

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491319014707

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 07-01-2016, and ending 06-30-2017

Name of foundation
CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

Number and street (or P.O. box number if mail is not delivered to street address)
3430 ESUNRISE DR NO 200

City or town, state or province, country, and ZIP or foreign postal code
TUCSON, AZ 85718

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,418,897

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
45-3758612

B Telephone number (see instructions)
(520) 792-1181

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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)	1,393,580		
	2 Check if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	79,161	79,161	
	4 Dividends and interest from securities	5,452	5,452	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-34,227		
	b Gross sales price for all assets on line 6a	5,289,759		
	7 Capital gain net income (from Part IV, line 2)		131,227	
	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	1,443,966	215,840		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	67,766	13,553	54,213
	b Accounting fees (attach schedule)	5,010	1,002	4,008
	c Other professional fees (attach schedule)	68,903	68,903	0
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	2,489	2,489	0
	24 Total operating and administrative expenses. Add lines 13 through 23	144,168	85,947	58,221
	25 Contributions, gifts, grants paid	2,402,078		2,402,078
26 Total expenses and disbursements. Add lines 24 and 25	2,546,246	85,947	2,460,299	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,102,280		
	b Net investment income (if negative, enter -0-)		129,893	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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		-2		-2	
	2	Savings and temporary cash investments	9,911,632	8,845,520		8,845,520	
	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)	82,029	97,554		100,237	
	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)	517,783	466,092		473,142	
	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)	10,511,444	9,409,164		9,418,897		
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)	0	0			
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	0	0			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	10,511,444	9,409,164			
30	Total net assets or fund balances (see instructions)	10,511,444	9,409,164				
31	Total liabilities and net assets/fund balances (see instructions) .	10,511,444	9,409,164				

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	10,511,444
2	Enter amount from Part I, line 27a	2	-1,102,280
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	9,409,164
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,409,164

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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	131,227
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,643,561	10,112,048	0 162535
2014	685,874	9,991,945	0 068643
2013	329,537	9,839,671	0 033491
2012	107,326	9,374,695	0 011448
2011			
2 Total of line 1, column (d)			2 0 276117
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 069029
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 9,723,228
5 Multiply line 4 by line 3			5 671,185
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,299
7 Add lines 5 and 6			7 672,484
8 Enter qualifying distributions from Part XII, line 4			8 2,460,299

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,299
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	1,299
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	1,299
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	28
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,327
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of LARRY R ADAMSON Telephone no (520) 792-1181			

Located at **3430 E SUNRISE DR STE 200 TUCSON AZ** ZIP+4 **85718**

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

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

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

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

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

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

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
EMORY A HILLMAN 2 ARBORWOOD IRVINE, CA 926202116	DIRECTOR, PRESIDENT & TREASURER 0 40	0	0	0
LARRY R ADAMSON 3430 E SUNRISE 200 TUCSON, AZ 857183236	DIRECTOR, VICE PRES & SECY 3 00	0	0	0
FEES PAID TO THE LAW FIRM OF LARRY ADAMSON ARE ON PART I LNS 16A16B TUCSON, AZ 857183236	DIRECTOR, VICE PRES & SECY 0 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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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
MISSION MANAGEMENT & TRUST	INVESTMENT SERVICES	68,903
3567 E SUNRISE DR 235		
TUCSON, AZ 85718		
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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	553,649
b	Average of monthly cash balances.	1b	9,317,648
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,871,297
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	9,871,297
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	148,069
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,723,228
6	Minimum investment return. Enter 5% of line 5.	6	486,161

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	486,161
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,299
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,299
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	484,862
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	484,862
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	484,862

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	2,460,299
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,460,299
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	1,299
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,459,000

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				484,862
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				879,848
f Total of lines 3a through e.	879,848			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 2,460,299				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				484,862
e Remaining amount distributed out of corpus	1,975,437			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,855,285			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	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	2,855,285			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				879,848
e Excess from 2016.				1,975,437

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 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	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 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))	
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 e-mail address of the person to whom applications should be addressed LARRY R ADAMSON 3430 E SUNRISE DR SUITE 200 TUCSON, AZ 85718 (520) 792-1181 LADAMSON@DUFFIELDLAW.COM	
b The form in which applications should be submitted and information and materials they should include LETTER	
c Any submission deadlines NONE NONE NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors MUST BE A 501 (C) (3) ORGANIZATION	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	2,402,078
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

