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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation

ENGELSTAD FAMILY FOUNDATION

A Employer identification number

80-6008137

Number and street (or P O box number if mail is not delivered to street address)

851 S. RAMPART BLVD, STE 150

Room/suite

B Telephone number

(702) 732-7102

City or town, state or province, country, and ZIP or foreign postal code

LAS VEGAS, NV 89145-4882

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 815,993,757.

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

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

SCANNED NOV 21 2017

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,775.	1,775.		STATEMENT 1
	4 Dividends and interest from securities	17,586,491.	17,586,491.		STATEMENT 2
	5a Gross rents	480,573.	480,573.		STATEMENT 3
	b Net rental income or (loss) 352,453.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	17,799,263.			
	b Gross sales price for all assets on line 6a 180,255,906.				
	7 Capital gain net income (from Part IV, line 2)		17,799,263.		
	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	1,439,816.	1,439,816.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	37,307,918.	37,307,918.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	445,000.	127,500.		0.
	14 Other employee salaries and wages	176,000.	0.		0.
	15 Pension plans, employee benefits	105,518.	0.		0.
	16a Legal fees STMT 6	81,951.	81,951.		0.
	b Accounting fees STMT 7	160,893.	127,628.		0.
	c Other professional fees STMT 8	6,386,156.	6,344,573.		0.
	17 Interest	166,720.	166,720.		0.
	18 Taxes STMT 9	564,331.	515,648.		0.
	19 Depreciation and depletion	3,837.	0.		
	20 Occupancy	107,574.	1,581.		0.
	21 Travel, conferences, and meetings	120,046.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 10	7,097,068.	7,046,715.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,415,094.	14,412,316.		0.
	25 Contributions, gifts, grants paid	38,606,418.			38,606,418.
	26 **Total expenses and disbursements.** Add lines 24 and 25	54,021,512.	14,412,316.		38,606,418.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<16,713,594.>			
	b **Net investment income** (if negative, enter -0-)		22,895,602.		
	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	12,436,837.	8,329,245.	8,329,245.
	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 ▶ 1,702,996.			
	Less: allowance for doubtful accounts ▶ 0.	2,239,629.	1,702,996.	1,700,000.
	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 13	756,295,215.	734,852,614.	768,937,384.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 22,444,700.			
	Less accumulated depreciation ▶	11,024,718.	22,444,700.	21,027,314.
	12 Investments - mortgage loans STMT 14	4,957,430.	4,173,054.	0.
	13 Investments - other STMT 15	20,398,301.	18,954,122.	15,983,084.
	14 Land, buildings, and equipment: basis ▶ 39,511.			
	Less accumulated depreciation STMT 16 ▶ 30,039.	11,688.	9,472.	9,472.
	15 Other assets (describe ▶ SECURITY DEPOSIT)	7,258.	7,258.	7,258.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	807,371,076.	790,473,461.	815,993,757.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	807,371,076.	790,473,461.	
	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**	807,371,076.	790,473,461.	
	31 **Total liabilities and net assets/fund balances**	807,371,076.	790,473,461.	

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	807,371,076.
2	Enter amount from Part I, line 27a	2	<16,713,594.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	499,647.
4	Add lines 1, 2, and 3	4	791,157,129.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	683,668.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	790,473,461.

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 STATEMENTS			
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	180,255,906.		162,456,643.	17,799,263.

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				17,799,263.

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	17,799,263.
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	39,034,867.	812,862,328.	.048021
2014	30,906,792.	832,267,029.	.037136
2013	11,080,823.	777,344,565.	.014255
2012	26,338,086.	710,959,679.	.037046
2011	20,587,363.	703,700,990.	.029256

2	**Total** of line 1, column (d)	2	.165714
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	.033143
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	813,648,469.
5	Multiply line 4 by line 3	5	26,966,751.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	228,956.
7	Add lines 5 and 6	7	27,195,707.
8	Enter qualifying distributions from Part XII, line 4	8	38,606,418.

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	228,956.
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	228,956.
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	228,956.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,221,802.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 150,000.		
d	Backup withholding erroneously withheld	6d 346.		
7	Total credits and payments. Add lines 6a through 6d		7	1,372,148.
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	1,143,192.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 1,143,192. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NV			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 17	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ W. CRAIG RAMOS Telephone no. ▶ (702) 385-4646

