

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation THE LAZIN ANIMAL FOUNDATION INC.		A Employer identification number 27-4703358
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD		B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		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) \$ 7,263,117.		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)
1 Contributions, gifts, grants, etc., received (attach schedule)		102,500.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		102.	102.		
4 Dividends and interest from securities		129,733.	129,733.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		188,177.			
b Gross sales price for all assets on line 6a 1,732,565.					
7 Capital gain net income (from Part IV, line 2)			187,713.		
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) ATCH. 1		51,501.	50,061.		
12 Total. Add lines 1 through 11		472,013.	367,609.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		225,081.	56,461.		168,620.
17 Interest					
18 Taxes (attach schedule) (see instructions) [3]		8,840.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,907.			2,907.
22 Printing and publications		990.			990.
23 Other expenses (attach schedule) ATCH. 4		58,496.	29,606.		28,667.
24 Total operating and administrative expenses. Add lines 13 through 23.		296,314.	86,067.		201,184.
25 Contributions, gifts, grants paid		125,000.			125,000.
26 Total expenses and disbursements. Add lines 24 and 25		421,314.	86,067.		326,184.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		50,699.			
b Net investment income (if negative, enter -0-)			281,542.		
c Adjusted net income (if negative, enter -0-)					

SCANNED FEB 25 2019

Revenue

Operating and Administrative Expenses

941

5

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	Savings and temporary cash investments	873,188.	169,855.	169,855.	
	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) [5]	705,073.	715,982.	711,011.	
	b	Investments - corporate stock (attach schedule) ATCH. 6	4,155,979.	4,973,166.	5,645,617.	
	c	Investments - corporate bonds (attach schedule) ATCH. 7	169,479.	218,141.	215,504.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH. 8	657,161.	534,435.	521,130.	
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)	6,560,880.	6,611,579.	7,263,117.	
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 (attach schedule)				
	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					
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	6,560,880.	6,611,579.			
30	Total net assets or fund balances (see instructions)	6,560,880.	6,611,579.			
31	Total liabilities and net assets/fund balances (see instructions)	6,560,880.	6,611,579.			

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	6,560,880.
2	Enter amount from Part I, line 27a	2	50,699.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,611,579.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,611,579.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	187,713.	
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	0.	

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 doesn't 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))
2016	107,724.	6,079,813.	0.017718
2015	140,671.	1,528,980.	0.092003
2014	92,287.	8,459.	10.909918
2013	20,520.	3,944.	5.202840
2012	18,760.	4,145.	4.525935
2 Total of line 1, column (d)			2 20.748414
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 4.149683
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 6,987,179.
5 Multiply line 4 by line 3.			5 28,994,578.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,815.
7 Add lines 5 and 6.			7 28,997,393.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 326,184.

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)		1	5,631.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		SEE TRANSITION TAX STATEMENT	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		3	5,631.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		5	5,631.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 2,882.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 3,623.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,505.	
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	874.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 874. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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 ☐ \$ _____ (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? 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?	X	
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 ☐ 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? 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 2017 or the tax year beginning in 2017? See the 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 ► N/A	13	X
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754		
Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
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 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	☐ Yes ☒ No	
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 ►		
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)	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 2017?	4b	X

Form 990-PF (2017)

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

		Yes	No
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. 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	☐ Yes	☐ No
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? If "Yes" to 6b, file Form 8870	6b ☐ X	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b ☐	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		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	(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. ☐

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
ATCH 10		225,081.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2017)

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	6,208,822.
b	Average of monthly cash balances	1b	388,703.
c	Fair market value of all other assets (see instructions)	1c	496,058.
d	Total (add lines 1a, b, and c)	1d	7,093,583.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,093,583.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	106,404.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,987,179.
6	Minimum investment return. Enter 5% of line 5	6	349,359.

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	349,359.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	5,631.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,631.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	343,728.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	343,728.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	343,728.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	326,184.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	326,184.
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	326,184.

