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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2017

Open to Public Inspection

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For calendar year 2017 or tax year beginning , and ending

Name of foundation: RICHARD BROOKE FOUNDATION

A Employer identification number: 47-2497511

Number and street (or P O box number if mail is not delivered to street address): 17310 WRIGHT ST — Room/suite: 202

B Telephone number: 402-973-3030

City or town, state or province, country, and ZIP or foreign postal code: OMAHA, NE 68130

C If exemption application is pending, check here ▶ [ ]

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 81,976,187.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (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 ▶ [ ]

0A

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	164.	164.		STATEMENT 1
	4	Dividends and interest from securities	126,987.	126,987.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	245,236.			
	b	Gross sales price for all assets on line 6a 742,652.				
	7	Capital gain net income (from Part IV, line 2)		245,236.		
	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	4,688.	4,688.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	377,075.	377,075.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	92,367.	92,367.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	11,745.	11,745.		0.
	16a	Legal fees STMT 4	10,000.	10,000.		0.
	b	Accounting fees STMT 5	5,300.	5,300.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 6	2,593.	7,110.		0.
	19	Depreciation and depletion	11,808.	0.		
	20	Occupancy	38,583.	38,583.		0.
	21	Travel, conferences, and meetings	1,555.	1,555.		0.
	22	Printing and publications				
	23	Other expenses STMT 7	11,576.	11,576.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	185,527.	178,236.		0.
	25	Contributions, gifts, grants paid	3,678,181.			3,678,181.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,863,708.	178,236.		3,678,181.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	-3,486,633.			
	b	**Net investment income** (if negative, enter -0-)		198,839.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	15,787.	191,067.	191,067.
	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 9	57,902,258.	55,511,823.	81,756,572.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	250,000.	0.	0.
	14 Land, buildings, and equipment: basis ▶ 65,012.			
	Less accumulated depreciation STMT 10▶ 36,464.	40,356.	28,548.	28,548.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	58,208,401.	55,731,438.	81,976,187.
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 11)	2,412.	2,450.	
	23 **Total liabilities** (add lines 17 through 22)	2,412.	2,450.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	58,205,989.	55,728,988.	
	30 **Total net assets or fund balances**	58,205,989.	55,728,988.	
	31 **Total liabilities and net assets/fund balances**	58,208,401.	55,731,438.	

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	58,205,989.
2	Enter amount from Part I, line 27a	2	-3,486,633.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,009,632.
4	Add lines 1, 2, and 3	4	55,728,988.
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	55,728,988.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e	742,652.		497,416.	245,236.

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				245,236.

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 — 245,236.

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	3,140,589.	66,151,893.	.047475
2015	3,204,924.	62,514,841.	.051267
2014	0.	0.	.000000
2013			
2012			

2	**Total** of line 1, column (d)	2	.098742
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	.032914
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	74,583,774.
5	Multiply line 4 by line 3	5	2,454,850.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,988.
7	Add lines 5 and 6	7	2,456,838.
8	Enter qualifying distributions from Part XII, line 4	8	3,678,181.

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.

3

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	1,988.
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	1,988.
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	1,988.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 760.		
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	760.
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	1,228.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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	2		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	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ NE			
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	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.RICHARDBROOKE.ORG

14 The books are in care of ▶ MELINDA DRICKEY Telephone no. ▶ 402-973-3025

Located at ▶ 17310 WRIGHT STREET, SUITE 202, OMAHA, NE ZIP+4 ▶ 68130

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

			Yes	No
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?	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
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?	☐ 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

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	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
MELINDA DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	EXECUTIVE DIRECTOR & TREAS 40.00	92,367.	11,745.	0.
NEAL DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	SECRETARY 5.00	0.	0.	0.
ANNE DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	PRESIDENT 5.00	0.	0.	0.
ROBERT DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	VICE PRESIDENT 5.00	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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly 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 ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	75,582,632.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	136,936.
d	**Total** (add lines 1a, b, and c)		1d	75,719,568.
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	75,719,568.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,135,794.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	74,583,774.
6	**Minimum investment return.** Enter 5% of line 5		6	3,729,189.

