

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

MAY 1, 2017

, and ending

APR 30, 2018

Name of foundation

A Employer identification number

ROXIE AND AZAD JOSEPH FOUNDATION**20-2388760**

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

Room/suite

165 W. LIBERTY STREET**110**

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

RENO, NV 89501

B Telephone number

(775) 221-8004C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)\$ **11,251,017.** (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))

(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			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,216.	2,216.		STATEMENT 1
	4	Dividends and interest from securities	201,456.	201,456.		STATEMENT 2
	5a	Gross rents	37,948.	37,948.		STATEMENT 3
	b	Net rental income or (loss)	<2,196.>			STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a	5,211,696.			
	7	Capital gain net income (from Part IV, line 2)		328,819.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	567,439.	567,439.		
	13	Compensation of officers, directors, trustees, etc	64,000.	51,200.		12,800.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	STMT 5 16,260.	13,008.		3,252.
	c	Other professional fees	STMT 6 40,626.	40,626.		0.
	17	Interest				
	18	Taxes	STMT 7 33,565.	8,933.		0.
	19	Depreciation and depletion	16,758.	16,758.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	STMT 8 16,776.	15,122.		1,654.
	24	Total operating and administrative expenses. Add lines 13 through 23	187,985.	145,647.		17,706.
	25	Contributions, gifts, grants paid	272,500.			272,500.
	26	Total expenses and disbursements. Add lines 24 and 25	460,485.	145,647.		290,206.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	106,954.			
	b	Net investment income (if negative, enter -0-)		421,792.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	43,757.	14,610.	14,610.
	2 Savings and temporary cash investments	1,148,444.	1,770,271.	1,770,271.
	3 Accounts receivable ▶ 12,772.			
	Less: allowance for doubtful accounts ▶	5,198.	12,772.	12,772.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,050,000.			
	Less: allowance for doubtful accounts ▶ 0.	1,090,000.	1,050,000.	1,050,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	2,950,310.	3,336,793.	3,278,665.
	c Investments - corporate bonds STMT 11	992,379.	1,018,636.	950,372.
	11 Investments - land, buildings, and equipment basis ▶ 291,600.			
Less accumulated depreciation STMT 12 ▶	1,250,467.	291,600.	275,000.	
12 Investments - mortgage loans				
13 Investments - other STMT 13	3,225,932.	3,326,083.	3,899,327.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,706,487.	10,820,765.	11,251,017.	
Liabilities	17 Accounts payable and accrued expenses	976.		
	18 Grants payable			
	19 Deferred revenue	824,305.	824,305.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	0.	8,300.	
23 Total liabilities (add lines 17 through 22)	825,281.	832,605.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,881,206.	9,988,160.	
30 Total net assets or fund balances	9,881,206.	9,988,160.		
31 Total liabilities and net assets/fund balances	10,706,487.	10,820,765.		

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	9,881,206.
2 Enter amount from Part I, line 27a	2	106,954.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,988,160.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,988,160.

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			
b SEE ATTACHED STATEMENT			
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 5,211,696.	323,216.	5,209,093.	325,819.

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			325,819.

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	325,819.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	501,140.	11,079,500.	.045231
2015	626,498.	11,274,767.	.055566
2014	636,457.	11,268,021.	.056483
2013	514,682.	10,156,764.	.050674
2012	565,250.	9,791,867.	.057726

2 Total of line 1, column (d)	2	.265680
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	.053136
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	11,184,641.
5 Multiply line 4 by line 3	5	594,307.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,218.
7 Add lines 5 and 6	7	598,525.
8 Enter qualifying distributions from Part XII, line 4	8	290,206.

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 <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	8,436.
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	8,436.
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	8,436.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 13,300.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d		7	13,300.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	55.
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	4,809.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 4,809. Refunded <input type="checkbox"/>		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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by 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. <input type="checkbox"/> NV, CA		
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

N/A

2

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 ► MICHAEL MELARKEY Telephone no. ► (775) 221-8004 Located at ► 165 W LIBERTY STREET, SUITE 110, RENO, NV ZIP+4 ► 89501		
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 ►		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.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 ► , , , 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.) 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. ► , , ,	2b	
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.) N/A	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

Form 990-PF (2017)

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870.