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				343,728.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				6,014.
e From 2016				
f Total of lines 3a through e	6,014.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>326,184.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				326,184.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	6,014.			6,014.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				11,530.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
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)

NOT APPLICABLE

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 foundation 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 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 ATCH 11				
Total			▶ 3a	125,000.
b Approved for future payment				
Total			▶ 3b	

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) 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 .			14	102.		
4 Dividends and interest from securities			14	129,733.		
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						
8 Gain or (loss) from sales of assets other than inventory	525990	465.	18	187,712.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a K-1 INC/LOSS	525990	1,275.	14	49,810.		
b SEC 965 INCOME			14	416.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		1,740.		367,773.		
13 Total Add line 12, columns (b), (d), and (e)						

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

[illegible]

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

Schedule of Contributors

OMB No 1545-0047

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

Employer identification number

THE LAZIN ANIMAL FOUNDATION INC.

27-4703358

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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization **THE LAZIN ANIMAL FOUNDATION INC.**Employer identification number
27-4703358**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	LAZIN REVOCABLE TRUST DATED 11/17/11 14555 NORTH SCOTTSDALE RD, STE 330 SCOTTSDALE, AZ 85254	\$ 100,000.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

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

[illegible]

Name of organization **THE LAZIN ANIMAL FOUNDATION INC.**

Employer identification number

27-4703358

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

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 1,732,565	\$ 1,562,769	\$ 169,796
						\$ 17,916
Total included in Part IV				<u>\$ 1,732,565</u>	<u>\$ 1,562,769</u>	<u>\$ 187,712</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 465
Part I, Line 6a Total						<u>\$ 188,177</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS MORGAN STANLEY PRIVATE MARK	13,960.	13,008.
K-1 INC/LOSS RE PREMIER BREDS II ONSHORE	33,917.	33,467.
K-1 INC/LOSS SJC ONSHORE DIRECT LENDING	2,624.	2,624.
K-1 INC/LOSS THE BLACKSTONE GROUP LP	584.	546.
SECTION 965 INCOME	416.	416.
TOTALS	<u>51,501.</u>	<u>50,061.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	56,461.	56,461.	
PHILANTHROPIC CONSULTING SRVCS	168,620.		168,620.
TOTALS	<u>225,081.</u>	<u>56,461.</u>	<u>168,620.</u>

