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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	27,650	50,416	50,416		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ <u>2,700</u>					
		Less allowance for doubtful accounts ▶ _____		2,700	2,700		
	4	Pledges receivable ▶ <u>4,975,300</u>					
		Less allowance for doubtful accounts ▶ _____	3,750,200	4,975,300	4,975,300		
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	26	26	26		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____				
		Less accumulated depreciation (attach schedule) ▶ _____					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	881,287	181,689	181,689		
14		Land, buildings, and equipment basis ▶ <u>9,375,500</u>					
		Less accumulated depreciation (attach schedule) ▶ _____	9,375,500	9,375,500	9,375,500		
15		Other assets (describe ▶ _____)					
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,034,663	14,585,631	14,585,631		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	14,034,663	14,585,631			
25	Temporarily restricted						
26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg , and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	14,034,663	14,585,631				
31	Total liabilities and net assets/fund balances (see instructions) .	14,034,663	14,585,631				

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	14,034,663
2	Enter amount from Part I, line 27a	2	550,968
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	14,585,631
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	14,585,631

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			

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

2 Capital gain net income or (net capital loss)	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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,099,917	12,482,099	0 08812
2014	428,744	11,536,730	0 03716
2013	736,857	11,851,826	0 06217
2012	642,006	11,691,831	0 05491
2011	698,328	10,122,305	0 06899
2 Total of line 1, column (d)			0 311355
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			0 062271
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			13,095,203
5 Multiply line 4 by line 3			815,451
6 Enter 1% of net investment income (1% of Part I, line 27b)			10
7 Add lines 5 and 6			815,461
8 Enter qualifying distributions from Part XII, line 4			1,284,354

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	10
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	10
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	
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
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► Howard Grace Trustee Telephone no ► (602) 956-8254			

Located at **►** 6925 E Indian School Road Scottsdale AZ ZIP+4 **►** 85251

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐ 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		No
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Howard Grace 6925 E Indian School Road Scottsdale, AZ 85251	Trustee 0 50	0		
William Grace 6925 E Indian School Road Scottsdale, AZ 85251	Trustee 0 50	0		
Heather Kaiser 6925 E Indian School Road Scottsdale, AZ 85251	Trustee 0 50	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				▶

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	181,641
b	Average of monthly cash balances.	1b	100,042
c	Fair market value of all other assets (see instructions).	1c	13,012,939
d	Total (add lines 1a, b, and c).	1d	13,294,622
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	
3	Subtract line 2 from line 1d.	3	13,294,622
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,419
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,095,203
6	Minimum investment return. Enter 5% of line 5.	6	654,760

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	654,760
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	10
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	654,750
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	654,750
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	654,750

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,284,354
b	Program-related investments—total from Part IX-B.	1b	
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	1,284,354
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	10
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,284,344

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				654,750
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	192,301			
b From 2012.	57,540			
c From 2013.	164,236			
d From 2014.				
e From 2015.	475,821			
f Total of lines 3a through e.	889,898			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,284,354</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				654,750
e Remaining amount distributed out of corpus	629,604			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,519,502			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	192,301			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,327,201			
10 Analysis of line 9				
a Excess from 2012.	57,540			
b Excess from 2013.	164,236			
c Excess from 2014.				
d Excess from 2015.	475,821			
e Excess from 2016.	629,604			

Part XIV

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

Part XV

- Form
- 990-PF**
- (2016)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,284,354
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	966	
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.					
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).				966	
13 Total. Add line 12, columns (b), (d), and (e).			13		966

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign	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.

**Sign
Here**

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 Patrick W Greenlee CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01076858
Firm's name ► Mukai Greenlee & Company PC				Firm's EIN ►
Firm's address ► 2600 North Central Avenue Suite 182 Phoenix, AZ 850043000				Phone no (602) 279-2600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Legion Post 41 715 S 2nd Ave Phoenix, AZ 85003		Charity	Student Support	3,500
Andrew Nordbye ON FILE 6925 E INDIAN SCHOOL RD SCOTTSDALE, AZ 85251	None	Student	Scholarship Awards	5,000
Arizona Biz Bash 7117 E 3rd Ave Scottsdale, AZ 85251		501(C)(3)	Donation	5,000
Arizona State University 1001 S MILL AVE TEMPE, AZ 85281		Universty	Scholarship Awards	79,000
Ashton Maxwell On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	I	Scholarship Awards	7,000
Total ▶ 3a				1,284,354

