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: RICHARD BROOKE FOUNDATION

A Employer identification number: 47-2497511

Number and street (or P O box number if mail is not delivered to street address): 17310 WRIGHT ST — Room/suite: 202

B Telephone number: 402-973-3030

City or town, state or province, country, and ZIP or foreign postal code: OMAHA, NE 68130

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: [X] 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) ▶$ 72,537,532.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4 Dividends and interest from securities	206,666.	206,666.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	24,053.			
	b Gross sales price for all assets on line 6a 567,828.				
	7 Capital gain net income (from Part IV, line 2)		24,053.		
	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	11,615.	11,615.		STATEMENT 3
	12 **Total** Add lines 1 through 11	242,342.	242,342.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,842.	90,842.		0.
	14 Other employee salaries and wages	1,642.	1,642.		0.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	12,000.	12,000.		0.
	b Accounting fees STMT 5	5,500.	5,500.		0.
	c Other professional fees STMT 6	400.	400.		0.
	17 Interest				
	18 Taxes STMT 7	14,640.	7,043.		0.
	19 Depreciation and depletion	15,792.	0.		
	20 Occupancy	35,033.	35,033.		0.
	21 Travel, conferences, and meetings	3,579.	3,579.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	13,994.	13,994.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	193,422.	170,033.		0.
	25 Contributions, gifts, grants paid	3,141,312.			3,141,312.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,334,734.	170,033.		3,141,312.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<3,092,392.>			
	b **Net investment income** (if negative, enter -0-)		72,309.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	77,249.	15,787.	15,787.
	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 STMT 10	60,436,770.	57,902,258.	72,231,389.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	250,000.	250,000.	250,000.
	14 Land, buildings, and equipment: basis ▶ 65,012.			
	Less accumulated depreciation STMT 12▶ 24,656.	51,148.	40,356.	40,356.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	60,815,167.	58,208,401.	72,537,532.
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 ▶ STATEMENT 13)	5,757.	2,412.	
	23 **Total liabilities** (add lines 17 through 22)	5,757.	2,412.	
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	60,809,410.	58,205,989.	
	30 **Total net assets or fund balances**	60,809,410.	58,205,989.	
	31 **Total liabilities and net assets/fund balances**	60,815,167.	58,208,401.	

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	60,809,410.
2 Enter amount from Part I, line 27a	2	<3,092,392.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	488,971.
4 Add lines 1, 2, and 3	4	58,205,989.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,205,989.

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	SEE ATTACHED STATEMENT			
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	567,828.		543,775.	24,053.

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				24,053.

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 — 24,053.

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 — N/A

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	3,204,924.	62,514,841.	.051267
2014	0.	0.	.000000
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	.051267
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	.025634
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	66,151,893.
5	Multiply line 4 by line 3	5	1,695,738.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	723.
7	Add lines 5 and 6	7	1,696,461.
8	Enter qualifying distributions from Part XII, line 4	8	3,141,312.

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	723.
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	723.
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	723.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 6,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	6,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,277.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 760. **Refunded** ▶	11	4,517.

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) ▶ NE			
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 ▶ WWW.RICHARDBROOKE.ORG

14 The books are in care of ▶ MELINDA DRICKEY Telephone no. ▶ 402-973-3025

Located at ▶ 17310 WRIGHT STREET, SUITE 202, OMAHA, NE ZIP+4 ▶ 68130

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

			Yes	No
	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):			
	(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		X
	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 ▶ ____, ____, ____, ____			
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			
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
MELINDA DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	EXECUTIVE DIRECTOR & TREAS 40.00	90,842.	0.	0.
NEAL DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	SECRETARY 5.00	0.	0.	0.
ANNE DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	PRESIDENT 5.00	0.	0.	0.
ROBERT DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	VICE PRESIDENT 5.00	0.	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
GEORGE BABCOCK 16264 ROLLING RIDGE RD, OMAHA, NE 68135	CONTRACTED MANAGEMENT SERVICES	1,642.