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	3,729,189.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 1,988.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,988.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,727,201.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,727,201.
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	3,727,201.

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	3,678,181.
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	3,678,181.
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	1,988.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,676,193.

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				3,727,201.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			41,246.	
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: ▶ $ 3,678,181.				
a Applied to 2016, but not more than line 2a			41,246.	
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				3,636,935.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				90,266.
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	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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 ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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					
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 ▶ [X] 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				
ACLU OF NEBRASKA 941 O ST #706 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,249.
ANIMAL ACTION LEAGUE PO BOX 1413 JOSHUA TREE, CA 92252	NONE	PUBLIC CHARITY	SPAY/NEUTER CLINICS	25,000.
ANIMAL SAMARITANS 72-120 PET LAND PLACE THOUSAND PALMS, CA 92276	NONE	PUBLIC CHARITY	NO-KILL SHELTER AND ADOPTION CENTER	25,028.
ASSITANCE LEAGUE OF OMAHA 3569 LEAVENWORTH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	OPERATION SCHOOL BELL	75,728.
AVENUE SCHOLARS FOUNDATION 7101 MERCY ROAD, SUITE 240 OMAHA, NE 68106	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,213.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,678,181.
b Approved for future payment				
CHILD SAVING INSTITUTE 4545 DODGE STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	PEDIATRIC SOCAL WORK PROGRAM	84,639.
Total			▶ 3b	84,639.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	164.	
4 Dividends and interest from securities			14	126,987.	
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			14	4,688.	
8 Gain or (loss) from sales of assets other than inventory			18	245,236.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		377,075.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 377,075.

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

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

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).

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Melinda Pridey — Signature of officer or trustee

5/15/18 — Date

EXECUTIVE DIRECTOR — Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH A. KLUCK, CPA		05/14/18		P00089142

Firm's name ▶ LUTZ AND COMPANY, P.C. — Firm's EIN ▶ 47-0625816

Firm's address ▶ 13616 CALIFORNIA ST. STE 300 OMAHA, NE 68154-5336 — Phone no. 402-496-8800

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WEITZ CORE PLUS	P	06/28/16	01/11/17
b	WEITZ CORE PLUS	P	03/29/17	03/31/17
c	WEITZ CORE PLUS	P	06/28/17	07/07/17
d	WEITZ CORE PLUS	P	02/18/15	01/11/17
e	WEITZ CORE PLUS	P	02/18/15	03/31/17
f	WEITZ CORE PLUS	P	02/18/15	04/06/17
g	WEITZ CORE PLUS	P	02/18/15	07/07/17
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	37,909.		38,688.	-779.
b	31,001.		31,001.	0.
c	40,832.		41,032.	-200.
d	12,091.		12,020.	71.
e	43,999.		43,698.	301.
f	300,000.		297,076.	2,924.
g	34,168.		33,901.	267.
h	242,652.			242,652.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-779.
b				0.
c				-200.
d				71.
e				301.
f				2,924.
g				267.
h				242,652.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	245,236.
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