Located at ▶ 718 S. 8TH STREET, LAS VEGAS, NV ZIP+4 ▶ 89101

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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16		X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
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.)*	3b		X
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	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
BETTY ENGELSTAD 851 S. RAMPART BLVD., STE 150 LAS VEGAS, NV 89145	PRESIDENT/TRUSTEE 5.00	70,000.	0.	0.
JEFFREY COOPER 5851 WEST CHARLESTON BLVD. LAS VEGAS, NV 89146	TREASURER/TRUSTEE 30.00	175,000.	0.	0.
KRIS MCGARRY 851 S. RAMPART BLVD., STE 150 LAS VEGAS, NV 89145	VICE PRESIDENT/TRUSTEE 30.00	175,000.	0.	0.
SEAN MCGARRY 851 S. RAMPART BLVD., STE 150 LAS VEGAS, NV 89145	ASSISTANT TRUSTEE 5.00	25,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENISE RICH - 851 S. RAMPART BLVD. #150, LAS VEGAS, NV 89145	EXECUTIVE ASSISTANT 40.00	83,000.	0.	0.

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
W CRAIG RAMOS LTD. 718 S. 8TH STREET, LAS VEGAS, NV 89101	ACCOUNTING	127,628.
FABIAN VANCOTT 601 S 10TH STREET #204, LAS VEGAS, NV 89101	LEGAL	72,162.
BRADSHAW, SMITH & CO., LLP 5851 W CHARLESTON BLVD, LAS VEGAS, NV 89146	ACCOUNTING	33,266.
BSE PARTNERS LLC - 1226 WHISPERING MEADOWS CT, NEW ALBANY, OH 44054	CONSULTING	20,000.
JGS GROUP - 900 SOUTH PAVILION CENTER DR, LAS VEGAS, NV 89144	CONSULTING	19,583.
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	779,119,341.
b	Average of monthly cash balances	1b	9,909,316.
c	Fair market value of all other assets	1c	37,010,398.
d	**Total** (add lines 1a, b, and c)	1d	826,039,055.
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	826,039,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,390,586.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	813,648,469.
6	**Minimum investment return.** Enter 5% of line 5	6	40,682,423.

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	40,682,423.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	228,956.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	228,956.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	40,453,467.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	40,453,467.
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	40,453,467.

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	38,606,418.
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	38,606,418.
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	228,956.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	38,377,462.

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				40,453,467.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			37,167,336.	
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				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 38,606,418.				
a Applied to 2015, but not more than line 2a			37,167,336.	
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				1,439,082.
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).)	0.			0.
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				39,014,385.
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)

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	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
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 ▶ [X] 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*				
A SOURCE OF JOY THEATRICALS 3565 LAS VEGAS BLVD SOUTH, STE 220 LAS VEGAS, NV 89109	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,280.
AFTER-SCHOOL ALL-STARS LAS VEGAS 8485 W SUNSET RD, STE 106 LAS VEGAS, NV 89113	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
ALTRU HEALTH FOUNDATION PO BOX 6002 GRAND FORKS, ND 58206	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
ALZHEIMERS ASSOCIATION, MS CHAPTER 196 CHARMANT DR., SUITE 4 RIDGELAND, MS 39157	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
AMERICA HEART ASSOCIATION 2159 EAST PASS ROAD-UNIT A GULFPORT, MS 39507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	38,606,418.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	1,775.	
4 Dividends and interest from securities			14	17,586,491.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	254,656.	
6 Net rental income or (loss) from personal property			16	97,797.	
7 Other investment income			01	1,439,816.	
8 Gain or (loss) from sales of assets other than inventory			18	17,799,263.	
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.		37,179,798.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)					13 37,179,798.

(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

Betty Engelstad — Signature of officer or trustee
11/15/17 — Date
TRUSTEE — 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
JEFFREY COOPER	JM Cooper	11/14/17		P00165181

Firm's name ▶ BRADSHAW, SMITH AND CO., LLP — Firm's EIN ▶ 88-0150455

Firm's address ▶ 5851 W. CHARLESTON BLVD LAS VEGAS, NV 89146 — Phone no. (702) 878-9788

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	NORTHERN TRUST #26-19723	P	VARIOUS	VARIOUS
b	NORTHERN TRUST #26-19723	P	VARIOUS	VARIOUS
c	NORTHERN TRUST #26-29750	P	VARIOUS	VARIOUS
d	NORTHERN TRUST #26-29750	P	VARIOUS	VARIOUS
e	NORTHERN TRUST #26-29751	P	VARIOUS	VARIOUS
f	NORTHERN TRUST #26-29751	P	VARIOUS	VARIOUS
g	NORTHERN TRUST #26-45366	P	VARIOUS	VARIOUS
h	NORTHERN TRUST #26-45366	P	VARIOUS	VARIOUS
i	NORTHERN TRUST #26-45533	P	VARIOUS	VARIOUS
j	NORTHERN TRUST #26-49734	P	VARIOUS	VARIOUS
k	NORTHERN TRUST #26-49734	P	VARIOUS	VARIOUS
l	NORTHERN TRUST #26-50922	P	VARIOUS	VARIOUS
m	NORTHERN TRUST #26-50922	P	VARIOUS	VARIOUS
n	NORTHERN TRUST #26-61752	P	VARIOUS	VARIOUS
o	NORTHERN TRUST #26-74932	P	VARIOUS	VARIOUS