6b X

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
MICHAEL MELARKEY	TRUSTEE			
165 W. LIBERTY ST, SUITE 110				
RENO, NV 59501	6.00	32,000.	0.	0.
VICKI PULIZ	TRUSTEE			
165 W. LIBERTY ST, SUITE 110				
RENO, NV 59501	6.00	32,000.	0.	0.
GREGG W. ZIVE	TRUSTEE			
165 W. LIBERTY ST, SUITE 110				
RENO, NV 59501	3.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

C

Expenses

Amount

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	9,058,656.
b Average of monthly cash balances	1b	1,296,830.
c Fair market value of all other assets	1c	999,479.
d Total (add lines 1a, b, and c)	1d	11,354,965.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	11,354,965.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	170,324.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,184,641.
6 Minimum investment return. Enter 5% of line 5	6	559,232.

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	559,232.
2a Tax on investment income for 2017 from Part VI, line 5	2a	8,436.
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,436.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	550,796.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	550,796.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	550,796.

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	290,206.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	290,206.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	290,206.

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				550,796.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			252,938.	
b Total for prior years:		0.		
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: ► \$ 290,206.				
a Applied to 2016, but not more than line 2a			252,938.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				37,268.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				513,528.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

1 a 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)

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

Tax year

(a) 2017

(b) 2016

Prior 3 years

(c) 2015

(d) 2014

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 15

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 17				272,500.
Total			▶ 3a	272,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SALE OF PUBLICLY TRADED SECURITIES - STIFEL	P	VARIOUS	VARIOUS
b	SALE OF STOCK OPTIONS - STIFEL	P	VARIOUS	VARIOUS
c	SALE OF PUBLICLY TRADED SECURITIES - CHARLES SCHW	P	VARIOUS	VARIOUS
d	SALE OF PUBLICLY TRADED SECURITIES - CHARLES SCHW	P	VARIOUS	VARIOUS
e	SALE OF TAHOE DONNER CABINS (LLC)	D		11/22/17
f	SALE OF UTILITY EASEMENT (LLC)	D		10/25/17
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 3,939,355.		3,753,536.	185,819.
b 122,548.		320.	122,228.
c 57,520.		59,178.	<1,658.>
d 47,493.		47,132.	361.
e 940,000.	323,216.	1,348,822.	<85,606.>
f 95,000.		105.	94,895.
g 9,780.			9,780.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			185,819.
b			122,228.
c			<1,658.>
d			361.
e			<85,606.>
f			94,895.
g			9,780.
h			
i			
j			
k			
l			
m			
n			
o			

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	325,819.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB I (6651)	925.	925.	
CHARLES SCHWAB II (3777)	17.	17.	
CHARLES SCHWAB III (2692)	20.	20.	
FIRST INDEPENDENT BANK (LLC)	621.	621.	
STIFEL	633.	633.	
TOTAL TO PART I, LINE 3	2,216.	2,216.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB I (6651)	72,029.	0.	72,029.	72,029.	
CHARLES SCHWAB II (3777)	29,109.	143.	28,966.	28,966.	
CHARLES SCHWAB III (2692)	33,222.	0.	33,222.	33,222.	
CHARLES SCHWAB III (2692) - PREMIUM AMORTIZATION	<3,660.>	0.	<3,660.>	<3,660.>	
CHARLES SCHWAB III (2692) - PURCHASED INTEREST	<202.>	0.	<202.>	<202.>	
NOTE RECEIVABLE - DONNER 89 PARTNERS (LLC)	31,500.	0.	31,500.	31,500.	
NOTE RECEIVABLE - TRUCKEE DEVELOPMENT (LLC)	3,051.	0.	3,051.	3,051.	
STIFEL	46,187.	9,637.	36,550.	36,550.	
TO PART I, LINE 4	211,236.	9,780.	201,456.	201,456.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
-------------	---------------	-----------	---

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND & CABINS, TRUCKEE, CA (JOSEPH TITLE HOLDING LLC)	1	37,948.
TOTAL TO FORM 990-PF, PART I, LINE 5A		<u>37,948.</u>

