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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2017

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation MORGAN FAMILY FOUNDATION		A Employer identification number 30-0205024
Number and street (or P O box number if mail is not delivered to street address) 506 S HIGH ST. SUITE B		B Telephone number 937-767-9208
City or town, state or province, country, and ZIP or foreign postal code YELLOW SPRINGS, OH 45387		C If exemption application is pending, check here <input type="checkbox"/>
-6 Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 49,595,259.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments		447.	447.		STATEMENT 1
3 Dividends and interest from securities		943,017.	943,017.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,224,693.			
b Gross sales price for all assets on line 6a		5,340,747.			
7 Capital gain net income (from Part IV, line 2)			1,224,693.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,451.	2,451.		STATEMENT 3
12 Total. Add lines 1 through 11		2,170,608.	2,170,608.		
13 Compensation of officers, directors, trustees, etc		244,140.	81,196.		97,909.
14 Other employee salaries and wages		42,481.	0.		31,261.
15 Pension plans, employee benefits		116,640.	39,108.		50,589.
16a Legal fees STMT 4		2,310.	0.		0.
b Accounting fees STMT 5		14,435.	3,435.		0.
c Other professional fees STMT 6		109,955.	85,313.		18,138.
17 Interest					
18 Taxes STMT 7		15,222.	22.		0.
19 Depreciation and depletion		9,818.	0.		
20 Occupancy		12,513.	0.		0.
21 Travel, conferences, and meetings		49,471.	9,745.		16,844.
22 Printing and publications					
23 Other expenses STMT 8		66,499.	0.		17,590.
24 Total operating and administrative expenses. Add lines 13 through 23		683,484.	218,819.		232,331.
25 Contributions, gifts, grants paid		2,009,415.			2,009,415.
26 Total expenses and disbursements. Add lines 24 and 25		2,692,899.	218,819.		2,241,746.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<522,291.>			
b Net investment income (if negative, enter -0-)			1,951,789.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		512,069.	254,068.	254,068.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10	1,442,688.	1,629,762.	1,629,762.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 11	42,988,354.	47,630,198.	47,630,198.	
14		Land, buildings, and equipment basis ▶ 98,181.				
		Less: accumulated depreciation STMT 12 ▶ 23,727.	84,272.	74,454.	74,454.	
15		Other assets (describe ▶ SOFTWARE)	11,096.	6,777.	6,777.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	45,038,479.	49,595,259.	49,595,259.	
17		Accounts payable and accrued expenses				
18		Grants payable	3,921,400.	2,373,460.		
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 13)	<215.>	<300.>		
23	Total liabilities (add lines 17 through 22)	3,921,185.	2,373,160.			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>				
	25	Unrestricted				
	26	Temporarily restricted				
	27	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	28	Capital stock, trust principal, or current funds	0.	0.		
	29	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	30	Total net assets or fund balances	41,117,294.	47,222,099.		
31	Total liabilities and net assets/fund balances	45,038,479.	49,595,259.			

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	41,117,294.
2	Enter amount from Part I, line 27a	2	<522,291.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	8,175,036.
4	Add lines 1, 2, and 3	4	48,770,039.
5	Decreases not included in line 2 (itemize) ▶ CHANGE IN RESERVES FOR GRANTS PAYABLE	5	1,547,940.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,222,099.

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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.)
1a			
b SEE ATTACHED STATEMENT			
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 5,340,747.		4,116,054.	1,224,693.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,224,693.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>	1,224,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	2,828,783.	44,075,751.	.064180
2015	2,970,151.	48,181,302.	.061645
2014	2,736,903.	49,877,441.	.054873
2013	2,412,670.	47,280,059.	.051029
2012	2,321,577.	43,180,612.	.053764

2 Total of line 1, column (d)	2	.285491
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	.057098
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	46,247,891.
5 Multiply line 4 by line 3	5	2,640,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,518.
7 Add lines 5 and 6	7	2,660,180.
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	2,241,746.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	39,036.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	39,036.
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	39,036.
6 Credits/Payments.			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	16,953.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	16,953.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	439.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	22,522.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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. ► OH		
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

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► WWW.MORGANFAMILYFDN.ORG		
14 The books are in care of ► THE FOUNDATION Telephone no. ► 937-767-9208		
Located at ► 506 S HIGH ST., SUITE B, YELLOW SPRINGS, OH ZIP+4 ► 45387		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 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?	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		244,140.	82,479.	0.

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

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

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

0

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

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

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Total. Add lines 1 through 3		0
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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	46,275,122.
b	Average of monthly cash balances	1b	595,821.
c	Fair market value of all other assets	1c	81,231.
d	Total (add lines 1a, b, and c)	1d	46,952,174.
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	46,952,174.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	704,283.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,247,891.
6	Minimum investment return. Enter 5% of line 5	6	2,312,395.

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	2,312,395.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	39,036.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39,036.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,273,359.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,273,359.
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	2,273,359.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,241,746.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,241,746.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,241,746.