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

[illegible]

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

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

Form **990-PF** (2016)

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)
1,322 SHS ALASKA AIR GROUP		2016-02-08	2016-07-12
450 SHS DSW INC CLASS A (WASH)		2017-01-27	2017-03-27
530 SHS DSW INC CLASS A (WASH)		2017-01-30	2017-03-27
100 SHS DSW INC CLASS A		2017-03-13	2017-03-27
690 SHS DWS INC CLASS A		2017-03-15	2017-03-27
190 SHS DSW INC CLASS A		2017-03-20	2017-03-27
2,050 SHS DSW INC CLASS A		2017-03-21	2017-03-27
1,590 SHS ISHARES TR RUSSELL 1000 GRW ETF		2015-12-31	2017-01-12
1,180 SHS ISHARES TR RUSSELL 1000 GRW ETF		2015-12-31	2017-01-12
46,150 SHS PROSHARES ULTRASHT S&P 500 (WASH)		2017-03-15	2017-03-15

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
82,579		82,029	550
8,977		9,104	0
10,573		10,717	0
1,995		2,013	-18
13,765		13,815	-50
3,790		3,777	13
40,897		39,441	1,456
170,150		77,747	92,403
126,275		118,000	8,275
609,042		617,792	0

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			550
			0
			0
			-18
			-50
			13
			1,456
			92,403
			8,275
			0

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)
46,425 SHS PROSHARES ULTRASHT S&P 500		2017-03-20	2017-03-24
46,815 SHS PROSHARES ULTRASHT S&P 500		2017-05-01	2017-05-19
8,880 SHS PROSHARES ULTRAPRO SHORT Q (WASH)		2017-03-15	2017-03-16
8,970 PROSHARES ULTRAPRO SHORT Q		2017-03-20	2017-03-24
9,850 PROSHARES ULTRAPRO SHORT Q		2017-05-01	2017-05-19
10,770 SHS PROSHARES ULTRASHRT QQQ (WASH)		2017-03-15	2017-03-16
10,850 SHS PROSHARES ULTRASHORT QQQ		2017-03-20	2017-03-24
11,585 SHS PROSHARES ULTRASHORT QQQ		2017-05-01	2017-05-19
23,510 SHS PROSHARES ULTRAPRO SHORT S (WASH)		2017-03-15	2017-03-16
24,040 SHS PROSHARES ULTRAPRO SHORT S		2017-05-01	2017-05-19

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)
629,908		627,794	2,114
613,628		616,947	-3,319
332,612		339,759	0
342,792		345,295	-2,503
322,026		335,864	-13,838
206,787		209,897	0
210,830		212,378	-1,548
202,131		207,616	-5,485
391,231		400,502	0
395,680		399,090	-3,410

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	
			2,114
			-3,319
			0
			-2,503
			-13,838
			0
			-1,548
			-5,485
			0
			-3,410

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

(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)
277 SHS ETF SPDR GOLD TRUST GOLD SHARES		2017-12-18	2017-04-07
28 ETF SPDR GOLD TRUST GOLD SHARES		2013-02-12	2017-04-07
17 ETF SPDR GOLD TRUST GOLD SHARES		2017-04-02	2017-04-07
23,705 SHS PROSHARES ULTRAPRO SHORT S		2017-03-20	2017-03-24
794 ISHARES TR RUSSELL 2000 GRW ETF		2015-12-13	2017-01-12

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)
33,372		44,682	-11,310
3,373		4,456	-1,083
2,048		2,552	-504
412,166		410,550	1,616
123,132		55,264	67,868

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			(I) 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	
			-11,310
			-1,083
			-504
			1,616
			67,868

