

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

02/01, 2017, and ending

01/31, 2018

Name of foundation
THE SHIFTING FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
136 E. SOUTH TEMPLE 1600

City or town, state or province, country, and ZIP or foreign postal code
SALT LAKE CITY, UT 84111

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) ▶ \$ 25,339,593.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

A Employer identification number
36-6108560

B Telephone number (see instructions)
(801) 869-4300

C If exemption application is pending, check here. ☐ **6**

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)	1,153,000.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.	104,379.	104,379.		ATCH 1
4	Dividends and interest from securities	110,839.	110,839.		ATCH 2
5a	Gross rents	-38,418.	-38,418.		
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	754,059.			
b	Gross sales price for all assets on line 6a	754,059.			
7	Capital gain net income (from Part IV, line 2)		754,059.		
8	Net short-term capital gain.			32,097.	
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) ATCH 3	-837,422.	-948,807.		
12	Total. Add lines 1 through 11	1,246,437.	-17,948.	32,097.	
13	Compensation of officers, directors, trustees, etc.	98,667.	49,333.		49,334.
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)	40,000.			40,000.
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	13,532.			
19	Depreciation (attach schedule) and depletion.				
20	Occupancy				
21	Travel, conferences, and meetings	38,854.			38,854.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	5,603.			5,603.
24	Total operating and administrative expenses. Add lines 13 through 23.	196,656.	49,333.		133,791.
25	Contributions, gifts, grants paid	1,250,000.			1,250,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,446,656.	49,333.		1,383,791.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-200,219.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			32,097.	

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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	213,508.	184,941.	184,941.
	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)			
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	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 ▶ ATCH 6)	23,902,185.	23,734,147.	25,154,652.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	24,115,693.	23,919,088.	25,339,593.
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 ▶ ATCH 7)	9,918.	13,532.		
23	Total liabilities (add lines 17 through 22)	9,918.	13,532.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	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	24,105,775.	23,905,556.	
30	Total net assets or fund balances (see instructions)	24,105,775.	23,905,556.		
31	Total liabilities and net assets/fund balances (see instructions)	24,115,693.	23,919,088.		

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	24,105,775.
2	Enter amount from Part I, line 27a	2	-200,219.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,905,556.
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	23,905,556.

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** SEE PART IV SCHEDULE**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

(i) FMV as of 12/31/69

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

754,059.

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**

32,097.

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	1,229,330.	22,909,245.	0.053661
2015	1,266,766.	23,913,230.	0.052973
2014	1,134,382.	22,055,802.	0.051432
2013	1,144,416.	20,597,023.	0.055562
2012	1,060,000.	21,419,601.	0.049487

2 Total of line 1, column (d)**2**

0.263115

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**

0.052623

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5**4**

23,908,263.

5 Multiply line 4 by line 3.**5**

1,258,125.

6 Enter 1% of net investment income (1% of Part I, line 27b).**6****7** Add lines 5 and 6.**7**

1,258,125.

8 Enter qualifying distributions from Part XII, line 4.**8**

1,383,791.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	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	17,423.	
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	17,423.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,423.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 17,423. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(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 ☒ UT, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ STRATA FUND SOLUTIONS, LLC Telephone no ▶ 801-869-4300 Located at ▶ 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT ZIP+4 ▶ 84111		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year		
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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 ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

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))?	☐	Yes	☒ No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐	Yes	☒ No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☒	Yes	☐ No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐	Yes	☒ No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐	Yes	☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.				5b		X
	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?	☐	Yes	☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐	Yes	☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b		X
	If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐	Yes	☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				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 8		98,667.	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		
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)

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
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	24,116,181.
b	Average of monthly cash balances	1b	156,167.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	24,272,348.
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	24,272,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	364,085.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,908,263.
6	Minimum investment return. Enter 5% of line 5	6	1,195,413.

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	1,195,413.
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	1,195,413.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,195,413.
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	1,195,413.

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	1,383,791.
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	1,383,791.
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	1,383,791.

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				1,195,413.
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	53,813.			
b From 2013	133,733.			
c From 2014	65,828.			
d From 2015	75,732.			
e From 2016	95,329.			
f Total of lines 3a through e	424,435.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,383,791.</u>				
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.				1,195,413.
e Remaining amount distributed out of corpus.	188,378.			
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	612,813.			
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.				
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)	53,813.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	559,000.			
10 Analysis of line 9				
a Excess from 2013	133,733.			
b Excess from 2014	65,828.			
c Excess from 2015	75,732.			
d Excess from 2016	95,329.			
e Excess from 2017	188,378.			