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	66,844,653.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets	1c	314,629.
d	**Total** (add lines 1a, b, and c)	1d	67,159,282.
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	67,159,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,007,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,151,893.
6	**Minimum investment return.** Enter 5% of line 5	6	3,307,595.

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	3,307,595.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	723.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	723.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,306,872.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,306,872.
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	3,306,872.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,141,312.
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	3,141,312.
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	723.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,140,589.

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				3,306,872.
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 124,314.				
f **Total** of lines 3a through e	124,314.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 3,141,312.				
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				3,141,312.
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).)	124,314.			124,314.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				41,246.
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	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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).)

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.

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				
AMERICAN CRAFT COUNCIL 1224 MARSHALL STREET NE, SUITE 200 MINNEAPOLIS, NE 55413	NONE	PUBLIC CHARITY	PRESENT TENSE NATIONAL CONFERENCE	15,008.
ASSITANCE LEAGUE 3569 LEAVENWORTH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	OPERATION SCHOOL BELL	49,485.
AVENUE SCHOLARS 7101 MERCY ROAD, SUITE 240 OMAHA, NE 68106	NONE	PUBLIC CHARITY	DEVELOPMENT OF CAREER ADVISORY BOARD	49,821.
BALLET NEBRASKA 918 S 37TH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	45,103.
BASIC ASSISTANCE FOR STUDENTS IN THE COMMUNITY PO BOX 1914 BORREGO SPRINGS, CA 92004	NONE	PUBLIC CHARITY	SUMMER READING ACADEMY	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,141,312.
b Approved for future payment				
CHILD SAVING INSTITUE 4545 DODGE STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	PEDIATRIC SOCIAL WORK PROGRAM	167,130.
KANEKO 1111 JONES ST OMAHA, NE 68102	NONE	PUBLIC CHARITY	ATRIUM PROJECT	500,000.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	UNMC PRIMARY CARE	48,500.
Total			▶ 3b	715,630.

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			14	8.	
4 Dividends and interest from securities			14	206,666.	
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			14	11,615.	
8 Gain or (loss) from sales of assets other than inventory			18	24,053.	
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.		242,342.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 242,342.

(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).

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

Melinda Drickey — 8/12/17 — EXECUTIVE DIRECTOR

Signature of officer or trustee — Date — Title

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
KENNETH A. KLUCK	Kenneth A. Kluck CPA	5/11/17		P00089142
Firm's name ▶ LUTZ AND COMPANY, P.C.			Firm's EIN ▶ 47-0625816	
Firm's address ▶ 11602 WEST CENTER RD STE 125 OMAHA, NE 68144			Phone no. (402) 391-1207	

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	WEITZ CORE PLUS INCM FD	P	02/18/15	02/10/16
b	WEITZ CORE PLUS INCM FD	P	09/28/16	09/30/16
c	WEITZ CORE PLUS INCM FD	P	06/28/16	12/30/16
d	WEITZ CORE PLUS INCM FD	P	02/18/15	03/31/16
e	WEITZ CORE PLUS INCM FD	P	02/18/15	05/16/16
f	WEITZ CORE PLUS INCM FD	P	02/18/15	06/30/16
g	WEITZ CORE PLUS INCM FD	P	02/18/15	09/30/16
h	WEITZ CORE PLUS INCM FD	P	02/18/15	12/30/16
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	50,000.		51,521.	<1,521.>
b	38,524.		38,561.	<37.>
c	37,760.		37,760.	0.
d	75,000.		75,034.	<34.>
e	200,000.		195,761.	4,239.
f	75,000.		72,710.	2,290.
g	36,476.		35,261.	1,215.
h	37,240.		37,167.	73.
i	17,828.			17,828.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<1,521.>
b				<37.>
c				0.
d				<34.>
e				4,239.
f				2,290.
g				1,215.
h				73.
i				17,828.
j				
k				
l				
m				
n				
o				