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		16,758.	
UTILITIES		9,370.	
PROPERTY MANAGEMENT		3,579.	
REPAIRS & MAINTENANCE		640.	
PROPERTY TAX		8,933.	
SNOW REMOVAL		864.	
- SUBTOTAL -	1		<u>40,144.</u>
TOTAL RENTAL EXPENSES			<u>40,144.</u>
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<u><2,196.></u>

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	10,260.	8,208.		2,052.
BOOKKEEPING	6,000.	4,800.		1,200.
TO FORM 990-PF, PG 1, LN 16B	<u>16,260.</u>	<u>13,008.</u>		<u>3,252.</u>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	40,154.	40,154.		0.
RESIDENT AGENT FEES (LLC)	472.	472.		0.
TO FORM 990-PF, PG 1, LN 16C	40,626.	40,626.		0.

FORM 990-PF	TAXES	STATEMENT	7
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	24,632.	0.		0.
PROPERTY TAX	8,933.	8,933.		0.
TO FORM 990-PF, PG 1, LN 18	33,565.	8,933.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	751.	601.		150.
OTHER EXPENSE	82.	0.		82.
CONTRACT LABOR-OFFICE	1,355.	0.		1,355.
BANK SERVICE FEES	50.	0.		50.
LICENSE AND FEES	85.	68.		17.
UTILITIES	9,370.	9,370.		0.
PROPERTY MANAGEMENT	3,579.	3,579.		0.
REPAIRS & MAINTENANCE	640.	640.		0.
SNOW REMOVAL	864.	864.		0.
TO FORM 990-PF, PG 1, LN 23	16,776.	15,122.		1,654.

FOOTNOTES

STATEMENT 9

IN ACCORDANCE WITH IRC REG. SECTION 301.7701-3(B) THE FORM 990-PF FOR THE ROXIE AND AZAD JOSEPH FOUNDATION INCLUDES THE FOLLOWING SINGLE-MEMBER LLC WHICH IS DISREGARDED AS AN ENTITY FOR FEDERAL INCOME TAX PURPOSES AND IS TREATED AS A SOLE PROPRIETORSHIP AND REPORTED WITHIN THE RETURN OF THE PRIVATE FOUNDATION HEREBY FILED.

JOSEPH TITLE HOLDING, LLC

26-0651141

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STIFEL-CORPORATE STOCK-SEE SCHEDULE 1	3,336,793.	3,278,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,336,793.	3,278,665.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB-CORPORATE BONDS-SEE SCHEDULE 3	927,600.	863,960.
CHARLES SCHWAB-CMO & ASSET BACKED-SEE SCHEDULE 3	91,036.	86,412.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,018,636.	950,372.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	12
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - SIGNS	291,600.	0.	291,600.
TOTAL TO FM 990-PF, PART II, LN 11	291,600.	0.	291,600.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL-OTHER INVESTMENTS-SEE SCHEDULE 1	COST	94,398.	233,260.
CHARLES SCHWAB-OTHER INVESTMENTS-SEE SCHEDULE 2	COST	2,700,669.	3,165,927.
CHARLES SCHWAB-PREFERRED-SEE SCHEDULE 4	COST	531,016.	500,140.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,326,083.	3,899,327.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

FEDERAL TAXES PAYABLE

0.

8,300.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

8,300.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	15
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL MELARKEY AND VICKI PULIZ, TRUSTEES
 165 W LIBERTY STREET, SUITE 110
 RENO, NV 89501

TELEPHONE NUMBER

775-221-8004

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING AND CONTAIN A NARRATIVE OF THE PROJECT OR PROGRAM, A COPY OF THE DETERMINATION LETTER ISSUED BY THE INTERNAL REVENUE SERVICE GRANTING EXEMPT STATUS UNDER IRC CODE SECTION 501(C)(3) AND THE MOST RECENT FORM 990 SHOULD BE ATTACHED TO THE APPLICATION FOR GRANT.

ANY SUBMISSION DEADLINES

APPLICATIONS FOR GRANTS ACCEPTED THROUGHOUT THE YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO CONTRIBUTIONS TO THE AMERICAN RED CROSS.

ROXIE AND AZAD JOSEPH FOUNDATION

FORM 990-PF

For the Tax Year Ended April 30, 2018

PART XV - Supplementary Information

STATEMENT 17

Line 3a

Grants and Contributions paid during the year

RECIPIENT	ADDRESS	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
Artown	528 West 1st Street, Reno, NV 89503	N/A	PC	general purpose	5,000.00
Assistance League of Reno - Sparks	1701 Vassar Street, Reno, NV 89510	N/A	PC	education	5,000.00
Big Brothers Big Sisters of Northern Nevada	1300 Foster Drive, Reno, NV 89509	N/A	PC	youth mentoring	5,000.00
Boys and Girls Club of Mason Valley	190 Dayton Village Parkway, Dayton, NV 89403	N/A	PC	youth mentoring	5,000.00
Boys and Girls Club of Truckee Meadows	2680 East Ninth Street, Reno, NV 89512	N/A	PC	youth mentoring	5,000.00
Care Chest of Sierra Nevada	7910 North Virginia Street, Reno, NV 89506	N/A	PC	medical	10,000.00
Catholic Charities of Northern Nevada	P.O. Box 5099, Reno, NV 89513	N/A	PC	general purpose	10,000.00
Charlie Kenyan Armenian Community School	108 N. Villa Avenue, Clovis, CA 93612	N/A	PC	education	10,000.00
Desert Research Institute	2215 Raggio Parkway, Reno, NV 89512	N/A	PC	general purpose	10,000.00
Eddy House	P.O. Box 6207, Reno, NV 89513	N/A	PC	youth mentoring	5,000.00
Fernley Rotary Foundation	P.O. Box 408, Fernley, NV 89408	N/A	PC	general purpose	5,000.00
Food Bank of Northern Nevada	550 Italy Drive, McCarran, NV 89434	N/A	PC	food for low income	10,000.00
For Kids Foundation	834 Willow Street, Reno, NV 89502	N/A	PC	general purpose	5,000.00
KNPB Channel 5 Public Broadcasting	1670 North Virginia Street, Reno, NV 89503	N/A	PC	public broadcasting	5,000.00
Nevada Museum of Art	160 West Liberty Street, Reno, NV 89501	N/A	PC	education	5,000.00
Nevada Women's History Project	770 Smithridge Drive, Suite 300, Reno, NV 89502	N/A	PC	video of oral histories	5,000.00
Northern Nevada Children's Cancer Center	3550 Barron Way, Suite 9A, Reno, NV 89511	N/A	PC	general purpose	5,000.00
Reno Bike Project	541 East 4th Street, Reno, NV 89512	N/A	PC	general purpose	2,500.00
Salvation Army	1931 Sutro Street, Reno, NV 89512	N/A	PC	general purpose	5,000.00
Sierra Nevada Journeys	190 East Liberty Street, Reno, NV 89501	N/A	PC	education	10,000.00
Solace Tree	1300 Foster Drive, Reno, NV 89509	N/A	PC	good grief project	5,000.00
St. Gregory Armenian Church	P.O. Box 246, Fowler, CA 93625	N/A	PC	general purpose	5,000.00
Tahoe Forest Health System Foundation	P.O. Box 2508, Truckee, CA 96160	N/A	SOI	medical	50,000.00
Tahoe Institute for Natural Science	948 Incline Way, Incline Village, NV 89451	N/A	PC	education	5,000.00
Terry Lee Wells Discovery Museum	490 South Center Street, Reno, NV 89501	N/A	PC	education	10,000.00
University of Nevada Athletic Association	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	general purpose	5,000.00
University of Nevada Foundation/ KUNR	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	public broadcasting	10,000.00
University of Nevada Reno Foundation / Engineering Building	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	engineering building	25,000.00
University of Nevada Reno Foundation / College of Business	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	education	10,000.00
University of Nevada Reno Foundation / Dean's Future Scholars	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	education	10,000.00
University of Nevada Reno Foundation / School of Medicine	Morrill Hall Alumni Center, University of Nevada Reno, NV 89557	N/A	PC	education	5,000.00
USA Shooting	1 Olympic Plaza, Colorado Springs, CO 80909	N/A	PC	general purpose	5,000.00
					<u>272,500.00</u>