1

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2017	2,300.
990-PF EXTENSION FOR 2016	829.
990-T EXTENSION FOR 2016	4,000.
IRS MISCELLANEOUS FEE	103.
STATE INCOME TAX FOR 2016	1,500.
STATE MISCELLANEOUS FEE	108.
TOTALS	<u>8,840.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	26,805.		26,805.
BANK CHARGES	1,952.	1,952.	
INDEMNIFICATION INSURANCE	720.		720.
K-1 EXP MORGAN STANLEY PRIVATE	8,167.	8,131.	
K-1 EXP RE PREMIER BREDS II ON	19,625.	19,467.	
K-1 EXP SJC ONSHORE DIRECT LEN	32.	32.	
K-1 EXP THE BLACKSTONE GROUP L	53.	24.	
OFFICE SUPPLIES	131.		131.
STATE OR LOCAL FILING FEES	10.		10.
WEBSITE HOSTING/SUPPORT	1,001.		1,001.
TOTALS	58,496.	29,606.	28,667.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
US T - 1.375% - 08/21/2020	100,674.	99,536.
US T NTS - 0.750% - 10/31/2018	37,784.	37,687.
US T NTS - 0.875% - 04/15/2019	49,880.	49,383.
US T NTS - 1.125% - 01/31/2019	100,892.	100,226.
US T NTS - 1.250% - 05/31/2019	112,936.	112,064.
US T NTS NOTE - 1.125% - 02/28	162,397.	161,664.
US T NTS NOTE - 1.250% - 08/31	151,419.	150,451.
US OBLIGATIONS TOTAL	<u>715,982.</u>	<u>711,011.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AAC HOLDINGS INC	1,014.	621.
AAC TEC HOLDINGS ADR	1,904.	5,005.
ABAXIS, INC	3,771.	4,061.
ACADIA RLTY TR	1,650.	1,395.
ACS ACTIVIDADES CO UNSP ADR	16,579.	21,695.
AERCAP HOLDING N.V	25,582.	34,354.
AIA GROUP LTD ADR	18,467.	25,166.
AIRBUS GROUP	12,747.	21,608.
AKBANK TURK ANONIM SIRKETI ADR	3,530.	3,968.
ALLERGAN PLC	22,468.	18,157.
ALLISON TRANMISSION HOLDINGS	4,348.	6,504.
ALLSTATE CORP	5,239.	7,016.
ALPHABET INC CL A	27,338.	38,976.
AMAZON COM	15,071.	22,220.
AMBEV SA	26,910.	31,034.
AMER INTERNATIONAL GROUP INC	18,222.	17,040.
AMEREN CORPORATION	4,435.	4,719.
AMERICA MOVIL SA	7,081.	8,918.
AMERICAN CAMPUS COMMUNITIES	6,583.	5,621.
AMERICAN HOMES 4 RENT	2,493.	2,577.
AMERICAN RENAL ASSOCIATES HOLD	6,216.	5,237.
AMERICAN TOWER REIT INC	11,399.	15,551.
AMGEN INC	13,981.	16,173.
ANALOG DEVICES INC	24,841.	27,510.
ANIKA THERAPEUTICS INC	4,652.	5,661.
ANSYS INC	3,644.	5,904.
APPLE HOSPITALITY REIT INC	2,153.	2,255.
APPLE INC	28,371.	48,061.
ARCELORMITTAL	22,691.	31,373.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE INC	5,924.	5,691.
AVALONBAY CMNTYS INC	4,014.	4,103.
AXA ADS	19,640.	25,309.
BAE SYSTEMS PLC	23,453.	21,265.
BAIDU.COM - ADR	34,053.	44,266.
BANCO BILBAO ARG SA	14,652.	20,970.
BANCO DO BRASIL S A SPONSORED	4,017.	8,579.
BANCO MACRO BANSUD	4,629.	8,575.
BARRACUDA NETWORKS INC	4,346.	5,885.
BAYER A G SPONSORED ADR	22,337.	20,768.
BB SEGURIDADE	4,992.	6,007.
BHP BILLITON SP ADR	27,440.	37,398.
BIDVEST GROUP LTD (ADR)	4,869.	5,113.
BIO TECHNE CORPORATION	2,896.	3,757.
BLACKBAUD INC	1,433.	2,173.
BLACKHAWK NETWORK HOLDINGS, IN	5,714.	5,241.
BLACKLINE INC	3,084.	3,182.