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Benedictine College 1020 N 2ND ST ATCHISON, KS 66002		College	Scholarship Awards	7,000
Colorado State University 1100 NORTH AVE GRAND JUNCTION, CO 81501		Universty	Scholarship Awards	3,500
Columbia College 1001 Rogers St 111 Missouri Hall, MO 65201		College	Scholarship Awards	2,500
Community Outreach Girls Alliance PO BOX 21651 PHOENIX, AZ 85036		501(C)(3)	Grants	6,842
Cottey College 1000 W Austin Blvd Nevada, MO 64772		Colloge	Scholarship Awards	4,250
Total 3a				1,284,354

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Crnkovich James On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	Student	Scholarship Awards	7,000
Drury University 900 N BENTON AVE SPRINGFIELD, MO 65802		Universty	Scholarship Awards	4,250
Executive Council Charities 4114 E Indian School Rd Phoenix, AZ 85018		501(C)(3)	Donation	740
Florida Golf Coast University 10501 FGCU Blvd S Fort Myers, FL 33965		Universty	Scholarship Awards	3,750
Gainey Ranch-MGA Charities 7600 E Gainey Club Dr Scottsdale, AZ 85258		501(C)(3)	Donation	300
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Glendale Community College 6000 W OLIVE AVE GLENDALE, AZ 85302		College	Scholarship Awards	6,500
Graceland University 1 UNIVERSITY DR LAMONI, IA 50140		Universty	Scholarship Awards	8,000
Grand Canyon University 3300 W CAMELBACK RD PHOENIX, AZ 85017		Universty	Scholarship Awards	38,750
Guevara Alexis On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	Student	Scholarship Awards	9,000
Highland Community College 606 W MAIN ST HIGHLAND, KS 66035		College	Scholarship Awards	4,000
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hillyard Technical Center 3434 FARAON ST ST JOSEPH, MO 64506		School	Scholarship Awards	3,500
Holly Leslie On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	Student	Student Support	1,000
ICSC Foundation 1221 Avenue of the Americas New York, NY 10020		501(C)(3)	Donation	500
InterServ's Mitchell Woods Preschoo 200 Cherokee Street PO Box 4038 St Joseph, MO 64504		School	Student Support	3,675
Ithaca College 953 Danby Rd Ithaca, NY 14850		College	Scholarship Awards	7,000
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Guevara K On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	Student	Scholarship Awards	3,500
Kansas State University 119 ANDERSON HALL MANHATTAN, KS 66506		Universty	Scholarship Awards	7,000
Malkou Shawn On File - 6925 E Indian School Rd Scottsdale, AZ 85251	None	Student	Scholarship Awards	6,500
Methodist University BOX 2-1105 FT BRAGG, NC 28307		Universty	Scholarship Awards	8,000
Midland University 900 N CLARKSON ST FREMONT, NE 68025		Universty	Scholarship Awards	4,250
Total ► 3a				1,284,354

