

EXTENDED TO NOVEMBER 15, 2018

2949133501603 8

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

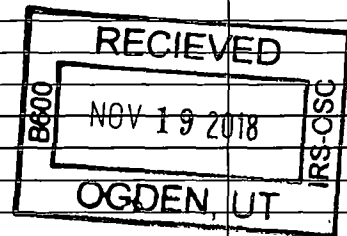
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation GINNY L. CLEMENTS CHARITABLE TRUST C/O VIRGINIA L. CLEMENTS, TRUSTEE		A Employer identification number 35-7163018
Number and street (or P.O. box number if mail is not delivered to street address) 7361 N. FINGER ROCK PLACE	Room/suite	B Telephone number 520-299-9421
City or town, state or province, country, and ZIP or foreign postal code TUCSON, AZ 85718		C If exemption application is pending, check here ☐ 6
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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 04 ☐ 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) \$ 3,077,805.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		50.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		28,445.	28,445.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,757.			
b Gross sales price for all assets on line 6a	462,243.				
7 Capital gain net income (from Part IV, line 2)			9,757.		
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					
12 Total. Add lines 1 through 11		38,252.	38,202.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 2	13,165.	13,165.		0.
17 Interest		11.	11.		0.
18 Taxes	STMT 3	1,283.	1,283.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	446.	446.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		14,905.	14,905.		0.
25 Contributions, gifts, grants paid		167,641.			167,641.
26 Total expenses and disbursements. Add lines 24 and 25		182,546.	14,905.		167,641.
27 Subtract line 26 from line 12.		-144,294.			
a Excess of revenue over expenses and disbursements			23,297.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



GINNY L. CLEMENTS CHARITABLE TRUST
C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

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		3,000,000.	301,577.	301,577.
	2	Savings and temporary cash investments				
	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 5	0.	2,212,240.	2,212,240.
	c	Investments - corporate bonds	STMT 6	0.	563,988.	563,988.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,000,000.	3,077,805.	3,077,805.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 7)		0.	15,503.	
23	Total liabilities (add lines 17 through 22)		0.	15,503.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted		3,000,000.	3,062,302.	
		Foundations that do not follow SFAS 117, check here ▶ ☐				
	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				
	30	Total net assets or fund balances		3,000,000.	3,062,302.	
31	Total liabilities and net assets/fund balances		3,000,000.	3,077,805.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,000,000.
2	Enter amount from Part I, line 27a	2	-144,294.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN FROM SECURITIES	3	206,596.
4	Add lines 1, 2, and 3	4	3,062,302.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,062,302.

GINNY L. CLEMENTS CHARITABLE TRUST

Form 990-PF (2017)

C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

Page 3

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 PUBLICLY TRADED SECURITIES - UBS XX808			
b PUBLICLY TRADED SECURITIES - UBS XX842			
c PUBLICLY TRADED SECURITIES - UBS XX843			
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 232,292.		226,099.	6,193.
b 139,072.		135,279.	3,793.
c 90,566.		91,108.	-542.
d 313.			313.
e			

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			6,193.
b			3,793.
c			-542.
d			313.
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	9,757.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	0.	24,221.	.000000
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,950,929.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	233.
7 Add lines 5 and 6	7	233.
8 Enter qualifying distributions from Part XII, line 4	8	167,641.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	233.
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	233.
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	233.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0.
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	233.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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 ☐ <u>AZ</u>		
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	

N/A

STMT 8

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? Website address ► N/A	X	
14 The books are in care of ► VIRGINIA L. CLEMENTS Telephone no ► (520) 299-9421 Located at ► 7361 N. FINGER ROCK PLACE, TUCSON, AZ ZIP+4 ► 85718		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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. ☐ N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐ Yes ☒ No	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? ☐ Yes ☒ No If "Yes," list the years: , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	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			
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)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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?			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
VIRGINIA L. CLEMENTS 7361 N. FINGER ROCK PLACE TUCSON, AZ 85718	TRUSTEE 1.00	0.	0.	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

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	1,316,379.
b	Average of monthly cash balances	1b	1,679,488.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,995,867.
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	2,995,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,950,929.
6	Minimum investment return. Enter 5% of line 5	6	147,546.

