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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 4/1/2017, and ending 3/31/2018

Name of foundation
GRACE BENNETT JONES TRUST
Number and street (or P O box number if mail is not delivered to street address) Room/suite
Wells Fargo Bank N A Trust Tax Dept - 6325 S RAINBOW BLVD STE 300
City or town, state or province, country, and ZIP or foreign postal code
LAS VEGAS NV 89118
Foreign country name Foreign province/state/county Foreign postal code

A Employer identification number
51-0191112
B Telephone number (see instructions)
888-730-4933

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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) **\$ 956,459**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

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)
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				
	4 Dividends and interest from securities	19,773	19,773		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,981			
	b Gross sales price for all assets on line 6a 326,370				
	7 Capital gain net income (from Part IV, line 2)		78,981		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	98,754	98,754	0	
	13 Compensation of officers, directors, trustees, etc.	14,450	10,837		3,613
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000			1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	861	295		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	16,311	11,132	0	4,613
	25 Contributions, gifts, grants paid	40,659			40,659
	26 Total expenses and disbursements. Add lines 24 and 25	56,970	11,132	0	45,272
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	41,784			
	b Net investment income (if negative, enter -0-)		87,622		
c Adjusted net income (if negative, enter -0-)				0	

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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	34,656	29,809	29,809
	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)	711,859	758,592	926,650
	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)	746,515	788,401	956,459
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	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	746,515	788,401	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	746,515	788,401	
	31 Total liabilities and net assets/fund balances (see instructions)	746,515	788,401	

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	746,515
2 Enter amount from Part I, line 27a	2	41,784
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	3	105
4 Add lines 1, 2, and 3	4	788,404
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	3
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	788,401

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) 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	78,981
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	0

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.

(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	43,943	898,495	0.048907
2015	43,364	906,021	0.047862
2014	66,063	975,048	0.067754
2013	22,673	952,867	0.023795
2012	45,756	903,739	0.050630
2 Total of line 1, column (d)			2 0.238948
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 0.047790
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 950,091
5 Multiply line 4 by line 3			5 45,405
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 876
7 Add lines 5 and 6			7 46,281
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 45,272

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,752	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0	
3	Add lines 1 and 2	3	1,752	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,752	
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	362	
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	362	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,390	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax Refunded	11	0	

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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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	Yes	No
11			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
13		X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV ZIP+4 ► 89118		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►	Yes	No
16			X

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.

1a	During the year, did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b	N/A
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
- (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 ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 6325 S RAINBOW BLVD STE 300 LAS VEGAS, NV 89118	TRUSTEE SEE ATTACHED	14,450		

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**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 NONE	
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



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	930,556
b	Average of monthly cash balances	1b	34,003
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	964,559
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	964,559
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	14,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	950,091
6	Minimum investment return. Enter 5% of line 5	6	47,505

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	47,505
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,752
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,752
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,753
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,753
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	45,753

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	45,272
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	45,272
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,272

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				45,753
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			25,369	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 45,272				
a Applied to 2016, but not more than line 2a			25,369	
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				19,903
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				25,850
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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> See Attached Statement				
Total			▶ 3a	40,659
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	19,773	
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	78,981	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		98,754	0
13	Total. Add line 12, columns (b), (d), and (e)				13	98,754