BLACKROCK ALLOC TGT SER S PORT	648,492.	639,709.
BOSTON PPTYS INC	8,004.	8,452.
BRANDYWINE RLTY TR	1,670.	1,910.
BRIGHT HORIZONS FAMILY SOLUTIO	4,126.	5,734.
BRITISH AMERICAN TOBACCO PLC	32,665.	34,701.
BRIXMOR PPTY GROUP INC COM	2,151.	1,847.
BROADSOFT INC	3,917.	6,039.
CA INC	3,619.	4,060.
CALAMOS MARKET NEUTRAL FD CL I	295,027.	302,788.
CALLON PETROLEUM CO	3,695.	2,916.
CALRSBERG AS SP ADR REP B	17,578.	23,911.
CANADIAN NATURAL RESOURCES LTD	22,689.	24,718.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CARBONITE INC	4,663.	5,748.
CARDTRONICS INC	4,718.	2,278.
CARMAX INC	4,580.	5,451.
CARREFOUR S.A	24,316.	20,602.
CBRE GROUP INC	3,050.	4,461.
CBS CORP CL B	12,518.	14,691.
CENTER COAST MLP FOCUS FD INST	188,619.	176,962.
CHARLES SCHWAB CORP	13,962.	20,856.
CHEVRON CORP	30,640.	36,931.
CHINA CONSTRUCT UNSPON ADR	11,931.	15,885.
CHINA MOBILE HGK LTD	11,200.	10,462.
CHINA SHENHUA ADR	2,807.	4,391.
CHUBB LIMITED	24,095.	26,742.
CIELO SA ADR	8,041.	8,074.
CITIGROUP INC	14,667.	18,230.
CK HUTCHISON HLDGS	20,703.	21,829.
CLICKS GROUP LIMITED	3,318.	8,487.
CMS ENERGY CP	4,866.	5,960.
CNOOC LTD ADS	2,584.	3,733.
COGNIZANT TECHNOLOGY SOLUTIONS	13,687.	17,187.
COLUMBIA PROPERTY TRUST INC	1,456.	1,446.
COMML INTL BK S/ADR	3,127.	3,254.
COMPANHIA SANEAD ADS	4,263.	4,253.
CORCEPT THERAPEUTICS INC	4,086.	3,973.
CORE LABORATORIES	4,065.	4,382.
COSTAR GROUP, INC	2,684.	4,157.
COUSINS PROPERTIES INC	2,606.	2,664.
CROWN CASTLE INTL	8,894.	10,990.
DANAHER CORP	15,052.	18,378.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DAVE AND BUSTERS ENTERTAINMENT	4,159.	4,965.
DBS GROUP HLDGS SPON ADR	16,562.	26,654.
DCT INDUSTRIAL TRUST INC	4,503.	6,701.
DEUTSCHE BOERSE ADR	23,134.	24,546.
DIAMOND HILL LONG SHORT FUND C	274,444.	306,267.
DIGITAL RLTY TR INC	1,455.	1,367.
DNB NOR ASA SPONSOR ADR	15,143.	20,093.
DOWDUPONT INC	18,220.	18,019.
DUN & BRADSTREET CORP	5,334.	5,802.
E.ON AG SPON ADR REP 1/3 ORD N	18,019.	23,740.
EASTGROUP PROPERTIES INC	696.	795.
ECHO GLOBAL LOGISTICS, INC	5,464.	6,356.
ECOLAB INC	6,748.	7,917.
EDUCATION RLTY TRUST	2,476.	2,200.
ENGIE	22,240.	25,497.
ENN ENERGY HOLDINGS LIMITED	4,403.	4,740.
ENVESTNET INC	1,848.	2,742.
EOG RESOURCES INC	14,079.	18,992.
EQT CORPORATION	3,886.	3,188.
EQUINIX, INC	8,651.	10,877.
EQUITY RESIDENTIAL PPTYS TR	6,830.	6,887.
ESSEX PRTY TR INC	4,478.	4,827.
ESSILOR INTL ADR	21,932.	25,868.
EXELON CORPORATION	24,676.	27,429.
EXLSERVICE HOLDINGS INC	4,996.	6,095.
EXPONENT, INC	1,139.	1,422.
EXTRA SPACE STORAGE	3,332.	3,760.
FAIR ISSAC & CO INC	3,949.	5,056.
FAST RETAILING CO LT	21,719.	23,438.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FASTENAL COMPANY	2,874.	3,664.
FEDERAL RLTY INVT TR	4,368.	4,383.
FIRST REPUBLIC BANK	3,940.	4,938.
GAZPROM PJSC SPON ADR EA REP 2	2,299.	2,827.
GENESEE	3,798.	4,094.
GGP, INC	3,629.	3,181.
