

Form 990-PF

Department of the Treasury
Internal Revenue Service

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OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation MATHHAPPENS		A Employer identification number 47-1670799
Number and street (or P.O. box number if mail is not delivered to street address) 1606 PEARL ST	Room/suite	B Telephone number 512-663-1680
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78701		C If exemption application is pending, check here <input type="checkbox"/>
Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
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		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,704,095.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,900.	1,900.	1,900.	STATEMENT 1
4 Dividends and interest from securities	31,477.	31,477.	31,477.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	103,753.			
b Gross sales price for all assets on line 6a	104,288.			
7 Capital gain net income (from Part IV, line 2)		103,753.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,979.	0.	1,979.	STATEMENT 3
12 Total. Add lines 1 through 11	139,109.	137,130.	35,356.	
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	2,259.	0.	0.	2,259.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,046.	0.	0.	2,046.
22 Printing and publications				
23 Other expenses	86,628.	51,228.	0.	35,400.
24 Total operating and administrative expenses. Add lines 13 through 23	90,933.	51,228.	0.	39,705.
25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	90,933.	51,228.	0.	39,705.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	48,176.			
b Net investment income (if negative, enter -0-)		85,902.		
c Adjusted net income (if negative, enter -0-)			35,356.	

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			4,631.	6,797.	6,797.
	2 Savings and temporary cash investments			90,663.	101,497.	101,497.
	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					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other			1,235,314.	1,270,382.	1,593,164.
	14 Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)			2,637.	2,637.	2,637.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,333,245.	1,381,313.	1,704,095.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)			1,456.	83,348.	
	23 Total liabilities (add lines 17 through 22)			1,456.	83,348.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	-33,824.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			1,331,789.	1,331,789.	
	30 Total net assets or fund balances			1,331,789.	1,297,965.	
	31 Total liabilities and net assets/fund balances			1,333,245.	1,381,313.	

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)	1,331,789.
2 Enter amount from Part I, line 27a	48,176.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,379,965.
5 Decreases not included in line 2 (itemize) ▶ SET ASIDE FUNDS	82,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,297,965.

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 WATCHHILL LT CAP GAIN	D		12/31/17
b WATCHHILL ST CAP LOSS	D		12/31/17
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 104,288.			104,288.
b		535.	-535.
c			
d			
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			104,288.
b			-535.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	103,753.
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	-535.

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			
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2
3 Average distribution ratio for the 5 year base period divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1 1,718.
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 1,718.
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 1,718.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 2,637.	
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 2,637.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 919.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 919. Refunded <input type="checkbox"/>	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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(c) (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. <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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.MATHHAPPENS.ORG**

14 The books are in care of ► **LAUREN SIEGEL** Telephone no. ► **512-663-1680**
 Located at ► **1606 PEARL ST, AUSTIN, TX** ZIP+4 ► **78701**

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
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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	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?	<input checked="" type="checkbox"/> Yes <input 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.)		3b X
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

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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
LAUREN SIEGEL 1606 PEARL ST AUSTIN, TX 78701	PRES/SEC/DIR 10.00	0.	0.	0.
PHILIP SIEGEL 1606 PEARL ST AUSTIN, TX 78701	VP/TREAS/DIR 5.00	0.	0.	0.
MATTHEW B SIEGEL 1606 PEARL ST AUSTIN, TX 78701	DIRECTOR 2.00	0.	0.	0.
ALEXANDER W SIEGEL 1606 PEARL ST AUSTIN, TX 78701	DIRECTOR 2.00	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

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Part VIII

Paid Employees, and Contractors (continued)

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

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

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

Part IX-A Summary of Direct Charitable Activities	
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Expenses

1	HEB WINTER FEST AND MATH FESTIVAL 2018	
		2,555.
2	HUMAN SUNCLOCK	
		18,981.
3	LITTLE FREE LIBRARY AND PIONEER FARMS	
		795.
4	PYTHAGOREAN TABLES PROJECT	
		15,283.

Part IX-B	Summary of Program-Related Investments
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Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	

All other program-related investments. See instructions.

Total. Add lines 1 through 3Form **990-PF** (2017)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	86,333.
c Fair market value of all other assets	1c	1,593,164.
d Total (add lines 1a, b, and c)	1d	1,679,497.
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	1,679,497.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,192.
5 Net value of noncharitable use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,654,305.
6 Minimum investment return. Enter 5% of line 5	6	82,715.