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.

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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				2,273,359.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	250,612.			
b From 2013	104,024.			
c From 2014	258,375.			
d From 2015	668,212.			
e From 2016	633,819.			
f Total of lines 3a through e	1,915,042.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 2,241,746.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				2,241,746.
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).)	31,613.			31,613.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,883,429.			
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 instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	218,999.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,664,430.			
10 Analysis of line 9.				
a Excess from 2013	104,024.			
b Excess from 2014	258,375.			
c Excess from 2015	668,212.			
d Excess from 2016	633,819.			
e Excess from 2017				

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				
12 COMPETITIVE GRANTS - SEE ATTACHED STATEMENT				1,906,165.
51 MATCHING GRANTS - SEE ATTACHED STATEMENT				90,000.
31 REUNION GRANTS - SEE ATTACHED STATEMENT				11,500.
6 OTHER GRANTS - SEE ATTACHED STATEMENT				1,750.
Total			3a	2,009,415.
b Approved for future payment				
6 GRANTS APPROVED FOR FUTURE PAYMENT				173,460.
Total			3b	173,460.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

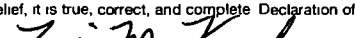
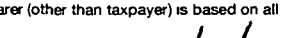
- | | | |
|---|-------|-----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes |
| | 1a(1) | X |
| | 1a(2) | |
| | | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 5/10/18	Title EXECUTIVE DIRECTOR & SECR		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KAREN O. CRIM		5/8/18		P00368385
	Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 2000 W DOROTHY LN DAYTON, OH 45439			Phone no. 937 298-0201	

MORGAN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

30-0205024

PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
b	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
c	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	700,000.	579,888.	120,112.
b	3,400,000.	2,849,115.	550,885.
c	857,849.	687,051.	170,798.
d	382,898.		382,898.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			120,112.
b			550,885.
c			170,798.
d			382,898.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1,224,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNT	6.	6.	
SAVINGS ACCOUNT	441.	441.	
TOTAL TO PART I, LINE 3	447.	447.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HUNTINGTON	1,325,915.	382,898.	943,017.	943,017.	
TO PART I, LINE 4	1,325,915.	382,898.	943,017.	943,017.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	142.	142.	
CLASS ACTION SETTLEMENTS	2,309.	2,309.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,451.	2,451.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,310.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,310.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,435.	3,435.		0.
TO FORM 990-PF, PG 1, LN 16B	14,435.	3,435.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE	2,530.	0.		0.
CONTRACT LABOR	17,356.	0.		17,356.
INVESTMENT MANAGEMENT & CUSTODIAN FEES	29,498.	29,498.		0.
INVESTMENT CONSULTANT FEES	40,191.	40,191.		0.
OTHER CONSULTING FEES	17,650.	15,000.		0.
DESIGN COMMUNICATION CONSULTANT FEES	730.	0.		0.
NONBOARD COMMITTEE COMP	2,000.	624.		782.
TO FORM 990-PF, PG 1, LN 16C	109,955.	85,313.		18,138.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	22.	22.		0.
FEDERAL EXCISE TAXES	15,000.	0.		0.
OHIO FILING FEES	200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,222.	22.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	7,640.	0.		0.
DUES AND SUBSCRIPTIONS	25,833.	0.		0.
OFFICE EQUIPMENT, SOFTWARE & SUPPLIES	14,468.	0.		12,590.
INTERNET & TECHNOLOGY SERVICES	17,895.	0.		5,000.
POSTAGE & DELIVERY	399.	0.		0.
POST OFFICE BOX	194.	0.		0.
BANK FEES	70.	0.		0.
TO FORM 990-PF, PG 1, LN 23	66,499.	0.		17,590.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/LOSSES ON INVESTMENTS	8,175,036.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,175,036.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE ATTACHED STATEMENT	1,629,762.	1,629,762.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,629,762.	1,629,762.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS EQUITIES - SEE ATTACHED STATEMENT	COST	40,288,450.	40,288,450.
MUTUAL FUNDS FIXED - SEE ATTACHED STATEMENT	COST	7,341,748.	7,341,748.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,630,198.	47,630,198.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENT	98,181.	23,727.	74,454.
TOTAL TO FM 990-PF, PART II, LN 14	98,181.	23,727.	74,454.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DENTAL & VISION EMPLOYEE WITHHOLDING	<215.>	<300.>
TOTAL TO FORM 990-PF, PART II, LINE 22	<215.>	<300.>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEE M. MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	PRESIDENT 1.25	3,100.	0.	0.
VICTORIA A. MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	VICE PRESIDENT 1.00	2,700.	0.	0.
MATTHEW MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	TREASURER 1.00	0.	0.	0.
ASHA MORGAN MORAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,700.	0.	0.
BARCLAY CARRIAR 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,700.	0.	0.
JUDITH THOMPSON 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,700.	0.	0.
KARLA MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	1,300.	0.	0.
MARTY MORAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,700.	0.	0.
RONALD BRANDENBURG 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,700.	0.	0.
LORI M. KUHN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	EXEC. DIRECTOR/SECRETARY 32.00	143,200.	43,947.	0.
STEPHEN T. WILLIAMS 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	CFO/ASSISTANT TREASURER 30.00	80,340.	38,532.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		244,140.	82,479.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGERLEE M. MORGAN
VICTORIA A. MORGAN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PLEASE VISIT WWW.MORGANFAMILYFDN.ORG FOR MORE INFORMATION.
506 S HIGH ST. SUITE B
YELLOW SPRINGS, OH 45387