GILEAD SCIENCES INC	15,307.	14,758.
GOLDMAN SACHS GROUP	12,605.	19,107.
GRAPHIC PACKAGING CORP COM STK	3,273.	3,677.
HANOVER INS GROUP	3,302.	4,431.
HEALTH CARE PPTY INVS INC	2,065.	1,747.
HEALTHCARE REALTY TRUST	4,712.	4,722.
HEALTHCARE SVCS GROUP INC	5,442.	7,539.
HENGAN INTL GRP ADR	5,032.	5,784.
HONEYWELL INTL	26,653.	37,880.
HOST HOTELS & RESORTS INC	6,503.	7,126.
HSBC HOLDINGS PLC	17,991.	26,698.
HUDSON PACIFIC PROPERTIES INC	4,764.	5,412.
HUNT J B	5,056.	6,094.
ILLUMINA INC COM	4,385.	6,336.
IMPERIAL HOLDINGS LTD (IPL) AD	3,640.	7,278.
INC RESEARCH HOLDINGS INC	4,854.	5,145.
INFOSYS TECH LTD SPD ADR	4,806.	5,239.
INGERSOL-RAND PLC	11,599.	17,481.
INGREDION INC	4,248.	4,893.
INNERWORKINGS, INC	3,461.	4,413.
INTERNATIONAL BUSINESS MACHINE	28,431.	27,155.
INTESA SANPAOLO SPA	12,807.	21,646.
INTUITIVE SURGICAL	2,705.	4,379.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVITATION HOMES INC.	1,457.	1,508.
IRON MOUNTAIN	1,078.	1,019.
ISHARES TRUST RUSSELL 2000 VAL	118,496.	162,972.
JACOBS ENGINEERING GP	2,878.	4,353.
JOHNSON & JOHNSON	18,185.	17,744.
JP MORGAN CHASE	13,113.	19,142.
JULIUS BAER GROUP LTD	15,959.	23,095.
KASIKORNBANK PUB CO LTD ADR CM	3,117.	4,881.
KEYCORP	3,205.	4,579.
KILROY REALTY CP	71.	75.
KIMBERLY CLARK	5,219.	4,108.
KOC HOLDINGS AS UNSP/ADR	4,289.	5,301.
KOMATSU LTD	15,376.	24,310.
KON KPN NV SPON ADR REP 1 ORD	24,435.	25,172.
KONINKLIJKE DSM NV ADR	16,877.	29,635.
KOOKMIN BANK	6,265.	12,580.
KRAFT HEINZ CO	39,031.	34,292.
LAMAR ADVERTISING CO CL A REIT	1,621.	1,782.
LIBERTY PROPERTY TRUST SBI	3,973.	4,473.
LIFE HEALTHCARE GR UNSPON ADR	3,352.	3,132.
LIGAND PHARMACEUTICALS INC	4,540.	6,162.
LINCOLN NATIONAL CORP	4,606.	7,072.
LKQ CORPORATION	3,878.	5,043.
LLOYDS BANKING GROUP PLC	22,153.	23,265.
LOCALIZA RENT A CAR SA	2,841.	8,226.
LOCKHEED MARTIN CORP	17,303.	17,979.
LOWES COMPANIES INC	18,302.	20,261.
M&T BANK CORP	2,284.	3,078.
MACERICH CO	3,686.	3,809.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MAINSTAY HIGH YIELD CORPORATE	195,250.	200,482.
MARKEL CORP	3,371.	4,557.
MATADOR RESOURCES COMPANY	1,278.	1,961.
MERIT MEDICAL SYSTEMS, INC.	4,311.	5,832.
MGP INGREDIENTS, INC	2,244.	2,230.
MID-AMERICA APT COMMUNITIES IN	6,251.	6,436.
MITSUBISHI ESTATE CO ADR	23,939.	21,529.
MOBILE TELSYS OJSC	5,507.	7,092.
MONDELEZ INTERNATIONAL INC	18,759.	18,233.
MOODYS CORP	3,904.	5,904.
MS TRIGGER JUMP ON S&P 500	247,626.	338,874.
MULTI-COLOR CORPORATION	4,054.	4,491.
NATIONAL RETAIL PROPERTIES INC	2,550.	2,588.
NATL FUEL GAS CO	3,519.	3,514.
NATL HEALTH INVESTOR	2,198.	2,111.
NEDBANK GROUP LTD S/ADR	4,145.	6,244.
NETEASE.COM INC COM STK	7,306.	15,528.
OCCIDENTAL PETROLEUM CORP	18,954.	19,888.
OIL CO LUKOIL PJSC SPON ADR RE	5,076.	8,590.
ON ASSIGNMENT, INC	3,847.	5,463.
ORACLE CORP	20,520.	25,578.
ORANGE	23,732.	25,491.