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
9 QUEENS P O BOX 41838 TUCSON, AZ 85717		PVTNONPROFIT	FOR PROGRAMS ASSISTING CHILDREN AS SPONSORS OF CHESS FEST 2016	5,000
A FOR ARIZONA 3200 N CENTRAL AVENUE PHOENIX, AZ 85012		PVTNONPROFIT	FOR SUPPORTING AND EXPANDING NUMBER OF QUALITY TEACHERS	10,000
AMPHI FOUNDATION 3335 N STONE AVENUE TUCSON, AZ 85705		PVTNONPROFIT	FOR COMMUNITY SERVICES INCLUDING CLOTHING BANK	20,000
ARIZONA CHILDREN'S ASSOCIATION 2700 S 8TH AVENUE TUCSON, AZ 85713		PVTNONPROFIT	FOR ASSISTANCE TO INDIGENT FAMILIES	50,000
ARIZONA ONCOLOGY PROGRAM 2525 N CRAYCROFT ROAD TUCSON, AZ 85712		PVTNONPROFIT	FOR ONCOLOGY CARE FOR THOSE IN NEED	10,000
Total ► 3a				2,402,078

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARIZONA THEATER COMPANY 140 N MAIN STREET TUCSON, AZ 85701		PVTNONPROFIT	FOR ANNUAL FUND AS EXHIBITS SPONSOR	10,000
AVIVA CHILDREN'S SERVICES 1535 S PLUMMER AVENUE TUCSON, AZ 85719		PVTNONPROFIT	FOR SUPPORT OF SERVICES TO CHILDREN	5,000
BALLET ARTS FOUNDATION 200 S TUCSON BOULEVARD TUCSON, AZ 85716		PVTNONPROFIT	FOR PROGRAMS OF ARTISTIC EXCELLENCE IN BALLET	21,223
BEACON FOUNDATION 308 W GLENN STREET TUCSON, AZ 85705		PVTNONPROFIT	FOR EMPLOYMENT SERVICES FOR PEOPLE WITH DISABILITIES	10,000
BIG BROTHERS - BIG SISTERS OF TUCSON 160 E ALAMEDA STREET TUCSON, AZ 85701		PVTNONPROFIT	FOR MENTORING SERVICES TO CHILDREN	25,000
Total ► 3a				2,402,078

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIO 5 INSTITUTE P O BOX 210240 TUCSON, AZ 85721		PVTNONPROFIT	FOR HIGH SCHOOL INTERNSHIP PROGRAM	5,000
BLAIR CHAIRTY GROUP P O BOX 65331 TUCSON, AZ 85728		PVTNONPROFIT	FOR PROGRAMS ASSISTING INDIGENT YOUNG PEOPLE	33,998
BOY SCOUTS OF AMERICA - CATALINA COUNCIL 5049 E BROADWAY BLVD TUCSON, AZ 85711		PVTNONPROFIT	FOR SCOUT PROGRAMS FOR BOYS	20,000
CAREGIVING TRAINING INSTITUTE 1940 E SILVERLAKE ROAD TUCSON, AZ 85713		PVTNONPROFIT	FOR TRAINING OF CAREGIVERS	25,000
CASA DE LOS NINOS 11101 N 4TH AVENUE TUCSON, AZ 85703		PVTNONPROFIT	FOR CHILD WELL BEING AND FAMILY STABILITY SERVICES	25,000
Total			3a	2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA DE LUZ FOUNDATION 7740 N ORACLE ROAD TUCSON, AZ 85704		PVTNONPROFIT	FOR ASSISTING END OF LIFE INDIVIDUALS	18,000
CHILD & FAMILY RESOURCES 2800 E BROADWAY BLVD TUCSON, AZ 85716		PVTNONPROFIT	FOR MENTORS FOR MOMS, GIRRLS (STEM), FOR ASSISTANCE TO INDIGENT FAMILIES	30,000
COMMUNITY FOOD BANK 3003 S COUNTRY CLUB TUCSON, AZ 85713		PVTNONPROFIT	FOR FOOD SERVICES FOR THE INDIGENT	25,000
COMMUNITY FOUNDATION OF SOUTHERN ARIZONA 6420 E BROADWAY BLVD TUCSON, AZ 85711		PVTNONPROFIT	FOR FOUNDATION OPERATIONS	30,000
COPE COMMUNITY SERVICES 82 S STONE AVENUE TUCSON, AZ 85701		PVTNONPROFIT	FOR SERVICES FOR INDIGENT INCLUDING ADDICTION PROGRAMS	25,000
Total ► 3a				2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DIAPER BANK OF SOUTHERN ARIZONA 4500 E SPEEDWAY BLVD TUCSON, AZ 85712		PVTNONPROFIT	FOR INFANT CARE FOR INDIGENT FAMILIES	10,000
EASTER SEALS BLAKE FOUNDATION 7750 E BROADWAY BLVD TUCSON, AZ 85710		PVTNONPROFIT	FOR EASTER SEALS PROGRAMS	25,000
EDUCATIONAL ENRICHMENT FOUNDATION 3809 E THIRD STREET TUCSON, AZ 85716		PVTNONPROFIT	FOR EDUCATION PROGRAMS FOR LOW INCOME FAMILIES	25,000
EL RIO FOUNDATION 839 W CONGRESS STREET TUCSON, AZ 85745		PVTNONPROFIT	FOR COMMUNITY CHARITABLE PROGRAMS	20,000
EMERGE CENTER AGAINST DOMESTIC ABUSE 2545 E ADAMS STREET TUCSON, AZ 85716		PVTNONPROFIT	FOR ASSISTANCE TO FAMILIES IN ABUSIVE SITUATIONS	253,268
Total ► 3a				2,402,078