	(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	600,251.		751,495.	<151,244.>
b	2,754,804.		2,874,788.	<119,984.>
c	979,281.		988,214.	<8,933.>
d	2,209,285.		2,291,126.	<81,841.>
e	30,187.		30,314.	<127.>
f	719,813.		719,209.	604.
g	259,799.		239,369.	20,430.
h	1,921,373.		1,990,189.	<68,816.>
i	500,000.		564,885.	<64,885.>
j	498,093.		544,742.	<46,649.>
k	1,556,986.		1,219,134.	337,852.
l	1,526,382.		1,426,129.	100,253.
m	2,387,839.		2,524,992.	<137,153.>
n	250,000.		277,639.	<27,639.>
o	2,000,000.		2,083,724.	<83,724.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<151,244.>
b				<119,984.>
c				<8,933.>
d				<81,841.>
e				<127.>
f				604.
g				20,430.
h				<68,816.>
i				<64,885.>
j				<46,649.>
k				337,852.
l				100,253.
m				<137,153.>
n				<27,639.>
o				<83,724.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 — 3

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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	NORTHERN TRUST #26-91859	P	VARIOUS	VARIOUS
b	NORTHERN TRUST #26-99321	P	VARIOUS	VARIOUS
c	NORTHERN TRUST #26-99321	P	VARIOUS	VARIOUS
d	NORTHERN TRUST #26-99957	P	VARIOUS	VARIOUS
e	NORTHERN TRUST #26-99957	P	VARIOUS	VARIOUS
f	NORTHERN TRUST #26-99959	P	VARIOUS	VARIOUS
g	NORTHERN TRUST #26-99959	P	VARIOUS	VARIOUS
h	NORTHERN TRUST #26-99960	P	VARIOUS	VARIOUS
i	NORTHERN TRUST #26-99960	P	VARIOUS	VARIOUS
j	NORTHERN TRUST #26-99961	P	VARIOUS	VARIOUS
k	NORTHERN TRUST #26-99961	P	VARIOUS	VARIOUS
l	NORTHERN TRUST #44-10667	P	VARIOUS	VARIOUS
m	CALLAN/BNY MELLON	P	VARIOUS	VARIOUS
n	CALLAN/BNY MELLON	P	VARIOUS	VARIOUS
o	FIDELITY - 3160	P	VARIOUS	VARIOUS

	(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	500,000.		474,178.	25,822.
b	3,043,644.		3,095,518.	<51,874.>
c	3,271,243.		1,902,333.	1,368,910.
d	408,439.		359,785.	48,654.
e	1,040,022.		642,359.	397,663.
f	671,922.		774,586.	<102,664.>
g	2,388,799.		2,089,579.	299,220.
h	55,898.		67,940.	<12,042.>
i	2,460,949.		3,187,255.	<726,306.>
j	96,509.		83,118.	13,391.
k	3,134,950.		3,816,607.	<681,657.>
l	1,439,319.		1,349,211.	90,108.
m	879,135.		825,753.	53,382.
n	74,524,118.		69,998,918.	4,525,200.
o	698,254.		613,371.	84,883.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				25,822.
b				<51,874.>
c				1,368,910.
d				48,654.
e				397,663.
f				<102,664.>
g				299,220.
h				<12,042.>
i				<726,306.>
j				13,391.
k				<681,657.>
l				90,108.
m				53,382.
n				4,525,200.
o				84,883.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	ABBOT DOWNING	P	VARIOUS	VARIOUS
b	ABBOT DOWNING	P	VARIOUS	VARIOUS
c	ABBOT DOWNING	P	VARIOUS	VARIOUS
d	ABBOT DOWNING	P	VARIOUS	VARIOUS
e	ABBOT DOWNING	P	VARIOUS	VARIOUS
f	ABBOT DOWNING	P	VARIOUS	VARIOUS
g	ELKO LAND	P	06/30/11	05/20/16
h	TRUST DEEDS WRITE-OFF	P	VARIOUS	12/31/16
i	IMP LLC	P	VARIOUS	12/31/16
j	RUSSELL 1000 INDEX FUND B	P	VARIOUS	12/31/16
k	WCM FOCUSED INTERNATIONAL GROWTH FUND, LP	P	VARIOUS	12/31/16
l	BRANDYWINE GLOBAL INVESTMENT	P	VARIOUS	12/31/16
m	PASSTHROUGH FROM INVESTMENTS	P	VARIOUS	VARIOUS
n	PASSTHROUGH FROM INVESTMENTS	P	VARIOUS	VARIOUS
o	PASSTHROUGH FROM INVESTMENTS - SEC 1231	P	VARIOUS	VARIOUS