TELEPHONE NUMBER

937-767-9208

EMAIL ADDRESS

INFO@MORGANFAMILYFDN.ORG

FORM AND CONTENT OF APPLICATIONS

IN 2018 THE FOUNDATION WILL RECONSIDER ITS GRANT PARAMETERS AND PROCESSES. DECISIONS ABOUT THE FORM AND CONTENT OF APPLICATIONS, AND ANY SPECIFIC GRANTMAKING INTERESTS OR RESTRICTIONS, WILL BE POSTED ON THE FOUNDATION'S WEBSITE WWW.MORGANFAMILYFDN.ORG NO LATER THAN THE FOURTH QUARTER OF 2018.

ANY SUBMISSION DEADLINES

NO DEADLINES WERE SET FOR 2018. UPDATED INFORMATION WILL BE POSTED ON WWW.MORGANFAMILYFDN.ORG.

RESTRICTIONS AND LIMITATIONS ON AWARDS

MOST FOUNDATION GRANTS ARE AWARDED TO 501(C)(3) PUBLIC CHARITIES THAT SERVE THE COMMUNITIES OF YELLOW SPRINGS, OHIO AND ST. CLOUD, MINNESOTA. FOR 2017 THE FOUNDATION CONSIDERED UNSOLICITED GRANT REQUESTS ONLY FROM THE ST. CLOUD, MINNESOTA AREA THAT ADDRESSED THE FOUNDATION'S STATED PRIORITIES IN THE FIELD OF EARLY CHILD CARE AND LEARNING (BIRTH THROUGH TWO YEARS OLD) AS PART OF ITS ST. CLOUD EARLY CHILDHOOD INITIATIVE. ALL OF THESE AWARDS WERE FOR TWO-YEAR GRANTS. RESTRICTIONS ON FUTURE GRANTMAKING WILL BE ANNOUNCED ON THE FOUNDATION'S WEBSITE, WWW.MORGANFAMILYFDN.ORG, NO LATER THAN THE FOURTH QUARTER OF 2018. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS OR FOR LOBBYING LEGISLATION OR INFLUENCING PUBLIC ELECTIONS. THE FOUNDATION ALSO AWARDS GRANTS TO PRE-SELECTED PUBLIC CHARITIES IN OTHER LOCALITIES AND/OR FOR OTHER PURPOSES.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT 17
	PART XVII, LINE 1, COLUMN (D)	

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

YELLOW SPRINGS CHAMBER OF COMMERCE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PAYMENT OF ANNUAL MEMBERSHIP DUES

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
5	LEASEHOLD IMPROVEMENT	08/01/15	SL	10.00		16	98,181.				98,181.	13,909.		9,818.	23,727.
	* TOTAL 990-PF PG 1 DEPR						98,181.				98,181.	13,909.		9,818.	23,727.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

990-PF Part XV Line 3b

	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	Amount
1	CentraCare Health Foundation 1406 6th Ave N. St. Cloud, MN 56303-1901	N/A	PC	Second payment of a 2-year grant: Parental Capacity Building in Primary Care Settings	\$32,555.00
2	Milestones 314 10th Ave South, Suite 180 P.O. Box 548 Waite Park, MN 56387	N/A	PC	Second payment of a 2-year grant: Improving Child Care Programs Birth through Two Years of Age	\$32,000.00
3	Promise Neighborhood 1114 9th Avenue PO Box 6082 St. Cloud, MN 56302-6082	N/A	PC	Second payment of a 2-year grant. Great Beginnings - A Neighborhood Approach	\$26,000.00
4	Reach-Up Inc. 350 Hwy 10 S. Ste 100 St. Cloud, MN 56304-1376	N/A	PC	Second payment of a 2-year grant: Strengthening Parent/Child Attachment through Circle of Security-Parenting	\$16,905.00
5	Sauk Rapids-Rice School District 1833 Osauka Road Northeast Sauk Rapids, MN 56379-4530	N/A	PC	Second payment of a 2-year grant: Thrive Collaborative. Addressing the Social/Emotional Development of Children	\$24,000.00
6	St. Cloud Area School District #742 - Early Childhood 1000 N 44th Ave, Suite 100 St. Cloud, MN 56303-2034	N/A	PC	Second payment of a 2-year grant. Enhanced home visits in collaboration with Benton Stearns Education District for high needs children in the Greater St. Cloud Area	\$42,000.00
	Total				\$173,460.00