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	24,053.
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	N/A

623591
04-01-16

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
BORREGO SPRINGS UNIFIED SCHOOL DISTRICT 1315 PALM CANYON DRIVE BORREGO SPRINGS, CA 92004	NONE	PUBLIC SCHOOL	COMPUTERS & ACCESSORIES, ELEMENTARY SCHOOL PAINTING AND PLAYGROUND UPDATES	36,000.
BORREGO SPRINGS UNIFIED SCHOOL DISTRICT 1315 PALM CANYON DRIVE BORREGO SPRINGS, CA 92004	NONE	PUBLIC SCHOOL	SUMMER PROGRAM	25,000.
BOYS AND GIRLS CLUB OF GREATER SAN DIEGO PO BOX 178569 SAN DIEGO, CA 92177	NONE	PUBLIC CHARITY	SUMMER FIELD TRIPS	23,127.
BOYS AND GIRLS CLUB OF THE MIDLANDS 2610 HAMILTON ST OMAHA, NE 68131	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT TO IMPLEMENT THE STAR MATH PROGRAM	34,916.
BROWNELL-TALBOT SCHOOL 400 N HAPPY HOLLOW BLVD OMAHA, NE 68132	NONE	PUBLIC CHARITY	9-12 SCHOLARSHIP	25,134.
BULL TERRIER RESCUE OF SOUTHERN CALIFORNIA 36403 116TH ST E LITTLEROCK, CA 93543	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
BULL TERRIER RESCUE OF SOUTHERN CALIFORNIA 36403 116TH ST E LITTLEROCK, CA 93543	NONE	PUBLIC CHARITY	NEW KENNELS	8,500.
CAMP FOSTER/YMCA OF THE OKOBOJIS 1769 260TH AVE SPIRIT LAKE, IA 51360	NONE	PUBLIC CHARITY	SIDEWALKS, DINING HALL, AND GENERAL OPERATING	74,792.
CASA FOR DOUGLAS COUNTY 2412 ST MARY'S AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	RECRUITMENT, SCREENING AND TRAINING OF CASA VOLUNTEERS	50,027.
CHILD SAVING INSTITUTE 4545 DODGE STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	PEDIATRIC SOCIAL WORK PROGRAM	81,257.
Total from continuation sheets				2,956,895.