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRL SCOUTS OF SOUTHERN ARIZONA 4300 E SPEEDWAY BLVD TUCSON, AZ 85711		PVTNONPROFIT	FOR FACILITIES AND SCOUT PROGRAMS FOR GIRLS	133,276
GOODWILL INDUSTRIES OF SOUTHERN ARIZONA 1940 E SILVERLAKE TUCSON, AZ 85713		PVTNONPROFIT	FOR TRAINING AND EMPLOYMENT PROGRAMS	20,000
GREEN VALLEY ROTARY FOUNDATION P O BOX 701 GREEN VALLEY, AZ 85622		PVTNONPROFIT	FOR CHARITABLE WORKS OF DONEE	1,000
HABITAT FOR HUMANITY - TUCSON 3501 N MOUNTAIN AVENUE TUCSON, AZ 85719		PVTNONPROFIT	FOR STABLE HOMEOWNERSHIP PROGRAMS	20,000
HELPING HANDS FOR MOMS 12112 RANCHO VISTOSO BLVD ORO VALLEY, AZ 85755		PVTNONPROFIT	FOR PROGRAMS FOR FOSTER CARE CHILDREN	15,000
Total ► 3a				2,402,078

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INTERNATIONAL RESCUE COMMITTEE - TUCSON 3100 N CAMPBELL AVE STE 101 TUCSON, AZ 85719		PVTNONPROFIT	FOR ASSISTANCE TO INDIGENT FAMILIES	5,000
LA FRONTERA 504 W 29TH STREET TUCSON, AZ 85713		PVTNONPROFIT	FOR MENTAL HEALTH AND SUBSTANCE ABUSE PROGRAMS	20,000
LITERACY CONNECTS 200 E YAVAPAI TUCSON, AZ 85705		PVTNONPROFIT	FOR ADULT REACHING PROGRAMS	20,000
MINI-TIME MACHINE MINI MUSEUM 4455 E CAMP LOWELL DRIVE TUCSON, AZ 85712		PVTNONPROFIT	FOR SUPPORT OF THE ARTS FOR CHILDREN	5,000
MIRACLE SQUARE 2601 N ORACLE ROAD TUCSON, AZ 85705		PVTNONPROFIT	FOR PROGRAMS FOR INDEPENDENT LIVING FOR SENIORS AND DISABLED	20,000
Total			3a	2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOTHERS AGAINST DRUNK DRIVING - SOUTHERN ARIZONA AFFILIATE 2020 N FORBES TUCSON, AZ 85745		PVTNONPROFIT	FOR PROGRAMS TO PROTECT FAMILIES FROM DUNK DRIVING AND UNDERAGE DRINKING	20,000
NAMI SOUTHERN ARIZONA 6122 E 22ND STREET TUCSON, AZ 85711		PVTNONPROFIT	FOR PROGRAMS OF EDUCATION AND SUPPORT FOR THOSE AFFECTED BY MENTAL ILLNESS	20,000
NON-PROFIT LOAN FUND (CFSA) OF TUCSON AND SOUTHERN ARIZONA 2250 E BROADWAY BLVD TUCSON, AZ 85716		PVTNONPROFIT	FOR ASSITANCE TO CHARITABLE PROJECTS FUND	20,000
OUR FAMILY SERVICES - NEW BEGINNINGS SHELTER 2590 N ALVERNON WAY TUCSON, AZ 85712		PVTNONPROFIT	FOR ASSISTANCE TO INDIGENT FAMILIES	30,000
PATRONATO DE SAN XAVIER P O BOX 522 TUCSON, AZ 85702		PVTNONPROFIT	FOR MAINTENANCE, RESTORATION AND PRESERVATION OF MISSION SAN XAVIER DEL BAC	10,000
Total ▶ 3a				2,402,078