OTSUKA HOLDINGS CO	17,882.	20,517.
PANASONIC CORP	27,875.	35,495.
PARK HOTELS & RESORTS INC	2,536.	2,588.
PEBBLEBROOK HOTEL TR COM	1,215.	1,524.
PEPSICO INC	15,379.	18,348.
PERFORMANCE FOOD GROUP COMPANY	4,661.	5,925.
PETLQ INC	3,931.	3,473.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PFIZER INC	16,025.	17,712.
PHILIPPINE LONG DISTANCE ADR	5,058.	3,399.
PHYSICIANS REALTY TRUST	984.	953.
PIMCO ENHANCED SHORT MATURITY	352,516.	352,514.
PIONEER NAT RES CO	3,739.	4,321.
PROLOGIS	6,555.	8,580.
PROS HOLDINGS INC	3,110.	4,655.
PT ASTRA INTL ADR	5,448.	7,793.
PT BK MANDIR PRS UNSP/ADR	5,874.	10,599.
PT TELEKOM. IND. TBK ADR	4,995.	7,378.
PUBLIC STORAGE INC	9,301.	8,360.
PUBLIC SVC ENTERPRISE GROUP IN	4,482.	5,150.
QTS REALTY TRUST	2,873.	2,979.
QUEST DIAGNOSTICS	4,056.	4,038.
RALPH LAUREN CORP	5,813.	6,844.
RAYONIER INC	732.	759.
RBC TRIGGER JUMP ON THE EURO S	111,801.	120,000.
REALTY INCOME CORP	4,210.	4,048.
RED HAT, INC	4,197.	6,606.
REGENCY CENTERS CORP	1,818.	1,868.
RETAIL OPPORTUNITY INVESTMENTS	1,854.	1,855.
RETAIL PROPERTIES OF AMERICA A	3,702.	3,347.
ROCHE HOLDING LTD ADR	23,502.	24,285.
ROCKWELL AUTOMATION INC	3,149.	5,105.
ROCKWELL COLLINS INC	3,030.	4,611.
ROPER INDUSTRIES	4,024.	5,698.
ROYAL DUTCH SHELL CL A	17,624.	24,349.
SANLAM LTD SPONSORED ADR (SOUT	3,604.	6,285.
SBA COMMUNICATIONS CORP	7,185.	9,965.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SBERBANK SPONSORED ADR	4,285.	13,692.
SCHLUMBERGER LTD	36,791.	32,010.
SCIENCE APPLICATIONS INTERNATI	4,957.	4,977.
SECOM CO LTD ADR OTC	20,201.	22,337.
SEI INVESTMENTS	4,065.	6,108.
SEMEN INDONESIA USNP ADR EACH	3,078.	3,281.
SEVEN & I HOLDINGS C	22,398.	22,858.
SHERWIN-WILLIAMS CO	17,251.	20,092.
SHINHAN FINL GROUP CO LTD	5,371.	7,563.
SHOPRITE HOLDINGS LTD	2,667.	4,626.
SIMON PPTY GROUP INC	12,097.	10,991.
SITEONE LANDSCAPE SUPPLY INC	3,510.	5,216.
SL GREEN REALTY CORP	428.	404.
SMITH & NEPHEW PLC ADR	21,987.	24,087.
SNAP ON INC	5,731.	6,101.
SNYDERS LANCE INC	4,509.	6,611.
STANDARD BANK GROUP SPON ADR	4,371.	8,104.
STANLEY BLACK & DECKER INC	17,912.	18,327.
STERIS PLC	1,784.	2,274.
SUMITOMO MITSUI FINCL GRP	32,701.	37,011.
SUN COMMUNITIES INC	3,016.	3,433.
SUNSTONE HOTEL INVESTORS, INC	1,863.	1,802.
SURGERY PARTNERS INC COM	7,660.	5,760.
SYNCHRONY FINANCIAL	2,737.	3,707.
T-MOBILE US INC	12,100.	17,465.
TAIWAN SEMICONDUCTOR MFG CO LT	8,683.	15,384.
TATA MOTORS LTD ADS	26,388.	24,637.
TELIGENT INC	5,685.	3,419.
TERRENO RLTY CORPCOM	956.	1,192.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
THERMO FISHER SCIENTIFIC INC	13,245.	17,469.
TIVO INC	5,215.	3,884.
TOLL BROTHERS INC	2,017.	2,833.
TORAY INDUSTRIES INC	21,823.	20,792.
TOTAL FINA ELF S.A	20,650.	23,660.
TRANSDIGM GRP INC	2,790.	3,295.
TRIMBLE NAV LTD	2,527.	3,901.
TURK TELEKOMUNIKAS	2,067.	1,919.
