



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

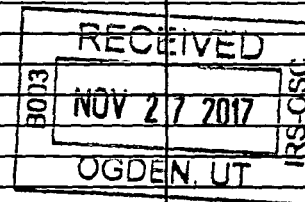
AUG 1, 2016

, and ending

JUL 31, 2017

Name of foundation ANIMAL ASSISTANCE FOUNDATION		A Employer identification number 84-0715412
Number and street (or P O box number if mail is not delivered to street address) 405 Urban Street	Room/suite 340	B Telephone number 303-744-8396
City or town, state or province, country, and ZIP or foreign postal code Lakewood, CO 80228		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30,671,618	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		177.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		330,303.	330,303.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		735,029.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			735,029.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		169,749.	144,610.		See Statement 1
12 Total. Add lines 1 through 11		1,235,258.	1,209,942.		
13 Compensation of officers, directors, trustees, etc		134,891.	16,482.		118,409.
14 Other employee salaries and wages		31,538.	0.		31,538.
15 Pension plans, employee benefits		30,632.	5,905.		24,727.
16a Legal fees Stmt 2		2,841.	0.		2,841.
b Accounting fees Stmt 3		37,357.	6,312.		31,045.
c Other professional fees Stmt 4		108,917.	108,917.		0.
17 Interest					
18 Taxes Stmt 5		14,878.	7,378.		0.
19 Depreciation and depletion		7,619.	0.		
20 Occupancy		32,477.	0.		32,477.
21 Travel, conferences, and meetings		5,616.	0.		5,616.
22 Printing and publications					
23 Other expenses Stmt 6		87,435.	0.		87,435.
24 Total operating and administrative expenses. Add lines 13 through 23		494,201.	144,994.		334,088.
25 Contributions, gifts, grants paid		1,054,043.			1,054,043.
26 Total expenses and disbursements. Add lines 24 and 25		1,548,244.	144,994.		1,388,131.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-312,986.			
b Net investment income (if negative, enter -0-)			1,064,948.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED NOV 29 2017

928

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	70,337.	61,677.	61,677.
	2 Savings and temporary cash investments	3,474.	5,392.	5,392.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,881.	1,771.	1,771.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	9,318,352.	10,190,127.	16,070,832.
	c Investments - corporate bonds Stmt 9	4,269,004.	4,714,495.	4,668,423.
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	7,834,879.	6,205,098.	9,839,808.
	14 Land, buildings, and equipment; basis ▶ 64,770.			
	Less: accumulated depreciation Stmt 7 ▶ 43,156.	14,233.	21,614.	21,614.
	15 Other assets (describe ▶ Lease deposit)	2,101.	2,101.	2,101.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,515,261.	21,202,275.	30,671,618.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	21,515,261.	21,202,275.	
	30 Total net assets or fund balances	21,515,261.	21,202,275.	
	31 Total liabilities and net assets/fund balances	21,515,261.	21,202,275.	

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	21,515,261.
2 Enter amount from Part I, line 27a	2	-312,986.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,202,275.
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	21,202,275.

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 Publicly traded securities			
b Clarion Properties Fund, LP			
c Grosvenor Institutional Partners, LP			
d Acadian Global Managed Volatility Equity Fund, LLC			
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			330,808.
b			35,401.
c			433,713.
d			-64,893.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			330,808.
b			35,401.
c			433,713.
d			-64,893.
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	735,029.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,350,781.	27,952,719.	.048324
2014	1,443,432.	29,113,450.	.049580
2013	1,383,922.	28,458,781.	.048629
2012	1,189,466.	25,935,291.	.045863
2011	1,077,964.	24,163,638.	.044611

2 Total of line 1, column (d)	2	.237007
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	.047401
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,946,959.
5 Multiply line 4 by line 3	5	1,372,115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,649.
7 Add lines 5 and 6	7	1,382,764.
8 Enter qualifying distributions from Part XII, line 4	8	1,403,131.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	10,649.
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	10,649.
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	10,649.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,707.	
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	12,707.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,058.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 2,058. Refunded ☐	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ _____ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.aaf-fd.org	13	X
14 The books are in care of Katie Parker Telephone no. 303-744-8396 Located at 405 Urban Street, No. 340, Lakewood, CO ZIP+4 80228		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

x

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		134,891.	23,858.	0.