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04-01-16

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
CHILDREN'S SCHOLARSHIP FUND 7101 MERCY ROAD, SUITE 305 OMAHA, NE 68106	NONE	PUBLIC CHARITY	K-8 SCHOLARSHIPS	20,031.
CHRISTMAS CIRCLE COMMUNITY PARK PO BOX 1025 BORREGO SPRINGS, CA 92004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
COLLEGE POSSIBLE 900 S 74TH PLAZA, SUITE 403 OMAHA, NE 68144	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	45,054.
COMPLETELY KIDS 2566 ST MARY'S AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	COMPUTERS,PROVIDERS AND FIELD TRIPS	32,010.
DODGE COUNTY HUMANE SOCIETY 787 S LUTHER RD FREMONT, NE 68025	NONE	PUBLIC CHARITY	EXPANSION PROJECT	50,527.
EASTERN NEBRASKA OFFICE ON AGING 4223 CENTER STREET OMAHA, NE 68105	NONE	GOVERNMENT ENTITY	MEALS ON WHEELS SAMS CASE MANAGEMENT SYSTEM	49,518.
ELKHORN PUBLIC SCHOOLS FOUNDATION 20214 VETERANS DRIVE ELKHORN, NE 68022	NONE	PUBLIC CHARITY	IPADS AND CART	18,190.
ELKHORN PUBLIC SCHOOLS FOUNDATION 20214 VETERANS DRIVE ELKHORN, NE 68022	NONE	PUBLIC CHARITY	PLAYAWAYS AND MATH ENRICHMENT	11,204.
FILM STREAMS 1340 MIKE FAHEY STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,592.
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	SNAP COUNSELOR AND BACKPACK PROGRAM	69,901.
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
GALLERY 1516 OF REGIONAL ARTISTS 1516 LEAVENWORTH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,010.
GIRLS INCORPORATED OF OMAHA 2811 N 45TH STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	CHROMEBOOKS, TEEN TRIP AND GENERAL OPERATING	50,390.
HOSPICE HOUSE 7415 CEDAR STREET OMAHA, NE 68124	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
HUMANE SOCIETY OF THE DESERT PO BOX 2922 PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000.
INCLUSIVE COMMUNITIES 6001 DODGE STREET, CEC RM 122 OMAHA, NE 68182	NONE	PUBLIC CHARITY	INCLUCITY PROGRAM	15,203.
KANEKO 1111 JONES ST OMAHA, NE 68102	NONE	PUBLIC CHARITY	ATRIUM PROJECT	500,141.
METROPOLITAN COMMUNITY COLLEGE FOUNDATION PO BOX 3777 OMAHA, NE 68103-0777	NONE	PUBLIC CHARITY	TODAY'S STUDENTS, TOMORROW'S EDUCATOR SCHOLARSHIPS	101,248.
MIDLANDS HUMANE SOCIETY 1020 RAILROAD AVENUE COUNCIL BLUFFS, NE 51503	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	39,985.
NATURE CONSERVANCY NEBRASKA PROGRAM 1007 LEAVENWORTH OMAHA, NE 68102	NONE	PUBLIC CHARITY	EDUCATION OUTREACH PROGRAM	10,320.
NEBRASKA APPLESEED 941 I ST, SUITE 920 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR CHILD WELFARE	20,041.
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
NEBRASKA CHILDREN AND FAMILIES FOUNDATION 215 CENTENNIAL MALL SOUTH, STE 200 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	SKILLS SCHOLARSHIPS	49,186.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	MOLLY PROJECT AND STAFF RETENTION BONUSES	200,640.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	SYSTEM WIDE STAFF BONUSES	13,448.
NORTHSTAR FOUNDATION 4240 N 49TH AVE OMAHA, NE 68104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	51,053.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	UNMC PRIMARY CARE	48,527.
OMAHA CHILDREN'S MUSUEM 500 S 20TH OMAHA, NE 68102	NONE	PUBLIC CHARITY	PARTNER SCHOOL PROGRAM	25,014.
OMAHA CONSERVATORY OF MUSIC 3504 S 108TH STREET OMAHA, NE 68144	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	101,974.
OMAHA HOME FOR BOYS 4343 N 52ND STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	AFTERCARE PROGRAM	51,053.
OMAHA PERFORMING ARTS 1200 DOUGLAS STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	MUSICAL EXPLORERS PROGRAM	19,992.
OMAHA PUBLIC LIBRARY FOUNDATION 215 S 15TH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	SUMMER READING PROGRAM	25,592.
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
OMAHA PUBLIC SCHOOL FOUNDATION 3215 CUMING STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	BENSON HIGH CONSTRUCTION AND DESIGN ACADEMY	75,103.
OMAHA THEATER COMPANY 2001 FARMNAM STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	PREK EVERY SINGLE CHILD PROGRAM	50,060.
OMAHA ZOO FOUNDTION 3701 S 10TH STREET OMAHA, NE 68107	NONE	PUBLIC CHARITY	EDUCATION CENTER AND ADVENTURE TRAILS PROJECT	25,089.
ONE WORLD COMMUNITY HEALTH CENTERS, INC 4920 S 30TH ST, SUITE 103 OMAHA, NE 68107	NONE	PUBLIC CHARITY	TEEN AND YOUNG ADULT HEALTH CENTER	90,107.
ONE WORLD COMMUNITY HEALTH CENTERS, INC 4920 S 30TH ST, SUITE 103 OMAHA, NE 68107	NONE	PUBLIC CHARITY	LEARNING COMMUNITY CENTER OF SOUTH OMAHA	51,053.
PHOENIX ACADEMY 1110 N 66TH STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,110.
PLANNED PARENTHOOD OF THE HEARTLAND 3105 N 93RD STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	115,063.
PROJECT HARMONY 11949 Q STREET OMAHA, NE 68137	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	19,992.
RONALD MCDONALD HOUSE CHARITIES IN OMAHA 620 S 38TH AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	IPADS AND BEDSPREADS	15,008.
TABLE GRACE 1611 1/2 FARNAM OMAHA, NE 68102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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04-01-16

