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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation ODYSSEY FOUNDATION		A Employer identification number 88-0436019
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 712320	Room/suite	B Telephone number (see instructions) 801-944-7722
City or town, state or province, country, and ZIP or foreign postal code SALT LAKE CITY, UTAH 84171-2320		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) ► \$ 5,150,628	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	150,199			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	67,553	67,533		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	278,522			
	b Gross sales price for all assets on line 6a 5,840,094				
	7 Capital gain net income (from Part IV, line 2)		278,522		
	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) (attach schedule)					
11 Other income (attach schedule) Sch. "A"	3,163	3,163			
12 Total. Add lines 1 through 11	499,437	349,238			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch. "D"	7,813	7,813		7,813
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch. "F"	14,594	14,594		14,594
	24 Total operating and administrative expenses. Add lines 13 through 23	22,407	22,407		22,407
	25 Contributions, gifts, grants paid	210,600			210,610
26 Total expenses and disbursements. Add lines 24 and 25	233,007	22,407		233,007	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	266,430				
b Net investment income (if negative, enter -0-)		326,831			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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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		20,176	241,247	241,247
	2	Savings and temporary cash investments		150,162	100,064	100,064
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) . <i>Sch. "G"</i>	222,026	1,602,981	1,701,646	
	c	Investments—corporate bonds (attach schedule) <i>Sch. "H"</i>	773,293	748,194	740,366	
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) . <i>Sch. "I"</i>	3,276,867	2,016,366	2,367,305	
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,442,523	4,708,852	5,150,628		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	4,442,523	4,708,852		
	30	Total net assets or fund balances (see instructions)	4,442,523	4,708,852		
	31	Total liabilities and net assets/fund balances (see instructions)	4,442,523	4,708,852		

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	4,442,523
2	Enter amount from Part I, line 27a	2	266,430
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1
4	Add lines 1, 2, and 3	4	4,668,954
5	Decreases not included in line 2 (itemize) ▶ SEE SCHEDULE K-1 - PENALTIES	5	102
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,708,852

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 SEE ATTACHED SCHEDULE "L"				
b				
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 2,840,094	0	2,561,572	278,522	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))	
(j) FMV as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0		278,522	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	278,522
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.

(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	236,380	4,825,297	.0495307
2014	204,742	4,500,509	.0454931
2013	247,931	4,106,773	.0603712
2012	192,493	3,730,291	.0516027
2011	196,930	3,759,023	.0523886
2 Total of line 1, column (d)			2 .2593863
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 .0518773
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,825,297
5 Multiply line 4 by line 3			5 250,323
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,268
7 Add lines 5 and 6			7 253,591
8 Enter qualifying distributions from Part XII, line 4 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.			8 246,574

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		6,537
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		6,537
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		6,537
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		0
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		125
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6,662
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?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
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>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
b If "Yes," has it filed a tax return on Form 990-T for this year?		☒
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>		☒
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?		☒
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>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NONE, NEVADA DOES NOT REQUIRE IT		
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>		☒
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>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <i>Sch. M. → Schedule B</i>	☒	

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)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	✓	
Website address ▶ _____		
14 The books are in care of ▶ ODYSSEY FOUNDATION Telephone no. ▶ 801-944-7722		
Located at ▶ 6322 SOUTH 3000 EAST, SUITE 160, SLC, UT ZIP+4 ▶ 84121		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ _____		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
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 ▶ ☐		
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?		✓
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.)		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		✓
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?		✓

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)? **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? ☐ 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** ☒

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? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
SEE SCHEDULE "N"				

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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		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 SEE ATTACHED SCHEDULE "O"	
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 NONE	
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	4,807,717
b	Average of monthly cash balances	1b	91,062
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,898,778
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,898,778
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	73,482
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,825,296
6	Minimum investment return. Enter 5% of line 5	6	241,265

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	241,265
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,537
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,537
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	234,728
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	234,728
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	234,728

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	233,007
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	13,567
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	246,574
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	246,574

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				234,728
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			-43,681	
b Total for prior years 20 <u>15</u> ,20 <u>14</u> ,20 <u>13</u>		39,193		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	16,389			
b From 2012	7,172			
c From 2013	47,876			
d From 2014	-13,457			
e From 2015	4,472			
f Total of lines 3a through e	62,692			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>246,574</u>				
a Applied to 2015, but not more than line 2a			-43,681	
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				290,255
e Remaining amount distributed out of corpus	55,527			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	62,692			62,692
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	118,219			
b Prior years' undistributed income. Subtract line 4b from line 2b		39,193		
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		39,193		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				-118,219
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 (see instructions)	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	118,219			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	52,396			
c Excess from 2014	38,919			
d Excess from 2015	43,681			
e Excess from 2016	55,527			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

FRANK AND JEAN ROBERTS, P.O. BOX 712320, SLC, UT 84121

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		✓
(2) Other assets	1a(2)		✓
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
(3) Rental of facilities, equipment, or other assets	1b(3)		✓
(4) Reimbursement arrangements	1b(4)		✓
(5) Loans or loan guarantees	1b(5)		✓
(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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.			