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PIMA COUNCIL ON AGING 1350 N KOLB TUCSON, AZ 85715		PVTNONPROFIT	PROGRAMS FOR ELDERLY AND DISABLED	10,000
PIMA COUNTY JTED 4905C E BROADWAY BLVD STE 252 TUCSON, AZ 85709		PVTNONPROFIT	FOR ASSISTANCE TO VETERANS	10,000
PPEP INC 802 E 46TH STREET TUCSON, AZ 85713		PVTNONPROFIT	FOR EDUCATIONAL, BEHAVIORAL HEALTH, HUMAN SERVICES PROGRAMS FOR YOUTH AND ADULTS	10,000
RONALD MCDONALD HOUSE OF CHARITIES OF SOUTHERN ARIZONA P O BOX 4725 TUCSON, AZ 85717		PVTNONPROFIT	FOR SUPPORT OF FAMILIES OF CHILDREN WITH SERIOUS ILLNESS OR INJURY	20,000
ROTARY CLUB OF TUCSON FOUNDATION (READING SEED) 3900 E TIMROD STREET STE 4 TUCSON, AZ 85711		PVTNONPROFIT	FOR LITERACY PROGRAMS	20,000
Total ► 3a				2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN MIGUEL CATHOLIC HIGH SCHOOL 6601 S SAN FERNANDO DRIVE TUCSON, AZ 85756		PVTNONPROFIT	FOR EDUCATIONAL PROGRAMS	20,000
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST FAIRFIELD, CT 06825		PVTNONPROFIT	FOR FOOD AND HEALTH SERVICES FOR CHILDREN	20,000
SISTER JOSE WOMEN'S CENTER P O BOX 1028 TUCSON, AZ 85702		PVTNONPROFIT	FOR PROGRAMS FOR HOMELESS WOMEN	5,000
SOAR WITH THE EAGLES RPFESSOPMA GEDHSE TUTORS 2316 W SILVERBELL OASIS WAY TUCSON, AZ 85745		PVTNONPROFIT	FOR PROGRAMS PROVIDING GED STUDENTS ACCESS TO LOW COST TUTORING SERVICES	5,000
ST LUKE'S HOME 615 E ADAMSON TUCSON, AZ 85705		PVTNONPROFIT	FOR HOUSING ASSISTANCE TO LOW INCOME ELDERLY	75,023
Total ▶ 3a				2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HAVEN 1107 E ADELAIDE DRIVE TUCSON, AZ 85719		PVTNONPROFIT	FOR PROGRAMS ASSISTING THE ADDICTED	10,000
TU NUDITO CHILDREN & FAMILY SERVICES 3922 N MOUNTAIN AVENUE TUCSON, AZ 85719		PVTNONPROFIT	PROGRAMS FOR CHILDREN AND FAMILIES IN NEED	15,000
TUCSON MUSEUM OF ART 140 N MAIN STREET TUCSON, AZ 85701		PVTNONPROFIT	FOR SUPPORT OF THE ARTS	35,959
TUCSON SYMPHONY SOCIETY 2175 N 6TH AVENUE TUCSON, AZ 85715		PVTNONPROFIT	FOR SUPPORT OF THE MUSICAL ARTS	203,333
UNIVERSITY OF ARIZONA FOUNDATION P O BOX 210109 TUCSON, AZ 85721		PVTNONPROFIT	FOR PROGRAMS FOR BATTERED WOMEN AND TO PREVENT BULLYING	20,000
Total ► 3a				2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMENS FOUNDATION OF SOUTHERN ARIZONA 2250 E BROADWAY BLVD TUCSON, AZ 85719		PVTNONPROFIT	FOR ASSISTANCE TO NEEDY FAMILIES - WOMENS ORGANIZATIONS	541,912
WORLD CARE P O BOX 64001 TUCSON, AZ 85728		PVTNONPROFIT	FOR PROGRAMS THAT REDISTRIBUTE NEW AND USED GOODS TO FAMILIES AND COMMUNITIES IN NEED	2,500
WRIGHT FLIGHT 7075 S PLUMER AVENUE NO 14 TUCSON, AZ 85756		PVTNONPROFIT	FOR MOTIVATIONAL PROGRAMS FOR YOUTH	10,000
YMCA OF SOUTHERN ARIZONA 60 W ALAMEDA STREET TUCSON, AZ 85701		PVTNONPROFIT	FOR CHILDREN'S PROGRAMS	10,000
YOUTH ON THEIR OWN 1660 N ALVERNON WAY TUCSON, AZ 85712		PVTNONPROFIT	FOR PROGRAMS ASSISTNG INDIGENT YOUNG PEOPLE	155,000
Total ► 3a				2,402,078