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 HOPE CENTER FOR KIDS 2200 N 20TH ST OMAHA, NE 68110	NONE	PUBLIC CHARITY	HOPE EMPLOYMENT AND LEARNING ACADEMY	9,964.
TRI-FAITH INITIATIVE OF OMAHA, NEBRASKA PO BOX 31134 OMAHA, NE 68131-0134	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	99,990.
UNION FOR CONTEMPORARY ART 2417 BURDETTE STREET OMAHA, NE 68111	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,635.
VOICE FOR COMPANION ANIMALS PO BOX 5256 GRAND ISLAND, NE 68802	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
WOMEN'S CENTER FOR ADVANCEMENT 222 S 29TH STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000.
WOMEN'S FUND OF OMAHA 1111 N 13TH ST, SUITE 106 OMAHA, NE 68102	NONE	PUBLIC CHARITY	ADOLESCENT HEALTH PROJECT	20,124.
YOUTH EMERGENCY SERVICES 2679 FARNAM ST, SUITE 205 OMAHA, NE 68131	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	60,000.
Total from continuation sheets				

623631
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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
CHARLES SCHWAB	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	224,494.	17,828.	206,666.	206,666.	
TO PART I, LINE 4	224,494.	17,828.	206,666.	206,666.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	11,615.	11,615.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,615.	11,615.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,000.	12,000.		0.
TO FM 990-PF, PG 1, LN 16A	12,000.	12,000.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,500.	5,500.		0.
TO FORM 990-PF, PG 1, LN 16B	5,500.	5,500.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE CONTRACT SERVICES	400.	400.		0.
TO FORM 990-PF, PG 1, LN 16C	400.	400.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	7,597.	0.		0.
PAYROLL TAXES	7,043.	7,043.		0.
TO FORM 990-PF, PG 1, LN 18	14,640.	7,043.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE - UMBRELLA	1,000.	1,000.		0.
INSURANCE - WORKERS COMP	1,094.	1,094.		0.
OFFICE EXPENSE	1,382.	1,382.		0.
OPERATING EXPENSES	7,060.	7,060.		0.
BANK FEES	20.	20.		0.
SOFTWARE	580.	580.		0.

INSURANCE - LIABILITY, D AND O	2,858.	2,858.		0.
TO FORM 990-PF, PG 1, LN 23	13,994.	13,994.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
FMV OF DONATIONS PAID IN EXCESS OF COST (SEE ATTACHED SCHEDULE)	488,971.
TOTAL TO FORM 990-PF, PART III, LINE 3	488,971.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	5,748,307.	5,760,332.
EQUITIES	41,381,214.	57,355,023.
EQUITY FUNDS	10,772,737.	9,116,034.
TOTAL TO FORM 990-PF, PART II, LINE 10B	57,902,258.	72,231,389.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		250,000.	250,000.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	9,035.	3,504.	5,531.
COMPUTERS	3,011.	1,566.	1,445.
OFFICE FURNITURE	2,989.	1,159.	1,830.
SOFA	2,196.	852.	1,344.
OFFICE FURNITURE	6,649.	2,578.	4,071.
COMPUTER ACCESSORIES	2,058.	1,070.	988.
FILE CABINET	2,003.	777.	1,226.
OFFICE DECOR	27,256.	10,569.	16,687.
OFFICE DECOR	4,815.	1,867.	2,948.
OFFICE DECOR	5,000.	714.	4,286.
TOTAL TO FM 990-PF, PART II, LN 14	65,012.	24,656.	40,356.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	5,757.	2,412.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,757.	2,412.