	(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	8,749,145.		9,133,099.	<383,954.>
b	23,099,962.		21,940,020.	1,159,942.
c	1,503,947.			1,503,947.
d	462.			462.
e	692.			692.
f	655,486.		1,061,983.	<406,497.>
g	500.		275.	225.
h	2,527.		643,266.	<640,739.>
i	3,632,475.			3,632,475.
j	9,500,000.		15,890,577.	<6,390,577.>
k			198,524.	<198,524.>
l			5,782,439.	<5,782,439.>
m	2,247,305.			2,247,305.
n	3,589,584.			3,589,584.
o	195,195.			195,195.

	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				<383,954.>
b				1,159,942.
c				1,503,947.
d				462.
e				692.
f				<406,497.>
g				225.
h				<640,739.>
i				3,632,475.
j				<6,390,577.>
k				<198,524.>
l				<5,782,439.>
m				2,247,305.
n				3,589,584.
o				195,195.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	PASSTHROUGH FROM INVESTMENTS - SEC 1256	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM INVESTMENTS - SEC 1256	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
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	696,778.			696,778.
b	1,045,167.			1,045,167.
c	12,529,387.			12,529,387.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				696,778.
b				1,045,167.
c				12,529,387.
d				
e				
f				
g				
h				
i				
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	17,799,263.
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

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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
AMERICAN RED CROSS OF SOUTHERN NEVADA 1771 E. FLAMINGO ROAD, 206-B LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	375,000.
AMERICAN RED CROSS 2782 FERNWOOD RD. BILOXI, MS 39531	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
ASSISTANCE LEAGUE OF LAS VEGAS 6646 W CHARLESTON BLVD LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000.
BACK BAY MISSION PO BOX 288 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
BACOT/MCCARTY FOUNDATION P.O. BOX 1442 PASCAGOULA, MS 39568	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	200,000.
BEST BUDDIES NEVADA 500 NORTH RAINBOW BLVD, SUITE 314 LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741-5000	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
BILOXI EXCEL BY 5 140 ST. JOHN AVENUE BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,000.
BILOXI FIRST P.O. BOX 982 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
BILOXI LITTLE THEATRE 220 LEE ST. BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				38,438,638.