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	147,546.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	233.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	233.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	147,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147,313.
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	147,313.

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	167,641.
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	167,641.
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	233.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,408.

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				147,313.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			10.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 167,641.				
a Applied to 2016, but not more than line 2a			10.	
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				147,313.
e Remaining amount distributed out of corpus	20,318.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,318.			
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	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	20,318.			
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	20,318.			

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				
THE UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721		PC	TO AIDE IN THE ADVANCEMENT OF THE UNIVERSITY OF ARIZONA SELECT PROGRAMS.	62,300.
CAMP LOOKOUT SCHOLARSHIP FUND 3130 HIGHWAY 157 RISING FAWN, GA 30738		PC	TO ASSIST IN HELPING CHILDREN AND YOUTH ATTEND SUMMER CAMP WHOSE FAMILITES FIND THE FULL COST OF CAMP	250.
CATHOLIC FOUNDATION FOR THE DIOCESE OF TUCSON 111 S CHURCH AVE TUCSON, AZ 85701		PC	TO AIDE THE ORGANIZATION IN EDUCATING, MOTIVATING AND INVIGORATING STEWARDSHIP WITHIN THE	2,500.
DIOCESE OF TUCSON CHARITY AND MINISTRY FUND INC PO BOX 31 TUCSON, AZ 85702		PC	TO AIDE THE ORGANIZATION IN EDUCATING, MOTIVATING AND INVIGORATING STEWARDSHIP WITHIN THE	5,000.
DRUG COALITION PO BOX 1596 PINETOP, AZ 85935		PC	TO AIDE IN THE ALLIANCE WORKING TOWARD A HEALTHY SUBSTANCE-FREE ENVIRONMENT FOR YOUTH.	200.
Total	SEE CONTINUATION SHEET(S)			167,641.
b Approved for future payment				
NONE				
Total				0.

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	SCOTT SEBREE	SCOTT SEBREE	10/27/18		P00082888
	Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
	Firm's address ▶ 5255 EAST WILLIAMS CIRCLE, STE 5000 TUCSON, AZ 85711			Phone no (520) 790-3500	

GINNY L. CLEMENTS CHARITABLE TRUST
C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EQUESTRIAN OF THE HOLY SEPULCHRE OF JERUSALEM 1612 E CALLE DEL CIELO TUCSON, AZ 85718		PC	TO SUPPORT THE GOOD OF ALL PEOPLE IN THE HOLY LAND.	2,000.
GUARDIAN ANGEL CATHEDRAL 302 CATHEDRAL WAY LAS VEGAS, NV 89109		PC	TO SUPPORT THE ROMAN CATHOLIC CATHEDRAL OF LAS VEGAS.	25.
ROTARY CLUB OF TUCSON FOUNDATION 3900 E TIMROD STREET NO. 4 TUCSON, AZ 85711		PC	TO SUPPORT THE COMMUNITY THROUGH EDUCATIONS, L, COMMUNITY, AND INTERNATIONAL	1,200.
HIGHER GROUND A RESOUCCE CENTER 101 W 44TH ST TUCSON, AZ 85713		PC	TO AIDE IN ELEVATING THE COMMUNITY ONE LIFE AT A TIME BY SHOWING LOVE AND BUILDING CHARACTER.	250.
JOHN PAUL II CATHOLIC CHURCH 216 SCHELLER AVENUE SELLERSBURG, IN 47172		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	50.
SUN VALLEY YOUTH CENTER 1230 DECATUR ST DENVER, CO 80204		PC	TO AIDE IN GIVING DENVER'S POOREST NEIGHBORHOOD A HOPE FOR THE FUTURE.	100.
MARIA LANAKILA CATHOLIC CHURCH 712 WAINE'E STREET LAHAINA, HI 96761		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	25.
SAINT MARY STAR OF THE SEA CATHOLIC CHURCH 1 MCGIVNEY LN HAMPTON, VA 23664		PC	TO PROMOTE THE PRINCIPALS OF CHARITY, UNITY, FRATERNITY AND PATRIOTISM.	25.
NATIONAL ALLIANCE OF MENTAL ILLNESS 3803 N FAIRFAX DR, STE 100 ARLINGTON, VA 22203		PC	TO AIDE THE ORGANIZATION DEDICATED TO PROVIDING ADVOCACY, EDUCATION, SUPPORT AND PUBLIC AWARENESS TO	500.
OUR LADY OF THE SNOWS 17 BROOKHAVEN TRL LITTLETON, CO 80123		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	600.
Total from continuation sheets				97,391.