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

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

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

Information About Officers, Directors, Trustees, Paid Employees, and Contractors (continued)

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2016)

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	28,900,127.
b Average of monthly cash balances	1b	487,649.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	29,387,776.
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	29,387,776.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	440,817.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,946,959.
6 Minimum investment return. Enter 5% of line 5	6	1,447,348.

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	1,447,348.
2a Tax on investment income for 2016 from Part VI, line 5	2a	10,649.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	10,649.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,436,699.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,436,699.
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	1,436,699.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,388,131.
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	15,000.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,403,131.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,649.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,392,482.

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				1,436,699.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,278,647.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,403,131.				
a Applied to 2015, but not more than line 2a			1,278,647.	
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				124,484.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,312,215.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Aid for Pets P. O. Box 1277 Bayfield, CO 81122		PC	Medical assistance funding program for pets in need	1,000.
All Breed Rescue & Training 20 Mount View Lane Ste C Colorado Springs, CO 80907		PC	Training for life	8,000.
Alliance for Contraception in Cats & Dogs 11145 NW Old Cornelius Pass Road Portland, OR 97231		PC	Grant funding for think tank	8,000.
ANIMAL GRANTMAKERS 5556 Caruth Haven Lane, Suite 100 Dallas, TX 75225		PC	Conference sponsorship	10,000.
Animal House of Ft. Collins 1104 W. Vine Dr. Fort Collins, CO 80524		PC	General operating grant	25,000.
Total	See continuation sheet(s)			3a 1,054,043.
b Approved for future payment				
None				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue:					
a	CAT Program					20,053.
b	Stipends					1,000.
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	330,303.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	144,610.	4,086.
8	Gain or (loss) from sales of assets other than inventory			18	735,029.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		1,209,942.	25,139.
13	Total. Add line 12, columns (b), (d), and (e)				13	1,235,081