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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
BISHOP GORMAN HIGH SCHOOL 1801 S. MARYLAND PKWY. LAS VEGAS, NV 89104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	593,600.
BLIND CENTER OF NEVADA 1001 N. BRUCE STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,125,000.
BOYS AND GIRLS CLUB OF JACKSON COUNTY 412 GORDON ST. JEFFERSON, GA 30549	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
BOYS AND GIRLS CLUB OF SOUTHERN NEVADA 2850 LINDELL RD LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	8,500.
BOYS AND GIRLS CLUB OF THE GULF COAST 11975-A160 SEAWAY RD GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
CANDLELIGHTERS FOR CHILDHOOD CANCER 601 S RANCHO DRIVE SUITE B-11 LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
CASA OF HARRISON COUNTY 47 MAPLES DRIVE GULFPORT, MS 39507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
CATHOLIC CHARITIES OF SOUTHERN NEVADA 1501 LAS VEGAS BOULEVARD NORTH LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,250,000.
CHILDREN'S HEART FOUNDATION PO BOX 244 LINCOLNSHIRE, IL 60069	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
CLIMB COMMUNITY DEVELOPMENT CORPORATION 1316 30TH AVENUE GULFPORT, MS 39501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COAST CHAMBER OF COMMERCE FOUNDATION 11975 E SEAWAY ROAD GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	45,000.
COMMUNITY VIOLENCE INTERVENTION CENTER 211 S. FOURTH ST. GRAND FORKS, ND 58201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
CORE ACADEMY 701 S. 9TH STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	200,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA 733 THIRD AVENUE, SUITE 510 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
CULTURAL DIVERSITY FOUNDATION 500 NORTH RAINBOW BLVD, SUITE 300 LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
DOWNTOWN LAS VEGAS SOCCER CLUB 922 S VALLEY VIEW BLVD LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	48,000.
DREAM PROGRAM, INC 3827 BIENVILLE BLVD., SUITE 8 OCEAN SPRINGS, MS 39564	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
EMERALD COAST FOUNDATION PO BOX 1208 FORT WALTON, FL 32549	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
EYE CARE 4 KIDS 6911 SOUTH STATE STREET SALT LAKE CITY, UT 84047	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	95,000.
FORWARD FOUNDATION 1202 28TH ST S FARGO, ND 58106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	99,500.
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
FOSTER KINSHIP 4344 W CHEYENNE AVE NORTH LAS VEGAS, NV 89032	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
FREEDOM HOUSE SOBER LIVING 3852 PALOS VERDE STREET LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	95,000.
FRIENDS OF HILLER PARK 377 HILLER PARK DR BILOXI, MS 39531	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FULFILLMENT FUND LAS VEGAS 3850 ANNIE OAKLEY DR LAS VEGAS, NV 89121	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	314,000.
GOLDMAN SACHS PHILANTHROPY FUND P.O. BOX 15203 ALBANY, NY 12212	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000,000.
GOODIE TWO SHOES FOUNDATION 1620 SOUTHERN HIGHLANDS PKWY, SUITE 110-474 LAS VEGAS, NV 89141	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
GOODWILL OF SOUTHERN NEVADA 1280 W CHEYENNE AVE NORTH LAS VEGAS, NV 89030	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
GRANT A GIFT AUTISM FOUNDATION 630 S. RANCHO DRIVE SUITE D LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
GULF COAST CHRISTIAN LIFE CENTER P.O. BOX 6883 GULFPORT, MS 39506	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
GULF COAST SYMPHONY ORCHESTRA P.O. BOX 542 BILOXI, MS 39505	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GULF COAST WOMEN'S CENTER FOR NONVIOLENCE P.O. BOX 333 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000.
HABITAT FOR HUMANITY 1636 POPPS FERRY ROAD, SUITE M-13 BILOXI, MS 39532	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	228,520.
HELPING HANDS OF VEGAS VALLEY 2320 PASSEO DEL PRADO, BLDG B, #204 LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
HOPELINK OF SOUTHERN NEVADA 178 WESTMINSTER WAY HENDERSON, NV 89015	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
JDRF 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
JUNIOR ACHIEVEMENT OF SOUTHERN NEVADA 7220 SOUTH CIMARRON ROAD, SUITE 130 LAS VEGAS, NV 89113	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
JUNIOR AUXILIARY OF BILOXI-OCEAN SPRINGS PO BOX 738 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
LAS VEGAS AREA COUNCIL, BOY SCOUTS OF AMERICA 7220 SOUTH PARADISE ROAD LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500,000.
LAS VEGAS ROTARY FOUNDATION PO BOX 15152 LAS VEGAS, NV 89114	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,500.
LAS VEGAS VETERANS MEMORIAL FOUNDATION 3440 ARVILLE STREET LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	11,500.
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
LEAGUE OF WOMEN VOTERS EDUCATION FUND 1730 M STREET NW, SUITE 1000 WASHINGTON, DC 20036-4508	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
LEGAL AID CENTER OF SOUTHERN NEVADA 800 S. 8TH STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	668,070.
LYNN MEADOWS DISCOVERY CENTER 246 DOLAN AVENUE GULFPORT, MS 39507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
MAKE A WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090-7104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,000.
MARCH OF DIMES 10 RIVER BEND PLACE SUITE 310 FLOWOOD, MS 39232	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
MENTAL HEALTH ASSOCIATION 2628 EXECUTIVE PLACE BILOXI, MS 39531	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
MIRACLE LEAGUE OF LAS VEGAS 101 SOUTH RANCHO ROAD LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	31,293.
MISSISSIPPI CENTERS FOR AUTISM AND RELATED DEV DISABILITIES 1535 WESTERN AVE ALBANY, NY 12203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
MISSISSIPPI GULF COAST COMMUNITY COLLEGE FOUNDATION 51 MAIN STREET, PO BOX 99 PERKINSTON, MS 39573	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
MISSISSIPPI GULF COAST YMCA 12661 VILLAGE AVENUE WEST, SUITE 100 BILOXI, MS 39532	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MISSISSIPPI GULF RESORT CLASSIC FOUNDATION 11975 SEAWAY ROAD A228 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000.
MONDAYS DARK 3460 CAVARETTA COURT LAS VEGAS, NV 89103	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
MORGAN STANLEY COMMUNITY AFFAIRS 1633 BROADWAY, 25TH FLOOR NEW YORK, NY 10019	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	4,500,000.
