

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation SC Rain Foundation c/o Sara T Campbell		A Employer identification number 20-8134516	
Number and street (or P O box number if mail is not delivered to street address) PO Box 171068		Room/suite	B Telephone number (see instructions) (210) 732-9227
City or town, state or province, country, and ZIP or foreign postal code San Antonio, TX 78217		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) \$ 5,081,637		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

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)				
	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	79,687	79,687		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	502,049			
	b Gross sales price for all assets on line 6a _____ 1,978,073				
	7 Capital gain net income (from Part IV, line 2)		502,049		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	54	54		
	12 Total. Add lines 1 through 11	581,790	581,790		
	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)				
	b Accounting fees (attach schedule)	6,900	6,900		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,322	5,522		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,751	26,751		0
	24 Total operating and administrative expenses. Add lines 13 through 23	39,973	39,173		0
	25 Contributions, gifts, grants paid	225,000			225,000
	26 Total expenses and disbursements. Add lines 24 and 25	264,973	39,173		225,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	316,817			
	b Net investment income (if negative, enter -0-)		542,617		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	130,090	262,017	262,017
	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)	3,723,462	2,262,250	3,169,827
	c	Investments—corporate bonds (attach schedule)	0	697,844	699,793
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	950,000	950,000
	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)	3,853,552	4,172,111	5,081,637	
Liabilities	17	Accounts payable and accrued expenses	3,600	3,600	
	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)	3,600	3,600	
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	3,849,952	4,168,511	
30	Total net assets or fund balances (see instructions)	3,849,952	4,168,511		
31	Total liabilities and net assets/fund balances (see instructions) .	3,853,552	4,172,111		

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	3,849,952
2	Enter amount from Part I, line 27a	2	316,817
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,742
4	Add lines 1, 2, and 3	4	4,168,511
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	4,168,511

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)
1 a Charles Schwab			
b Gardner Russo			
c Gardner Russo			
d Capital Gains Dividends			
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 6,624		5,645	979
b 3,711		3,754	-43
c 1,966,953		1,466,625	500,328
d 785			785
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			979
b			-43
c			500,328
d			785
e			

2 Capital gain net income or (net capital loss)	2	502,049
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))
2016	236,317	4,483,230	0 052711
2015	203,455	3,954,462	0 051449
2014	222,434	3,891,833	0 057154
2013	184,824	3,749,641	0 049291
2012	126,000	3,505,725	0 035941
2 Total of line 1, column (d)			0 246546
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			0 049309
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4,764,960
5 Multiply line 4 by line 3			234,955
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,426
7 Add lines 5 and 6			240,381
8 Enter qualifying distributions from Part XII, line 4			225,000

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	10,852
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	10,852
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	10,852
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,216
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	8,716
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,138
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 2018 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) ☐ TX _____		
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 2017 or the taxable year beginning in 2017 (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 N/A	13	Yes	
14	The books are in care of Austin Family Office Telephone no (210) 732-9227			

Located at **PO Box 171068 San Antonio TX**ZIP+4 **78217**

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 2017, 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.**

		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)? ☐ 1b		
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 2017? ☐ 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐ Yes ☒ No 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 2017? 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. ☐ 	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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	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
Sara T Campbell PO Box 171068 San Antonio, TX 78217	Trustee 0 00	0	0	0
Catherine S Campbell PO Box 171068 San Antonio, TX 78217	Trustee 0 00	0	0	0
Ruth C Austin PO Box 171068 San Antonio, TX 78217	Trustee 0 00	0	0	0
Eloise D Austin PO Box 171068 San Antonio, TX 78217	Trustee 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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. ▶ 0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,837,523
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,837,523
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	4,837,523
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,563
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,764,960
6	Minimum investment return. Enter 5% of line 5.	6	238,248

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	238,248
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	10,852
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,852
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	227,396
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	227,396
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	227,396

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	225,000
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	225,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	225,000

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				227,396
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			118,587	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 225,000				
a Applied to 2016, but not more than line 2a			118,587	
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 2017 distributable amount.				106,413
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				120,983
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))
Sara T Campbell

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	225,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	79,687	
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.			03	54	
8	Gain or (loss) from sales of assets other than inventory			18	502,049	
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		581,790	0
13	Total. Add line 12, columns (b), (d), and (e).			13		581,790