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Animal House of Ft. Collins 1104 W. Vine Dr. Fort Collins, CO 80524		PC	General operating grant	20,000.
Arkansas Valley Spay Neuter Alliance PO Box 269 La Junta, CO 81050		PC	General operating grant	5,000.
Aurora Animal Shelter (City of Aurora) 15750 E. 32nd Avenue Aurora, CO 80011		PC	Spay and neuter services for owned animals upon release from the Shelter	15,000.
Aurora Animal Shelter (City of Aurora) 15750 E. 32nd Avenue Aurora, CO 80011		PC	Spay and neuter services with SpayToday	5,000.
CatsAlive!slv P.O. Box 84 Alamosa, CO 81101		PC	Feline fostering program	1,000.
City of Lamar 102 E Parmenter St Lamar, CO 81052		PC	General operating grant	15,000.
CO Association of Animal Control Officers PO Box 740455 Arvada, CO 80006		PC	CAACO Spring Conference - Awards Banquet Sponsorship	1,000.
Colorado Animal Rescue, Inc. 2801 County Road 114 Glenwood Springs, CO 81601		PC	transfer program supplemental funding	7,000.
Colorado Animal Welfare League 200 S. Wilcox St #122 Castle Rock, CO 80104		PC	S/N reimbursable grant	5,670.
Colorado Animal Welfare League 200 S. Wilcox St #122 Castle Rock, CO 80104		PC	S/N reimbursable grant	4,228.
Total from continuation sheets				1,002,043.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Colorado Coalition for the Homeless 2111 Champa Street Denver, CO 80205		PC	Veterinary services for companion animals of people experiencing homelessness	2,500.
Colorado Federation of Animal Welfare Agencies PO BOX 22603 Denver, CO 80222		PC	General operating grant	50,000.
Colorado Federation of Animal Welfare Agencies PO BOX 22603 Denver, CO 80222		PC	Colorado Animal Welfare Conference sponsorship	10,000.
Colorado Federation of Animal Welfare Agencies PO BOX 22603 Denver, CO 80222		PC	Scholarships	10,000.
Colorado Federation of Animal Welfare Agencies PO BOX 22603 Denver, CO 80222		PC	networking events	10,000.
Colorado Federation of Animal Welfare Agencies PO BOX 22603 Denver, CO 80222		PC	collaboration value project	5,000.
Colorado Pet Overpopulation Fund 405 Urban Street, Suite 340 Lakewood, CO 80228		PC	General operating grant	8,301.
Colorado Pet Overpopulation Fund 405 Urban Street, Suite 340 Lakewood, CO 80228		PC	General operating grant	3,521.
Colorado Pet Overpopulation Fund 405 Urban Street, Suite 340 Lakewood, CO 80228		PC	General operating grant	2,210.
Colorado Pet Pantry P.O. Box 323 Boulder, CO 80306		PC	Colorado Pet Pantry	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Colorado Unwanted Horse Alliance 405 Urban Street, Suite 340 Lakewood, CO 80228		PC	2nd Annual Equine Comeback Challenge	5,000.
Colorado Unwanted Horse Alliance 405 Urban Street, Suite 340 Lakewood, CO 80228		PC	General operating grant	3,600.
Denver Animal Foundation 1241 W Bayaud Ave Denver, CO 80223		PC	C.A.T. Program	20,000.
Denver Animal Foundation 1241 W Bayaud Ave Denver, CO 80223		PC	C.A.T. Program	20,000.
Denver Animal Foundation 1241 W Bayaud Ave Denver, CO 80223		PC	C.A.T. Program	20,000.
Denver Animal Foundation 1241 W Bayaud Ave Denver, CO 80223		PC	C.A.T. Program	20,000.
Denver Animal Foundation 1241 W Bayaud Ave Denver, CO 80223		PC	C.A.T. Program	226.
Dogster's Spay & Neuter Program 10 Town Plaza #115 Durango, CO 81301		PC	Spay/neuter truck upgrade	35,000.
Dogster's Spay & Neuter Program 10 Town Plaza #115 Durango, CO 81301		PC	S/N Reimbursable Grant	6,875.
Dogster's Spay & Neuter Program 10 Town Plaza #115 Durango, CO 81301		PC	S/N reimbursable grant	5,225.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Dogster's Spay & Neuter Program 10 Town Plaza #115 Durango, CO 81301		PC	S/N reimbursable grant	1,028.
Dumb Friends League 2080 S. Quebec St Denver, CO 80231		PC	General operating grant	100,000.
Dumb Friends League 2080 S. Quebec St Denver, CO 80231		PC	General operating grant	50,000.
Elder Pet Care P.O. Box 48 Fort Collins, CO 80522		PC	Chronic care	4,000.
Feline Rescue Network 2129 E. Boulder Colorado Springs, CO 80909		PC	HVAC upgrades	5,800.
Foothills Animal Shelter 580 McIntyre Street Golden, CO 80401		PC	Toby's Pet Parade & Fair	500.
For Pets' Sake Humane Society PO Box 1705 Cortez, CO 81321		PC	Public medical assistance fund	6,000.
Fort Collins Cat Rescue 2321 E. Mulberry St. #1 Fort Collins, CO 80524		PC	General program support	10,000.