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04-01-17

RICHARD BROOKE FOUNDATION 47-2497511

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
BALLET NEBRASKA 918 S 37TH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	101,170.
BASIC ASSISTANCE FOR STUDENTS IN THE COMMUNITY PO BOX 1914 BORREGO SPRINGS, CA 92004	NONE	PUBLIC CHARITY	SUMMER READING ACADEMY	45,000.
BIG BROTHERS/BIG SISTERS OF THE MIDLANDS 10831 OLD MILL RD SUITE 400 OMAHA, NE 68154	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,357.
BORREGO SPRINGS UNIFIED SCHOOL DISTRICT 1315 PALM CANYON DRIVE BORREGO SPRINGS, CA 92004	NONE	PUBLIC SCHOOL	POOL RENOVATIONS, FIELD TRIPS, CHROMEBOOKS	70,000.
BORREGO SPRINGS UNIFIED SCHOOL DISTRICT 1315 PALM CANYON DRIVE BORREGO SPRINGS, CA 92004	NONE	PUBLIC SCHOOL	SUMMER PROGRAM	30,000.
BOYS AND GIRLS CLUB OF GREATER SAN DIEGO PO BOX 178569 SAN DIEGO, CA 92177	NONE	PUBLIC CHARITY	SUMMER FIELD TRIPS	25,145.
BOYS AND GIRLS CLUB OF THE COACHELLA VALLEY 42600 COOK ST, SUITE 120 PALM DESERT, CA 92211	NONE	PUBLIC CHARITY	DIPLOMAS TO DEGREES PROGRAM	25,357.
BULL TERRIER RESCUE OF SOUTHERN CALIFORNIA 36403 116TH ST E LITTLEROCK, CA 93543	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
CAMP FOSTER/YMCA OF THE OKOBOJIS 1769 260TH AVE SPIRIT LAKE, IA 51360	NONE	PUBLIC CHARITY	CABIN, BATHHOUSE, AND GENERAL OPERATING	74,956.
CASA FOR DOUGLAS COUNTY 2412 ST MARY'S AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,542.
Total from continuation sheets				3,476,963.

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04-01-17

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
CHILD SAVING INSTITUTE 4545 DODGE STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	PEDIATRIC SOCIAL WORK PROGRAM	83,095.
CHILDREN'S SCHOLARSHIP FUND 7101 MERCY ROAD, SUITE 305 OMAHA, NE 68106	NONE	PUBLIC CHARITY	K-8 SCHOLARSHIPS	25,110.
CHRISTMAS CIRCLE COMMUNITY PARK PO BOX 1025 BORREGO SPRINGS, CA 92004	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
COACHELLA VALLEY HOUSING COALITION 45701 MONROE STREET SUITE G INDIO, CA 92201	NONE	PUBLIC CHARITY	AFTER SCHOOL PROGRAM SUPPORT	50,000.
COLLEGE OF THE DESERT FOUNDATION 43-500 MONTERREY AVE PALM DESERT, CA 92260	NONE	PUBLIC CHARITY	PLEDGE SCHOLARSHIP PROGRAM 17/18	75,728.
COLLEGE POSSIBLE 900 S 74TH PLAZA, SUITE 403 OMAHA, NE 68144	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	45,196.
COMPLETELY KIDS 2566 ST MARY'S AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT AND CAPITAL CAMPAIGN	50,101.
ELKHORN PUBLIC SCHOOLS FOUNDATION 20214 VETERANS DRIVE ELKHORN, NE 68022	NONE	PUBLIC CHARITY	SMART PROJECTORS	31,525.
FILM STREAMS 1340 MIKE FAHEY STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN AND GENERAL OPERATING SUPPORT	50,056.
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	SNAP COUNSELOR AND BACKPACK PROGRAM	100,075.
Total from continuation sheets				

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
FOOD IN NEED OF DISTRIBUTION, INC (D.B.A. FIND FOOD BANK) 83-775 CITRUS AVE INDIO, CA 92202	NONE	PUBLIC CHARITY	MOBILE PANTRY PROGRAM	40,030.
FRIENDS OF THE NEBRASKA SESQUICENTENNIAL(THE NEBRASKA 150 FOUNDATION) 215 CENTENNIAL MALL SOUTH, SUITE 514 OMAHA, NE 68131	NONE	PUBLIC CHARITY	LEGACY OF NEBRASKA EXHIBITION	5,006.
GALLERY 1516 OF REGIONAL ARTISTS 1516 LEAVENWORTH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	RETIRE DEBT ACQUIRED DURING RENOVATION AND RESTORATION OF GALLERY 1516 BUILDING	251,112.
GIRLS INCORPORATED OF OMAHA 2811 N 45TH STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	TEEN TRIP AND GENERAL OPERATING SUPPORT	40,234.
HOSPICE HOUSE 7415 CEDAR STREET OMAHA, NE 68124	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
HUMANE SOCIETY OF THE DESERT PO BOX 2922 PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
INCLUSIVE COMMUNITIES 6001 DODGE STREET, CEC RM 122 OMAHA, NE 68182	NONE	PUBLIC CHARITY	INCLUCITY PROGRAM	9,968.
KANEKO 1111 JONES ST OMAHA, NE 68102	NONE	PUBLIC CHARITY	ATRIUM PROJECT	500,610.
LIVING DESERT 47900 PORTOLA AVE PALM DESERT, CA 92260	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	100,906.
METROPOLITAN COMMUNITY COLLEGE FOUNDATION PO BOX 3777 OMAHA, NE 68103-0777	NONE	PUBLIC CHARITY	ZSPACE STATIONS & SCHOLARSHIPS	50,033.
Total from continuation sheets				