MS GULF COAST SENIOR PROM COMMITTEE 9229 HIGHWAY 49 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
NAACP 4805 MT. HOPE DRIVE BALTIMORE, ND 21215	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
NATIVITY SCHOOL FOUNDATION PO BOX 453 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
NEVADA CHAPTER OF THE NATIONAL HEMOPHILIA FOUNDATION 7473 W. LAKE MEAD BLVD., SUITE 100 LAS VEGAS, NV 89128	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	16,000.
NEVADA CHILD SEEKERS 3230 EAST CHARLESTON BLVD, STE 117 & 118 LAS VEGAS, NV 89104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
NEVADA CHILDHOOD CANCER FOUNDATION 6070 SOUTH EASTERN AVE H200 LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
NEVADA DIABETES ASSOCIATION 1005 TERMINAL WAY, SUITE 170 RENO, NV 89502	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	8,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEVADA HEALTH CENTERS 1799 MOUNT MARIAH DR., 2ND FLOOR LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
OHR-O'KEFFE MUSEUM 1596 GLENN L. SWETMAN STREET BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
OLIVE CREST FOUNDATION 6148 W. SAHARA LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	170,000.
OPPORTUNITY 180 1980 FESTIVAL PLAZA DR, STE 300 LAS VEGAS, NV 89135	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	750,000.
PARALYZED VETERANS OF AMERICA 7 MILL BROOK ROAD WILTON, NH 03086	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PETS OF THE HOMELESS 116 EAST 7TH STREET, STE 204 CARSON CITY, NV 89701	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PINK HEART FUNDS 5095 BEATLINE RD LONG BEACH, MS 39560	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
PROJECT 150 6211 DEAN MARTIN DR #5 LAS VEGAS, NV 89118	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
RALPH ENGELSTAD ARENA 1 RALPH ENGELSTAD ARENA DR. GRAND FORKS, ND 58203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	17,500.
RED ROCK SEARCH AND RESCUE 340 VILLA MONTEREY DRIVE LAS VEGAS, NV 89145	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	73,857.
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
ROMAN CATHOLIC DIOCESE OF LAS VEGAS P.O. BOX 18316 LAS VEGAS, NV 89114	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
RONALD MCDONALD HOUSE CHARITIES 2323 POTOSI STREET LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	435,000.
S.A.F.E. HOUSE 921 AMERICAN PACIFIC DR. SUITE 300 HENDERSON, NV 89014	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
SACRED HEART CHURCH & SCHOOL 200 3RD ST. N.W. EAST GRAND FORKS, MN 56721	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500.
SALVATION ARMY 2900 PALOMINO LANE LAS VEGAS, NV 89126	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
SANFORD HEALTH FOUNDATION 120 LEBREE AVE S. THIEF RIVER FALLS, MN 56701	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
SCHWAB CHARITABLE FUND PO BOX 628298 ORLANDO, FL 32862	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000,000.
SECOND LINERS MARDI GRAS CLUB 1 GOLFING GREEN DR, SUITE 1104 OCEAN SPRINGS, MS 39564	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	35,000.
SIERRA VISTA HIGH SCHOOL ROBOTICS TEAM 8100 W ROBINDALE RD LAS VEGAS, NV 89113	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
SISTERS OF THE ORDER OF ST. BENEDICT 104 CHAPEL LANE ST. JOSEPH, MN 56374	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECIAL OLYMPICS NEVADA P.O. BOX 97478 LAS VEGAS, NV 89193	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	251,000.
SPREAD THE WORD NEVADA 260 E. DESERT ROSE DRIVE HENDERSON, NV 89015	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	422,789.
ST. JOSEPH HUSBAND OF MARY CATHOLIC CHURCH 7260 W SAHARA AVE LAS VEGAS, NV 89117	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,600.
ST. JUDE'S RANCH FOR CHILDREN 100 ST. JUDE'S STREET BOULDER CITY, NV 89005	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	400,000.
ST. VINCENT DE PAUL COMMUNITY PHARMACY 715-B DIVISION STREET, PO BOX 1228 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
STREET TEENS P.O. BOX 70478 LAS VEGAS, NV 89170	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	35,000.
SUSAN G. KOMEN CANCER FUND P.O. BOX 224523 DALLAS, TX 75222	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
TEACH FOR AMERICA LAS VEGAS 701 BRIDGER AVE, STE 750 LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500,000.
THE CARING PLACE 4425 SOUTH JONES BLVD, SUITE 1 LAS VEGAS, NV 89103	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
THE HUNTRIDGE TEEN CLINIC 2100 MARYLAND PKWY, STE 1 LAS VEGAS, NV 89104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE OGDEN FOUNDATION 10624 S. EASTERN AVE., #A-195 HENDERSON, NV 89052	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
THE PUBLIC EDUCATION FOUNDATION 3360 W SAHARA, SUITE 160 LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	333,333.
THE SIMON KEITH FOUNDATION 9393 SHELBY GENE CT LAS VEGAS, NV 89139	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
THREE SQUARE FOOD BANK 4190 N. PECOS RD LAS VEGAS, NV 89115	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000,000.
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION 2890 MITCHELL DR. WALNUT CREEK, CA 94598	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000.
TOURO UNIVERSITY NEVADA 874 AMERICAN PACIFIC DR HENDERSON, NV 89014	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
UND FOUNDATION 3501 UNIVERSITY AVE STOP 8157 GRAND FORKS, ND 58202	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
UNITED WAY OF SOUTH MISSISSIPPI 11975 SEAWAY ROAD, SUITE B170 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000.
UNLV FOUNDATION 4505 S MARYLAND PARKWAY LAS VEGAS, NV 89154	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,090,000.
UNLV REBEL HOCKEY CLUB 2400 N. RANCHO DRIVE LAS VEGAS, NV 89130	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	37,500.
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
USO GULF COAST 14035-Q AIRPORT ROAD GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
USO LAS VEGAS CENTER MCCARRAN INTERNATIONAL AIRPORT LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	65,000.
UTAH SHAKESPEARE FESTIVAL 351 WEST CENTER STREET CEDAR CITY, UT 84720	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	400,000.
VARIOUS - CHARITABLE DEDUCTIONS FROM PASSTHROUGH INVESTMENTS VARIOUS VARIOUS, NV 99999	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	576.
YMCA OF SOUTHERN NEVADA 4141 MEADOWS LANE LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
Total from continuation sheets				