2016 DEPRECIATION AND AMORTIZATION REPORT

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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	03/27/15	200DB	7.00	HY	17	9,035.				9,035.	1,291.		2,213.	3,504.
2	COMPUTERS	04/01/15	200DB	5.00	HY	17	3,011.				3,011.	602.		964.	1,566.
3	OFFICE FURNITURE	05/28/15	200DB	7.00	HY	17	2,989.				2,989.	427.		732.	1,159.
4	SOFA	05/29/15	200DB	7.00	HY	17	2,196.				2,196.	314.		538.	852.
5	OFFICE FURNITURE	06/04/15	200DB	7.00	HY	17	6,649.				6,649.	950.		1,628.	2,578.
6	COMPUTER ACCESSORIES	06/04/15	200DB	5.00	HY	17	2,058.				2,058.	412.		658.	1,070.
7	FILE CABINET	06/10/15	200DB	7.00	HY	17	2,003.				2,003.	286.		491.	777.
8	OFFICE DECOR	08/11/15	200DB	7.00	HY	17	27,256.				27,256.	3,894.		6,675.	10,569.
9	OFFICE DECOR	09/29/15	200DB	7.00	HY	17	4,815.				4,815.	688.		1,179.	1,867.
13	OFFICE DECOR	01/28/16	200DB	7.00	HY	19C	5,000.				5,000.			714.	714.
	* TOTAL 990-PF PG 1 DEPR						65,012.				65,012.	8,864.		15,792.	24,656.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						60,012.			0.	60,012.	8,864.			23,942.
	ACQUISITIONS						5,000.			0.	5,000.	0.			714.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						65,012.			0.	65,012.	8,864.			24,656.
	ENDING ACCUM DEPR											24,656.			

628111 04-01-16

(D) - Asset disposed

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

2016 DEPRECIATION AND AMORTIZATION REPORT

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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
	ENDING BOOK VALUE											40,356.			