GINNY L. CLEMENTS CHARITABLE TRUST
C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE PRIMAVERA FOUNDATION 151 W 40TH ST TUCSON, AZ 85713		PC	TO SUPORTE THE ORGANIZATION WHICH SUPPORTS THE VULNERABLE MEMBERS OF THE COMMUNITY BY	250.
SACRED HEART MONASTERY 601 E FORT LOWELL RD TUCSON, AZ 85705		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	100.
SACRED HEART SPIRITUAL 601 E FORT LOWELL RD TUCSON, AZ 85705		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	25.
GIRL SCOUTS OF SOUTHERN ARIZONA 4300 E BROADWAY BLVD TUCSON, AZ 85711		PC	TO AIDE IN THE REACHING OF GIRLS AGES 5 - 17 IN SOUTHERN ARIZONA THROUGH THE GIRL SCOUTS SOCIAL	10,000.
SAINT FRANCES CABRINI 3201 E PRESIDIO RD TUCSON, AZ 85716		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	27,165.
SALVATION ARMY 2707 E VAN BUREN STREET PHOENIX, AZ 85008		PC	TO AIDE IN THE ASSISTANCE OF CAREWORN NEIGHBORS MAKE IT THROUGH THE DAILY HARDSHIPS THEY MAY	100.
SOCIETY OF THE DIVINE SAVIOR 1735 N HI MOUNT BLVD MILWAUKEE, WI 53208		PC	TO SUPPORT THE MISSION TO PROCLAIM AND TEACH BY ALL WAYS AND MEANS THE GOODNESS AND KINDNESS OF JESUS THE	50.
ST CYRIL OF ALEXANDRIA ROMAN CATHOLIC PARISH 4725 E PIMA ST TUCSON, AZ 85712		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	475.
ST THERESA CATHOLIC CHURCH 5045 E THOMAS RD PHOENIX, AZ 85018		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	250.
ST THOMAS THE APOSTLE CATHOLIC CHURCH 5150 N VALLEY VIEW ROAD TUCSON, AZ 85718		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	50.
Total from continuation sheets				

GINNY L. CLEMENTS CHARITABLE TRUST
C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STEELE CHILDRENS RESEARCH CENTER 1501 N CAMPBELL AVE RM 3301, PO BOX 245073 TUCSON, AZ 85724		PC	TO SUPPORT THE CENTER'S IMPROVING CHILDREN'S HEALTH THROUGH RESEARCH.	6,100.
TEEN CHALLENGE INTERNATIONAL 6464 N ORACLE RD TUCSON, AZ 85704		PC	TO AIDE IN MAKING A DIFFERENCE IN THE LIVES OF THOSE WHO CANNOT HELP THEMSELVES.	500.
TRINITY MISSIONS 400 E UNIVERSITY BLVD TUCSON, AZ 85705		PC	TO SUPPORT THE CHURCH'S MISSION TO GUIDE PEOPLE OF ALL BACKGROUNDS INTO A PERSONAL RELATIONSHIP	101.
UMBRELLA MINISTRIES PO BOX 4906 PALM SPRINGS, CA 92263		PC	TO AIDE IN THE SUPPORT OF THE MINISTRY WHICH REACHES OUT TO THE HURTS AND HEARTS OF MOTHERS WHO HAVE	1,100.
WOUNDED WARRIORS PROJECT PO BOX 758517 TOPEKA, KS 66675		PC	TO SUPPORT INJURED WARRIORS, CAREGIVERS, AND FAMILY MEMBERS AND BRING INDEPENDENCE BACK TO SEVERELY	100.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231		PC	TO SUPPORT THE ORGANIZATION'S MISSION OF BUILDING HEALTHIER LIVES FREE OF CARDIOVASCULAR DISEASES	100.
ANGEL CHARITY FOR CHILDREN 3132 N SWAN RD TUCSON, AZ 85712		PC	TO IMPROVE THE QUALITY OF LIFE FOR THE CHILDREN IN THE COMMUNITY.	7,550.
ARIZONA THEATER COMPANY PO BOX 1631 TUCSON, AZ 85702		PC	TO SUPPORT THE ORGANIZATION'S MISSION TO INSPIRE, ENGAGE AND ENTERTAIN.	1,750.
ICF / BUD PURDY SCHOLARSHIP FUND 210 W STATE STREET BOISE, ID 83702		PC	TO SUPPORT THE MISSION TO ENRICH THE QUALITY OF LIFE THROUGHOUT IDAHO.	1,000.
CASA DE LOS NINOS 1101 N 4TH AVE TUCSON, AZ 85705		PC	TO PREVENT CHILD ABUSE AND NEGLECT.	10,000.
Total from continuation sheets				