[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.

[illegible]

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

[Signature] **CHAIRMAN**
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JEFF PECK, CPA				P00237332
	Firm's name ▶ BECKSTRAND & ASSOCIATES	Firm's EIN ▶		87-0535230	
	Firm's address ▶ 6322 SOUTH 3000 EAST, SUITE 160, SLC, UT 84121		Phone no		801-944-7722

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

ODYSSEY FOUNDATION

Employer identification number

88-0436019

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 foundationCheck 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 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 33 $\frac{1}{3}$ % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ODYSSEY FOUNDATION	Employer identification number 88-0436019
---	---

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	FRANK AND JEAN ROBERTS 1985 SKYLINE DRIVE RENO, NEVADA	\$ 150,199	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

88-0436019

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization ODYSSEY FOUNDATION	Employer identification number 88-0436019
---	---

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

Use duplicate copies of Part III if additional space is needed.

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

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule A - Form 990-PF, Part I, line 11, Other Income

Misc Income (loss)	3,163
K-1 Business Income (loss)	-
Inkind Contribution income	
	<u>3,163</u>

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule B - Part I, Line 1(a), Schedule of Contributions, gifts and grants

<u>Date</u>	<u>Description</u>	<u>FMV</u>	<u>Shares</u>	<u>Basis</u>	<u>Non-Cash check here</u>
12/13/2016	FACEBOOK	1,795	15	1,354	X
12/13/2016	CIGNA CORP	4,718	35	3,154	X
12/13/2016	BIOGEN IDEC INC	15,827	55	6,933	X
12/13/2016	ALTRIA GROUP INC	12,724	192	6,429	X
12/13/2016	MICROSOFT CORP	27,143	438	19,634	X
12/13/2016	JP MORGAN	42,876	506	26,121	X
12/13/2016	GOLDMAN SACKS	17,897	74	9,785	X
12/13/2016	MERECK & CO	13,593	222	12,179	X
12/13/2016	ADP INC	6,875	70	5,501	X
12/13/2016	CME GROUP	6,751	55	3,842	X
		<u>150,199</u>		<u>94,932</u>	

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule D - Form 990-PF, Part I, line 18, Taxes:

Income Taxes	7,155
Foreign Taxes Paid	658

7,813

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule F - Form 990-PF, Part I, line 23, Other Expenses:

Office Supplies	993
Other Expense	30
Bank Fees & Other Investment Expenses	13,567
Repairs & Maintenance	-
Interest Expense	3

14,594

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule G - Form 990-PF, Part II, line 10(b), Investments - Corporate Stocks:

<u>Shares</u>	<u>Name</u>	<u>Basis</u>	<u>FMV</u> <u>12/31/2016</u>
66	3M CO	11,627	11,786
408	ABBOTT LABS	15,706	15,671
212	ACCENTURE PLC	25,875	24,832
184	ACTIVISION BLIZZARD INC	6,807	6,644
23	ADVANCED AUTO PTS INC	4,038	3,890
73	AKAMAI TECHNOLOGIES INC	4,751	4,868
32	ALEXION PHARMACEUTICALS INC	4,063	3,915
14	ALPHABET INC	10,883	11,094
33	ALPHABET INC	25,080	25,470
192	ALTRIA GROUP INC	4,636	12,983
125	AMERICAN EXPRESS CO	9,363	9,260
99	AMERICAN TOWER CORP	10,017	10,462
66	ANTHEM INC	9,553	9,489
143	AON PLC	16,298	15,949
287	APPLE INC	31,519	33,240
140	ARAMARK	5,034	5,001
254	ARCHER DANIELS MIDLAND CO	11,597	11,595
163	AT&T INC	6,956	6,932
70	AUTOMATIC DATA PROCESSING INC	2,873	7,195
360	BANK NEW YORK MELLON CORP	17,321	17,057
181	BERKSHIRE HATHAWAY INC DEL	29,466	29,499
93	BIOGEN IDEC INC	16,041	26,373
17	BLACKROCK INC	6,385	6,469
69	BROADCOM LTD	11,420	12,197
149	CANADIAN NAT RES LTD	4,969	4,750
90	CARDINAL HEALTH INC	6,193	6,477
70	CELGENE CORP	7,788	8,103
121	CHEVRON CORP	13,728	14,242
117	CHUBB LTD	15,540	15,458
166	CIGNA CORP	19,531	22,143
777	CITIGROUP INC	45,808	46,177
55	CME GROUP INC	2,732	6,344
201	COACH INC	7,586	7,039
176	COCA COLA CO	7,194	7,297
287	COM	24,183	24,094
599	COMCAST CORP	41,321	41,361
195	CONOCOPHILLIPS	9,640	9,777
40	COOPER COS INC	6,763	6,997
415	COTY INC	7,880	7,599
377	CVS HEALTH CORP	30,158	29,749
144	DANAHER CORP DEL	11,151	11,209
142	DELPHI AUTOMOTIVE PLC	10,155	9,564
84	DISNEY WALT CO	8,475	8,754
63	DTE ENERGY CO	6,079	6,206
77	DU PONT E I DE NEMOURS & CO	5,753	5,652
36	DUN & BRADSTREET CORP DEL NEW	4,418	4,368
197	EATON CORP PLC	13,574	13,217
100	EDISON INTL	6,969	7,199
103	ELECTRONIC ARTS INC	7,932	8,112
142	EOG RES INC	14,851	14,356
49	EQT CORP	3,565	3,205
26	EQUIFAX INC	3,096	3,074
37	EXPEDIA INC DEL	4,572	4,191
164	EXXON MOBIL CORP	14,317	14,803
185	FACEBOOK INC	20,453	21,284
95	FEDEX CORP	18,471	17,689
264	FIDELITY NATL INFORMATION SVCS	19,863	19,969
78	FISERV INC	8,180	8,290
521	GENERAL ELEC CO	16,436	16,464
176	GOLDMAN SACHS GROUP INC	31,467	42,143
265	HONEYWELL INTL INC	30,704	30,700

Schedule G - Form 990-PF, Part II, line 10(b), Investments - Corporate Stocks:

<u>Shares</u>	<u>Name</u>	<u>Basis</u>	<u>FMV</u> <u>12/31/2016</u>
86	ILLINOIS TOOL WKS INC	10,952	10,532
19	INTUIT	2,189	2,178
117	INVESCO LTD	3,791	3,550
1,282	J P MORGAN CHASE & CO	82,560	110,624
335	JOHNSON & JOHNSON	37,037	38,595
475	JOHNSON CONTROLS INTL PLC	20,877	19,565
302	KROGER CO	10,199	10,422
269	LOWES COS INC	20,118	19,131
46	MARRIOTT INTL INC NEW	3,815	3,803
120	MASTERCARD INC	12,469	12,390
93	MCDONALDS CORP	11,081	11,320
52	MCKESSON CORP	7,425	7,303
353	MEDTRONIC PLC	25,373	25,144
478	MERCK & CO INC	20,903	28,140
293	METLIFE INC	16,891	15,790
194	MICHAELS COS INC	4,453	3,967
834	MICROSOFT CORP	34,372	51,825
48	MONSANTO CO	5,052	5,050
509	MORGAN STANLEY	21,631	21,505
176	NASDAQ INC	11,951	11,813
209	NESTLE S A	14,126	15,022
124	NEWELL RUBBERMAID INC	5,625	5,537
202	NIELSEN HLDGS PLC	8,637	8,474
150	NOBLE ENERGY INC	5,876	5,709
75	NORTHROP GRUMMAN CORP	17,815	17,444
156	OCCIDENTAL PETE CORP DEL	10,776	11,112
29	PALO ALTO NETWORKS INC	3,692	3,626
125	PEPSICO INC	12,758	13,079
904	PFIZER INC	27,897	29,362
557	PHILIP MORRIS INTL INC	49,817	50,960
149	PNC FINL SVCS GROUP INC	17,139	17,427
194	PPG INDS INC	19,281	18,383
75	PVH CORP	8,159	6,768
89	QUALCOMM INC	6,013	5,803
41	ROYAL CARIBBEAN CRUISES LTD	3,352	3,364
38	S&P GLOBAL INC	4,303	4,087
41	SHERWIN WILLIAMS CO	11,000	11,018
97	SMUCKER J M CO	12,502	12,422
287	TEXAS INSTRS INC	20,771	20,942
78	THERMO FISHER SCIENTIFIC CORP	11,128	11,006
80	TIME WARNER INC	7,549	7,722
124	TRAVELERS COS INC	14,699	15,180
118	UNION PAC CORP	12,467	12,234
119	UNITED TECHNOLOGIES CORP	12,948	13,045
421	US BANCORP DEL	21,942	21,627
426	VERIZON COMMUNICATIONS INC	21,677	22,740
35	VERTEX PHARMACEUTICALS INC	2,608	2,578
91	WALGREENS BOOTS ALLIANCE INC	7,690	7,531
667	WELLS FARGO & CO	37,945	36,758
299	XCEL ENERGY INC	11,781	12,169
87	ZIMMER BIOMET HLDGS INC	9,069	8,978
-	Accrued Income	-	6,965
		<u>1,602,981</u>	<u>1,701,646</u>

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule H - Form 990-PF, Part II, line 10(c), Investments - Corporate Bonds:

Bond <u>Amt</u>	<u>Name</u>	<u>Basis</u>	<u>FMV</u> <u>12/31/2016</u>
13,873	EATON VANCE FLTG RATE FUND CL I	120,000	124,162
44,755	METRO WEST T/R BD CL I	480,894	471,267
13,128	PRUDENTIAL SHORT-TERM CORPORATE BD FUND	147,300	144,937
		<u>748,194</u>	<u>740,366</u>

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule I - Form 990-PF, Part II, line 13, Investments - Other:

<u>Shares</u>	<u>Name</u>	<u>Basis</u>	<u>FMV</u> <u>12/31/2016</u>
830	BEHAVIORAL VALUE FD INSTL CL	38,088	53,595
7,359	CAMBIAR INTL EQUITY FUND	175,819	176,098
1,594	CLEARBRIDGE SMALL CAP GROWTH FUND	39,240	45,969
10,450	COLUMBIA MID CAP INDEX FUND	74,195	160,199
3,327	COLUMBIA SMALL CAP INDEX FUND	44,945	78,795
3,420	ISHARES MSCI EAFE VALUE ETF	165,200	161,595
2,620	JANUS ENTERPRISE FUND	239,897	249,459
11,511	JOHN HANCOCK FDS III MID CAP FUND	104,174	247,140
7,940	MFS INTERNATIONAL NEW DISCOVERY FUND	224,644	220,658
58,873	NATIXIS LOOMIS SAYLES GROWTH	683,182	705,882
861	VANGUARD FTSE EMERGING MKTS ETF	27,276	30,807
2,873	VANGUARD REIT ETF	199,706	237,109
-	-	-	-
-	-	-	-
-	-	-	-
		<u>2,016,366</u>	<u>2,367,305</u>

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

DONATED
PURCHASED

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax Investment Income

	a	b	c	d	e	f	g	h	i	j	k	l	
	Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/89	Adj Basis 12/31/89	Excess of col l over j	Gains Col h - k
	ABBOTT LABS	16	PURCHASED	12-07-2016	12-09-2016	627		610	17				17
	ABBOTT LABS	71	PURCHASED	12-07-2016	12-23-2016	2 726		2 707	18				18
	ACTIVISION BLIZZARD INC	2	PURCHASED	12-07-2016	12-09-2016	74		74	(0)				(0)
	ADVANCED AUTO PTS INC	1	PURCHASED	12-07-2016	12-09-2016	175		176	(0)				(0)
	AKAMAI TECHNOLOGIES INC	2	PURCHASED	12-07-2016	12-09-2016	130		130	(0)				(0)
	ALPHABET INC	1	PURCHASED	12-07-2016	12-09-2016	789		760	29				29
	AMERICAN TOWER CORP	5	PURCHASED	12-07-2016	12-09-2016	515		506	9				9
	ANTHEM INC	2	PURCHASED	12-07-2016	12-09-2016	291		289	2				2
	AON PLC	4	PURCHASED	12-07-2016	12-09-2016	452		452	1				1
	AON PLC	23	PURCHASED	12-07-2016	12-23-2016	2 599		2,597	2				2
	APPLE INC	18	PURCHASED	12-07-2016	12-09-2016	2 054		1 977	77				77
	ARAMARK	6	PURCHASED	12-07-2016	12-09-2016	217		216	1				1
	ARTISAN INTERNATIONAL FUND	129	PURCHASED	06-24-2015	05-03-2016	3 580		4 169	(589)				(589)
	ARTISAN INTERNATIONAL FUND	4 471	PURCHASED	12-15-2014	12-08-2016	115 491		131 856	(16,365)				(16,365)
	ARTISAN INTERNATIONAL FUND	118	PURCHASED	06-24-2015	12-08-2016	3 057		3 831	(774)				(774)
	ARTISAN INTERNATIONAL FUND	1 504	PURCHASED	08-17-2015	12-08-2016	38,856		45 400	(6,544)				(6,544)
	ARTISAN INTERNATIONAL FUND	278	PURCHASED	08-26-2016	12-08-2016	7 190		7 800	(610)				(610)
	BERKSHIRE HATHAWAY INC DEL	8	PURCHASED	12-07-2016	12-09-2016	1,318		1 302	16				16
	BLACKROCK INC	1	PURCHASED	12-07-2016	12-09-2016	388		376	13				13
	BROADCOM LTD	6	PURCHASED	12-07-2016	12-09-2016	1 070		993	77				77
	CAMBIAR INTL EQUITY FUND	34	PURCHASED	03-22-2016	05-03-2016	815		811	4				4
	CANADIAN NAT RES LTD	97	PURCHASED	12-07-2016	12-09-2016	3,210		3 235	(25)				(25)
	CANADIAN NAT RES LTD	95	PURCHASED	12-07-2016	12-23-2016	3 052		3 168	(116)				(116)
	CARDINAL HEALTH INC	11	PURCHASED	12-07-2016	12-09-2016	804		757	47				47
	CELGENE CORP	8	PURCHASED	12-07-2016	12-09-2016	907		890	17				17
	CHEVRON CORP	5	PURCHASED	12-07-2016	12-09-2016	579		587	12				12
	CIGNA CORP	2	PURCHASED	12-07-2016	12-09-2016	269		269	-				-
	CLEARBRIDGE SMALL CAP GROWTH	0	PURCHASED		12-08-2016	1 305		-	1,305				1,305
	COACH INC	11	PURCHASED	12-07-2016	12-09-2016	424		415	9				9
	COCA COLA CO	65	PURCHASED	12-07-2016	12-09-2016	2 738		2 657	80				80
	COGNIZANT TECHNOLOGY SOLUTIONS	83	PURCHASED	12-08-2016	12-14-2016	3,557		3,560	(3)				(3)
	COGNIZANT TECHNOLOGY SOLUTIONS	3	PURCHASED	12-08-2016	12-15-2016	169		170	(1)				(1)
	COLUMBIA ACORN INTERNATIONAL	128	PURCHASED	10-19-2006	05-03-2016	5 013		5 082	(69)				(69)
	COLUMBIA ACORN INTERNATIONAL	618	DONATED	08-02-2007	05-03-2016	24 262		28 102	(3,841)				(3,841)
	COLUMBIA ACORN INTERNATIONAL	0	DONATED		06-07-2016	815		-	815				815
	COLUMBIA ACORN INTERNATIONAL	1 057	DONATED	06-17-2005	06-28-2016	39 386		31 500	7,886				7,886
	COLUMBIA ACORN INTERNATIONAL	310	DONATED	10-19-2006	06-28-2016	11 564		12 343	(779)				(779)
	COLUMBIA ACORN INTERNATIONAL	736	DONATED	05-19-2009	06-28-2016	27 405		19 675	7 730				7,730
	COLUMBIA ACORN INTERNATIONAL	986	DONATED	10-02-2009	06-28-2016	36 722		31 400	5,322				5,322
	COLUMBIA ACORN INTERNATIONAL	75	DONATED	07-09-2012	06-28-2016	2,800		2 775	25				25
	COLUMBIA CONTRARIAN CORE FUND	1 649	PURCHASED	12-03-2015	05-03-2016	35 100		36 716	(1,616)				(1,616)
	COLUMBIA CONTRARIAN CORE FUND	26 349	DONATED	05-24-2011	11-30-2016	594 439		394 975	199,464				199,464
	COLUMBIA CONTRARIAN CORE FUND	12 726	DONATED	12-03-2015	11-30-2016	287 101		283 284	3,818				3,818
	COLUMBIA INCOME OPPORTUNITIES	576	DONATED	05-16-2013	05-03-2016	5 515		5 930	(415)				(415)
	COLUMBIA INCOME OPPORTUNITIES	3,928	DONATED	05-14-2009	09-01-2016	38 772		30 900	7,872				7,872
	COLUMBIA INCOME OPPORTUNITIES	1 498	DONATED	08-19-2009	09-01-2016	14 786		13 000	1 786				1,786
	COLUMBIA INCOME OPPORTUNITIES	3 227	DONATED	10-02-2009	09-01-2016	31 846		29 000	2,846				2,846
	COLUMBIA INCOME OPPORTUNITIES	1 214	DONATED	10-12-2009	09-01-2016	11,984		11 000	984				984
	COLUMBIA INCOME OPPORTUNITIES	1 103	DONATED	10-27-2010	09-01-2016	10 884		10 675	209				209
	COLUMBIA INCOME OPPORTUNITIES	393	DONATED	05-16-2013	09-01-2016	3 880		4 045	(165)				(165)
	COLUMBIA INCOME OPPORTUNITIES	978	DONATED	05-06-2014	09-01-2016	9 648		10 000	(352)				(352)
	COLUMBIA INCOME OPPORTUNITIES	484	DONATED	08-15-2014	09-01-2016	4 775		4,940	(165)				(165)
	COLUMBIA INCOME OPPORTUNITIES	1,276	PURCHASED	06-24-2015	09-01-2016	12 596		12 800	(204)				(204)
	COLUMBIA INCOME OPPORTUNITIES	808	PURCHASED	12-08-2015	09-01-2016	7 972		7 600	372				372
	COLUMBIA MID CAP INDEX FUND	0	PURCHASED		06-21-2016	1 943		-	1,943				1,943
	COLUMBIA MID CAP INDEX FUND	0	PURCHASED		12-05-2016	8,924		-	8,924				8 924
	COLUMBIA SMALL CAP INDEX FUND	319	PURCHASED	05-02-2002	05-03-2016	6 643		5 156	1,488				1 488
	COLUMBIA SMALL CAP INDEX FUND	329	PURCHASED	05-16-2013	05-03-2016	6 842		6 812	30				30
	COLUMBIA SMALL CAP INDEX FUND	0	PURCHASED		06-21-2016	1 124		-	1,124				1,124
	COLUMBIA SMALL CAP INDEX FUND	0	PURCHASED		12-07-2016	3,667		-	3,667				3,667
	COMCAST CORP	16	PURCHASED	12-07-2016	12-09-2016	1 108		1 100	8				8
	CONOCOPHILLIPS	15	PURCHASED	12-07-2016	12-09-2016	760		742	19				19
	COOPER COS INC	12	PURCHASED	12-07-2016	12-09-2016	2 036		2 029	7				7
	COTY INC	205	PURCHASED	12-07-2016	12-09-2016	3 907		3 853	54				54
	CVS HEALTH CORP	9	PURCHASED	12-07-2016	12-09-2016	720		720	-				-
	DELPHI AUTOMOTIVE PLC	51	PURCHASED	12-07-2016	12-09-2016	3 835		3 500	135				135
	DELPHI AUTOMOTIVE PLC	25	PURCHASED	12-07-2016	12-23-2016	1 692		1 692	-				-
	DIAGEO PLC	21	PURCHASED	12-07-2016	12-09-2016	2 181		2,141	40				40
	DISNEY WALT CO	5	PURCHASED	12-07-2016	12-09-2016	524		504	19				19
	DTE ENERGY CO	2	PURCHASED	12-07-2016	12-09-2016	195		193	2				2
	DUN & BRADSTREET CORP DEL NEW	1	PURCHASED	12-07-2016	12-09-2016	123		123	1				1
	EATON CORP PLC	3	PURCHASED	12-07-2016	12-09-2016	208		206	3				3
	EDISON INTL	3	PURCHASED	12-07-2016	12-09-2016	209		209	0				0
	ELECTRONIC ARTS INC	5	PURCHASED	12-07-2016	12-09-2016	394		385	9				9
	EQT CORP	2	PURCHASED	12-07-2016	12-09-2016	149		146	4				4
	EXPEDIA INC DEL	3	PURCHASED	12-07-2016	12-09-2016	372		371	1				1
	EXPEDIA INC DEL	18	PURCHASED	12-07-2016	12-23-2016	2,047		2 224	(177)				(177)
	EXXON MOBIL CORP	8	PURCHASED	12-07-2016	12-09-2016	711		698	13				13
	FACEBOOK INC	9	PURCHASED	12-07-2016	12-09-2016	1 075		1,052	22				22
	FEDEX CORP	4	PURCHASED	12-07-2016	12-09-2016	785		778	8				8
	FRANKLIN FTLG RATE DAILY ACCESS	541	DONATED	07-19-2013	05-03-2016	4,600		4 968	(368)				(368)
	FRANKLIN FTLG RATE DAILY ACCESS	10 085	DONATED	07-19-2013	05-20-2016	88 026		92,682	(6,656)				(6,656)
	FRANKLIN FTLG RATE DAILY ACCESS	1 134	PURCHASED	05-06-2014	05-20-2016	9 874		10,400	(726)				(726)
	FRANKLIN FTLG RATE DAILY ACCESS	228	PURCHASED	08-15-2014	05								

Schedule L - Form 990-PF, Part IV, line 1, Capital Gains and Losses for tax Investment Income

a	b	c	d	e	f	g	h	i	j	k	l	
Description	UNITS	How Acquired	Date Acq	Date Sold	Sales Price	Depr	Cost/Basis	Gain/(loss)	FMV 12/31/69	Adj Basis 12/31/69	Excess of col i over j	Gains Col h - k
MCDONALDS CORP	5	PURCHASED	12-07-2016	12-09-2016	605		596	9				9
MEDTRONIC PLC	11	PURCHASED	12-07-2016	12-09-2016	807		791	15				15
MEDTRONIC PLC	64	PURCHASED	12-07-2016	12-23-2016	4 603		4 603	-				-
METRO WEST T/R BD CL I	1 632	PURCHASED	10-17-2014	05-03-2016	17,725		17,823	(98)				(98)
METRO WEST T/R BD CL I	623	PURCHASED	10-17-2014	12-08-2016	6 663		6 807	(143)				(143)
METRO WEST T/R BD CL I	1 414	PURCHASED	08-26-2016	12-08-2016	15,112		15,550	(438)				(438)
METRO WEST T/R BD CL I	0	PURCHASED		12-12-2016	703		-	703				703
MFS INTERNATIONAL NEW DISCOVERY	0	PURCHASED		12-13-2016	2,399		-	2,399				2,399
MFS VALUE FUND	77	PURCHASED	12-08-2015	05-03-2016	2 650		2,681	(31)				(31)
MFS VALUE FUND	569	PURCHASED	07-09-2012	12-05-2016	20 884		13 600	7,284				7,284
MFS VALUE FUND	713	PURCHASED	05-16-2013	12-05-2016	26 153		21,500	4,653				4,653
MFS VALUE FUND	16 181	PURCHASED	10-22-2013	12-05-2016	593 843		518 277	75,565				75,565
MFS VALUE FUND	1 440	PURCHASED	12-03-2015	12-05-2016	52 851		50 000	2,851				2,851
MFS VALUE FUND	498	PURCHASED	12-08-2015	12-05-2016	18 281		17 319	961				961
MFS VALUE FUND	1,639	PURCHASED	03-22-2016	12-05-2016	60 164		55,000	5,164				5,164
MICHAELS COS INC	14	PURCHASED	12-07-2016	12-09-2016	330		321	9				9
MICROSOFT CORP	23	PURCHASED	12-07-2016	12-09-2016	1 424		1,386	37				37
MONSANTO CO	3	PURCHASED	12-07-2016	12-09-2016	314		316	(2)				(2)
MORGAN STANLEY	26	PURCHASED	12-07-2016	12-09-2016	1 135		1,105	30				30
NATIXIS LOOMIS SAYLES GROWTH	467	PURCHASED	12-08-2015	05-03-2016	5,370		5 477	(107)				(107)
NATIXIS LOOMIS SAYLES GROWTH	874	PURCHASED	12-03-2015	12-08-2016	10 789		10,160	629				629
NATIXIS LOOMIS SAYLES GROWTH	2,685	PURCHASED	12-08-2015	12-08-2016	33 161		31 523	1,638				1 638
NATIXIS LOOMIS SAYLES GROWTH	0	PURCHASED		12-21-2016	4 563		-	4,563				4 563
NEWELL RUBBERMAID INC	6	PURCHASED	12-07-2016	12-09-2016	364		363	1				1
NIELSEN HLDGS PLC	92	PURCHASED	12-07-2016	12-09-2016	3 917		3 934	(17)				(17)
NOBLE ENERGY INC	6	PURCHASED	12-07-2016	12-09-2016	314		313	1				1
PALO ALTO NETWORKS INC	1	PURCHASED	12-07-2016	12-09-2016	130		127	3				3
PEPSICO INC	44	PURCHASED	12-07-2016	12-09-2016	4 570		4 491	79				79
PFIZER INC	123	PURCHASED	12-07-2016	12-09-2016	3 902		3 791	112				112
PVH CORP	1	PURCHASED	12-07-2016	12-09-2016	106		109	(2)				(2)
QUALCOMM INC	5	PURCHASED	12-07-2016	12-09-2016	342		338	4				4
QUALCOMM INC	28	PURCHASED	12-07-2016	12-23-2016	1 867		1 867	-				-
QUALCOMM INC	28	PURCHASED	12-07-2016	12-23-2016	1 867		1 892	(25)				(25)
QUALCOMM INC	(28)	PURCHASED	12-07-2016	12-23-2016	(1 867)		(1 892)	25				25
ROYAL CARIBBEAN CRUISES LTD	2	PURCHASED	12-07-2016	12-09-2016	172		163	8				8
S&P GLOBAL INC	2	PURCHASED	12-07-2016	12-09-2016	231		226	4				4
SCHLUMBERGER LTD	4	PURCHASED	12-07-2016	12-09-2016	339		336	3				3
UNDISCOVERED MANAGERS FDS	0	PURCHASED		12-15-2016	543		-	543				543
VANGUARD FTSE EMERGING MKTS ETF	29	DONATED	07-02-2009	05-03-2016	987		919	68				68
VANGUARD FTSE EMERGING MKTS ETF	144	PURCHASED	12-08-2015	05-03-2016	4 901		4 748	152				152
VANGUARD REIT	177	PURCHASED	11-20-2015	05-03-2016	14 685		13 948	737				737
VANGUARD REIT	74	PURCHASED	12-08-2015	05-03-2016	6 140		5 795	344				344
VERIZON COMMUNICATIONS INC	18	PURCHASED	12-07-2016	12-09-2016	927		916	11				11
VERIZON COMMUNICATIONS INC	45	PURCHASED	12-08-2016	12-14-2016	2 343		2 303	40				40
VERIZON COMMUNICATIONS INC	59	PURCHASED	12-08-2016	12-21-2016	3 127		3 019	108				108
VERIZON COMMUNICATIONS INC	39	PURCHASED	12-08-2016	12-22-2016	2 064		1 996	69				69
VERTEX PHARMACEUTICALS INC	3	PURCHASED	12-07-2016	12-09-2016	230		224	7				7
WALGREENS BOOTS ALLIANCE INC	6	PURCHASED	12-07-2016	12-09-2016	690		676	14				14
WALGREENS BOOTS ALLIANCE INC	32	PURCHASED	12-07-2016	12-23-2016	2,692		2 704	(13)				(13)
WELLS FARGO & CO	8	PURCHASED	12-07-2016	12-09-2016	456		450	6				6
ZIMMER BIOMET HLDGS INC	6	PURCHASED	12-07-2016	12-09-2016	631		625	5				5
ZIMMER BIOMET HLDGS INC	19	PURCHASED	12-07-2016	12-23-2016	1 941		1 981	(39)				(39)
ADJUSTMENTS	0	PURCHASED			2 547		94 932	(92,385)				(92,385)
					2 840,094	-	2 561,572	278,522	-	-	-	278 521 77

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule M - Form 990-PF, Part VII-A, Line 10, Substantial Contributors:

Frank Roberts
1985 Skyline Drive
Reno, Nevada 89509

Jean Roberts
1985 Skyline Drive
Reno, Nevada 89509

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule N - Form 990-PF, Part VIII, line 1, Information about officers, directors, trustees, foundation Managers, Highly Paid Employees, and Contractors:

<u>a</u>	<u>b</u>	<u>c</u>	<u>d</u>	<u>e</u>
Frank Roberts 1985 Skyline Blvd Reno, Nv 89509	Chairman of the Board	-	-	-
Jean Roberts 1985 Skyline Blvd Reno, Nv 89509	Board Member	-	-	-
Eric O. Roberts 2437 Faretto Lane Reno, Nv 89509	President Board Member	-	-	-
Donald Roberts 4829 75th Street NE Seattle, Wa. 98115	Secretary Board Member	-	-	-
Joan Roberts 4829 75th Street NE Seattle, Wa. 98115	Board Member	-	-	-
Doug Roberts 1809 Parliament Cir Carmichael, Ca 95608	Board Member	-	-	-
Janet Roberts 1809 Parliament Cir. Carmichael, Ca 95608	Board Member	-	-	-
Tim Farrell 4951 So. Fairfax St. Littleton, Co. 80121	Board Member	-	-	-
Kathy Farrell 4951 So Fairfax St Littleton, Co 80121	Board Member	-	-	-

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule O - Form 990-PF, Part IX-A, Summary of Direct Charitable Activities

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

		<u>Amount</u>
01/16/16	Bay Area Association of Disabled Sailors Strategic Education Initiative	10,000.00
05/06/16	Cristo Rey High School Build Athletic Size Field	200,000.00
06/15/16	Nevada Rock Art Foundation In Kind Grant - Computer graphics work	600.00
		0.00

Odyssey Foundation

Form 990 - PF, For the period ending December 31, 2016

Schedule P - Form 990-PF, Part XV, line 3a, Grants and Contributions paid during the year

Recipient <u>Name and address</u>	<u>Relationship</u>	<u>Status</u>	Purpose of <u>Grant</u>	<u>Amount</u>
Bay Area Association of Disabled Sailors	None	501 c (3)	Strategic Education Initiative	10,000
Cristo Rey High School	None	501 c (3)	Build Athletic Size Field	200,000
Nevada Rock Art Foundation	None	501 c (3)	In Kind Grant - Computer graphics work	600

210,600

Schedule P-a - Form 990-PF, Part XV, line 3b, Grants and Contributions approved for future payment

NONE

-

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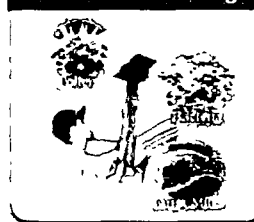
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PUBLIC NOTICE

The annual report of the Odyssey Foundation is available for inspection by written request by any citizen who so requests within 180 days after the publication of this notice, by writing to the principal administrator, Eric O Roberts at

The Odyssey Foundation
P O Box 712320
Salt Lake City, Utah 84171-2320

Pub City Journals May 1, 2017

PUBLIC NOTICE

The annual report of the Foothold Foundation is available for inspection by written request by any citizen who so requests within 180 days after the publication of this notice, by writing to the principal administrator, Richard Beckstrand at

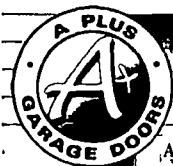
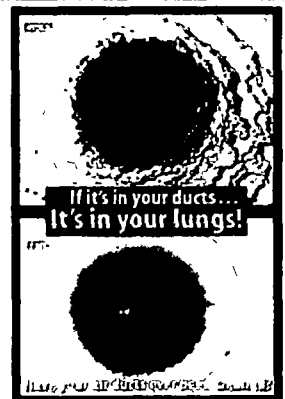
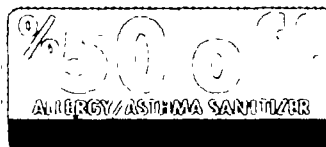
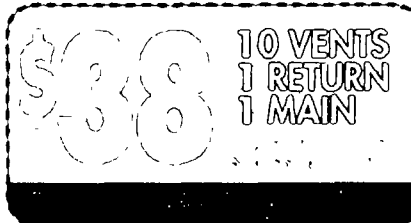
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