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

NOT APPLICABLE

- 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) |
|---|---------------|------------|

		Prior 3 years				(e) Total
		(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
	(1) Value of all assets.					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization.					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 9

- 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		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 Paid during the year					
ATCH 10					
Total ► 3a					1,250,000.
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 .				14	104,379.	
4 Dividends and interest from securities				14	110,839.	
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				18	754,059.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 11 _____			86,305.		-923,727.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			86,305.		45,550.	
13 Total Add line 12, columns (b), (d), and (e)						131,855.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets. | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees. | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ DARREN BENSON

12/17/2018

►TREASURER

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

JOANNA JOHNSTON

12/15/2018

P01075079

Firm's name ▶ BDO USA, LLP

Firm's EIN ▶ 13-5381590

Firm's address ▶ 299 S MAIN ST, 10TH FLOOR
SALT LAKE CITY, UT

84111

Phone no 801 269-1818

Form **990-PF** (2017)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

THE SHIFTING FOUNDATION

Employer identification number

36-6108560

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 foundationCheck 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 SHIFTING FOUNDATION

Employer identification number
36-6108560**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	DAVID BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	\$ 250,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	JULIE BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	MARK HART III 1401 FOCH STREET SUITE 100 FORT WORTH, TX 76107	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	DAVID BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	\$ 250,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	JULIE BRESKIN 136 E. SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

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	INTEREST IN POETIC LICENSE PARTNERS	\$ 250,000.	12/31/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	INTEREST IN POETIC LICENSE PARTNERS	\$ 300,000.	12/31/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
6	INTEREST IN POETIC LICENSE PARTNERS	\$ 250,000.	01/01/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
7	INTEREST IN POETIC LICENSE PARTNERS	\$ 300,000.	01/01/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

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 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				32,097.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				721,962.	
TOTAL GAIN(LOSS)						<u>754,059.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	90.	90.
K-1 POETIC LICENSE PARTNERS	104,289.	104,289.
TOTAL	<u>104,379.</u>	<u>104,379.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 POETIC LICENSE PARTNERS	110,839.	110,839.
TOTAL	<u>110,839.</u>	<u>110,839.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER SCHEDULE K-1 INVESTMENT INCOME	-948,807.	-948,807.
INCOME TAX REFUND	111,385.	
TOTALS	-837,422.	-948,807.

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TOTALS	<u>13,532.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BUSINESS SERVICES	2,743.	2,743.
MERCHANDISE & SUPPLIES	2,860.	2,860.
TOTALS	<u>5,603.</u>	<u>5,603.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
POETIC LICENSE PARTNERS, LP	23,534,984.	24,954,652.
EGG ROCK HOLDINGS, LLC	199,163.	200,000.
TOTALS	<u>23,734,147.</u>	<u>25,154,652.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
TAX LIABILITY	13,532.
TOTALS	<u>13,532.</u>

THE SHIFTING FOUNDATION

2017 FORM 990-PF

36-6108560

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVID A. BRESKIN 136 E. SOUTH TEMPLE 1600 SALT LAKE CITY, UT 84111	PRESIDENT 33.00			
JULIE G. BRESKIN 136 E. SOUTH TEMPLE 1600 SALT LAKE CITY, UT 84111	VICE-PRESIDENT 1.00			
CHELSEA HADLEY 136 E. SOUTH TEMPLE 1600 SALT LAKE CITY, UT 84111	DIRECTOR & SECRETARY 27.00	98,667.		
DARREN T. BENSON 136 E. SOUTH TEMPLE 1600 SALT LAKE CITY, UT 84111	TREASURER 1.00			
GRAND TOTALS		98,667.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DAVID BRESKIN
JULIE BRESKIN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH, 17TH FLOOR NEW YORK, NY 10010	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION ORGANIZATION	50,000
NATURAL RESOURCES DEFENSE COUNCIL (NRDC) 40 WEST 20TH STREET NEW YORK, NY 10011	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	45,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	40,000
DOCTORS WITHOUT BORDERS/MSF USA USA 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	35,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE, MA 02138	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	35,000
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	25,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	25,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	25,000
350 ORG 20 JAY ST , SUITE 732 BROOKLYN, NY 11201	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	20,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	20,000
SOUTHERN POVERTY LAW CENTER P O BOX 548 MONTGOMERY, AL 36101	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	12,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAW ART WORKS 37 CENTRAL SQUARE LYNN, MA 01901	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	7,500
COMMUNITY WORKS 25 WEST STREET BOSTON, MA 02111	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,000
CHARRIÈRE, JULIAN SKALITZER STRASSE 43 BERLIN GERMANY 10997	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	70,000
DAVIS, KRIS 2 TERRACE AVENUE OSSINING, NY 10562	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	70,000
DAIGNAULT, CYNTHIA BARRETT P O BOX 256 GIBSON ISLAND, MD 21056	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
DUNN, TREVOR 296 14TH STREET BROOKLYN, NY 11215	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	NO RELATIONSHIP I			
GALVANI, ANDREA 22 NORTH 6TH STREET, UNIT 281 BROOKLYN, NY 11249			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
HEATH, FRANK R 83 NEWELL ST, APT 3R BROOKLYN, NY 11222			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
IRIJALBA, CARLOS EGELANTIERSTRAT 36 AMSTERDAM NETHERLANDS 1015			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
LAWLESS, DANIEL 740 17TH AVE N ST PETERSBURG, FL 33704			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
ROWLAND, CAMERON 33-53 82ND STREET, APT D-41 QUEENS, NY 11372			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000
WEISS, DAN 619 VANDERBILT AVENUE, APT 1 BROOKLYN, NY 11238			TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRENER, AMY 1920 GREENE AVE , APT 2L RIDGEWOOD, NY 11385	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	47,000
VON BISMARCK, JULIUS BESSEMERSTRASSE 2-14 BERLIN GERMANY 12103	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	40,000
DRESSER, MARK 1838 N WILLOWSRING DRIVE ENCINITAS, CA 92024	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	37,500
LOHR, CHRISTIANE VOLKSGARTENSTRASSE 32 KÖLN GERMANY 50677	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	35,000
FINLAYSON, JOHNATHAN 3544 BROADWAY, APT 62 NEW YORK, NY 10031	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	25,000
THREADGILL, HENRY P O BOX 594, COOPER STATION NEW YORK, NY 10276	NO RELATIONSHIP I		TO SUPPORT INDIVIDUAL ARTIST'S PROJECT - SEE ATTACHED SCHEDULE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN ELEPHANT CONSERVATION TRUST 10 STATE STREET NEWBURYPORT, MA 01950	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	57,000
FRANCISCO PARK CONSERVANCY 1663 MISSION STREET SUITE 320 SAN FRANCISCO, CA 94103	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	25,000
ANGEL CITY ARTS 520 BAUGHMAN AVENUE CLAREMONT, CA 91711	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	14,000
WILDWOOD SCHOOL 11811 OLYMPIC BOULEVARD LOS ANGELES, CA 90064	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	9,000
POETRY IN REVIEW FOUNDATION 205 W 89TH ST APT 8-F NEW YORK, NY 10024	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	6,000
CARBONFUND.ORG FOUNDATION 853 MAIN STREET EAST AURORA, NY 14052	NO RELATIONSHIP NC		TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,370

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BAY SCHOOL OF SAN FRANCISCO 35 KEYES AVE SAN FRANCISCO, CA 94129	NO RELATIONSHIP	NC	TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,000
FREEDOM FROM RELIGION FOUNDATION P O BOX 750 MADISON, WI 53701	NO RELATIONSHIP	NC	TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,000
HAMMER MUSEUM 19899 WILSHIRE BLVD LOS ANGELES, CA 90024	NO RELATIONSHIP	NC	TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,000
LOS ANGELES RESIDENTIAL COMMUNITY (LARC) 29890 N BOUQUET CANYON ROAD SAUGUS, CA 91390	NO RELATIONSHIP	NC	TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	5,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NO RELATIONSHIP	NC	TO SUPPORT THE OVERALL MISSION OF THE ORGANIZATION	4,130
TOTAL CONTRIBUTIONS PAID				<u>1,250,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	<u>FUNCTION INCOME</u>
POETIC LICENSE PARTNERS	525990	86,305.	41	-923,727.	
TOTALS		<u>86,305.</u>		<u>-923,727.</u>	