

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**

For calendar year 2017 or tax year beginning

11/21, 2017, and ending

12/31, 2017

Name of foundation

THE CREAKY DOG FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

FOUNDATION SOURCE 501 SILVERSIDE RD

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809-1377

G Check all that apply

☒

Initial return

☐

Final return

☐

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 1,691,932.

J Accounting method

☒

Cash

☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

82-3483002

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here.

☒

D 1 Foreign organizations check here.

☐

2 Foreign organizations meeting the 85% test, check here and attach computation

☐

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

☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

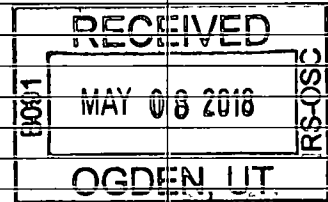
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	1,694,373.		
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.			
3	Interest on savings and temporary cash investments.			
4	Dividends and interest from securities			
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain or (loss) from sale of assets not on line 10			
b	Gross sales price for all assets on line 6a			
7	Capital gain net income (from Part IV, line 2)		0.	
8	Net short-term capital gain.			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less: Cost of goods sold			
c	Gross profit or (loss) (attach schedule)			
11	Other income (attach schedule)			
12	Total. Add lines 1 through 11	1,694,373.	0.	
13	Compensation of officers, directors, trustees, etc.	0.		
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see instructions).			
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)			
24	Total operating and administrative expenses. Add lines 13 through 23.	0.		
25	Contributions, gifts, grants paid			
26	Total expenses and disbursements. Add lines 24 and 25	0.		0.
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	1,694,373.		
b	Net investment income (if negative, enter -0-)		0.	
c	Adjusted net income (if negative, enter -0-)			



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		222,227.	222,227.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) <u>ATCH 1</u>		1,472,146.	1,469,705.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	1,694,373.	1,691,932.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances		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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		1,694,373.	
	30	Total net assets or fund balances (see instructions)	0.	1,694,373.	
	31	Total liabilities and net assets/fund balances (see instructions)	0.	1,694,373.	

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	0.
2	Enter amount from Part I, line 27a	2	1,694,373.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,694,373.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,694,373.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo day, yr)	(d) Date sold (mo day, yr)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3		

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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

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

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	0.
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	
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> DE, _____		
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 <i>General Instruction G</i> ? 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. <u>ATTCH. 2</u>	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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		
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?		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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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		Yes	No		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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.				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?	<input type="checkbox"/>	Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 3		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

Part IX Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form **990-PF** (2017)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	734,852.
b	Average of monthly cash balances	1b	55,557.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	790,409.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	790,409.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	778,553.
6	Minimum investment return. Enter 5% of line 5	6	4,373.

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	4,373.
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	4,373.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,373.
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	4,373.

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

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				4,373.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
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 instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				4,373.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part 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				
Total			3a	
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities						
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)

13 _____

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2017

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

Name of the organization

THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

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

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

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number
82-3483002**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	C ALEXANDER & LJ CONNELL TR AMND/RSTD 16 210 VIA EL TORO REDONDO BEACH, CA 90277	\$ 1,684,373.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	CONNELL, CHRISTOPHER 210 VIA EL TORO REDONDA BEACH, CA 90277	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PRINCIPAL FDS INC SMALL MIDCAP DIV INCO PMDIX, 1101.147 SH.	\$ 19,017.	12/28/2017
1	IVY SCIENCE AND TECHNOLOGY FUND CLASS I ISTIX, 271.511 SH.	\$ 19,085.	12/28/2017
1	PROGRESSIVE CORP OHIO PGR, 457 SH.	\$ 25,800.	12/27/2017
1	RBC BEARINGS INCORPORATED ROLL, 124 SH.	\$ 15,737.	12/27/2017
1	ROYAL DUTCH SHEL PLC SPONS ADR B RDS-B, 256 SH.	\$ 17,350.	12/27/2017
1	ASPEN TECHNOLOGY, INC AZPN, 297 SH.	\$ 19,606.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ALLIANZ SE ADR AZSEY, 668 SH.	\$ 15,451.	12/27/2017
1	TOKIO MARINE HOLDINGS INC TKOMY, 416 SH.	\$ 19,053.	12/27/2017
1	TORO CO TTC, 151 SH.	\$ 9,858.	12/27/2017
1	TWITTER INC TWTR, 803 SH.	\$ 19,517.	12/27/2017
1	UNITEDHEALTH GROUP INC UNH, 181 SH.	\$ 39,882.	12/27/2017
1	UNITED OVRSEAS BK LTD ADR UOVEY, 502 SH.	\$ 19,641.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	SEAGATE TECHNOLOGY STX, 582 SH.	\$ 24,508.	12/27/2017
1	SOUTHWEST AIRLINES LUV, 170 SH.	\$ 11,183	12/27/2017
1	TAKEDA PHARMACEUTICAL CO LTD TKPYY, 714 SH.	\$ 20,367.	12/27/2017
1	TE CONNECTIVITY LTD TEL, 228 SH.	\$ 21,661.	12/27/2017
1	TELEDYNE TECH INC TDY, 163 SH.	\$ 29,794.	12/27/2017
1	TESCO PLC S ADR TSCDY, 2452 SH.	\$ 20,646.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ENEL SOCIETA PER AZI ENLAY, 3053 SH.	\$ 18,913.	12/27/2017
1	WELLS FARGO & CO WFC, 319 SH.	\$ 19,443.	12/27/2017
1	DOLLAR TREE INC DLTR, 253 SH.	\$ 27,310.	12/27/2017
1	CISCO SYSTEMS INC CSCO, 365 SH.	\$ 14,071.	12/27/2017
1	BLACKROCK INC BLK, 44 SH.	\$ 22,613.	12/27/2017
1	ALPHABET INC CL C GOOG, 18 SH.	\$ 18,958.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	COPART INC CPRT, 686 SH.	\$ 29,827.	12/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	DEERE CO DE, 133 SH.	\$ 21,102.	12/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ALTRIA GROUP INC MO, 266 SH.	\$ 19,290.	12/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	APPLE INC AAPL, 160 SH.	\$ 27,239.	12/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ANADARKO PETROLEUM CORP APC, 519 SH.	\$ 28,029.	12/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	BERKSHIRE HATHAWAY INC. CLASS B BRK-B, 194 SH.	\$ 38,422.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ARTISAN PARTNERS ASSET MANAGEMENT INC APAM, 391 SH.	\$ 15,532.	12/27/2017
1	CDW CORP CDW, 390 SH.	\$ 27,084.	12/27/2017
1	AT HOME CORP ATHM, 666 SH.	\$ 42,637.	12/27/2017
1	O'REILLY AUTOMOTIVE INC ONLY, 50 SH.	\$ 12,193.	12/27/2017
1	POOL CORP POOL, 142 SH.	\$ 18,508.	12/27/2017
1	PRIMERICA, INC PRI, 310 SH.	\$ 31,884.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	WABCO HOLDINGS INC WBC, 167 SH.	\$ 23,980.	12/27/2017
1	ABB LTD ABB, 619 SH.	\$ 16,509.	12/27/2017
1	COMCAST CORP CMCSA, 972 SH.	\$ 39,415.	12/27/2017
1	MARKETAXESS HOLDINGS, INC MKTX, 87 SH.	\$ 17,511.	12/27/2017
1	HFF INC HF, 492 SH.	\$ 23,577.	12/27/2017
1	NIKE INC-CL B NKE, 247 SH.	\$ 15,607.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	NORFOLK SOUTHERN CORP NSC, 142 SH.	\$ 20,635.	12/27/2017
1	NUCOR CP NUE, 214 SH.	\$ 13,790.	12/27/2017
1	OLD DOMINION FREIGHT LINES ODFL, 210 SH.	\$ 28,014.	12/27/2017
1	HENRY JACK & ASSOC INC JKHY, 108 SH.	\$ 12,626.	12/27/2017
1	HONDA MOTOR CO LTD HMC, 568 SH.	\$ 19,474.	12/27/2017
1	KONINKLIJKE AHOLD DELHAIZE NV ADRNY, 805 SH.	\$ 17,545.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	KINGFISHER PLC KGFHY, 1963 SH.	\$ 18,305.	12/27/2017
1	LIBERTY INTERACTIVE CORPORATION QVCA, 446 SH.	\$ 11,346.	12/27/2017
1	LOWES COMPANIES INC LOW, 143 SH.	\$ 13,177.	12/27/2017
1	DONALDSON CO. INC DCI, 237 SH.	\$ 11,569.	12/27/2017
1	FREEPORT-MCMORAN COPPER & GOLD INC FCX, 842 SH.	\$ 15,813.	12/27/2017
1	FLUOR CORP FLR, 351 SH.	\$ 18,022.	12/27/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	FACTSET RESH SYST INC FDS, 89 SH.	\$ 17,165.	12/27/2017
1	FEDEX CORPORATION FDX, 50 SH.	\$ 12,479.	12/27/2017
1	GRACO INC GGG, 149 SH.	\$ 20,088.	12/27/2017
1	ACCENTURE PLC ACN, 83 SH.	\$ 12,696.	12/26/2017
1	TEXAS INSTRUMENTS INC TXN, 126 SH.	\$ 13,057.	12/26/2017
1	UNION PACIFIC UNP, 95 SH.	\$ 12,829.	12/26/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	VANGUARD TOTAL INTERNATIONAL STOCK ETF VXUS, 448 SH.	\$ 25,308.	12/26/2017
1	LOCKHEED MARTIN CORP LMT, 28 SH.	\$ 8,928.	12/26/2017
1	MICROSOFT CORP MSFT, 220 SH.	\$ 18,762.	12/26/2017
1	MARSH AND MCLENNAN COMPANIES INC MMC, 102 SH.	\$ 8,255.	12/26/2017
1	MCDONALD'S CORP MCD, 59 SH.	\$ 10,103.	12/26/2017
1	PRAXAIR INC PX, 78 SH.	\$ 11,938.	12/26/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	ROCKWELL AUTOMATION INC ROK, 46 SH.	\$ 8,967.	12/26/2017
1	NEXTERA ENERGY, INC NEE, 38 SH.	\$ 5,877.	12/26/2017
1	BLACKROCK INC BLK, 30 SH.	\$ 15,360	12/26/2017
1	CRANE CO CR, 62 SH.	\$ 5,537.	12/26/2017
1	DIAGEO PLC ADS DEO, 56 SH.	\$ 8,019.	12/26/2017
1	HOME DEPOT INC HD, 88 SH.	\$ 16,665.	12/26/2017

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	INTEL CORP INTC, 300 SH.	\$ 13,863.	12/26/2017
1	UBS AG TRIGGER SPS SPX 10/31/2018 UBSSPX103118, 1250 SH.	\$ 16,700.	12/26/2017
1	UBS AG CT-GEARS RTY 03/31/2020 UBSRTY033120, 2000 SH.	\$ 21,340.	12/26/2017
1	JPMORGAN CHASE FINL T-SS SPX 03/31/2021 JPMSPX033121, 2500 SH.	\$ 27,525.	12/26/2017
1	HSBC USA INC AS EEM EFA SPY 03/31/2022 HSBCSPY033122, 2000 SH.	\$ 22,560.	12/26/2017
		\$	

Name of organization THE CREAKY DOG FOUNDATION

Employer identification number

82-3483002

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 1

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABB LTD	16,509.	16,602.
ACCENTURE PLC	12,696.	12,706.
ALLIANZ SE ADR	15,451.	15,344.
ALPHABET INC CL C	18,958.	18,835.
ALTRIA GROUP INC	19,290.	18,995.
ANADARKO PETROLEUM CORP	28,029.	27,839.
APPLE INC	27,239.	27,077.
ARTISAN PARTNERS ASSET MANAGEM	15,532.	15,445.
ASPEN TECHNOLOGY, INC	19,606.	19,661.
AT HOME CORP	42,636.	43,070.
BERKSHIRE HATHAWAY INC.	38,422.	38,455.
BLACKROCK INC	37,973.	38,015.
CDW CORP	27,084.	27,101.
CISCO SYSTEMS INC	14,071.	13,980.
COMCAST CORP	39,415.	38,929.
COPART INC	29,827.	29,628.
CRANE CO	5,537.	5,532.
DEERE CO	21,102.	20,816.
DIAGEO PLC ADS	8,019.	8,178.
DOLLAR TREE INC	27,310.	27,149.
DONALDSON CO. INC	11,569.	11,601.
ENEL SOCIETA PER AZI	18,913.	18,654.
FACTSET RESH SYST INC	17,165.	17,156.
FEDEX CORPORATION	12,479.	12,477.
FLUOR CORP	18,022.	18,129.
FREEMPORT-MCMORAN COPPER & GOLD	15,813.	15,964.
GRACO INC	20,088.	20,213.
HENRY JACK & ASSOC INC	12,626.	12,632.
HFF INC	23,577.	23,931.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 1 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HOME DEPOT INC	16,665.	16,679.
HONDA MOTOR CO LTD	19,474.	19,357.
HSBC USA INC AS EEM EFA SPY 03	22,560.	22,700.
INTEL CORP	13,863.	13,848.
IVY SCIENCE AND TECHNOLOGY FUN	19,085.	18,970.
JPMORGAN CHASE FINL T-SS SPX 0	27,525.	27,425.
KINGFISHER PLC	18,305.	18,491.
KONINKLIJKE AHOLD DELHAIZE NV	17,545.	17,718.
LIBERTY INTERACTIVE CORPORATIO	11,346.	10,891.
LOCKHEED MARTIN CORP	8,928.	8,989.
LOWES COMPANIES INC	13,177.	13,290.
MARKETAXESS HOLDINGS, INC	17,511.	17,552.
MARSH AND MCLENNAN COMPANIES I	8,255.	8,302.
MCDONALD'S CORP	10,103.	10,155.
MICROSOFT CORP	18,762.	18,819.
NEXTERA ENERGY, INC	5,877.	5,935.
NIKE INC-CL B	15,607.	15,450.
NORFOLK SOUTHERN CORP	20,635.	20,576.
NUCOR CP	13,790.	13,606.
O'REILLY AUTOMOTIVE INC	12,193.	12,027.
OLD DOMINION FREIGHT LINES	28,014.	27,626.
POOL CORP	18,508.	18,410.
PRAXAIR INC	11,938.	12,065.
PRIMERICA, INC	31,884.	31,481.
PRINCIPAL FDS INC SMALL MIDCAP	19,017.	18,918.
PROGRESSIVE CORP OHIO	25,800.	25,738.
RBC BEARINGS INCORPORATED	15,737.	15,674.
ROCKWELL AUTOMATION INC	8,967.	9,032.
ROYAL DUTCH SHELL PLC SPONS ADR	17,350.	17,482.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 1 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEAGATE TECHNOLOGY	24,508.	24,351.
SOUTHWEST AIRLINES	11,183.	11,127.
TAKEDA PHARMACEUTICAL CO LTD	20,367.	20,313.
TE CONNECTIVITY LTD	21,661.	21,669.
TELEDYNE TECH INC	29,794.	29,527.
TESCO PLC S ADR	20,646.	20,817.
TEXAS INSTRUMENTS INC	13,057.	13,159.
TOKIO MARINE HOLDINGS INC	19,053.	19,032.
TORO CO	9,858.	9,850.
TWITTER INC	19,517.	19,280.
UBS AG CT-GEARS RTY 03/31/2020	21,340.	21,260.
UBS AG TRIGGER SPS SPX 10/31/2	16,700.	16,688.
UNION PACIFIC	12,829.	12,740.
UNITED OVRSEAS BK LTD ADR	19,641.	19,899.
UNITEDHEALTH GROUP INC	39,882.	39,903.
VANGUARD TOTAL INTERNATIONAL S	25,308.	25,451.
WABCO HOLDINGS INC	23,980.	23,965.
WELLS FARGO & CO	19,443.	19,354.
TOTALS	<u>1,472,146.</u>	<u>1,469,705.</u>

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 2

NAME AND ADDRESS

C ALEXANDER & LJ CONNELL TR AMND/RSTD 16
210 VIA EL TORO
REDONDO BEACH, CA 90277

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS			EXPENSE ACCT AND OTHER ALLOWANCES
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS		
CHRISTOPHER CONNELL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / TREAS 1.00	0.	0.		0.
LAURA CONNELL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 1.00	0.	0.		0.
JILL RODRIGUEZ FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC 1.00	0.	0.		0.
GRAND TOTALS		0.	0.		0.