628111 04-01-16

(D) - Asset disposed

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

Richard Brooke Foundation
Schedule of Stock Transfers and Values
2016

Organization	Tax Year Ended	Date of stock transfer	Description of Property: # of Berkshire Hathaway A (BRK.A) Shares	Description of Property: # of Berkshire Hathaway B (BRK.B) Shares	Stock value (statement)	Cost Basis	Appreciation of FMV	Method for determining Value
American Craft Council	12/31/2016	7/29/2016		103	14,859 81	12,101 47	2,758 34	Market Exchange Price
Assistance League of Omaha	12/31/2016	7/29/2016		343	49,484 61	40,299 07	9,185 54	Market Exchange Price
Avenue Scholars Foundation	12/31/2016	5/17/2016		355	49,820 70	41,708 95	8,111 75	Market Exchange Price
Ballet Nebraska	12/31/2016	7/28/2016		312	45,059 04	36,656 88	8,402 16	Market Exchange Price
Basic Assistance for Students in the Community	12/31/2016						-	Market Exchange Price
Borrego Springs Unified School District	12/31/2016						-	Market Exchange Price
Borrego Springs Unified School District	12/31/2016						-	Market Exchange Price
Boys and Girls Clubs of Greater San Diego	12/31/2016	7/27/2016		160	23,070 40	18,798 40	4,272 00	Market Exchange Price
Boys and Girls Clubs of the Midlands	12/31/2016	5/18/2016		248	34,915 92	29,137 52	5,778 40	Market Exchange Price
Brownell-Talbot School	12/31/2016	10/27/2016		174	25,134.30	20,443 26	4,691 04	Market Exchange Price
Bull Terrier Rescue of Southern California	12/31/2016						-	Market Exchange Price
Bull Terrier Rescue of Southern California	12/31/2016						-	Market Exchange Price
Camp Foster/YMCA of the Okobojis	12/31/2016	10/24/2016		520	74,791.60	61,094 80	13,696 80	Market Exchange Price
CASA for Douglas County	12/31/2016	7/29/2016		343	49,484 61	40,299 07	9,185.54	Market Exchange Price
Child Saving Institute	12/31/2016	8/11/2016		550	81,257 00	64,619 50	16,637 50	Market Exchange Price
Children's Scholarship Fund	12/31/2016	10/21/2016		139	19,960 40	16,331 11	3,629 29	Market Exchange Price
Christmas Circle Community Park	12/31/2016						-	Market Exchange Price
College Possible	12/31/2016	5/16/2016		315	44,682 75	37,009 35	7,673 40	Market Exchange Price
Completely Kids	12/31/2016	7/27/2016		222	32,010 18	26,082 78	5,927 40	Market Exchange Price
Dodge County Humane Society	12/31/2016	8/11/2016		342	50,527 08	40,181 58	10,345 50	Market Exchange Price
Eastern Nebraska Office on Aging	12/31/2016	6/21/2016		345	49,517 85	40,534 05	8,983 80	Market Exchange Price
Elkhorn Public Schools Foundation	12/31/2016	2/18/2016		139	18,189 54	16,331 11	1,858 43	Market Exchange Price
Elkhorn Public Schools Foundation	12/31/2016	11/3/2016		78	11,203 92	9,164 22	2,039 70	Market Exchange Price
Film Streams	12/31/2016	2/26/2016		194	25,592 48	22,793 06	2,799 42	Market Exchange Price
Food Bank for the Heartland	12/31/2016	10/24/2016		486	69,901 38	57,100 14	12,801 24	Market Exchange Price

Richard Brooke Foundation
Schedule of Stock Transfers and Values
2016

Organization	Tax Year Ended	Date of stock transfer	Description of Property: # of Berkshire Hathaway A (BRK.A) Shares	Description of Property: # of Berkshire Hathaway B (BRK.B) Shares	Stock value (statement)	Cost Basis	Appreciation of FMV	Method for determining Value
Gallery 1516 of Regional Artists	12/31/2016	5/19/2016		231	32,522 49	27,140 19	5,382 30	Market Exchange Price
Gallery 1516 of Regional Artists (2nd stock transfer	12/31/2016	7/14/2016		120	17,487 60	14,098 80	3,388.80	Market Exchange Price
Girls Incorporated of Omaha	12/31/2016	10/20/2016		348	50,390 40	40,886 52	9,503 88	Market Exchange Price
Hospice House	12/31/2016						-	Market Exchange Price
Humane Society of the Desert	12/31/2016						-	Market Exchange Price
Inclusive Communities	12/31/2016	6/30/2016		105	15,202 95	12,336 45	2,866 50	Market Exchange Price
Kaneko	12/31/2016	7/11/2016	2		431,648 00	352,280 00	79,368 00	Market Exchange Price
Kaneko (2nd stock transfer)	12/31/2016	7/14/2016		470	68,493 10	55,220 30	13,272 80	Market Exchange Price
Metropolitan Community College Foundation	12/31/2016	2/25/2016		773	101,247 54	90,819 77	10,427 77	Market Exchange Price
Midlands Humane Society	12/31/2016	10/24/2016		278	39,984 74	32,662 22	7,322 52	Market Exchange Price
Nature Conservancy Nebraska Program	12/31/2016	2/25/2016		78	10,320 18	9,164 22	1,155 96	Market Exchange Price
Nebraska Appleseed	12/31/2016	7/27/2016		138	19,945 14	16,213 62	3,731 52	Market Exchange Price
Nebraska Children & Families Foundation	12/31/2016	7/27/2016		346	49,089 06	40,651 54	8,437 52	Market Exchange Price
Nebraska Humane Society	12/31/2016	11/15/2016		1,268	199,659 28	148,977 32	50,681 96	Market Exchange Price
Nebraska Humane Society	12/31/2016	12/13/2016		80	13,329 60	9,399 20	3,930 40	Market Exchange Price
Northstar Foundation	12/31/2016	2/26/2016		387	51,053 04	45,468 63	5,584 41	Market Exchange Price
NU Foundation	12/31/2016	7/29/2016		333	48,041 91	39,124 17	8,917.74	Market Exchange Price
Omaha Children's Museum	12/31/2016	7/29/2016		172	24,814 44	20,208 28	4,606 16	Market Exchange Price
Omaha Conservatory of Music	12/31/2016	2/26/2016		773	101,974 16	90,819 77	11,154 39	Market Exchange Price
Omaha Home for Boys	12/31/2016	2/26/2016		387	51,053 04	45,468 63	5,584 41	Market Exchange Price
Omaha Performing Arts	12/31/2016	10/24/2016		139	19,992 37	16,331 11	3,661 26	Market Exchange Price
Omaha Public Library Foundation	12/31/2016	2/26/2016		194	25,592 48	22,793 06	2,799.42	Market Exchange Price
Omaha Public Schools Foundation	12/31/2016	8/3/2016		514	73,825 82	60,389 86	13,435 96	Market Exchange Price
Omaha Theater Company	12/31/2016	5/16/2016		350	49,647 50	41,121.50	8,526 00	Market Exchange Price
Omaha Zoo Foundation	12/31/2016	7/27/2016		174	25,089 06	20,443 26	4,645 80	Market Exchange Price