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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
FIDELITY BROKERAGE SERVICES	32.	32.	
MORGAN STANLEY - 5055	38.	38.	
US TRUST	102.	102.	
WELLS FARGO - 4526	36.	36.	
WELLS FARGO - 4950	1,567.	1,567.	
TOTAL TO PART I, LINE 3	1,775.	1,775.	

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
ABBOT DOWNING	2,223,087.	0.	2,223,087.	2,223,087.	
ABBOT DOWNING	267,893.	267,893.	0.	0.	
AEW CORE PROPERTY TRUST	377,479.	0.	377,479.	377,479.	
AEW CORE PROPERTY TRUST	802,424.	802,424.	0.	0.	
CALLAN/BNY MELLON - DIVIDENDS	2,317,682.	0.	2,317,682.	2,317,682.	
CALLAN/BNY MELLON - DIVIDENDS	11,084,613.	11,084,613.	0.	0.	
CALLAN/BNY MELLON - INTEREST	2,772,196.	0.	2,772,196.	2,772,196.	
FIDELITY BROKERAGE SERVICES	741,556.	0.	741,556.	741,556.	
FIDELITY BROKERAGE SERVICES	346,029.	346,029.	0.	0.	
NORTHERN TRUST - DIVIDENDS	1,822,942.	0.	1,822,942.	1,822,942.	
NORTHERN TRUST - DIVIDENDS	28,428.	28,428.	0.	0.	
NORTHERN TRUST - INTEREST	255,819.	0.	255,819.	255,819.	
PASSTHOUGH DIVIDENDS FROM INVESTMENTS	4,526,097.	0.	4,526,097.	4,526,097.	
PASSTHOUGH INTEREST FROM INVESTMENTS	2,486,007.	0.	2,486,007.	2,486,007.	
RE ARENA NOTES	63,367.	0.	63,367.	63,367.	