Friends of The Pueblo Animal Shelter 4600 Eagleridge Place Pueblo, CO 81008		PC	2016 Whisker Ball Sponsor	500.
Hamlett Spay & Neuter Clinic 3660 Citadel Drive N Colorado Springs, CO 80909		PC	Low income spay and neuter	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Humane Society of Pikes Peak Region 610 Abbott Lane Colorado Springs, CO 80905		PC	General operating/transfer program	100,000.
Humane Society of Pikes Peak Region 610 Abbott Lane Colorado Springs, CO 80905		PC	Targeted TNR Program	25,000.
Humane Society of Pikes Peak Region 610 Abbott Lane Colorado Springs, CO 80905		PC	Pueblo Safety Net Assistance Program (P-SNAP)	6,000.
Humane Society of Pikes Peak Region 610 Abbott Lane Colorado Springs, CO 80905		PC	Fur Ball Table Sponsor	2,000.
Humane Society of the South Platte Valley, Inc. 2129 W. Chenango Avenue Littleton, CO 80120		PC	LoveAnimals.org Match - new cat kennels	10,000.
JJ's Helping Paws 1501 Main Street #3 Canon City, CO 81212		PC	The Kindness Project	10,000.
Krugman Small Animal Clinic 502 E 1st Street La Junta, CO 81050		PC	S/N reimbursable grant	1,080.
Larimer County Humane Society 3501 E. 71 Street Loveland, CO 80538		PC	Transfer program	15,000.
League for Animals & People of Summit County PO Box 2512 Frisco, CO 80443		PC	Spay and neuter voucher program	3,000.
Longhopes Donkey Shelter 66 North Dutch Valley Road Bennett, CO 80102		PC	Medical room, foaling stall	8,777.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Los Huerfanos Animal Welfare Association P O Box 409 Walsenburg, CO 81089		PC	LHAWA low cost spay, neuter, vaccine, microchip program	1,500.
Mesa County Animal Services P.O. Box 20,000-5002 Grand Junction, CO 81502		PC	Spay/Neuter grant	20,000.
Montrose Animal Protection Agency PO box 2009 Montrose, CO 81402		PC	small animal S/N	5,000.
Noah's Ark Animal Welfare Association PO Box 478 Trinidad, CO 81082		PC	General operating grant	35,000.
Noah's Ark Animal Welfare Association PO Box 478 Trinidad, CO 81082		PC	FY17-Sponsor-05: Bow Wow Film Festival	650.
PawsCo P.O. Box 6261 Denver, CO 80206		PC	S/N reimbursable grant	6,083.
PawsCo P.O. Box 6261 Denver, CO 80206		PC	S/N reimbursable grant	3,240.
PetAid Colorado 191 Yuma St Denver, CO 80223		PC	Legacy Fund Tribute Challenge	40,000.
PetAid Colorado 191 Yuma St Denver, CO 80223		PC	General operating grant	25,000.
PetAid Colorado 191 Yuma St Denver, CO 80223		PC	Mutts & Models Gold Sponsor	4,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Pets Forever P.O. Box 1870 Fort Collins, CO 80523		PC	Pets Forever	5,000.
Rifle Animal Shelter 0569 County Road 265 Rifle, CO 81650		PC	Operation support	15,000.
Roice-Hurst Humane Society 362 28 Road Grand Junction, CO 81502		PC	Roice-Hurst Humane Society Executive Director Initiative	18,000.
Roice-Hurst Humane Society 362 28 Road Grand Junction, CO 81502		PC	Sponsorship -WeCare Conference	2,962.
Roice-Hurst Humane Society 362 28 Road Grand Junction, CO 81502		PC	FY 2017 Round-Up	500.
Rose Andom Center 1330 Fox Street Denver, CO 80204		PC	FY17-Sponsorships-03: A New Experience Event	2,500.
Second Chance Animal Rescue Foundation POB 44 Lamar, CO 81052		PC	Optimizing rescue resources in SE Colorado	35,000.
Soul Dog Rescue 4725 S Broadway Englewood, CO 80113		PC	SW Colorado Spay Project	15,000.
South Park Good Samaritan Foundation PO Box 1956 Fairplay, CO 80440		PC	South Park Maximum Pet Health and Wellness	2,000.
Spay Today 1864 S Wadsworth Boulevard, Unit 2 Lakewood, CO 80232		PC	Free and subsidized spay/neuter services	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Spay Today 1864 S Wadsworth Boulevard, Unit 2 Lakewood, CO 80232		PC	Low-cost S/N in Aurora for owned animals	10,000.
Telluride Animal Foundation PO Box 2433 Telluride, CO 80228		PC	S/N reimbursable grant	28,915.
The Senior Hub 9025 Grant, Suite 150 Thornton, CO 80260		PC	Urgent veterinary care	2,500.
The Street Dog Coalition 220 Jackson Ave Fort Collins, CO 80521		PC	Colorado Street Clinics 2017	2,500.
UNC Charlotte Organizational Science 9201 University City Blvd Charlotte, NC 28223		PC	Roice-Hurst Humane Society	1,417.
US BANK 950 1th Street Denver, CO 80202		PC	S/N Clinic	3,735.
VFW Post 1 841 Santa Fe Drive Denver, CO 80204		PC	Sponsorship	1,000.
Total from continuation sheets				

