONAL FOSTER YOUTH INSTITUTE

TO HELP TRANSFORM CHILD WELFARE SYSTEM AND VASTLY IMPROVE OUTCOMES FOR FOSTER YOUTH BY EMPOWERING THE YOUTH AND FAMILIES

NAME OF RECIPIENT - NEVADA BALLET THEATER

TO HELP EDUCATE AND INSPIRE REGIONAL, STATEWIDE AND NATIONAL AUDIENCES AND VITALLY IMPACT COMMUNITY LIFE THROUGH PROFESSIONAL COMPANY PRODUCTIONS, DANCE TRAINING AND EDUCATION AND OUTREACH

NAME OF RECIPIENT - NEVADA CHILDHOOD CANCER FOUNDATION

TO HELP PROVIDE FINANCIAL, EMOTIONAL, EDUCATIONAL AND PSYCHOLOGICAL SUPPORT SERVICES AND PROGRAMS TO FAMILIES OF ALL CHILDREN DIAGNOSED WITH A LIFE THREATENING ILLNESS

NAME OF RECIPIENT - NEVADA PUBLIC EDUCATION FOUNDATION

TO SERVE AS A CATALYST FOR QUALITY EDUCATION STATEWIDE AND LEVERAGES RESOURCES AND PARTNERSHIPS TO HELP NEVADA'S YOUTH BECOME "READY FOR

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

LIFE" AS WELL AS RE-ENGAGING THOSE WHO PREMATURELY LEFT SCHOOL.

NAME OF RECIPIENT - NEVADA PUBLIC RADIO

TO HELP ENHANCE THE QUALITY OF LIFE AND FOSTER CIVIC ENGAGEMENT BY INFORMING, EDUCATING AND INSPIRING A GROWING AUDIENCES

NAME OF RECIPIENT - SAY YES TO EDUCATION, INC.

TO HELP INCREASE HIGH SCHOOL GRADUATION AND MAKE A POSTSECONDARY EDUCATION ACCESSIBLE, AFFORDABLE, AND ATTAINABLE FOR EVERY PUBLIC SCHOOL STUDENT

NAME OF RECIPIENT - SOUTHERN NEVADA PUBLIC TELEVISION

TO HELP SECURE FINANCIAL AND VOLUNTEER SUPPORT FOR PRODUCTION AND PROMOTION PARTNERSHIPS THAT MAGNIFY THE COMMUNITY IMPACT OF VEGAS PBS MEDIA SERVICES.

NAME OF RECIPIENT - THE GIVING BACK FUND- BIG GAME BIG GIVE

TO HELP ADVISE AND MENTOR NEW PHILANTHROPISTS ACCORDING TO BEST PRACTICES AND TO LEVERAGE CELEBRITY TO RAISE FUNDS FOR A WIDE RANGE OF CHARITABLE CAUSES

NAME OF RECIPIENT - THE SMITH CENTER

TO HELP PROVIDE AND PRESERVE A HIGH QUALITY PERFORMING ARTS CENTER THAT IS EMBRACED BY THE COMMUNITY AND RECOGNIZED AS A VITAL FORCE BY SUPPORTING ARTISTIC EXCELLENCE, EDUCATION AND INSPIRATION FOR ALL.

NAME OF RECIPIENT - THREE SQUARE

TO HELP PROVIDE WHOLESOME FOOD TO HUNGRY PEOPLE, WHILE PASSIONATELY

Part XV Supplementary Information

3a. Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

PURSUING A HUNGER-FREE COMMUNITY.

NAME OF RECIPIENT - TYLER ROBINSON FOUNDATION

TO HELP STRENGTHEN FAMILIES FINANCIALLY AND EMOTIONALLY AS THEY COPE WITH THE TRAGEDY OF A PEDIATRIC CANCER DIAGNOSIS BY PROVIDING HOPE, INFORMATION, AND RELIEF THROUGH FINANCIAL SERVICES, CARING VOLUNTEERS, AND MONETARY GRANTS

NAME OF RECIPIENT - UTAH FILM CENTER

TO HELP INSPIRE AND ENGAGE DIVERSE AUDIENCES TO INITIATE CONVERSATION AND COMMUNITY BUILDING THROUGH CARATED FILM EXHIBITION, EDUCATIONAL PROGRAMS, AND ARTIST SUPPORT