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
MIDLANDS HUMANE SOCIETY 1020 RAILROAD AVENUE COUNCIL BLUFFS, NE 51503	NONE	PUBLIC CHARITY	DIRECTOR OF ANIMAL BEHAVIOR AND GENERAL OPERATING SUPPORT	100,075.
NEBRASKA APPLESEED 941 O ST, SUITE 920 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,320.
NEBRASKA CHILDREN AND FAMILIES FOUNDATION 215 CENTENNIAL MALL SOUTH, STE 200 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	SKILLS SCHOLARSHIPS	50,542.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	MOLLY PROJECT	149,816.
NO MORE EMPTY POTS 8511 N 30TH ST OMAHA, NE 68112	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,028.
NORTHSTAR FOUNDATION 4240 N 49TH AVE OMAHA, NE 68104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,056.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	PROJECT LEAD THE WAY SCHOLARSHIPS	24,073.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	PURCHASE OF STEINWAY CONCERT GRAND PIANO	15,120.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	UNMC INTERNAL MEDICINE/DIVISION OF GERIATRICS PRECPTOR PROGRAM	48,829.
OMAHA CHILDREN'S MUSUEM 500 S 20TH OMAHA, NE 68102	NONE	PUBLIC CHARITY	PARTNER SCHOOL PROGRAM/WELCOME FUND PROGRAM	25,016.
Total from continuation sheets				

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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
OMAHA CONSERVATORY OF MUSIC 3504 S 108TH STREET OMAHA, NE 68144	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,056.
OMAHA HOME FOR BOYS 4343 N 52ND STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,056.
OMAHA PERFORMING ARTS 1200 DOUGLAS STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	MUSICAL EXPLORERS PROGRAM AND ORPHEUM RENOVATIONS	50,033.
OMAHA PUBLIC LIBRARY FOUNDATION 215 S 15TH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	SUMMER READING PROGRAM	25,028.
OMAHA THEATER COMPANY 2001 FARNAM STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	EVERY SINGLE CHILD PRESCHOOL PROGRAM AND HITCHCOK THEATER RENOVATION	60,256.
ONE WORLD COMMUNITY HEALTH CENTERS, INC 4920 S 30TH ST, SUITE 103 OMAHA, NE 68107	NONE	PUBLIC CHARITY	TEEN AND YOUNG ADULT HEALTH CENTER AND CARE MOBILE	60,256.
ONE WORLD COMMUNITY HEALTH CENTERS, INC 4920 S 30TH ST, SUITE 103 OMAHA, NE 68107	NONE	PUBLIC CHARITY	NAVIGATOR AT THE LEARNING COMMUNITY CENTER OF SOUTH OMAHA	49,780.
PARTNERSHIP 4 KIDS 1004 FARNAM ST STE 200 OMAHA, NE 68102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,120.
PHOENIX ACADEMY 1110 N 66TH STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	SCHOLARSHIPS AND STUDENT ASSISTANCE FUND	25,172.
PLANNED PARENTHOOD OF THE HEARTLAND 3105 N 93RD STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	125,093.
Total from continuation sheets				

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
PROJECT HARMONY 11949 Q STREET OMAHA, NE 68137	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,110.
SHELTERING TREE 1323 WILLIAM ST OMAHA, NE 68108	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000.
TABLE GRACE 1611 1/2 FARNAM OMAHA, NE 68102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
THE FOUNDATION FOR THE PALM SPRINGS UNIFIED SCHOOL DISTRICT 980 E TAHQUITZ CANYON WAY PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	RACE ACADEMY	25,016.
THE HOPE CENTER FOR KIDS 2200 N 20TH ST OMAHA, NE 68110	NONE	PUBLIC CHARITY	EMPLOYMENT & LEARNING ACADEMY	10,025.
TRI-FAITH INITIATIVE OF OMAHA, NEBRASKA PO BOX 31134 OMAHA, NE 68131-0134	NONE	PUBLIC CHARITY	2017 SHARED SITE COSTS	50,037.
UNION FOR CONTEMPORARY ART 2417 BURDETTE STREET OMAHA, NE 68111	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,056.
VOICE FOR COMPANION ANIMALS PO BOX 5256 GRAND ISLAND, NE 68802	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
WOMEN'S CENTER FOR ADVANCEMENT 222 S 29TH STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN AND GENERAL OPERATING SUPPORT	50,474.
WOMEN'S FUND OF OMAHA 1111 N 13TH ST, SUITE 106 OMAHA, NE 68102	NONE	PUBLIC CHARITY	ADOLESCENT HEALTH PROJECT	25,208.
Total from continuation sheets				

723631
04-01-17

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
YOUTH EMERGENCY SERVICES 2679 FARNAM ST, SUITE 205 OMAHA, NE 68131	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
Total from continuation sheets				

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
CHARLES SCHWAB	164.	164.	
TOTAL TO PART I, LINE 3	164.	164.	

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
CHARLES SCHWAB	369,639.	242,652.	126,987.	126,987.	
TO PART I, LINE 4	369,639.	242,652.	126,987.	126,987.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	4,688.	4,688.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,688.	4,688.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,000.	10,000.		0.
TO FM 990-PF, PG 1, LN 16A	10,000.	10,000.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,300.	5,300.		0.
TO FORM 990-PF, PG 1, LN 16B	5,300.	5,300.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX REFUND	-4,517.	0.		0.
PAYROLL TAXES	7,110.	7,110.		0.
TO FORM 990-PF, PG 1, LN 18	2,593.	7,110.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE - UMBRELLA	1,000.	1,000.		0.
INSURANCE - WORKERS COMP	957.	957.		0.
OPERATING EXPENSES	6,381.	6,381.		0.
BANK FEES	10.	10.		0.
SOFTWARE	443.	443.		0.
INSURANCE - LIABILITY, D AND O	2,785.	2,785.		0.
TO FORM 990-PF, PG 1, LN 23	11,576.	11,576.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
FMV OF DONATIONS PAID IN EXCESS OF COST (SEE ATTACHED SCHEDULE)	1,009,632.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,009,632.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	5,316,368.	5,348,974.
EQUITIES	39,193,482.	66,221,257.
EQUITY FUNDS	11,001,973.	10,186,341.
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,511,823.	81,756,572.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	9,035.	5,084.	3,951.
COMPUTERS	3,011.	2,144.	867.
OFFICE FURNITURE	2,989.	1,682.	1,307.
SOFA	2,196.	1,236.	960.
OFFICE FURNITURE	6,649.	3,741.	2,908.
COMPUTER ACCESSORIES	2,058.	1,465.	593.
FILE CABINET	2,003.	1,127.	876.
OFFICE DECOR	27,256.	15,337.	11,919.
OFFICE DECOR	4,815.	2,709.	2,106.
OFFICE DECOR	5,000.	1,939.	3,061.
TOTAL TO FM 990-PF, PART II, LN 14	65,012.	36,464.	28,548.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	2,412.	2,450.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,412.	2,450.