WELLS FARGO BANK	259.	0.	259.	259.	
TO PART I, LINE 4	30,115,878.	12,529,387.	17,586,491.	17,586,491.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SIGN RENTAL	4	97,797.
U.S. TRUST	5	380,667.
PASSTHOUGH RENTAL INCOME FROM INVESTMENTS	6	2,109.
TOTAL TO FORM 990-PF, PART I, LINE 5A		480,573.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
MANAGEMENT FEES		78,796.	
INSURANCE - HOSFORD		602.	
TAXES - HOSFORD		8,668.	
OTHER EXPENSES - HOSFORD		23,601.	
INSURANCE - SARALAND		408.	
TAXES - SARALAND		6,223.	
OTHER EXPENSES - SARALAND		403.	
INSURANCE - OTHER		571.	
TAXES - OTHER		5,789.	
OTHER EXPENSES - OTHER		3,059.	
- SUBTOTAL -	5		128,120.
TOTAL RENTAL EXPENSES			128,120.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			352,453.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	409,583.	409,583.	
PASSTHOUGH NET ROYALTY INCOME FROM INVESTMENTS	18,004.	18,004.	
PASSTHOUGH PORTFOLIO INCOME FROM INVESTMENTS	0.	0.	
COD INCOME FROM INVESTMENTS IN LLCS	196.	196.	
ROYALTY INCOME FROM LIMECO, LLC	639,793.	639,793.	
PASSTHOUGH ORDINARY INCOME FROM INVESTMENTS	372,240.	372,240.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,439,816.	1,439,816.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	81,951.	81,951.		0.
TO FM 990-PF, PG 1, LN 16A	81,951.	81,951.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	160,893.	127,628.		0.
TO FORM 990-PF, PG 1, LN 16B	160,893.	127,628.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	41,583.	0.		0.
BROKERAGE/ADVISORY FEES	3,750,589.	3,750,589.		0.
PASSTHROUGH OTHER DEDUCTIONS ON INVESTMENTS	479,035.	479,035.		0.
PASSTHROUGH PORTFOLIO DEDUCTIONS ON INVESTMENTS	2,114,949.	2,114,949.		0.
TO FORM 990-PF, PG 1, LN 16C	6,386,156.	6,344,573.		0.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	45,816.	0.		0.
FOREIGN TAXES PAID	489,680.	489,680.		0.
REAL ESTATE PROPERTY TAX	5,288.	5,288.		0.
TAXES & LICENSES	2,867.	0.		0.
TAXES - HOSFORD	8,668.	8,668.		0.
TAXES - SARALAND	6,223.	6,223.		0.
TAXES - OTHER	5,789.	5,789.		0.
TO FORM 990-PF, PG 1, LN 18	564,331.	515,648.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	18,107.	0.		0.
DUES & MEMBERSHIPS	3,295.	0.		0.
REPAIRS & MAINTENANCE	5,887.	0.		0.
SECURITY	671.	0.		0.
TELEPHONE	1,240.	0.		0.
INSURANCE	6,221.	0.		0.
EMPLOYEE MEALS	3,110.	0.		0.
PROFESSIONAL DEVELOPMENT	11,595.	0.		0.
BANK CHARGES	120.	0.		0.

PAYROLL EXPENSE	107.	0.		0.
PASSTHROUGH OTHER PORTFOLIO DEDUCTIONS	6,940,856.	6,940,856.		0.
MANAGEMENT FEES	78,796.	78,796.		0.
OTHER EXPENSES - HOSFORD	23,601.	23,601.		0.
OTHER EXPENSES - SARALAND	403.	403.		0.
OTHER EXPENSES - OTHER	3,059.	3,059.		0.
TO FORM 990-PF, PG 1, LN 23	7,097,068.	7,046,715.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
NON-DIVIDEND DISTRIBUTIONS	317,859.
OTHER BOOK/TAX TIMING DIFFERENCES	181,788.
TOTAL TO FORM 990-PF, PART III, LINE 3	499,647.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
FEDERAL INCOME TAX	550,000.
PASSTHROUGH BOOK/TAX DIFFERENCES	121,129.
PASSTHROUGH NONDEDUCTIBLE EXPENSE	10,636.
ROUNDING/OTHER	1,903.
TOTAL TO FORM 990-PF, PART III, LINE 5	683,668.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENTS	120,359,943.	127,913,765.
NORTHERN TRUST INVESTMENTS	114,647,247.	123,525,236.
FIDELITY INVESTMENTS	28,279,677.	34,249,197.
CALLAN INVESTMENTS	471,565,747.	483,249,186.
TOTAL TO FORM 990-PF, PART II, LINE 10B	734,852,614.	768,937,384.

FORM 990-PF MORTGAGE LOANS STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST TRUST DEEDS	4,173,054.	0.
TOTAL TO FORM 990-PF, PART II, LINE 12	4,173,054.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PASSTHROUGH ENTITIES	COST	18,954,122.	15,983,084.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,954,122.	15,983,084.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SECURITY SYSTEM	9,383.	6,752.	2,631.
CAMERA/FOB ENTRY	2,532.	1,805.	727.
COMPUTER NETWORKING	2,546.	2,546.	0.
COMPUTERS WITH MONITORS	2,960.	2,704.	256.
FLOORING	3,861.	2,791.	1,070.
FLOORING	3,861.	2,780.	1,081.
PHONES FOR OFFICE	2,050.	1,558.	492.
XEROX WC5855 COPY MACHINE	10,697.	8,130.	2,567.
COMPUTER	1,621.	973.	648.
TOTAL TO FM 990-PF, PART II, LN 14	39,511.	30,039.	9,472.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 17

EXPLANATION

THE FOUNDATION DONATED A TOTAL OF $14,500,000 TO THREE DONOR ADVISED FUNDS. THESE DISTRIBUTIONS ARE TREATED AS QUALIFYING DISTRIBUTIONS BY THE FOUNDATION. ASSETS OF THE FUNDS WILL BE DONATED TO VARIOUS CHARITABLE ORGANIZATIONS AS DIRECTED BY THE FOUNDATION.