GINNY L. CLEMENTS CHARITABLE TRUST
C/O VIRGINIA L. CLEMENTS, TRUSTEE

35-7163018

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DIOCESE OF BOISE 7003 FRANKLIN RD BOISE, ID 83709		PC	TO SUPPORT THE CHURCH AND ITS ADORERS.	1,000.
KNIGHTS OF COLUMBUS 1 COLUMBUS PLZ NEW HAVEN, CT 06510		PC	TO SUPPORT THE ORGANIZATION'S MISSION TO PROMOTE EDUCATIONAL, CHARITABLE, RELIGIOUS	1,000.
LITTLE SISTERS OF THE POOR 8745 JAMES A REED ROAD KANSAS CITY, MO 64138		PC	TO AIDE IN THE MISSION TO OFFER THE NEEDIEST ELDERLY A HOME WHERE THEY ARE WELCOMED.	100.
NORTHWEST NORTH DAKOTA COMMUNITY FOUNDATION PO BOX 371 WILLISTON, ND 58802		PC	TO SUPPORT THE MISSION TO IMPROVE THE QUALITY OF LIFE FOR CITIZENS.	250.
NORTHERN ARIZONA UNIVERSITY FOUNDATION PO BOX 4094 FLAGSTAFF, AZ 86011		PC	TO PROMOTE THE MISSION OF NAU.	10,000.
PARKINSONS SUPPORT AND WELLNESS 260 STETSON ST STE 2300 CINCINNATI, OH 45219		PC	TO SUPPORT THE EDUCATION OF PARKINSONS DISEASE.	500.
PATRANATO SAN XAVIER PO BOX 522 TUCSON, AZ 85702		PC	TO SUPPORT THE PRESERVATION AND MAINTENANCE OF MISSION SAN XAVIER DEL BAC.	1,500.
SALPOINTE CATHOLIC EDUCATION FOUNDATION 1545 E COPPER ST TUCSON, AZ 85719		PC	TO SUPPORT THE FOUNDATION'S PURPOSE TO IMPROVE THE EDUCATIONAL EXPERIENCES AND	500.
SAINT LUKE'S HEALTH FOUNDATION 190 E BANNOCK ST BOISE, ID 83712		PC	TO SUPPORT ST. LUKE'S MISSION TO IMPROVE THE HEALTH OF PEOPLE IN THE COMMUNITIES SERVED.	500.
STEVEN M GOOTER FOUNDATION PO BOX 64583 TUCSON, AZ 85728		PC	TO SUPPORT THE MISSION TO SAVE LIVES BY DEFEATING SUDDEN CARDIAC DEATH THROUGH INCREASED AWARENESS,	2,250.
Total from continuation sheets				

35-7163018

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CAMP LOOKOUT SCHOLARSHIP FUND

TO ASSIST IN HELPING CHILDREN AND YOUTH ATTEND SUMMER CAMP WHOSE
FAMILITES FIND THE FULL COST OF CAMP TO BE OUT-OF-REACH.

NAME OF RECIPIENT - CATHOLIC FOUNDATION FOR THE DIOCESE OF TUCSON

TO AIDE THE ORGANIZATION IN EDUCATING, MOTIVATING AND INVIGORATING
STEWARDSHIP WITHIN THE DIOCESE OF TUCSON.