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

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

		Yes	No
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--	--	--

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
-----------	--	-----------

value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

**Sign
Here**

2018-09-25

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Date _____

Title

Print/Type preparer's name David S Owens	Preparer's Signature	Date 2018-09-24	Check if self-employed ► ☐	PTIN P00387441
Firm's name ► Owens Consortium PLLC				Firm's EIN ► 26-3843250
Firm's address ► 200 Concord Plaza Ste 550 San Antonio, TX 78216				Phone no (210) 499-5650

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>				
Fountain Project Foundation Inc 10124 San Pablo Ave El Cerrito, CA 94530		Public Charity	General Purpose	15,000
Institute of Qigong & Internal Alternative Medicine PO Box 31576 Seattle, WA 98103		Public Charity	General Purpose	50,000
Ryan's House for Youth19777 SR 20 Coupeville, WA 98239		Public Charity	General Purpose	30,000
Total 				225,000
3a				

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>				
Satyana InstitutePO Box 17904 Boulder, CO 80308		Public Charity	General Purpose	15,000
The Unseen Hand22 Pleasant Street Rockland, ME 04841		Public Charity	General Purpose	40,000
Whidbey Camano Land Trust 765 Wonn Road Barn C-201 Greenback, WA 98253		Public Charity	General Purpose	35,000
Total ▶ 3a				225,000

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>				
Food Action220 2nd Ave S Box 3 Seattle, WA 98104		Public Charity	General Purpose	40,000
Total ▶ 3a				225,000

TY 2017 Accounting Fees Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bookkeeping Fee	3,900	3,900		0
Accounting Fee	3,000	3,000		0

TY 2017 Investments Corporate Bonds Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Blackrock Total Return	349,249	350,340
JPMorgan Core Bond I	348,595	349,453

TY 2017 Investments Corporate Stock Schedule

Name: SC Rain Foundation
c/o Sara T Campbell
EIN: 20-8134516

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Adobe Systems Inc	9,468	17,524
Aetna Inc	10,219	16,776
Agilent Technologies	3,253	5,224
Air Prod & Chemicals	10,114	12,470
Alkermes PLC	8,258	5,747
Allergan PLC	29,014	15,213
Allstate Corporation	9,107	15,183
Alphabet Inc Class A	24,545	33,709
Alphabet Inc Class C	23,950	33,485
Alphatec Holdings Inc	105,848	4,365
Altaba (fka Yahoo Inc)	6,073	12,294
Altria Group Inc	20,472	42,846
Amazon Com Inc	23,215	40,931
Amdocs Limited	2,411	2,816
American Intl Group	8,412	8,162
American Water Works	3,100	4,757
Ameriprise Financial	4,223	6,609
Amerisourcebergen Co	25,742	22,771
Andeavor (fka Tesoro Corporation)	6,575	7,203
Anheuser Busch Inbev	54,677	75,479
AON PLC	6,138	8,978
Auto Data Processing	258	20,157
Autodesk Inc	1,799	3,040
Avery Dennison Corp	2,556	4,594
Bank Of America Corp	18,950	32,354
Bank Of NY Mellon Co	8,993	11,741
Becton Dickinson & Co	11,820	16,269
Berkshire Hathaway Inc	82,339	178,398
Biomarin Pharmaceutl	4,405	3,745
British American Tobacco	31,505	40,721

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Brown Forman Corp	18,801	39,965
Campbell Soup Co	8,201	7,361
CBRE Group Inc Class A	2,331	2,902
CDK Global Inc	2,718	4,063
Celgene Corp	21,965	18,785
Cerner Corp	1,942	2,156
Charles River Labs	2,069	2,846
Chipotle Mexican Grl	1,491	867
Chubb Corporation	10,505	7,453
Cie Financiere Riche Mont AG	62,630	101,958
Cigna Corp	9,104	12,591
Citigroup Inc	16,627	23,588
Clorox Company	5,516	6,396
Coca Cola Ent	4,407	3,507
Cognizant Tech Solu Class A	8,085	9,517
Comcast Corp	11,132	28,035
Conduent Incorporate	423	630
Costco Wholesale Co	4,522	5,211
CVS Health Corp	394	290
Diago	26,842	36,856
Ebaying	3,302	4,491
Edgewell Personal	1,102	831
Electronic Arts Inc	9,372	14,393
Energizer Holdings	503	672
EOG Resources Inc	7,203	10,575
Fidelity Natl Info	3,682	5,645
Fiserv Inc	10,271	14,424
Goldman Sachs Group	12,029	16,814
H P Inc	4,606	8,236
Hartford FI NI Svc GP	2,687	3,489