Richard Brooke Foundation
Schedule of Stock Transfers and Values
2016

Organization	Tax Year Ended	Date of stock transfer	Description of Property: # of Berkshire Hathaway A (BRK.A) Shares	Description of Property: # of Berkshire Hathaway B (BRK.B) Shares	Stock value (statement)	Cost Basis	Appreciation of FMV	Method for determining Value
One World Community Health Centers, Inc	12/31/2016	5/16/2016		630	89,365 50	45,468 63	43,896 87	Market Exchange Price
OneWorld Community Health Centers, Inc	12/31/2016	2/26/2016		387	51,053 04	74,018.70	(22,965 66)	Market Exchange Price
Phoenix Academy	12/31/2016	11/3/2016		140	20,109 60	16,448 60	3,661 00	Market Exchange Price
Planned Parenthood of the Heartland	12/31/2016	7/29/2016		788	113,684 76	92,582.12	21,102 64	Market Exchange Price
Project Harmony	12/31/2016	10/24/2016		139	19,992 37	16,331 11	3,661 26	Market Exchange Price
Ronald McDonald House Charities in Omaha	12/31/2016	7/29/2016		103	14,859 81	12,101 47	2,758 34	Market Exchange Price
Table Grace	12/31/2016						-	Market Exchange Price
The Hope Center for Kids, Inc	12/31/2016	5/17/2016		71	9,964 14	8,341 79	1,622 35	Market Exchange Price
Tri-Faith Initiative of Omaha, Nebraska	12/31/2016	6/14/2016		704	99,475 20	82,712 96	16,762 24	Market Exchange Price
Union for Contemporary Art	12/31/2016	3/4/2016		367	50,634 99	43,118 83	7,516 16	Market Exchange Price
Voice for Companion Animals	12/31/2016						-	Market Exchange Price
Women's Center for Advancement	12/31/2016						-	Market Exchange Price
Women's Fund of Omaha	12/31/2016	10/20/2016		139	20,124 42	16,331 11	3,793.31	Market Exchange Price
Youth Emergency Services	12/31/2016				-		-	Market Exchange Price
Total			**2**	**16,494**	**2,779,131.30**	**2,290,160.06**	**488,971.24**	