NAME OF RECIPIENT - DIOCESE OF TUCSON CHARITY AND MINISTRY FUND INC

TO AIDE THE ORGANIZATION IN EDUCATING, MOTIVATING AND INVIGORATING
STEWARDSHIP WITHIN THE DIOCESE OF TUCSON.

NAME OF RECIPIENT - ROTARY CLUB OF TUCSON FOUNDATION

TO SUPPORT THE COMMUNITY THROUGH EDUCATIONSL, COMMUNITY, AND
INTERNATIONAL CHARITIES.

NAME OF RECIPIENT - NATIONAL ALLIANCE OF MENTAL ILLNESS

TO AIDE THE ORGANIZATION DEDICATED TO PROVIDING ADVOCACY, EDUCATION,
SUPPORT AND PUBLIC AWARENESS TO THOSE AFFECTED BY MENTAL ILLNESS.

NAME OF RECIPIENT - THE PRIMAVERA FOUNDATION

TO SUPORTE THE ORGANIZATION WHICH SUPPORTS THE VULNERABLE MEMBERS OF
THE COMMUNITY BY PROVIDING PATHWAYS OUT OF POVERTY.

NAME OF RECIPIENT - GIRL SCOUTS OF SOUTHERN ARIZONA

TO AIDE IN THE REACHING OF GIRLS AGES 5 - 17 IN SOUTHERN ARIZONA
THROUGH THE GIRL SCOUTS SOCIAL IMPACT PROGRAM

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SALVATION ARMY

TO AIDE IN THE ASSISTANCE OF CAREWORN NEIGHBORS MAKE IT THROUGH THE
DAILY HARDSHIPS THEY MAY FACE.

NAME OF RECIPIENT - SOCIETY OF THE DIVINE SAVIOR

TO SUPPORT THE MISSION TO PROCLAIM AND TEACH BY ALL WAYS AND MEANS THE
GOODNESS AND KINDNESS OF JESUS THE SAVIOR.

NAME OF RECIPIENT - TRINITY MISSIONS

TO SUPPORT THE CHURCH'S MISSION TO GUIDE PEOPLE OF ALL BACKGROUNDS INTO
A PERSONAL RELATIONSHIP WITH JESUS.

NAME OF RECIPIENT - UMBRELLA MINISTRIES

TO AIDE IN THE SUPPORT OF THE MINISTRY WHICH REACHES OUT TO THE HURTS
AND HEARTS OF MOTHERS WHO HAVE EXPERIENCED THE LOSS OF A CHILD.

NAME OF RECIPIENT - WOUNDED WARRIORS PROJECT

TO SUPPORT INJURED WARRIORS, CAREGIVERS, AND FAMILY MEMBERS AND BRING
INDEPENDENCE BACK TO SEVERELY WOUNDED VETERANS.

NAME OF RECIPIENT - AMERICAN HEART ASSOCIATION

TO SUPPORT THE ORGANIZATION'S MISSION OF BUILDING HEALTHIER LIVES FREE
OF CARDIOVASULAR DISEASES AND STROKE.

NAME OF RECIPIENT - KNIGHTS OF COLUMBUS

TO SUPPORT THE ORGANIZATION'S MISSION TO PROMOTE EDUCATIONAL,
CHARITABLE, RELIGIOUS AND SOCIAL WELFARE WORKS.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SALPOINTE CATHOLIC EDUCATION FOUNDATION

TO SUPPORT THE FOUNDATION'S PURPOSE TO IMPROVE THE EDUCATIONAL
EXPERIENCES AND ENVIRONMENT FOR THE STUDENTS AND STAFF OF SALPOINTE
CATHOLIC HIGH SCHOOL.

NAME OF RECIPIENT - STEVEN M GOOTER FOUNDATION

TO SUPPORT THE MISSION TO SAVE LIVES BY DEFEATING SUDDEN CARDIAC DEATH
THROUGH INCREASED AWARENESS, EDUCATION, AND SCIENTIFIC RESEARCH.

NAME OF RECIPIENT - TU NIDITO CHILDREN AND FAMILY SERVICES

TO SUPPORT THE CREATION OF A COMMUNITY OF ACCEPTANCE AND UNDERSTANDING
REGARDING CHILDREN IN GRIEF.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB US DOLLAR INDEX FUND DIVIDENDS	12.	0.	12.	12.	
POWERSHARES DB US DOLLAR INDEX FUND INTEREST	18.	0.	18.	18.	
UBS XX807 INTEREST	310.	0.	310.	310.	
UBS XX808 DIVIDENDS	8,138.	79.	8,059.	8,059.	
UBS XX808 INTEREST	28.	0.	28.	28.	
UBS XX842 DIVIDENDS	7,792.	0.	7,792.	7,792.	
UBS XX842 INTEREST	57.	0.	57.	57.	
UBS XX843 DIVIDENDS	12,332.	234.	12,098.	12,098.	
UBS XX843 INTEREST	71.	0.	71.	71.	
TO PART I, LINE 4	28,758.	313.	28,445.	28,445.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	13,165.	13,165.		0.
TO FORM 990-PF, PG 1, LN 16C	13,165.	13,165.		0.

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FROM UBS XX842	433.	433.		0.
FORM 1023 PAYMENT	850.	850.		0.
TO FORM 990-PF, PG 1, LN 18	1,283.	1,283.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS INVESTMENT EXPENSES FROM POWERSHARES DB US DOLLAR INDEX FUND	115.	115.			0.
MISCELLANEOUS INVESTMENT EXPENSES	331.	331.			0.
TO FORM 990-PF, PG 1, LN 23	446.	446.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
ABBVIE INC COM	16,344.		16,344.	
ALLERGAN PLC	6,870.		6,870.	
ALPHABET INC CL A	18,961.		18,961.	
ALPHABET INC CL C	13,603.		13,603.	
AMAZON.COM INC	25,728.		25,728.	
AMER EXPRESS CO	11,421.		11,421.	
AMERICAN TOWER CORP REIT	12,698.		12,698.	
APPLE INC	43,323.		43,323.	
APPLIED MATERIALS INC	7,361.		7,361.	
AT&T INC	18,079.		18,079.	
BANK OF AMER CORP	18,184.		18,184.	
BIOGEN INC	7,964.		7,964.	
BORGWARNER INC	10,320.		10,320.	
BROADCOM LTD	13,102.		13,102.	
CBS CORP NEW CL B	9,971.		9,971.	
CELGENE CORP	7,410.		7,410.	
CHEVRON CORP	10,391.		10,391.	
CHUBB LTD CHF	12,421.		12,421.	
COGNIZANT TECH SOLUTIONS CRP	11,647.		11,647.	
COMCAST CORP NEW CL A	14,058.		14,058.	
CONOCOPHILLIPS	13,558.		13,558.	
CUMMINS INC	10,775.		10,775.	
DANAHER CORP	11,510.		11,510.	
DELTA AIR LINES INC DELA NEW	11,928.		11,928.	
DISCOVER FINANCIAL SERVICES	12,538.		12,538.	
DOWDUPONT INC	15,953.		15,953.	
ETRADE FINANCIAL CORP COM NEW	11,401.		11,401.	
ELECTRONIC ARTS	7,564.		7,564.	
EOG RESOURCES INC	10,791.		10,791.	
EXXON MOBIL CORP	7,611.		7,611.	

FACEBOOK INC CL A	28,763.	28,763.
FOOT LOCKER INC	7,313.	7,313.
GILEAD SCIENCES INC	12,609.	12,609.
HALLIBURTON CO	6,109.	6,109.
HERSHEY CO	12,713.	12,713.
HIGHWOODS PROPERTIES INC	6,669.	6,669.
HILL ROM HOLDINGS INC	5,310.	5,310.
HOME DEPOT INC	18,195.	18,195.
HONEYWELL INTL INC	16,103.	16,103.
HUNTINGTON BANCSHARES	5,911.	5,911.
INTERCONTINENTALEXCHANGE GROUP	10,020.	10,020.
JPMORGAN CHASE & CO	28,874.	28,874.
KROGER COMPANY	8,757.	8,757.
LILLY ELI & CO	15,287.	15,287.
MARATHON PETROLEUM CO	6,994.	6,994.
MCDONALDS CORP	11,016.	11,016.
MEDTRONIC PLC	14,535.	14,535.
MICROSOFT CORP	39,605.	39,605.
NORTHROP GRUMMAN CORP	15,959.	15,959.
ON SEMICONDUCTOR CORP	4,816.	4,816.
ORACLE CORP	15,650.	15,650.
PARKER HANNIFIN CORP	14,969.	14,969.
PEPSICO INC	12,712.	12,712.
PFIZER INC	14,162.	14,162.
POST HLDGS INC	7,289.	7,289.
PROCTER & GAMBLE CO	22,694.	22,694.
PROLOGIS INC COM	12,128.	12,128.
PUBLIC SERVICE ENTERPRSE GROUP INC	11,124.	11,124.
PVH CORP COM	11,800.	11,800.
QUALCOMM INC	8,451.	8,451.
RAYMOND JAMES FINANCIAL CORP	11,252.	11,252.
STANLEY BLACK & DECKER INC COM	12,048.	12,048.
STATE STREET CORP	15,422.	15,422.
SUNTRUST BANKS INC	11,562.	11,562.
TECHNIPFMC PLC	9,205.	9,205.
THERMO FISHER SCIENTIFIC INC	14,241.	14,241.
TIFFANY & CO NEW	10,603.	10,603.
TYSON FOODS INC CL A	13,377.	13,377.
UNITEDHEALTH GROUP INC	25,353.	25,353.
VISA INC CLA	22,804.	22,804.
WASTE MGMT INC NEW	11,392.	11,392.
WESTLAKE CHEMICAL CORP	5,327.	5,327.
WESTROCK CO	8,597.	8,597.
XCEL ENERGY INC	11,017.	11,017.
AP MOLLAR-MAERSK A/S UNSPON ADR	9,159.	9,159.
ADOBE SYSTEMS INC (DELAWARE)	20,678.	20,678.
ALLERGAN PLC	14,395.	14,395.
ALNYLAM PHARMACEUTICALS INC	11,562.	11,562.
AMAZON.COM INC	35,084.	35,084.
APPLIED MATERIALS INC	9,815.	9,815.
APTIV PLC	24,177.	24,177.
ARISTA NETWORKS INC	15,077.	15,077.
ASHTAD GROUP PLC ORD UNSPONSORED ADR	23,284.	23,284.
AVIVA PLC SPON ADR	14,965.	14,965.

BIO RAD LABORATORIES INC CL A	18,616.	18,616.
BRAMBLES LTD SPON ADR	10,599.	10,599.
CELGENE CORP.	8,662.	8,662.
CISCO SYSTEMS INC	12,677.	12,677.
COSTCO WHOLESALE CORP	13,773.	13,773.
CREDIT AGRICOLE SA ADR	20,422.	20,422.
DEUTSCHE TELEKOM AG DE SPON ADR	12,009.	12,009.
ECOLAB INC	27,104.	27,104.
ELECTRONIC ARTS	17,650.	17,650.
EOG RESOURCES INC	22,122.	22,122.
HESS CORP	16,425.	16,425.
INTEGRATED DEVICE TECH INC	12,397.	12,397.
INVESTORS BANCORP INC NEW	15,906.	15,906.
KAO CORP REPSTG 10 SHS COM SPON ADR	17,705.	17,705.
KROGER COMPANY	17,266.	17,266.
LABORATORY CORP AMER HLDGS NEW	14,515.	14,515.
LEXICON PHARMACEUTICALS INC COM NEW	4,535.	4,535.
LILLY ELI & CO	11,824.	11,824.
LYONDELLBASELL INDUSTRIES NV SHS - A - CL A EUR	22,064.	22,064.
MAKITA CORP ADR JAPAN ADR	23,221.	23,221.
MARSH & MCLENNAN COS INC	30,847.	30,847.
MEDIASET ESPANA COMUNICACION SA EUR	11,676.	11,676.
MEDICINES CO	5,277.	5,277.
METLIFE INC	18,050.	18,050.
MICRON TECHNOLOGY INC	14,392.	14,392.
NORDEA BANK SWED ADR	20,018.	20,018.
NTT DOCOMO INC ECH REPSTG 11200TH COM SHS SPON ADR	10,316.	10,316.
PANASONIC CORP SPON ADR	14,989.	14,989.
PING AN INSURANCE (GROUP) CO OF CHINA LTD REPSTG 20 H SHS SPON ADR	24,859.	24,859.
PINNACLE FINANCIAL PARTNERS INC	12,862.	12,862.
PRAXAIR INC	21,810.	21,810.
PRICE T ROWE GROUP INC	20,881.	20,881.
PROCTER & GAMBLE CO	14,517.	14,517.
PTC INC COM	19,811.	19,811.
RECKITT BENCKISER PLC SPON ADR	13,345.	13,345.
ROYAL DSM N V SPON ADR	20,131.	20,131.
SAGE GROUP PLC ORD GBP	30,018.	30,018.
SAP SE SPON ADR	29,663.	29,663.
SCHLUMBERGER LTD NETHERLANDS ANTILLES	14,287.	14,287.
SCHNEIDER ELEC SE UNSPONSORED ADR	18,470.	18,470.
SHIN ETSU CHEM CO LTD ADR	16,643.	16,643.
SHIRE PLC SPON ADR	15,357.	15,357.
SIMON PPTY GROUP INC SBI	15,800.	15,800.
SOUTHWEST AIRLINES CO	15,904.	15,904.
STATOIL ASA SPON ADR	14,287.	14,287.
SUMITOMO MITSUI FINANCIAL SPON ADR	9,350.	9,350.
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	14,710.	14,710.
TELENOR ASA ADR	15,059.	15,059.
THK CO LTD ADR	15,903.	15,903.
TJX COS INC NEW	25,920.	25,920.
UNILEVER NV NY SHS NEW NETHERLANDS SPON SPON ADR	27,090.	27,090.

UNITEDHEALTH GROUP INC	27,998.	27,998.
US BANCORP DEL (NEW)	6,858.	6,858.
VISA INC CLA	15,165.	15,165.
WALT DISNEY CO (HOLDING CO) DISNEY COM	19,782.	19,782.
ZOETIS INC	11,887.	11,887.
ZURICH INS GROUP LTD SPON ADR	16,056.	16,056.
JUNGHEINRICH AG ORD PREFERRED EUR	23,794.	23,794.
SPDR BLOOMBERG BARCLAYS CONV SEC ETF	36,533.	36,533.
POWERSHARES DB US DOLLAR INDEX BULLISH FUND ETF	12,015.	12,015.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,212,240.	2,212,240.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FT-PREFERRED SECUR & INC ETF	75,038.	75,038.
ISHARES TIPS BOND ETF	25,668.	25,668.
ISHARES MBS ETF	24,516.	24,516.
ISHARES IBOX USD HIGH YIELD CORPORATE BOND ETF	14,921.	14,921.
ISHARES IBONDS DEC 2020 TERM CORPORATE ETF	29,739.	29,739.
ISHARES IBONDS DEC 2021 TERM CORPORATE ETF	29,760.	29,760.
LEGG MASON BW GLOBAL INCOME OPPORTUNITIES FUND INC	25,540.	25,540.
POWERSHARES INTL CORPORATE BOND PORTFOLIO ETF	26,486.	26,486.
RIVERFRONT STRATEGIC INCOME FUND ETF	25,148.	25,148.
SPDR DOUBLELINE TR TACT ETF	35,215.	35,215.
ALPHA CENTRIC INCOME OPPORTUNITIES FUND CLASS	107,494.	107,494.
LOOMIS SAYLES INVESTMENT GRADE BOND CLASSY	21,028.	21,028.
LORD ABBETT BOND DEBENTURE FUND CLASS F	25,226.	25,226.
LORD ABBETT FLOATING RATE FUND CLASS F	76,207.	76,207.
VIRTUS NEWFLEET MULTI-SECTOR SHORT TERM BOND FUND CLASS I	22,002.	22,002.
TOTAL TO FORM 990-PF, PART II, LINE 10C	563,988.	563,988.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	7
-------------	-------------------	-----------	---

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
UBS VISA - CONTRIBUTIONS	0.	15,503.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	15,503.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 8

NAME OF CONTRIBUTOR

ADDRESS

VIRGINIA L. CLEMENTS

7361 N. FINGER ROCK PLACE
TUCSON, AZ 85718