Part XI Distributable Amount (see instructions) (Section 1912(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	
2a Tax on investment income for 2017 from Part VI, line 5	2a	
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	39,705.
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	82,000.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	121,705.
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	121,705.

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)

N/A

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years:				
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				
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9)

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

01/09/17

- b Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
35,356.	11,754.	35,954.	0.	83,064.
30,053.	9,991.	30,561.	0.	70,604.
121,705.	61,940.	12,524.	0.	196,169.
0.	0.	0.	0.	0.
121,705.	61,940.	12,524.	0.	196,169.
1,379,725.	1,595,848.	1,378,197.	1,280,315.	5,634,085.
110,931.	97,661.	64,172.	6,315.	279,079.
55,143.	52,397.	45,251.	42,667.	195,458.
0.	0.	0.	1,284,000.	1,284,000.
				0.
				0.
				0.

- b 85% of line 2a

- c Qualifying distributions from Part XII, line 4 for each year listed

- d Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

- 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year <p style="text-align: center;">NONE</p>				
Total				3a 0
b Approved for future payment <p style="text-align: center;">NONE</p>				
Total				3b 0

Form 990-PF (2017)

Part XVI-A

(e)

Related or exempt
function income

a _____
b _____
c _____
d _____
e _____
f _____

g Fees and contracts from government agencies

3 Interest on savings and temporary cash investments

5 Net rental income or (loss) from real estate:

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events**10 Gross profit or (loss) from sales of inventory**

11 Other revenue:

a _____

b _____

c _____

d _____

e _____

12 Subtotal. Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)

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

0.	139.109.	0.
----	----------	----

13 139,109.

Part XVI-B

Line No.

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

[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 instr

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

PRES/SEC/DIR

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

SHERILL L. MORALES

11/14/18

P00178137

**Paid
Preparer
Use Only**

Firm's name ► **ATCHLEY & ASSOCIATES, LLP**

Firm's EIN ► 74-2920819

Firm's address ► 1005 LA POSADA DRIVE
AUSTIN, TX 78752

Phone no. (512) 346-2086

Form **990-PF** (2017)

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
P MORGAN CHASE	75.	75.	75.
ATCHHILL PASSTHROUGH	1,825.	1,825.	1,825.
TOTAL TO PART I, LINE 3	1,900.	1,900.	1,900.

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
ATCHHILL ASSTHROUGH	31,477.	0.	31,477.	31,477.	31,477.
O PART I, LINE 4	31,477.	0.	31,477.	31,477.	31,477.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL UNDRAISING EVENTS	1,979.	0.	1,979.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,979.	0.	1,979.

ORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACTORS	2,259.	0.	0.	2,259.
DO FORM 990-PF, PG 1, LN 16C	2,259.	0.	0.	2,259.

ORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING AND MARKETING	8,137.	0.	0.	8,137.
PORTFOLIO DEDUCTIONS	51,228.	51,228.	0.	0.
ISCELLANEOUS	112.	0.	0.	112.
SUPPLIES EXPENSE	8,571.	0.	0.	8,571.
FEES AND SUBSCRIPTIONS	6,040.	0.	0.	6,040.
TRAINING	860.	0.	0.	860.
TRAVEL AND ENTERTAINMENT	135.	0.	0.	135.
PYTHAGOREAN PROJECT	4,992.	0.	0.	4,992.
REIMBURSABLE EXPENSES	150.	0.	0.	150.
TRIPPING EXPENSES	120.	0.	0.	120.
UNLOCK PLANS	6,283.	0.	0.	6,283.
DO FORM 990-PF, PG 1, LN 23	86,628.	51,228.	0.	35,400.

ORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ATCHILL PARTNERS	COST	1,270,382.	1,593,164.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,270,382.	1,593,164.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECIEVABLE	2,637.	2,637.	2,637.
TO FORM 990-PF, PART II, LINE 15	2,637.	2,637.	2,637.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CREDIT CARD PAYABLE	1,456.	1,348.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,456.	1,348.	