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF BOULDER VALLEY

Street

2323 55TH STREET

City

BOULDER VALLEY

State

CO

Zip Code

80301

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,659

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost or Other Basis		Expenses		Net Gain or Loss	
Short Term CG Distributions										3,340		Capital Gains/Losses		Other sales		326,370		247,389		78,981	
										0										0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
1 VANGUARD SIT CORP BOND	92206C409	X				10/8/2014	12/6/2017	5,165	5,218					-53							
2 VANGUARD SIT CORP BOND	92206C409	X				12/22/2014	12/6/2017	5,165	5,185					-20							
3 VANGUARD SIT CORP BOND	92206C409	X				8/23/2013	12/6/2017	4,689	4,667					-22							
4 VANGUARD SIT CORP BOND	92206C409	X				8/23/2013	1/29/2018	20,222	20,252					-30							
5 INV BALANCE RISK COMM ST	00888Y508	X				5/12/2016	4/26/2017	4,847	5,000					-153							
6 INV BALANCE RISK COMM ST	00888Y508	X				6/21/2016	4/26/2017	9,330	9,921					-591							
7 ARBITRAGE FUND CLASS I #	03875R205	X				3/9/2012	4/26/2017	10,151	10,000					151							
8 EATON VANCE FLOATING RA	277911491	X				8/23/2013	4/26/2017	9,936	9,985					-149							
9 EATON VANCE FLOATING RA	277911491	X				12/22/2014	4/26/2017	15,202	14,976					226							
10 AMERICAN GRW FD OF AME	399874825	X				7/7/2008	8/8/2017	10,000	6,324					3,676							
11 AMERICAN GRW FD OF AME	399874825	X				7/7/2008	12/6/2017	30,000	17,860					12,140							
12 AMERICAN GRW FD OF AME	399874825	X				7/7/2008	1/29/2018	10,000	5,712					4,288							
13 ISHARES SELECT DIVIDEND	464287168	X				10/4/2004	4/26/2017	1,389	878					511							
14 ISHARES SELECT DIVIDEND	464287168	X				6/9/2004	4/26/2017	23,605	14,058					9,547							
15 ISHARES SELECT DIVIDEND	464287168	X				6/9/2004	8/8/2017	22,772	13,507					9,265							
16 ISHARES SELECT DIVIDEND	464287168	X				12/22/2008	8/8/2017	7,250	3,186					4,064							
17 ISHARES SELECT DIVIDEND	464287168	X				12/22/2008	1/29/2018	6,824	2,737					4,087							
18 ISHARES SELECT DIVIDEND	464287168	X				1/15/2009	1/29/2018	3,157	1,135					2,022							
19 ISHARES RUSSELL 1000 VAL	464287598	X				1/15/2009	4/26/2017	10,420	3,992					6,428							
20 ISHARES RUSSELL 1000 VAL	464287598	X				4/16/2009	4/26/2017	25,124	9,634					15,490							
21 ISHARES RUSSELL 2000 ETF	464287655	X				10/8/2014	4/26/2017	7,099	5,427					1,672							
22 ISHARES RUSSELL 2000 ETF	464287655	X				12/22/2014	4/26/2017	5,645	4,773					872							
23 ISHARES CORE S&P SMALL	464287804	X				4/26/2017	12/6/2017	1,523	1,417					106							
24 LAUDUS MONDRIAN INT GV	51855Q655	X				6/17/2016	4/26/2017	6,812	7,330					-518							
25 ASG GLOBAL ALTERNATIVES	638727885	X				8/23/2013	4/26/2017	2,000	2,182					-182							
26 PRINCIPAL MIDCAP FDN IN #4	742530747	X				7/20/2015	4/26/2017	18,348	17,357					991							
27 RIDGEWORTH SEIX HY BD-I	766281645	X				4/29/2010	4/26/2017	13,166	15,000					-1,834							
28 RIDGEWORTH SEIX HY BD-I	766281645	X				2/11/2011	4/26/2017	834	999					-165							
29 ROYCE PENNSYLVANIA MUT	780905840	X				7/7/2008	4/26/2017	24,498	21,141					3,357							
30 TEMPLETON GLOBAL BOND	880208400	X				4/16/2008	4/26/2017	8,000	7,536					464							

Part I, Line 16b (990-PF) - Accounting Fees

		1,000	0	0	1,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,000			1,000

Part I, Line 18 (990-PF) - Taxes

		861	295	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	295	295		
2	PY EXCISE TAX DUE	204			
3	ESTIMATED EXCISE PAYMENTS	362			

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	758,592	926,650
2	AMEX FINANCIAL SELECT SPDR		0	10,019	11,524
3	AMEX MATERIALS SPDR		0	1,018	1,082
4	AMEX TECHNOLOGY SELECT SPDR		0	19,998	24,205
5	AMEX ENERGY SELECT SPDR		0	1,036	1,011
6	MERGER FUND-INST #301		0	19,080	19,431
7	FID ADV EMER MKTS INC- CL I 607		0	39,341	39,749
8	ISHARES RUSSELL 1000 GROWTH		0	54,989	119,895
9	ISHARES TR SMALLCAP 600 INDEX FD		0	18,492	20,100
10	EATON VANCE GLOBAL MACRO - I		0	29,540	28,515
11	ISHARES MSCI EAFE		0	26,627	43,898
12	AMEX INDUSTRIAL SPDR		0	5,014	5,572
13	AMEX HEALTH CARE SPDR		0	10,004	10,826
14	AMEX CONSUMER DISCR SPDR		0	5,039	5,672
15	ISHARES TR RUSSELL MIDCAP GROWTH		0	50,106	77,458
16	CONSUMER STAPLES SECTOR SPDR TR		0	3,493	3,316
17	ISHARES IBOX \$ INV GR CORP BD FD		0	83,914	81,586
18	T ROWE PR REAL ESTATE-I #432		0	15,000	14,055
19	ASG GLOBAL ALTERNATIVES-Y 1993		0	17,818	17,162
20	TEMPLETON GLOBAL BOND FD-ADV 616		0	12,186	12,587
21	ISHARES TR MSCI EMERGING MARKETS		0	6,509	13,036
22	ISHARES DOW JONES SELECT DIVIDEND		0	2,709	7,039
23	VANGUARD REIT VIPER		0	24,576	28,679
24	AQR MANAGED FUTURES STR-I		0	15,195	12,621
25	VANGUARD EMERGING MARKETS ETF		0	8,983	11,087
26	VANGUARD INFLAT-PROT SECS-ADM 511		0	10,476	10,233
27	JPMORGAN HIGH YIELD FUND SS 3580		0	19,533	18,957
28	T ROWE PRICE INST FLOAT RATE 170		0	8,340	8,299
29	OAKMARK INTERNATIONAL-INST #2886		0	11,811	25,103
30	BLACKROCK GL L/S CREDIT-K #1940		0	17,500	17,745
31	OPPENHEIMER DEVELOPING MKT-I 799		0	13,942	16,773
32	VANGUARD BD INDEX FD INC		0	28,748	28,160
33	SPDR DJ WILSHIRE INTERNATIONAL REA		0	26,583	26,653
34	VANGUARD INTERMEDIATE TERM B		0	70,048	67,869
35	ROBECO BP LNG/SHRT RES-INS		0	25,335	31,279
36	DIAMOND HILL LONG-SHORT FD CL I 11		0	14,777	22,195
37	NEUBERGER BERMAN LONG SH-INS #183		0	22,500	22,236
38	AMERICAN GRW FD OF AMER CL F2 605		0	8,313	21,042

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount				
Short Term CG Distributions										3,340	0			
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	75,641	0	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
1	VANGUARD SIF CORP BOND	92206C409		10/8/2014	12/6/2017	5,165		0	5,218	-53		0	0	-53
2	VANGUARD SIF CORP BOND	92206C409		12/2/2014	12/6/2017	5,165		0	5,185	-20		0	0	-20
3	VANGUARD SIF CORP BOND	92206C409		8/23/2013	12/6/2017	4,689		22	4,667	22		0	0	22
4	VANGUARD SIF CORP BOND	92206C409		8/23/2013	1/29/2018	20,222		-30	20,252	-30		0	0	-30
5	INV BALANCE RISK COMM ST	00888Y508		5/12/2016	4/26/2017	4,847		0	5,000	-153		0	0	-153
6	INV BALANCE RISK COMM ST	00888Y508		6/21/2016	4/26/2017	9,330		0	9,921	-591		0	0	-591
7	ARBITRAGE FUND CLASS I #	03875R205		3/9/2012	4/26/2017	10,151		151	10,000	151		0	0	151
8	EATON VANCE FLOATING RA	277911491		8/23/2013	4/26/2017	9,836			9,985	-149		0	0	-149
9	EATON VANCE FLOATING RA	277911491		12/22/2014	4/26/2017	15,202		0	14,976	226		0	0	226
10	AMERICAN GRW FD OF AME	399874825		7/7/2008	8/8/2017	10,000		0	6,324	3,676		0	0	3,676
11	AMERICAN GRW FD OF AME	399874825		7/7/2008	12/6/2017	30,000		0	17,860	12,140		0	0	12,140
12	AMERICAN GRW FD OF AME	399874825		7/7/2008	1/29/2018	10,000			5,712	4,288		0	0	4,288
13	SHARES SELECT DIVIDEND	464287168		10/4/2004	4/26/2017	1,389			878	511		0	0	511
14	SHARES SELECT DIVIDEND	464287168		6/9/2004	4/26/2017	23,605			14,058	9,547		0	0	9,547
15	SHARES SELECT DIVIDEND	464287168		6/9/2004	8/8/2017	22,772			13,507	9,265		0	0	9,265
16	SHARES SELECT DIVIDEND	464287168		12/22/2008	8/8/2017	7,250		0	3,186	4,064		0	0	4,064
17	SHARES SELECT DIVIDEND	464287168		12/22/2008	1/29/2018	6,824		0	2,737	4,087		0	0	4,087
18	SHARES SELECT DIVIDEND	464287168		1/15/2009	1/29/2018	3,157		0	1,135	2,022		0	0	2,022
19	SHARES RUSSELL 1000 VAL	464287598		1/15/2009	4/26/2017	10,420		0	3,982	6,428		0	0	6,428
20	SHARES RUSSELL 1000 VAL	464287598		4/16/2009	4/26/2017	25,124		0	9,634	15,490		0	0	15,490
21	SHARES RUSSELL 2000 ETF	464287655		10/8/2014	4/26/2017	7,056			5,427	1,629		0	0	1,629
22	SHARES RUSSELL 2000 ETF	464287655		12/22/2014	4/26/2017	5,645			4,773	872		0	0	872
23	SHARES CORE S&P SMALL-	464287804		4/26/2017	12/6/2017	1,523		0	1,417	106		0	0	106
24	LAUDUS MONDRIAN INT GV	51855Q655		6/17/2016	4/26/2017	6,812		0	7,330	-518		0	0	-518
25	ASG GLOBAL ALTERNATIVES	63872T885		8/23/2013	4/26/2017	2,000		0	2,182	-182		0	0	-182
26	PRINCIPAL MIDCAP FD-IN #4	74253Q747		7/20/2015	4/26/2017	18,348			17,357	991		0	0	991
27	RIDGEWORTH SEIX HY BD-I	76628T645		4/29/2010	4/26/2017	13,166		0	15,000	-1,834		0	0	-1,834
28	RIDGEWORTH SEIX HY BD-I	76628T645		2/11/2011	4/26/2017	834		0	999	-165		0	0	-165
29	ROYCE PENNSYLVANIA MUT	7809J5840		7/7/2008	4/26/2017	24,498		0	21,141	3,357		0	0	3,357
30	TEMPLETON GLOBAL BOND	8802J8400		4/16/2009	4/26/2017	8,000			7,536	464		0	0	464

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	6325 S RAINBOW BLVD STE 300	LAS VEGAS	NV	89118		TRUSTEE	1 00	14,450		.
										14,450	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	3/26/2018 5	362
6 Other payments	6	0
7 Total	7	362

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	25,369
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	25,369