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YWCA - MICROBUSINESS ADVANCEMENT CENTER 330 N COMMERCE LOOP STREET TUCSON, AZ 85745		PVTNONPROFIT	FOR ASSISTANCE TO VETERANS	20,000
YWCA SOUTHERN ARIZONA 525 N BONITA AVENUE TUCSON, AZ 85745		PVTNONPROFIT	FOR PROGRAMS EMPOWERING WOMEN	87,586
Total ▶ 3a				2,402,078

TY 2016 Accounting Fees Schedule**Name:** CONNIE HILLMAN FAMILY FOUNDATION

C/O LARRY R ADAMSON

EIN: 45-3758612

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUFFIELD ADAMSON - TAX PREP	5,010	1,002		4,008

TY 2016 Investments Corporate Stock Schedule

Name: CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

EIN: 45-3758612

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MISSION - ALASKA AIR GROUP INC	0	0
MISSION - WALGREENS BOOTS ALLIANCE INC	97,554	100,237

TY 2016 Investments - Other Schedule

Name: CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

EIN: 45-3758612

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MISSION - GOLD TRUST GOLD SHARES	FMV	466,092	473,142

TY 2016 Legal Fees Schedule

Name: CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

EIN: 45-3758612

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUFFIELD ADAMSON	67,766	13,553		54,213

TY 2016 Other Expenses Schedule

Name: CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

EIN: 45-3758612

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE FEES	2,489	2,489		0

TY 2016 Other Professional Fees Schedule

Name: CONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON

EIN: 45-3758612

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISSION MANAGEMENT	68,903	68,903		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization CONNIE HILLMAN FAMILY FOUNDATION C/O LARRY R ADAMSON	Employer identification number 45-3758612

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization CONNIE HILLMAN FAMILY FOUNDATION C/O LARRY R ADAMSON	Employer identification number 45-3758612
--	---

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	JAMES H HILLMAN CHARITABLE LEAD ANNUITY TRUST CO WILMINTON TRUST CO TRUSTEE 1100 WILMINGTON, DE198981000	\$ 652,580	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JAMES H HILLMAN CO SUSAN C VILLARREAL 7340 N SONYA TUCSON, AZ857047052	\$ 416,465	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	JAMES H HILLMAN CO SUSAN C VILLARREAL 7340 N SONYA TUCSON, AZ857047052	\$ 213,535	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	CONNIE HILLMAN TRUST FBO JAMES HILLMAN CO WILMINTON TRUST CO TRUSTEE 1100 WILMINGTON, DE198981000	\$ 111,000	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)

Name of organization CONNIE HILLMAN FAMILY FOUNDATION C/O LARRY R ADAMSON	Employer identification number 45-3758612
--	---

Part II Noncash Property			
(see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,770 SHS ISHARES TR RUS 1000 (\$293,260), 794 SHS ISHARES TR RUS 2000 (\$123,205)	\$ 416 465	2016-12-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organizationCONNIE HILLMAN FAMILY FOUNDATION
C/O LARRY R ADAMSON**Employer identification number**

45-3758612

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

Use duplicate copies of Part III if additional space is needed

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