

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.**
 ▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE VIRGINIA AND ALFRED HARRELL FOUNDATION		A Employer identification number 95-3227803
Number and street (or P O box number if mail is not delivered to street address) PO BOX 11171	Room/suite	B Telephone number (see instructions) (661) 395-7256
City or town, state or province, country, and ZIP or foreign postal code BAKERSFIELD, CA 93389		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 16,837,798	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	156	156		
	4 Dividends and interest from securities	245,377	245,377		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	337,516			
	b Gross sales price for all assets on line 6a	1,890,510			
	7 Capital gain net income (from Part IV, line 2)		337,516		
	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)	1,017	1,017			
12 Total. Add lines 1 through 11	584,066	584,066			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,192	0		48,192
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	7,229	0		7,229
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,570	20,570		0
	c Other professional fees (attach schedule)	28,597	28,597		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,375	7,424		3,951
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,833	0		1,833
	24 Total operating and administrative expenses. Add lines 13 through 23	117,796	56,591		61,205
	25 Contributions, gifts, grants paid	710,850			710,850
26 Total expenses and disbursements. Add lines 24 and 25	828,646	56,591		772,055	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-244,580				
b Net investment income (if negative, enter -0-)		527,475			
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	33,221	93,569	93,569
	2 Savings and temporary cash investments	3,237		
	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)			
	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)	15,500,900	16,744,229	16,744,229
	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)	15,537,358	16,837,798	16,837,798	
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 ▶ _____)	50,000	0	
	23 Total liabilities (add lines 17 through 22)	50,000	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	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	15,487,358	16,837,798		
30 Total net assets or fund balances (see instructions)	15,487,358	16,837,798		
31 Total liabilities and net assets/fund balances (see instructions) .	15,537,358	16,837,798		

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	15,487,358
2 Enter amount from Part I, line 27a	2	-244,580
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,595,020
4 Add lines 1, 2, and 3	4	16,837,798
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	16,837,798

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a BERNSTEIN SHORT TERM COVERED	P	2017-01-01	2017-06-30
b BERNSTEIN LONG TERM COVERED	P	2015-01-01	2017-06-30
c BERNSTEIN LONG TERM NONCOVERED	P	2011-12-13	2017-06-30
d BERNSTEIN CASH IN LIEU OF FRACTIONAL SHARES	P	2011-12-13	2017-06-30
e CAPITAL GAINS DIVIDENDS	P		

(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 299,037		299,616	-579
b 1,385,171		1,167,268	217,903
c 106,910		86,110	20,800
d 78			78
e 99,314			99,314

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-579
b			217,903
c			20,800
d			78
e			99,314

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	337,516
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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	883,258	15,126,861	0 058390
2015	941,811	13,928,705	0 067617
2014	854,263	10,789,153	0 079178
2013	594,940	9,605,751	0 061936
2012	406,086	5,771,740	0 070358
2 Total of line 1, column (d)			2 0 337479
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 067496
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 16,192,306
5 Multiply line 4 by line 3			5 1,092,916
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,275
7 Add lines 5 and 6			7 1,098,191
8 Enter qualifying distributions from Part XII, line 4			8 772,055

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

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

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 10,651.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distribution to donor advised funds, public inspection requirements, and books in care of MICHAEL STEVENSON CPA.

Located at PO BOX 11171 BAKERSFIELD CA ZIP+4 93389

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in or authority over a bank, securities, or other financial account in a 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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements for 2017.

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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	
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
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).

Table with 5 columns: (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. Includes a row for 'See Additional Data Table'.

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

Table with 5 columns: (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. Includes a row for 'NONE'.

Total number of other employees paid over \$50,000. 0

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes a row for '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

Table with 2 columns: Description of activities (lines 1-4) and Expenses.

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

Table with 2 columns: Description of investments (lines 1-3) and Amount.

Total. Add lines 1 through 3 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	16,283,860
b	Average of monthly cash balances.	1b	155,029
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,438,889
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	16,438,889
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	246,583
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	16,192,306
6	Minimum investment return. Enter 5% of line 5.	6	809,615

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	809,615
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	10,550
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,550
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	799,065
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	799,065
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	799,065

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	772,055
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	772,055
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	772,055

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				799,065
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___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	112,722			
b From 2013.	127,420			
c From 2014.	331,035			
d From 2015.	268,376			
e From 2016.	130,187			
f Total of lines 3a through e.	969,740			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>772,055</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				772,055
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	27,010			27,010
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	942,730			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see 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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	85,712			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	857,018			
10 Analysis of line 9				
a Excess from 2013.	127,420			
b Excess from 2014.	331,035			
c Excess from 2015.	268,376			
d Excess from 2016.	130,187			
e Excess from 2017.				

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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))

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

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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

TRACY COWENHOVEN
 P O BIN 440
 BAKERSFIELD, CA 93302
 (661) 395-7290
 TCOWENHOVEN@BAKERSFIELD

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

GRANT APPLICATION FORM AVAILABLE ON FOUNDATION WEBSITE SHALL PROVIDE ORGANIZATION NAME, ADDRESS, CONTACT PERSON, PURPOSE OF ORGANIZATION, PROJECT FOR WHICH FUNDS ARE SOUGHT, PROJECT NEEDS, INFORMATION RELATED TO SIMILAR PROGRAMS, FUTURE FUNDING, INFORMATION RELATING TO LASTING BENEFITS, AND INVOLVEMENT OF OTHER GROUPS. REQUESTS MUST ALSO INCLUDE A BUDGET FOR THE PROJECT, OPERATIONS BUDGET FOR THE ORGANIZATION, IRS EXEMPTION LETTER, AND A LIST OF THOSE ON THE GOVERNING BOARD

c Any submission deadlines

APRIL 8 AND OCTOBER 18

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

DISBURSE FUNDS SPECIFICALLY FOR EDUCATION AND THE ARTS TO ORGANIZATIONS IN KERN COUNTY THAT ARE EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF THE INTERNAL REVENUE CODE 501(C)(3) EXEMPTION

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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				710,850
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA COWENHOVEN PO BOX 11171 BAKERSFIELD, CA 93389	BOARD MEMBER 0 50	0	0	0
VIRGINIA MOORHOUSE PO BOX 11171 BAKERSFIELD, CA 93389	PRESIDENT 10 00	0	0	0
TRACEY COWENHOVEN PO BOX 11171 BAKERSFIELD, CA 93389	VICE PRESIDENT 30 00	48,192	7,229	0
CYNTHIA ICARDO PO BOX 11171 BAKERSFIELD, CA 93389	BOARD MEMBER 0 50	0	0	0
SHERYL BARBICH PO BOX 11171 BAKERSFIELD, CA 93389	BOARD MEMBER 0 50	0	0	0
JOHN MOORHOUSE PO BOX 11171 BAKERSFIELD, CA 93389	SECRETARY/TREASURER 0 50	0	0	0
PETER COWENHOVEN PO BOX 11171 BAKERSFIELD, CA 93389	BOARD MEMBER 0 50	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA CITY ANIMAL 5000 LINDBERGH BLVD CALIFORNIA CITY, CA 93505	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	3,500
KEEPERS OF THE KERN INCPO BOX 655 KERNVILLE, CA 93238	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	4,000
KERN AGRICULTURAL FOUNDATION 501 SOUTH MT VERNON AVE BAKERSFIELD, CA 93307	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	7,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALL THE KING'S HORSES OF ROBISON RANCH 505 N SCOTT RIDGECREST, CA 93555	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	8,000
BAKERSFIELD MUSIC THEATRE STARS 1931 CHESTER AVE BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
BAKERSFIELD PET FOOD PANTRY PO BOX 20801 BAKERSFIELD, CA 93390	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	5,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BAKERSFIELD POLICE ACTIVITIES LEAGUE 301 EAST 4TH STREET BAKERSFIELD, CA 93307	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
BAKERSFIELD SPCA 3000 GIBSON STREET BAKERSFIELD, CA 93308	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	25,000
BITS-O-HEAVEN RANCH INC 13453 OLEN AVE BAKERSFIELD, CA 93311	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	18,500
Total 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF KERN COUNTY 801 NILES STREET BAKERSFIELD, CA 93385	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	15,751
CALIFORNIA STATE OLD TIME FIDDLERS ASSOCIATION DISTRICT 3 785 TUCKER RD TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	5,000
CALIFORNIA NATIVE PLANT SOCIETY 2707 K STREET 1 SACRAMENTO, CA 95816	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	7,500
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTMAS FOR SENIORS OF KERN COUNTY INC 11704 LEIGH RIVER STREET BAKERSFIELD, CA 93312	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	5,000
CRITTERS WITHOUT LITTERS 4300 STINE RD 720 BAKERSFIELD, CA 93313	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	10,000
DONORS CHOOSE 134 WEST 37TH STREET NEW YORK, NY 10018	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	12,000
Total ► 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE KERN COUNTY ANIMAL SHELTERS PO BOX 11494 BAKERSFIELD, CA 93389	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	5,000
HAVE A HEART HUMANE SOCIETY 1121 W VALLEY BLVD STE A TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	12,000
HELPING ANIMALS LIVE TOMORROW RESCUE 2600 19TH STREET BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
KERN ATHLETIC FENCING FOUNDATION 10717 LOUGHTON AVE BAKERSFIELD, CA 93311	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
KERN COUNTY CHAPTER OF CALIFORNIA PO BOX 81772 BAKERSFIELD, CA 93308	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	15,295
KERN COUNTY MUSEUM FOUNDATION 3801 CHESTER AVE BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	10,500
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
KERN DANCE ALLIANCE PO BOX 12407 BAKERSFIELD, CA 93389	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	9,000
KERN LITERACY COUNCIL 331 18TH STREET BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	8,000
LIGHTWAVE EDUCATION 333 PALMER DRIVE BAKERSFIELD, CA 93309	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	15,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MARLEY'S MUTTS SPAY & NEUTER 785 TUCKER RD TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
MERCY FOUNDATION-BAKERSFIELD DBA PO BOX 119 BAKERSFIELD, CA 93302	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,926
PET MATCH MAKER CALIFORNIA 16612 PALM AVE BAKERSFIELD, CA 93314	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	12,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY832 FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	11,878
SOX RESCUE 3917 STOCKDALE HIGHWAY BAKERSFIELD, CA 93309	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	10,000
ST VINCENT DE PAUL 404 WEST E STREET TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	5,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TEHACHAPI COMMUNITY ORCHESTRA FOUNDATION 785 TUCKER RD TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	5,000
TEHACHAPI MOUNTAIN RODEO ASSOCIATION PO BOX 63 TEHACHAPI, CA 93581	NONE	EXEMPT ORG	PROGRAM SERVICES SUPPORT	20,000
WHISKERS PAWS HOOVES & CLAWS ANIMAL ADVOCACY 20038 DENNISON RD TEHACHAPI, CA 93561	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	10,000
Total 3a				710,850


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DOWNTOWN BAKERSFIELD DEVELOPMENT 1330 TRUXTUN AVE A BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	25,000
GARDEN PATHWAYS1616 29TH STREET BAKERSFIELD, CA 93301	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	50,000
MERCY FOUNDATION-BAKERSFIELD PO BOX 119 BAKERSFIELD, CA 93302	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	100,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
REBUILDING TOGETHER KERN COUNTY PO BOX 11622 BAKERSFIELD, CA 93389	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	25,000
RECYCLING LIVES3313 TELLURIDE CT BAKERSFIELD, CA 93309	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	50,000
TREE FOUNDATION OF KERN PO BOX 2871 BAKERSFIELD, CA 93303	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	100,000
Total ▶ 3a				710,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF KERN COUNTY 5405 STOCKDALE HWY STE 200 BAKERSFIELD, CA 93309	NONE	EXEMPT ORG	PROGRAM SERVICE SUPPORT	25,000
Total 				710,850
3a				

TY 2017 Accounting Fees Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,570	20,570		0

TY 2017 Investments - Other Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SANFORD BERNSTEIN SECURITIES	AT COST	16,744,229	16,744,229

TY 2017 Other Expenses Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	660	0		660
WEBSITE MAINTENANCE & SOFTWARE LICENSES	396	0		396
BANK FEES	777	0		777

TY 2017 Other Income Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	50	50	50
SANFORD C BERNSTEIN & CO, LLC	967	967	967

TY 2017 Other Increases Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Description	Amount
2017 UNREALIZED GAIN/LOSS	1,595,020

TY 2017 Other Liabilities Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH ADVANCE - TBC	50,000	0

TY 2017 Other Professional Fees Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	26,922	26,922		0
PROFESSIONAL FEES	550	550		0
GRANT APPLICATION FEES	1,125	1,125		0

TY 2017 Taxes Schedule

Name: THE VIRGINIA AND ALFRED HARRELL
FOUNDATION

EIN: 95-3227803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES & FILING FEES	3,352	3,352		0
PAYROLL TAXES	3,951	0		3,951
FOREIGN TAXES	4,072	4,072		0