ORM 990-PF	EXPLANATION OF CASH SET-ASIDE PART XII, LINE 3B	STATEMENT	9
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SEE ATTACHMENTS

Mathhappens
47-1670799
Attachment 1

Distributable amounts determined under IRC Sec. 4942(d)

Start Up Period		Minimum	Start Up
Year end	Min % of Min Distrib	Distributable Amount	Minimum
			Distributable Amount
12/31/2015	20%	67,876.00	13,575.20
12/31/2016	40%	78,596.00	31,438.40
12/31/2017	60%	82,715.00	49,629.00
		229,187.00	94,642.60

Mathhappens
47-1670799
Attachment 2

Actual payments

Start Up Period Year end	Actual Distributions
12/31/2015	12,524.00
12/31/2016	61,940.00
12/31/2017	39,705.00
	<hr/>
	114,169.00

Organization: MathHappens
TIN: 47-1670799
Tax Year Ended: December 31, 2017

Form 990-PF, Part XII, Line 3b—Reporting set-asides under the cash distribution test

1. The nature and purposes of the project for which the amounts are to be set aside are described as follows: Austin Location Project - costs associated with set up of Austin location including purchase of large equipment including laser cutter, large storage cabinets, tv monitor, computer equipment. \$40,000.00
2. The amounts set aside for the project described in item 1 will actually be paid within the 12-month period that ends no more than 60 months after the date of the set-aside.
3. The project will not be completed before the end of the above-referenced tax year (the year in which the set-aside was made).
4. Attachment Attachment 1 is a list of the distributable amounts determined under IRC Sec. 4942(d) for all past tax years in the taxpayer's start-up and full payment periods.
5. Attachment Attachment 2 is a list of actual payments made in cash or its equivalent for exempt purposes during each tax year in the taxpayer's start-up and full payment periods.

Organization: MathHappens
TIN: 47-1670799
Tax Year Ended: December 31, 2017

Form 990-PF, Part XII, Line 3b—Reporting set-asides under the cash distribution test

1. The nature and purposes of the project for which the amounts are to be set aside are described as follows: Austin Museum Project - Create and purchase math elements for museums to incorporate in their exhibit areas. \$10,000
2. The amounts set aside for the project described in item 1 will actually be paid within the 60-month period that ends no more than 60 months after the date of the set-aside.
3. The project will not be completed before the end of the above-referenced tax year (the year in which the set-aside was made).
4. Attachment Attachment 1 is a list of the distributable amounts determined under IRC Sec. 4942(d) for all past tax years in the taxpayer's start-up and full payment periods.
5. Attachment Attachment 2 is a list of actual payments made in cash or its equivalent for exempt purposes during each tax year in the taxpayer's start-up and full payment periods.

Organization: MathHappens
TIN: 47-1670799
Tax Year Ended: December 31, 2017

Form 990-PF, Part XII, Line 3b—Reporting set-asides under the cash distribution test

1. The nature and purposes of the project for which the amounts are to be set aside are described as follows: California Expansion Project - Staff time, travel, materials, professional fees for offering training to teachers on math modeling with lasers and exhibit support to museums interested in additional math offerings for visitors in the San Diego and Oakland/Berkeley areas. - \$22,000
2. The amounts set aside for the project described in item 1 will actually be paid within the 60-month period that ends no more than 60 months after the date of the set-aside.
3. The project will not be completed before the end of the above-referenced tax year (the year in which the set-aside was made).
4. Attachment Attachment 1 is a list of the distributable amounts determined under IRC Sec. 4942(d) for all past tax years in the taxpayer's start-up and full payment periods.
5. Attachment Attachment 2 is a list of actual payments made in cash or its equivalent for exempt purposes during each tax year in the taxpayer's start-up and full payment periods.

Organization: MathHappens
TIN: 47-1670799
Tax Year Ended: December 31, 2017

Form 990-PF, Part XII, Line 3b—Reporting set-asides under the cash distribution test

1. The nature and purposes of the project for which the amounts are to be set aside are described as follows: Louisiana Tech UTeach Project - Expanded staff time, materials and supplies to the Larson/UTeach program and affiliates. \$10,000
2. The amounts set aside for the project described in item 1 will actually be paid within the 60-month period that ends no more than 60 months after the date of the set-aside.
3. The project will not be completed before the end of the above-referenced tax year (the year in which the set-aside was made).
4. Attachment Attachment 1 is a list of the distributable amounts determined under IRC Sec. 4942(d) for all past tax years in the taxpayer's start-up and full payment periods.
5. Attachment Attachment 2 is a list of actual payments made in cash or its equivalent for exempt purposes during each tax year in the taxpayer's start-up and full payment periods.