TURKCELL ILETISIM HIZMETLERI A	3,578.	4,060.
TYLER TECHNOLOGIES, INC	4,915.	6,020.
USD CYRUSONE INC	1,433.	1,905.
VALVOLINE INC	4,703.	5,263.
VECTREN CORP	3,623.	5,072.
VENTAS INC	2,977.	2,700.
VERINT SYSTEMS INC	4,008.	4,018.
VERISK ANALYTICS, INC	7,591.	9,312.
VIRTUSA CORPORATION	2,848.	4,981.
VODACOM GROUP LIMITE	4,746.	5,386.
VORNADO RLTY TR	5,145.	5,316.
VULCAN MATERIALS CO	4,954.	6,419.
WAGEWORKS INC	4,909.	5,332.
WALT DISNEY HOLDINGS CO	18,984.	18,707.
WASH REAL EST INV TR MARYLAND	1,421.	1,432.
WASTE CONNECTIONS	4,254.	6,810.
WATSCO INC	3,229.	3,741.
WEICHAI POWER CO LTD	4,485.	9,153.
WELLCARE HEALTH PLANS INC	1,651.	2,413.
WELLS FARGO & CO	15,841.	19,414.
WELLTOWER INC	4,448.	4,209.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WEYERHAEUSER CO	5,237.	6,100.
WOOLWORTHS HOLDINGS LTD	4,887.	4,087.
XILINX INC	16,415.	16,788.
YPF SOCIEDAD ANONIMA	5,929.	7,996.
TOTALS	<u>4,973,166.</u>	<u>5,645,617.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CITIGROUP INC BND - 2.150% - 0	32,154.	32,020.
INT'L BK REC & DEV NOTE - 1.87	38,758.	37,975.
JPMORGAN CHASE & CO MTN - 1.70	32,027.	31,997.
KFW - 1.875% - 06/30/2020	38,657.	37,781.
KREDITANSTALT FUR WIEDERAUFBAU	37,910.	37,498.
WELLS FARGO & COMPANY - 2.600%	38,635.	38,233.
TOTALS	<u>218,141.</u>	<u>215,504.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY PRIVATE MARKETS	331,596.	302,687.
RE PREMIER BREDS II ONSHORE FE	166,518.	171,787.
SJC ONSHORE DIRECT LENDING FUN	16,080.	21,584.
THE BLACKSTONE GROUP LP	20,241.	25,072.
TOTALS	<u>534,435.</u>	<u>521,130.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,732,565.		PUBLICLY-TRADED SECURITIES					169,797.	
		1,562,768.						
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					17,916.	
TOTAL GAIN (LOSS)							<u>187,713.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JEREMIAH BEITZEL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC, DIR, CHAIRMAN 1.00	0.	0.	0.
SUSANA DELLA MADDELENA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
MEREDITH FRANKEL PSY D FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
KEITH J MILLER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TREAS, DIR, PRES 1.00	0.	0.	0.
DEBBIE WARDROP FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PROMISE PHILANTHROPY AND CONSULTING SRVS 3835 WEST RANIER COURT ANTHEM, AZ 85086	PHILANTHROPIC	168,620.
MORGAN STANLEY 440 SOUTH LASALLE STREET, 38TH FL CHICAGO, IL 60605	INVESTMENT MGMT	56,461.
TOTAL COMPENSATION		<u>225,081.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOGS PLAYING FOR LIFE 728 ROCKY MOUNTAIN PL LONGMONT, CO 80504	N/A PC	LAZIN ALIVE PROGRAM COORDINATOR	93,750
PHOENIX ANIMAL CARE COALITION 10645 N TATUM BLVD STE 516 PHOENIX, AZ 85028	N/A PC	CRITICAL CARE LAZIN ALIVE AND WELL FUND	31,250

TOTAL CONTRIBUTIONS PAID

125,000