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK 9310	10,346.	10,346.	
CITY NATIONAL BANK 9320	3,482.	3,482.	
STARWOOD OPPORTUNITY FUND IX-INTL	85,310.	85,310.	
STARWOOD OPPORTUNITY FUND IX-US	291,835.	291,835.	
STARWOOD OPPORTUNITY FUND X-US	109,751.	109,751.	
TOTAL TO PART I, LINE 3	500,724.	500,724.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME-COLONY AMERICAN HOMES HOLDINGS	3,667.	3,667.	
OTHER INCOME-COLONY AMERICAN HOMES HOLDINGS	52,725.	52,725.	
INTEREST INCOME-LANDMARK EQUITY PARTNERS XV	15,927.	15,927.	
DIVIDEND INCOME-LANDMARK EQUITY PARTNERS XV	5,978.	5,978.	
OTHER INCOME-LANDMARK EQUITY PARTNERS XV	75,683.	75,683.	
DIVIDEND INCOME- SCG ATLAS CO-INVEST, LP	10,119.	10,119.	
TOTAL TO FORM 990-PF, PART I, LINE 11	164,099.	164,099.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,459.	11,459.		0.
TO FM 990-PF, PG 1, LN 16A	11,459.	11,459.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,994.	20,994.		0.
TO FORM 990-PF, PG 1, LN 16B	20,994.	20,994.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	94,021.	94,021.		0.
CONSULTING SERVICES	382.	382.		0.
TO FORM 990-PF, PG 1, LN 16C	94,403.	94,403.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,473.	0.		0.
FEDERAL TAXES	10,000.	0.		0.
FOREIGN TAXES	998.	998.		0.
TO FORM 990-PF, PG 1, LN 18	21,471.	998.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 PORTFOLIO DEDUCTIONS	67,949.	67,949.		0.
PAYROLL PROCESSING FEES	2,158.	0.		0.
OFFICE SUPPLIES	11,509.	0.		0.
INSURANCE	1,951.	0.		0.
OFFICE UTILITIES	1,936.	0.		0.
TELEPHONE	2,817.	0.		0.
FILING FEES	410.	0.		0.
OUTSIDE SERVICES	150.	0.		0.
TO FORM 990-PF, PG 1, LN 23	88,880.	67,949.		0.

FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION/DEPRECIATION FROM PASSTHROUGH ACTIVITIES	25,105.
TOTAL TO FORM 990-PF, PART III, LINE 5	25,105.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INSOLVE GLOBAL CREDIT FEEDER FUND	FMV	393,669.	828,059.
COLONY AMERICAN HOMES HOLDINGS I, LP	FMV	738,145.	643,641.
STARWOOD DISTRESSED OPPORTUNITY FUND IX	FMV	3,255,156.	7,192,867.
STARWOOD DISTRESSED OPPORTUNITY FUND X	FMV	4,919,727.	6,094,327.
DAVIDSON KEMPNER LONG-TERM DISTRESSED OPPORTUNITIES II	FMV	4,668,384.	4,690,897.
DAVIDSON KEMPNER LONG-TERM DISTRESSED OPPORTUNITIES III	FMV	1,131,179.	2,935,689.
LANDMARK EQUITY PARTNERS XV LP	FMV	796,857.	732,615.
SCG ATLAS CO-INVEST, LP	FMV	885,539.	968,099.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,788,656.	24,086,194.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE AND EQUIPMENT	95,023.	65,936.	29,087.
OFFICE FURNITURE AND EQUIPMENT	15,186.	8,678.	6,508.
OFFICE IMPROVEMENTS	61,746.	32,417.	29,329.
TOTAL TO FM 990-PF, PART II, LN 14	171,955.	107,031.	64,924.

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE AND EQUIPMENT	06/30/15	200DB	7.00	HY	17	95,023.			47,512.	47,511.	6,789.		11,635.	18,424.
2	OFFICE FURNITURE AND EQUIPMENT	06/30/16	200DB	7.00	HY	19C	15,186.			7,593.	7,593.			8,678.	1,085.
3	OFFICE IMPROVEMENTS	03/14/16	150DB	15.00	HY	19E	61,746.			30,873.	30,873.			32,417.	1,544.
	* TOTAL 990-PF PG 1 DEPR						171,955.			85,978.	85,977.	6,789.		52,730.	21,053.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						95,023.			47,512.	47,511.	6,789.			18,424.
	ACQUISITIONS						76,932.			38,466.	38,466.	0.			2,629.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						171,955.			85,978.	85,977.	6,789.			21,053.
	ENDING ACCUM DEPR											107,031.			
	ENDING BOOK VALUE											64,924.			

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone