

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 03-01-2016, and ending 02-28-2017

Name of foundation IPOP FOUNDATION		A Employer identification number 45-4683995
Number and street (or P O box number if mail is not delivered to street address) 2410 EAST BROOK LANE	Room/suite	B Telephone number (see instructions) (008) 012-0100
City or town, state or province, country, and ZIP or foreign postal code SANDY, UT 84092		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,819,918		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	19,429			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,153	4,153	4,153	
	4 Dividends and interest from securities	43,742	43,742	43,742	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-153,307			
	b Gross sales price for all assets on line 6a	1,328,165			
	7 Capital gain net income (from Part IV, line 2)				
	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)					
12 Total. Add lines 1 through 11	-85,983	47,895	47,895		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	160,000		160,000	157,000
	14 Other employee salaries and wages	25,750		25,750	25,750
	15 Pension plans, employee benefits	15,836		15,836	15,836
	16a Legal fees (attach schedule)	5,767		5,767	
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	7,556	5,512	7,556	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	46,296		46,296	46,296
	21 Travel, conferences, and meetings	4,937		4,937	4,937
	22 Printing and publications				
	23 Other expenses (attach schedule)	49,687		49,687	46,880
	24 Total operating and administrative expenses. Add lines 13 through 23	315,829	5,512	315,829	296,699
	25 Contributions, gifts, grants paid	43,319			43,319
26 Total expenses and disbursements. Add lines 24 and 25	359,148	5,512	315,829	340,018	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-445,131				
b Net investment income (if negative, enter -0-)		42,383			
c Adjusted net income (if negative, enter -0-)					

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	96,808	1,300,462	1,300,462
	2 Savings and temporary cash investments	2,344,409	2,033,030	2,033,030
	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) ▶ _____ 50,000 Less allowance for doubtful accounts ▶ _____	50,000	50,000	50,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	2,535		
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,664,118	1,314,086	1,436,426
	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)	5,157,870	4,697,578	4,819,918	
Liabilities	17 Accounts payable and accrued expenses	15,161		
	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)	15,161	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	5,142,709	4,697,578		
30 Total net assets or fund balances (see instructions)	5,142,709	4,697,578		
31 Total liabilities and net assets/fund balances (see instructions) .	5,157,870	4,697,578		

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	5,142,709
2 Enter amount from Part I, line 27a		2	-445,131
3 Other increases not included in line 2 (itemize) ▶ _____		3	
4 Add lines 1, 2, and 3		4	4,697,578
5 Decreases not included in line 2 (itemize) ▶ _____		5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	4,697,578

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 Additional Data Table				
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 See Additional Data Table				
b				
c				
d				
e				
(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 See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
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 -153,307
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		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3 -17,933

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	252,087	5,149,807	0 048951
2014	267,340	5,171,463	0 051695
2013	385,058	5,923,908	0 065001
2012	269,993	5,788,743	0 046641
2011			
2 Total of line 1, column (d)			2 0 212288
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 0 053072
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,200,000
5 Multiply line 4 by line 3			5 222,902
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 424
7 Add lines 5 and 6			7 223,326
8 Enter qualifying distributions from Part XII, line 4			8 340,018

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed and overpaid are calculated.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaign influence, political expenditures, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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? Yes No

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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
AMY ANDERSON 2394 E BROOK LANE SANDY, UT 84092	DIRECTOR 20 00	60,000	0	0
ROLLIN ANDERSON 2394 E BROOK LAND SANDY, UT 84092	DIRECTOR 40 00	100,000	0	0
JAMES LEE SORENSON 2511 SO WEST TEMPLE SALT LAKE CITY, UT 84115	DIRECTOR 1 00	0	0	0
ALAN HALL 2475 WASHINGTON BLVD OGDEN, UT 84401	DIRECTOR 1 00	0	0	0

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

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

Total number of other employees paid over \$50,000. Yes No

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 YOUNG ENTREPRENEURS ACADEMY (PROGRAM WHICH RUNS FOR SIX MONTHS EACH SCHOOL YEAR) GROUNDBREAKING PROGRAM THE YOUNG ENTREPRENEURS ACADEMY (YEA) IS A GROUNDBREAKING AND EXCITING PROGRAM THAT TRANSFORMS LOCAL MIDDLE AND HIGH SCHOOL STUDENTS INTO REAL, CONFIDENT ENTREPRENEURS THROUGH THE YEAR-LONG PROGRAM, STUDENTS IN GRADES 6-12 GENERATE BUSINESS IDEAS, CONDUCT MARKET RESEARCH, WRITE BUSINESS PLANS, PITCH TO A PANEL OF INVESTORS, AND LAUNCH THEIR VERY OWN COMPANIES COMMUNITY IMPACT THE YOUNG ENTREPRENEURS ACADEMY IS A LIFE-CHANGING PROGRAM THAT POSITIVELY IMPACTS THE ENTIRE COMMUNITY FROM EXCITING LOCAL BUSINESS GUEST LECTURERS TO DYNAMIC FIELD TRIPS TO LOCAL COMPANIES, STUDENTS LEARN HOW TO DEVELOP AND RUN A REAL ENTERPRISE IN A FUN, PROJECTS- BASED APPROACH NATIONAL PARTNERSHIPS FOUNDED IN 2004 AT THE UNIVERSITY OF ROCHESTER WITH SUPPORT FROM THE KAUFFMAN FOUNDATION, THE YOUNG ENTREPRENEURS ACADEMY TODAY SERVES THOUSANDS OF STUDENTS IN 168 COMMUNITIES ACROSS AMERICA IN 2011, THE	5,395
2 HALE CENTER THEATER FOUNDATION THE IPOP FOUNDATION SUPPORTS THE HALE CENTER THEATER AND COLLABORATES TO PROMOTE ENTREPRENEURSHIP AS A PATHWAY TO SELF-RELIANCE IN THE COMMUNITY THE HALE FAMILY THAT FOUNDED THE COMMUNITY THEATER ARE MULTI-GENERATIONAL SOCIAL ENTREPRENEURS WITH A FOCUS ON GIVING BACK THE COMMUNITY THROUGH QUALITY CONTENT	5,000
3 ROOTSTECH INNOVATOR SHOWDOWN EACH YEAR ROOTSTECH HOSTS THE LARGEST FAMILY HISTORY CONFERENCE IN THE WORLD DURING THE CONFERENCE ATTENDEES, SPEAKERS, EXHIBITORS, AND INDUSTRY LEADERS FROM MORE THAN 100 COUNTRIES AND ALL 50 US STATES GATHER TO CELEBRATE THE DISCOVERY, PRESERVATION, AND SHARING OF THE FAMILY-PAST, PRESENT, AND FUTURE-THROUGH TECHNOLOGY AND INNOVATION DURING THIS CONFERENCE A SHOWDOWN IS HELD EACH YEAR TO ENCOURAGE ENTREPRENEURS TO CREATE BUSINESSES THAT ADDRESS THE NEEDS OF THE FAMILY HISTORY INDUSTRY ENTREPRENEURS PITCH THEIR COMPANIES IN FRONT OF AN AUDIENCE OF THOUSANDS OF ATTENDEES AND A PANEL OF ESTEEMED JUDGES OVER 100,000 IN PRIZES WAS AWARDED AT THIS EXCITING "SHARK TANK" EVENT	7,500
4 HUNTSMAN CANCER FOUNDATION THE IPOP FOUNDATION SUPPORTS THE HUNTSMAN CANCER FOUNDATION BY SERVING ON THE ADVISORY BOARD AND BY SUPPORTING THEIR EVENTS IN HOPES OF ENCOURAGING ENTREPRENEURIAL RESEARCH ACTIVITIES EVENTS SUPPORTED INCLUDE THE GALA AND SURVIVORSHIP CELEBRATION CANCER IMPACTS THE LIVES OF ONE IN TWO MEN AND ONE IN THREE WOMEN DURING THEIR LIFETIME AND IT WILL REQUIRE THE EFFORT OF ENTREPRENEURS TO HELP FIND A CURE THE HUNTSMAN CANCER INSTITUTE WILL PROVIDE ONE HUNDRED THOUSAND HIGHLY SPECIALIZED CANCER TREATMENTS TO PEOPLE THIS YEAR, AND OFFER THE ONLY PHASE I CLINICAL PROGRAM BETWEEN DENVER AND SAN FRANCISCO PEOPLE SERVED ~HUNDREDS OF THOUSANDS	2,500

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 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,200,000
b	Average of monthly cash balances.	1b	3,300,000
c	Fair market value of all other assets (see instructions).	1c	50,000
d	Total (add lines 1a, b, and c).	1d	4,550,000
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	4,550,000
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	350,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,200,000
6	Minimum investment return. Enter 5% of line 5.	6	210,000

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

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	340,018
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	340,018
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	424
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	339,594

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				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>340,018</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus	340,018			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	340,018			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
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)

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. 2014-06-30

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

2a 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
0			62,549	12,085	74,634
b 85% of line 2a			53,167	10,272	63,439
c Qualifying distributions from Part XII, line 4 for each year listed	340,018	252,087	267,340	386,456	1,245,901
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	340,018	252,087	267,340	386,456	1,245,901

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. . .

140,000	171,660	172,382	197,463	681,505
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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 organization 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))

AMY ANDERSON

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

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 email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> LDS CHURCH 50 E NORTH TEMPLE ST SALT LAKE CITY, UT 84150		501(C)3	CHARITABLE	43,319
Total			▶ 3a	43,319
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
BELAIR ST BOX A	P		2016-03-23
LAZARD	P		2016-03-23
BELAIR LT BOX D	P		2016-03-23
MATTHEWS ASIA	P		2016-03-23
WESTWOOD INCOME	P		2016-03-23
TEMPLETON GLOBAL	P		2016-01-07
DIAMOND HILL	P	2015-07-24	2016-03-23
SEER CAPITAL PFIC - CARAVELA	P	2013-06-26	2016-06-03
DODGE & COX	P	2015-07-24	2016-03-23
SEER CAPITAL PFIC - CARAVELA	P	2014-05-29	2016-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,581		14,843	-262
105,176		107,636	-2,460
3,485		3,553	-68
68,064		77,796	-9,732
1,277		1,286	-9
347,774		421,377	-73,603
48,442		50,000	-1,558
1,744		1,860	-116
40,483		50,000	-9,517
656		777	-121

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-262
			-2,460
			-68
			-9,732
			-9
			-73,603
			-1,558
			-116
			-9,517
			-121

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
EUROPACIFIC	P	2015-07-24	2016-03-23
SEER CAPITAL PFIC - MOUNTAIN HAWK	P	2013-01-23	2016-10-20
MATTHEWS ASIA	P	2015-12-11	2016-03-23
SEER CAPITAL PFIC - SHACKLETON II	P	2012-11-01	2016-10-19
MATTHEWS PACIFIC	P		2016-03-23
SEER CAPITAL PFIC - ALLEGRO	P	2013-12-20	2016-06-30
TEMPLETON GLOBAL	P		2016-01-07
SEE CAPITAL PFIC - ALLEGRO	P	2013-12-20	2016-06-30
EDGEWOOD GROWTH FUND	P		2016-03-23
WESTWOOD INCOME	P		2016-03-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
43,403		50,000	-6,597
755		1,331	-576
282		281	1
1,361		2,424	-1,063
97,770		115,129	-17,359
1,365		1,567	-202
88,410		95,801	-7,391
1,347		1,493	-146
100,918		104,638	-3,720
121,980		126,998	-5,018

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,597
			-576
			1
			-1,063
			-17,359
			-202
			-7,391
			-146
			-3,720
			-5,018

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DIAMOND HILL	P		2016-03-23
DODGE & COX	P		2016-03-23
EUROPACIFIC	P		2016-03-23
ISHARES	P	2014-07-26	2016-03-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,826		31,116	-290
34,205		45,931	-11,726
39,639		45,703	-6,064
133,594		129,932	3,662

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-290
			-11,726
			-6,064
			3,662

TY 2016 Investments - Other Schedule**Name:** IPOP FOUNDATION**EIN:** 45-4683995

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
652 I SHARES CORE S&P 500 ETF	AT COST		
BEL AIR MANAGED MUTUAL FUNDS	AT COST		
BEL AIR MANAGED FIXED INCOME MUTUAL	AT COST	1,314,086	1,436,426
BEL AIR MANAGED ALTERNATIVE INVESTME	AT COST		
BHR MAWTER FUND LTD	AT COST		
SEER CAPITAL PARTNERS OFFSHORE FUND	AT COST		

TY 2016 Legal Fees Schedule**Name:** IPOPOP FOUNDATION**EIN:** 45-4683995

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL AND PROFESSIONAL FEES	5,767		5,767	

TY 2016 Other Expenses Schedule**Name:** IPOPOP FOUNDATION**EIN:** 45-4683995**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
PROGRAM PROMOTION AND PR	24,798		24,798	24,798
PROGRAM AWARDS AND EXPENSES	12,500		12,500	12,500
INSURANCE	2,807		2,807	
MEALS	42		42	42
SR PROGRAM MANAGERS	9,540		9,540	9,540

TY 2016 Other Notes/Loans Receivable Short Schedule**Name:** IPOPOP FOUNDATION**EIN:** 45-4683995

Name of 501(c)(3) Organization	Balance Due
OTHER LOANS RECEIVABLE	50,000

TY 2016 Other Professional Fees Schedule**Name:** IPOPOP FOUNDATION**EIN:** 45-4683995

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,088	2,044	4,088	
INVESTMENT EXPENSES	3,468	3,468	3,468	