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Name and address (home or business)				
a <i>Paid during the year</i>				
Missouri State University 901 S NATIONAL AVE SPRINGFIELD, MO 65897		Universty	Scholarship Awards	31,000
Missouri Western State University 4525 DOWNS DR SAINT JOSEPH, MO 64507		Universty	Scholarship Awards	217,500
MO University of Science Technology 300 W 13TH ST ROLLA, MO 65409		Universty	Scholarship Awards	11,250
NCMC Lady Pirates Basketball 1301 Mable St Trenton, MO 64683		501(C)(3)	Donation	250
Night of Golden Stars 3529 Frederick Avenue Saint Joseph, MO 64506		501(C)(3)	Donation	1,000
Total ► 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
North Central Missouri College 1301 MAIN ST TRENTON, MO 64683		College	Scholarship Awards	5,250
North Dakota State University 1340 Administration Ave Fargo, ND 58105		Universty	Scholarship Awards	7,000
Northern Arizona University P O 6100 FLAGSTAFF, AZ 86011		Universty	Scholarship Awards	20,000
Northland Career Center 1801 Branch St Platte Platte City, MO 64079		School	Scholarship Awards	6,835
Northwest Missouri State University 800 UNIVERSITY DR MARYVILLE, MO 64468		Universty	Scholarship Awards	267,000
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ozark Christian College 1111 N Main St Joplin Joplin, MO 64801		College	Scholarship Awards	3,250
Peru State College 600 Hoyt St Peru, NE 68421		College	Scholarship Awards	7,000
Project HealingFly Fishing Phx POBox 47357 Phoenix, AZ 85068		501(C)(3)	Donation	600
Redlands Community College 1300 S Country Club Rd El Reno, OK 73036		College	Scholarship Awards	7,000
Scottsdale Active 2030 Foundation 8776 E Shea Boulevard Ste 106-535 Scottsdale, AZ 85260		501(C)(3)	Donation	4,500
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Truman State University 100 E NORMAL AVE KIRKSVILLE, MO 63505		Universty	Scholarship Awards	8,500
UMKC - School of Pharmacy 1219 NEW HEALTH BLVD KANSAS CITY, MO 64108		Universty	Scholarship Awards	24,000
University of Arizona 1432 E UNIVERSITY BLVD TUCSON, AZ 85721		Universty	Scholarship Awards	39,000
University of Central Missouri 1100 WARD EDWARDS WARRENSBURG, MO 64093		Universty	Scholarship Awards	54,000
University of Colorado 2010 Willard Loop Dr Boulder, CO 80305		Universty	Scholarship Awards	2,500
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
University of Kansas 1502 IOWA ST ST LAWRENCE, KS 66045		Universty	Scholarship Awards	7,000
University of Missouri - Columbia 230 JESSE HALL COLUMBIA, MO 65211		Universty	Scholarship Awards	246,875
University of Missouri - Kansas Cit 5100 ROCKHILL RD KANSAS CITY, MO 64110		Universty	Scholarship Awards	20,750
University of North Iowa 1227 W 27th St Cedar Falls, IA 50614		Universty	Scholarship Awards	2,500
University of Portland 5000 N WILLIAMETTE PORTLAND, OR 97203		Universty	Scholarship Awards	7,000
Total ▶ 3a				1,284,354

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
WWIA Foundation 6516 Dolphin Cove Drive Apollo Beach, FL 33572		501(C)(3)	Donation	500
Ottawa University 9414 N 25th Ave Phoenix, AZ 85021		Universty	Scholarship Awards	8,400
Miscellaneous Student Support On File - 6925 E Indian School Rd Scottsdale, AZ 85251		Students	Student Support	10,902
K Faukner Scholarship On File - 6925 E Indian School Rd Scottsdale, AZ 85251		501(C)(3)	Scholarship Awards	2,785
American Liver Foundation 4545 E Shea Blvd 246 Phoenix, AZ 85028		501(C)(3)	Donation	200
Total ▶ 3a				1,284,354

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Fighter Country Foundation 13708 W Glendale Ave Glendale, AZ 85307		501(C)(3)	Donation	3,500
Build Fore Good 1707 E Highland Phoenix, AZ 85016		501(C)(3)	Donation	3,000
Susan G Komen Arizona 2040 W Bethany Home Rd 120 Phoenix, AZ 85015		501(C)(3)	Donation	200
New Pathways for Youth 1001 E Pierce St Phoenix, AZ 85006		501(C)(3)	Donation	1,000
Alzheimer's Association 1028 E McDowell Rd Phoenix, AZ 85006		501(c)(3)	Donation	500
Total ▶ 3a				1,284,354

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Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Irish Foundation 4510 San Gabriel Dr Dallas, TX 75229		501(C)(3)	Donation	500
Barrow Neurological Foundation 350 W Thomas Rd Phoenix, AZ 85013		501(C)(3)	Donation	500
Total ▶ 3a				1,284,354

TY 2016 Accounting Fees Schedule**Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	1,170	0	0	0

TY 2016 Investments - Other Schedule**Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BANK OF AMERICA CASH RESERVES	AT COST	181,689	181,689

**TY 2016 Land, Etc.
Schedule****Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	9,375,500		9,375,500	9,375,500

TY 2016 Legal Fees Schedule**Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	12,450	0	0	0

TY 2016 Other Expenses Schedule**Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	538			
Misc	15,284			
Telephone	1,508			

TY 2016 Taxes Schedule**Name:** William M & Ann K Grace Foundation**EIN:** 56-2529760**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fed	9			
Real Estate Taxes	6,270			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization William M & Ann K Grace Foundation	Employer identification number 56-2529760

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization William M & Ann K Grace Foundation	Employer identification number 56-2529760
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ann K Grace Charitable Lead Trust 6925 E Indian School RD Scottsdale, AZ85251	\$ 1,877,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

56-2529760

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

Name of organization

William M & Ann K Grace Foundation

Employer identification number

56-2529760

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee