

Form 990-PF

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2017 or tax year beginning, 2017, and ending, 20

Name of foundation: EARTHSENSE FOUNDATION (FORMERLY JOY FAMILY FOUNDATION). Address: 205 HUDSON STREET, NEW YORK NY 10013. Employer ID: 84-1361004. Telephone: (212) 485-5455.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 525,684), Operating and Administrative Expenses (Total: 552,189), and Net Investment Income (445,172).

Vertical text on the left margin: ONY SCANNED FEB 07 2019, 0423291515 NOV 16 2018, OK. Unposted. 03 papers attached. 252C 04 part.

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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	11,114.	92,470.	92,470.		
	2 Savings and temporary cash investments	64,781.	15,769.	15,769.		
	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) ▶ 175,000. Less: allowance for doubtful accounts ▶ 0.	75,000.	175,000.	175,000.		
	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) L-10b Stmt 2,492,289.	2,332,995.	7,114,031.			
	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)	2,643,184.	2,616,234.	7,397,270.			
Liabilities	17 Accounts payable and accrued expenses	445.	0.			
	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)	445.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted	2,642,739.	2,616,234.			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input 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						
30 Total net assets or fund balances (see instructions)	2,642,739.	2,616,234.				
31 Total liabilities and net assets/fund balances (see instructions)	2,643,184.	2,616,234.				

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	2,642,739.	
2 Enter amount from Part I, line 27a	2	-26,505.	
3 Other increases not included in line 2 (itemize) ▶	3		
4 Add lines 1, 2, and 3	4	2,616,234.	
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	2,616,234.	

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	PERSHING ACCOUNT #N4Q-512789 (SEE ATTACHED)	P	02/17/2016	12/31/2017
b	CLIPPER FUND-L.T. CAPITAL GAIN DIVIDEND	P	12/30/2016	12/31/2017
c	AIG SECURITIES RECOVERY	P	12/31/2008	12/31/2017
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 628,263.		262,329.	365,934.	
b 20,555.		0.	20,555.	
c 1,421.		0.	1,421.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) 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			365,934.	
b			20,555.	
c			1,421.	
d				
e				
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	387,910.
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.

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	821,659.	6,572,022.	0.125024
2015	1,432,654.	7,491,852.	0.191228
2014	559,116.	7,965,221.	0.070195
2013	458,465.	7,539,586.	0.060808
2012	444,532.	6,574,272.	0.067617
2	Total of line 1, column (d)		2 0.514872
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 0.102974
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 6,742,617.
5	Multiply line 4 by line 3		5 694,314.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 4,452.
7	Add lines 5 and 6		7 698,766.
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.		8 441,808.

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 ▶ CRM MANAGEMENT Telephone no. ▶ (212) 485-5455 Located at ▶ 205 HUDSON ST STE 1002 NEW YORK NY ZIP+4 ▶ 10013		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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		X
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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 ▶ 20____, 20____, 20____, 20____		
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
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.)		X
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
(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	<input type="checkbox"/>			
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, and 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
SHANNON O'LEARY-JOY 45 MARLIN AVE MILL VALLEY CA 94941	PRESIDENT 40.00	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 ▶ 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. 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		

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 MISSION BLUE/SYLVIA EARLE FOUNDATION INSPIRES ACTION TO EXPLORE AND PROTECT THE OCEAN THROUGH EDUCATION AND ADVANCE PUBLIC AWARENESS OF THE OCEAN'S IMPORTANCE AS EARTH'S LIFE SUPPORT SYSTEM. FOSTERING INNOVATIVE SUSTAINABLE TECHNOLOGIES, FURTHERING SCIENTIFIC KNOWLEDGE OF OCEAN SYSTEMS.	26,787.
2 WILDAID-PARTNERS WITH FILMMAKERS AND ARTISTS TO PRODUCE PSA CAMPAIGNS THROUGH THE MEDIA IN CHINA AND GLOBALLY TO REDUCE THE DEMAND FOR ENDANGERED SPECIES. THEY ALSO WORK TO ENSURE ENFORCEMENT WITHIN PROTECTED AREAS MONITORING AND WORKING WITH LOCAL COMMUNITIES/LAND/MARINE PARKS TO END ILLEGAL TAKING	23,572.
3 CREATIVE VISIONS FOUNDATION SUPPORTS MEDIA MAKERS IN RAISING AWARENESS ABOUT IMPORTANT GLOBAL ISSUES HELPING THEM TO REACH A WIDER AUDIENCE AND HELPING CREATE POSITIVE CHANGE IN THE WORLD. FILM IS AN EDUCATION TOOL, USING STORYTELLING FOR CLIMATE CRISIS AND THE PROTECTION OF OUR PLANET.	214,300.
4 OCEANS 5-COLLABORATES AND ENGAGES MULTIPLE ORGANIZATIONS TO CONSTRAIN OVERFISHING AND TO ESTABLISH MARINE RESERVES-SHARING STRATEGIC GUIDANCE AND SUPPORT TO PROVIDE TANGIBLE AND LASTING BENEFITS TO THE WORLD'S OCEANS AND STRENGTHEN OCEAN CONSERVATION PHILANTROPY.	107,149.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount	
1 ----- ----- -----		
2 ----- ----- -----		
All other program-related investments. See instructions.		
3 ----- ----- -----		
Total. Add lines 1 through 3		

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	6,628,229.
b	Average of monthly cash balances	1b	92,067.
c	Fair market value of all other assets (see instructions)	1c	125,000.
d	Total (add lines 1a, b, and c)	1d	6,845,296.
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	6,845,296.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	102,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,742,617.
6	Minimum investment return. Enter 5% of line 5	6	337,131.

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	337,131.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	8,903.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,903.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	328,228.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	328,228.
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	328,228.

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	441,808.
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	441,808.
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	441,808.

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				328,228.
2	Undistributed income, if any, as of the end of 2017:				
a	Enter amount for 2016 only			0.	
b	Total for prior years: 20____,20____,20____				
3	Excess distributions carryover, if any, to 2017:				
a	From 2012			0.	
b	From 2013			0.	
c	From 2014			157,195.	
d	From 2015			1,017,697.	
e	From 2016			828,341.	
f	Total of lines 3a through e	2,003,233.			
4	Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 441,808.				
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	441,808.			
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	328,228.			328,228.
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,116,813.			
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				
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 instructions			0.	
f	Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0.			
9	Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,116,813.			
10	Analysis of line 9:				
a	Excess from 2013			0.	
b	Excess from 2014			0.	
c	Excess from 2015			846,664.	
d	Excess from 2016			828,341.	
e	Excess from 2017			441,808.	

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

N/A

- 1a** 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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.
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

 - 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				
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH ST., 10TH FL NEW YORK NY 10036		PC	THE OCEANS 5 INITIATIVE	100,000.
INTERNATIONAL DOCUMENTARY ASSOC. 3470 WILSHIRE BLVD, STE 980 LOS ANGELES CA 90010		PC	THE LAST ANIMALS EDUCATIONAL DOCUMENTARY	20,000.
GLOBAL ZERO 1342 FLORIDA AVE NW WASHINGTON DC 20009		PC	REDUCTION OF NUCLEAR WEAPONS IN THE WORLD	25,000.
SYLVIA EARLE ALLIANCE 2470 MARINER SQUARE LOOP ALAMEDA CA 94501		PC	CARE FOR THE OCEAN	25,000.
WILDAID 333 PINE ST, STE 300 SAN FRANCISCO CA 94104		PC	ENDANGERED SPECIES	22,000.
CREATIVE VISIONS FOUNDATION 18820 PACIFIC COAST HWY., STE 201 MALIBU CA 90265		PC	FANTASTIC FUNGI ENVIRONMENTAL	200,000.
SUNDANCE INSTITUTE P.O. BOX 684429 PARK CITY UT 84068		PC	THEME FILMS	20,000.
COUNCIL FOR CANADIAN AMERICAN RELATIONS 14 EAST 60TH ST., STE 700 NEW YORK NY 10022		PC	SUPPORT FOR THE ARTS	5,000.
Total				3a 417,000.
b Approved for future payment				
Total				3b

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
GARDNER RUSSO & GARDNER LLC	131,679.
BRANDYWINE FUND	0.
CLIPPER FUND-QUALIFIED	2,951.
CLIPPER FUND-ST CAPITAL GAIN	3,144.
Total	<u>137,774.</u>

Additional information from your Form 990-PF: Return of Private Foundation**Form 990-PF: Return of Private Foundation****Taxes****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
FOREIGN TAXES	17,318.	17,318.		
FEDERAL EXCISE TAXES	20,000.			
Total	37,318.	17,318.		

Form 990-PF: Return of Private Foundation**Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
BANK CHARGES	35.			0.
BOOKS, SUBSCRIPTIONS AND REFERENCE	450.			450.
OPERATIONS	502.			251.
CORPORATE FILING FEES	393.			0.
Total	1,380.			701.

Name EARTHSENSE FOUNDATION (FORMERLY JOY FAMILY FOUNDATION)	Employer Identification No 84-1361004
--	--

Lender Information:

Loan Receivable Type 3
 Borrowers Name 2513073 ONTARIO INC
 Borrower's Title BRIAN STEWART-PRESIDEN
 Check Box, if Borrower is a Business .
 Relationship of Borrower (Other loans only) NONE
 Repayment Terms NONE-DUE AT MATURITY
 Borrower's Security NONE
 Purpose of Loan ENVIRONMENTAL FILM COST
 Description of Consideration CASH
 Original Amount 100,000.
 Beginning Year Balance 100,000. Year End Balance 100,000.
 FMV at Year End 100,000. FMV of Consideration 100,000.
 Allowance for Doubtful Accounts(other loans only) 0.
 Date of Note 04/22/17 Maturity Date 12/30/17 Interest Rate 2.70

Loan Receivable Type 3
 Borrowers Name 2513073 ONTARIO INC
 Borrower's Title BRIAN STEWART-PRESIDEN
 Check Box, if Borrower is a Business .
 Relationship of Borrower (Other loans only) NONE
 Repayment Terms NONE-DUE AT MATURITY
 Borrower's Security NONE
 Purpose of Loan ENVIRONMENTAL FILM COST
 Description of Consideration CASH
 Original Amount 75,000.
 Beginning Year Balance 75,000. Year End Balance 75,000.
 FMV at Year End 75,000. FMV of Consideration 75,000.
 Allowance for Doubtful Accounts(other loans only) 0.
 Date of Note 09/30/16 Maturity Date 09/30/19 Interest Rate 2.70

Loan Receivable Type _____
 Borrowers Name _____
 Borrower's Title _____
 Check Box, if Borrower is a Business .
 Relationship of Borrower (Other loans only) _____
 Repayment Terms _____
 Borrower's Security _____
 Purpose of Loan _____
 Description of Consideration _____
 Original Amount _____
 Beginning Year Balance _____ Year End Balance _____
 FMV at Year End _____ FMV of Consideration _____
 Allowance for Doubtful Accounts(other loans only) _____
 Date of Note _____ Maturity Date _____ Interest Rate _____

Name EARTHSENSE FOUNDATION (FORMERLY JOY FA	Employer Identification No 84-1361004
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
BRANDYWINE FUND	65,661.	113,179.
CLIPPER FUND	305,865.	469,112.
PUBLICLY TRADED SECURITIES-GR&G LLC	1,957,149.	6,531,740.
PUBLICLY TRADED SECURITIES-GR&G LLC-RECONCILING	4,320.	0.
Totals to Form 990-PF, Part II, Line 10b	2,332,995.	7,114,031.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 13		

Name EARTHSENSE FOUNDATION (FORMERLY JOY FAMILY FOUNDATION)	Employer Identification No 84-1361004
--	--

Asset Information:

Description of Property PERSHING ACCT # N4Q-512789 COVERED (SEE ATTACHED)
 Business Code _____ Exclusion Code . . . _____
 Date Acquired . . . _____ Various How Acquired . Purchased
 Date Sold . . . _____ 12/31/17 Name of Buyer . _____
 Check Box, if Buyer is a Business . . .
 Sales Price . . . _____ 115,519. Cost or other basis (do not reduce by depreciation) . . . _____ 103,200.
 Sales Expense . . . _____ Valuation Method . . . Cost
 Total Gain (Loss) _____ 12,319. Accumulated Depreciation _____

Description of Property PERSHING ACCT # N4Q-512789 NONCOVERED (SEE ATTACHE
 Business Code _____ Exclusion Code . . . _____
 Date Acquired . . . _____ Various How Acquired . Purchased
 Date Sold . . . _____ 12/31/17 Name of Buyer . _____
 Check Box, if Buyer is a Business . . .
 Sales Price . . . _____ 512,744. Cost or other basis (do not reduce by depreciation) . . . _____ 159,129.
 Sales Expense . . . _____ Valuation Method . . . Cost
 Total Gain (Loss) _____ 353,615. Accumulated Depreciation _____

Description of Property CLIPPER FUND CAPITAL GAIN DIVIDENDS-LT
 Business Code _____ Exclusion Code . . . _____
 Date Acquired . . . _____ Various How Acquired . _____
 Date Sold . . . _____ 12/31/17 Name of Buyer . _____
 Check Box, if Buyer is a Business . . .
 Sales Price . . . _____ 20,555. Cost or other basis (do not reduce by depreciation) . . . _____ 0.
 Sales Expense . . . _____ Valuation Method . . . _____
 Total Gain (Loss) _____ 20,555. Accumulated Depreciation _____

Description of Property AIG SECURITIES RECOVERY
 Business Code _____ Exclusion Code . . . _____
 Date Acquired . . . _____ Various How Acquired . Purchased
 Date Sold . . . _____ 04/25/17 Name of Buyer . _____
 Check Box, if Buyer is a Business . . .
 Sales Price . . . _____ 1,421. Cost or other basis (do not reduce by depreciation) . . . _____ 0.
 Sales Expense . . . _____ 0. Valuation Method . . . _____
 Total Gain (Loss) _____ 1,421. Accumulated Depreciation _____

Description of Property _____
 Business Code _____ Exclusion Code . . . _____
 Date Acquired . . . _____ How Acquired . _____
 Date Sold . . . _____ Name of Buyer . _____
 Check Box, if Buyer is a Business . . .
 Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____
 Sales Expense . . . _____ Valuation Method . . . _____
 Total Gain (Loss) _____ Accumulated Depreciation _____

Totals:

Total Gain (Loss) of all assets _____ 387,910.
 Gross Sales Price of all assets _____ 650,239.
 Unrelated Business Income _____ Business Code . _____
 Excluded by section 512, 513, 514 _____ Exclusion Code . _____
 Related/Exempt Function Income . . . _____ 387,910.

QuickZoom here to Form 990-PF, Page 1 ►
 QuickZoom here to Form 990-PF, Page 12 ►

Realized Gains and Losses
EarthSense Foundation
From 01-01-17 Through 12-31-17

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
01-03-01	03-21-17	50	Wells Fargo	1,323.38		2,799.30		1,475.93	
01-04-01	03-21-17	250	Wells Fargo	6,452.81		13,996.49		7,543.68	
08-04-09	03-21-17	100	Wells Fargo	2,645.57		5,598.60		2,953.03	
10-05-10	03-21-17	100	Wells Fargo	2,627.79		5,598.59		2,970.80	
01-12-01	04-05-17	150	Berkshire Hathaway Inc Cl B	6,540.00		25,184.45		18,644.45	
04-01-97	04-05-17	300	Comcast Corp New Cl A	838.75		11,345.75		10,507.00	
06-17-10	04-05-17	425	Mastercard Inc Cl A	9,095.24		48,019.70		38,924.46	
05-02-01	04-05-17	310	Philip Morris International Inc	8,396.33		35,304.29		26,907.96	
04-23-01	04-05-17	75	Philip Morris International Inc	1,916.97		8,541.36		6,624.39	
10-12-09	04-05-17	35	Unilever NV ADR	1,055.84		1,742.17		686.33	
02-02-10	04-05-17	150	Unilever NV ADR	4,718.46		7,466.43		2,747.97	
11-15-10	04-05-17	200	Unilever NV ADR	6,078.20		9,955.24		3,877.04	
03-16-12	04-05-17	300	Unilever NV ADR	10,260.18		14,932.86		4,672.68	
01-04-01	04-13-17	738	Wells Fargo	19,048.71		37,975.54		18,926.83	
10-26-15	05-12-17	75	British American Tobacco PLC	4,430.71		5,178.98		748.27	
12-17-15	05-12-17	40	British American Tobacco PLC	2,247.04		2,762.12		515.08	
10-28-08	05-12-17	50	British American Tobacco PLC	1,386.50		3,452.66		2,066.16	
02-20-14	05-12-17	50	Compagnie Financiere Richemont SA	4,905.00		4,039.27		(865.73)	
10-09-14	05-12-17	200	Compagnie Financiere Richemont SA	16,506.58		16,157.06		(349.52)	
07-13-15	05-12-17	270	Compagnie Financiere Richemont SA	22,256.16		21,812.03		(444.13)	
10-17-14	05-12-17	20	Compagnie Financiere Richemont SA	1,636.62		1,615.71		(20.91)	
07-10-15	05-12-17	60	Compagnie Financiere Richemont SA	4,887.77		4,847.11		(40.66)	
04-01-97	05-12-17	345	Comcast Corp New Cl A	964.56		13,431.31		12,466.75	
05-03-01	05-12-17	445	Diageo PLC	4,735.20		13,134.55		8,399.35	
10-05-15	05-12-17	125	Heineken Holding NV	9,275.09		11,056.21		1,781.12	
01-03-01	05-12-17	250	Heineken Holding NV	6,688.28		22,112.41		15,424.13	
06-17-10	05-12-17	315	Mastercard Inc Cl A	6,741.18		36,729.07		29,987.89	
04-01-97	05-12-17	125	Martin Marietta Materials	3,246.88		28,863.40		25,616.53	
01-03-01	05-12-17	300	Nestle SA-Spons ADR	7,098.00		24,264.58		17,166.58	
04-23-01	05-12-17	80	Philip Morris International Inc	2,044.77		8,903.34		6,858.57	
11-14-06	05-12-17	21	Pernod Ricard	1,667.96		2,739.26		1,071.30	

We provide you this report as a source of regularly updated information throughout the year.
 However, please rely on your custodian's 1099 for purposes of tax reporting, since this report's information may not match the 1099.

GARDNER RUSSO & GARDNER LLC

EARTHSENSE FOUNDATION
84-1361004

2017
Form 990-PF, Part IV

Realized Gains and Losses
EarthSense Foundation
From 01-01-17 Through 12-31-17

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
08-26-09	05-12-17	7	Pernod Ricard	553.21		948.21		394.69	
09-16-09	05-12-17	102	Pernod Ricard	7,941.68		13,432.91		5,491.23	
02-17-16	05-12-17	30	Pernod Ricard	3,241.16		3,950.86		709.70	
10-12-09	05-12-17	215	Unilever NV ADR	6,485.86		11,514.74		5,028.88	
03-16-07	05-12-17	328	Unilever NV ADR	9,457.72		17,566.67		8,108.95	
01-12-01	10-16-17	150	Berkshire Hathaway Inc Cl B	6,540.00		28,175.01		21,635.01	
06-17-10	10-16-17	60	Mastercard Inc Cl A	1,284.03		8,799.29		7,515.26	
08-09-10	10-16-17	180	Mastercard Inc Cl A	3,850.01		26,397.86		22,547.85	
12-16-15	10-17-17	175	Compagnie Financiere Richemont SA	12,799.68		15,705.34		2,905.66	
12-15-15	10-17-17	150	Compagnie Financiere Richemont SA	10,754.52		13,461.72		2,707.20	
05-03-01	10-17-17	225	Diageo PLC	2,394.20		7,544.13		5,149.93	
01-03-01	10-17-17	50	Heineken Holding NV	1,337.66		4,769.23		3,431.57	
03-31-06	10-17-17	90	Pernod Ricard	6,684.95		12,889.85		6,204.90	
08-26-09	10-17-17	95	Pernod Ricard	7,288.01		13,547.21		6,259.20	
TOTAL LONG-TERM GAINS				262,329.52		628,262.87		367,654.30	
TOTAL LONG-TERM LOSSES								(1,720.95)	
SUBTOTAL LONG-TERM				262,329.52		628,262.87		365,933.35	

TOTAL LONG-TERM GAINS
TOTAL LONG-TERM LOSSES
SUBTOTAL LONG-TERM

GRAND TOTAL

Realized gains marked with an "X" require additional historic tax cost information.

We provide you this report as a source of regularly updated information throughout the year. However, please rely on your custodian's 1099 for purposes of tax reporting, since this report's information may not match the 1099.

GARDNER RUSSO & GARDNER LLC

EARTHSENSE FOUNDATION
#84-1361004

2017
FORM 990-PF, PART IV



Colorado Secretary of State
 Date and Time: 01/11/2017 04:53 PM
 ID Number: 19961140380
 Document number: 20171028565
 Amount Paid: \$25.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Amendment

filed pursuant to §7-90-301, et seq and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

- ID number 19961140380
1. Entity name Joy Family Foundation
(If changing the name of the corporation, indicate name before the name change)
2. New Entity name
 (if applicable) EarthSense Foundation
3. *(If the following statement applies, adopt the statement by marking the box and include an attachment)*
 Other amendments are attached.
4. If the nonprofit corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires _____
(mm/dd/yyyy)
- or
- If the nonprofit corporation's period of duration as amended is perpetual, mark this box
5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)
6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing
- Joy Shannon _____
(Last) (First) (Middle) (Suffix)
- 45 Marlin Ave
(Street name and number or Post Office Box information)

EARHSENSE FOUNDATION
 #84-1361004

2017
 FORM 990-PF, PART VII-A, #3

Mill Valley CA 94941
(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

EMPATHY FOUNDATION
#84-1361004

2017
Form 990-PF, Part VII-A, # 3