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HCA Holdings Inc	5,629	7,115
Heineken Hldg	49,600	105,484
Henry Jack & Assoc	2,027	3,041
Hill Rom Holdings	1,944	3,372
Home Depot Inc	33,009	47,003
Humana Inc	7,152	9,923
Illinois Tool Works	18,065	32,035
Intel Corp	29,816	39,374
Intl Flavors & Fragra	3,475	4,426
Intuit Inc	3,130	5,049
JC Decaux	27,107	28,850
JP Morgan Chase & Co	32,454	52,080
Juniper Networks Inc	1,051	1,083
Kinder Morgan Inc	373,455	408,924
Kroger Company	12,101	7,851
Lear Corporation	3,639	5,123
Lincoln National Co	2,534	3,844
Lowes Companies Inc	10,662	13,012
Marsh & MC Lennan Co	8,030	11,802
Martin Marietta Matls Inc	16,397	38,682
Mastercard Inc	40,475	140,765
Mastercard Inc Class A	15,779	24,218
Microsoft Corp	90,491	138,917
Moodys Corp	3,196	4,724
Morgan Stanley	5,419	8,762
Neogen Corp	2,243	3,206
Nestle SA Sponsored	90,552	128,955
Nielsen Holdings Plc	1,954	1,529
Nike Inc Class B	17,962	17,514
Norfolk Southern Co	6,525	10,868

Name of Stock	End of Year Book Value	End of Year Fair Market Value
One Gas Inc	753	1,099
Perklinelmer Inc	2,335	3,217
Pernod Ricard	65,671	97,436
PPG Industries Inc	13,043	15,187
Principal Financial	1,922	2,964
Prudential Financial	6,879	9,543
Public Storage	10,402	8,778
Reckitt Bensckiser Group	15,880	21,991
Republic Services	3,780	5,747
Rockwell Automation	1,975	3,731
S&P Global Inc (McGraw-Hill Fin)	8,410	14,568
Schein Henry Inc	1,886	1,677
Sealed Air Corp	4,552	5,127
Sherwin Williams Co	7,219	11,071
Southwest Airlines	11,629	17,541
Stryker Corp	12,208	20,129
Suntrust Banks Inc	3,331	4,973
Swatch Group	44,354	50,985
Texas Instruments	9,560	17,650
Thermo Fisher Scntfc	14,398	19,368
Time Warner Inc	12,759	18,111
Travelers Companies	14,228	17,091
Unilever NV New York	48,069	78,848
Unitedhealth Grp Inc	5,570	10,362
Unum Group	3,739	6,148
Valero Energy Corp	8,443	10,845
Versum Materials Inc	3,305	1,438
Vertex Pharmaceutica	17,440	21,130
VF Corporation	1,497	1,776
Visa Inc	21,096	75,253

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Visa Inc Class A	26,359	38,311
Walgreens Boots Alli	10,930	9,223
Walt Disney Co	28,309	28,813
Waste Management Inc	8,787	14,153
Waters Corp	4,010	5,796
Wells Fargo & Co	38,953	69,771
Wells Fargo & Co	12,517	13,833
Western Digital Corp	1,558	2,624
WGL Holdings Inc	3,395	4,550
Xerox Corp	1,683	1,399
Zimmer Biomet Hldgs	1,642	1,931

TY 2017 Investments - Other Schedule

Name: SC Rain Foundation
c/o Sara T Campbell
EIN: 20-8134516

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BBR Equity Long/Short, Ltd	AT COST	950,000	950,000

TY 2017 Other Expenses Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advisory Fees	26,710	26,710		0
Foreign Dividend Fee	41	41		0

TY 2017 Other Income Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Litigation	54	54	54

TY 2017 Other Increases Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Description	Amount
Basis Correction-Charles Schwab	1,742

TY 2017 Taxes Schedule

Name: SC Rain Foundation
c/o Sara T Campbell

EIN: 20-8134516

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes	5,522	5,522		0
Taxes	800	0		0