Form 990-PF	Other Income	Statement	1
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Clarion Lion Properties Fund	104,610.	104,610.	
Grosvenor Institutional Equity Fund II	-20,947.	-20,947.	
Acadian Global Managed Volatility Equity Fund LLC	56,513.	56,513.	
Insurance reimbursement	4,086.	0.	
Miscellaneous investment income	4,434.	4,434.	
CAT Program	20,053.	0.	
Stipends	1,000.	0.	
Total to Form 990-PF, Part I, line 11	169,749.	144,610.	

Form 990-PF	Legal Fees	Statement	2
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes, LLP	2,841.	0.		2,841.
To Form 990-PF, Pg 1, ln 16a	2,841.	0.		2,841.

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Lisa M. Ernst, Inc.	7,250.	1,812.		5,438.
Kundinger, Corder & Engle, P.C.	18,000.	4,500.		13,500.
Payroll processing	6,459.	0.		6,459.
Other consulting	5,648.	0.		5,648.
To Form 990-PF, Pg 1, ln 16b	37,357.	6,312.		31,045.

Form 990-PF	Other Professional Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ellwood Associates	43,894.	43,894.		0.
Acadian Global Managed Volatility Fund	9,699.	9,699.		0.
Clarion	46,903.	46,903.		0.
Babson	7,363.	7,363.		0.
Other investment management fees	1,058.	1,058.		0.
To Form 990-PF, Pg 1, ln 16c	108,917.	108,917.		0.

Form 990-PF	Taxes			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	7,500.	0.		0.
Foreign taxes paid	7,378.	7,378.		0.
To Form 990-PF, Pg 1, ln 18	14,878.	7,378.		0.

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage and supplies	15,132.	0.		15,132.
Dues, memberships, miscellaneous	20,440.	0.		20,440.
CAT Program expense	51,863.	0.		51,863.
To Form 990-PF, Pg 1, ln 23	87,435.	0.		87,435.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 7

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Vehicles	64,770.	43,156.	21,614.	21,614.
To 990-PF, Part II, ln 14	64,770.	43,156.	21,614.	21,614.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Vanguard Institutional Index Fund	3,992,427.	7,625,122.
Vanguard Small Cap Fund	1,015,909.	1,484,237.
Vanguard Index Fund	474,650.	501,101.
William Blair Emerging Markets	1,022,861.	1,375,437.
Lazard International Strategy	1,810,057.	2,528,660.
T Rowe Price Overseas Fund	1,874,223.	2,556,275.
Total to Form 990-PF, Part II, line 10b	10,190,127.	16,070,832.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
Loomis Sayles Bond Fund	4,714,495.	4,668,423.
Total to Form 990-PF, Part II, line 10c	4,714,495.	4,668,423.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Acadian Global Managed Volatility Equity Fund, LLC	COST	2,150,825.	2,788,215.
Grosvenor Institutional Partnership	COST	0.	1,310,349.
Clarion Lion Properties Fund	COST	2,652,382.	4,155,484.
Babson Capital Floating Rate Income Offshore Fund	COST	1,401,891.	1,585,760.
Total to Form 990-PF, Part II, line 13		6,205,098.	9,839,808.

Form 990-PF Part VIII - List of Officers, Directors Statement 11
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
Craig Mills 405 Urban St., Ste. 340 Lakewood, CO 80228	President 2.00	0.	0.	0.
Dan Figliola 405 Urban St., Ste. 340 Lakewood, CO 80228	Treasurer 2.00	0.	0.	0.
Kathy Standberg 405 Urban St., Ste. 340 Lakewood, CO 80228	Secretary 2.00	0.	0.	0.
Diane Balkin 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Tom Parks 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Dean Vicksman 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Rosa De la Cruz 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Martha Smith 405 Urban St., Ste. 340 Lakewood, CO 80228	Vice President 1.00	0.	0.	0.
Julie Martin 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Penny McCarty 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.
Julie Martin 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 1.00	0.	0.	0.

ANIMAL ASSISTANCE FOUNDATION

84-0715412

Jayne Nielson
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

1.00

0.

0.

0.

Barbara Krause
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

1.00

0.

0.

0.

Carolyn Fairless
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

1.00

0.

0.

0.

Roger Haston
405 Urban St., Ste. 340
Lakewood, CO 80228

Executive Director through 10/15/16

40.00

34,849.

5,070.

0.

Katie Parker
405 Urban St., Ste. 340
Lakewood, CO 80228

Executive Director from 10/16/16

40.00

100,042.

18,788.

0.

Totals included on 990-PF, Page 6, Part VIII

134,891.

23,858.

0.

Form 990-PF	Grant Application Submission Information	Statement 12
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

info@aaf-fd.org
405 Urban Street, Ste. 340
Lakewood, CO 80228

Telephone Number

303-744-8396

Form and Content of Applications

Before submitting a formal application for a grant, the applicant organization must register with AAF, and fill out the online Letter of Inquiry form. If the LOI is accepted, the organization will be notified to complete an on-line application.

Any Submission Deadlines

Grant cycle opens June 1. Letter of inquiry due by September 1. Application due by September 29.

Restrictions and Limitations on Awards

Applicants must be a nonprofit organization or government entity located in Colorado or that has a direct impact on animals and their owners in Colorado. Requests must be for funding which is compatible with the Foundation's focus areas: Companion Animal Population Control; Operational Optimization; Permanent Homes; Cruelty Prevention and Intervention; and Innovation.