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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

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.

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

07/01, 2017, and ending

06/30, 2018

Name of foundation
THE SLEMP FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
PO BOX 0634

City or town, state or province, country, and ZIP or foreign postal code
MILWAUKEE, WI 53201-0634

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ 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) **\$ 26,478,137.** **J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number
31-6025080

B Telephone number (see instructions)
513-762-8878

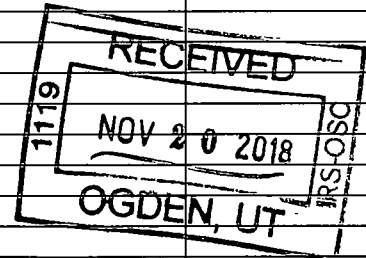
C If exemption application is pending, check here. ☐ **6**

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input 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	616,329.	616,329.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	649,185.			
	b Gross sales price for all assets on line 6a	2,458,320.			
	7 Capital gain net income (from Part IV, line 2)		649,185.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,265,514.	1,265,514.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	60,527.	18,158.		42,369.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 2	1,700.	NONE	NONE	1,700.
	c Other professional fees (attach schedule) STMT. 3	141,044.	126,940.		14,104.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 4	15,116.	5,088.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	20,989.	6,297.	NONE	14,692.
	22 Printing and publications	252.	NONE	NONE	252.
	23 Other expenses (attach schedule) STMT. 5	19,685.	2,285.		17,400.
	24 Total operating and administrative expenses. Add lines 13 through 23.	259,313.	158,768.	NONE	90,517.
	25 Contributions, gifts, grants paid	1,055,539.			1,055,539.
26 Total expenses and disbursements. Add lines 24 and 25	1,314,852.	158,768.	NONE	1,146,056.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-49,338.				
b Net investment income (if negative, enter -0-)		1,106,746.			
c Adjusted net income (if negative, enter -0-)					



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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		-13,571.	9,619.	9,619.
	2	Savings and temporary cash investments		286,468.	481,963.	481,963.
	3	Accounts receivable ▶ 4,016.				
		Less allowance for doubtful accounts ▶		1,469.	4,016.	4,016.
	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 ▶ NONE				
	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) . STMT 6 .		9,172,670.	9,727,616.	20,941,456.
	c	Investments - corporate bonds (attach schedule) . STMT 14 .		2,608,291.	4,899,672.	4,822,404.
	Liabilities	11	Investments - land, buildings, and equipment basis (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) STMT 15 .		2,969,634.	187,727.	218,678.
14		Land, buildings, and equipment basis (attach schedule) ▶				
15		Other assets (describe ▶ STMT 16)		1.	2.	1.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		15,024,962.	15,310,615.	26,478,137.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue		NONE		
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)		NONE	NONE		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here . . . ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		15,024,962.	15,310,615.	
	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)		15,024,962.	15,310,615.		
31	Total liabilities and net assets/fund balances (see instructions)		15,024,962.	15,310,615.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,024,962.
2	Enter amount from Part I, line 27a	2	-49,338.
3	Other increases not included in line 2 (itemize) ▶ APPRECIATION ON GIFTED STOCK	3	337,749.
4	Add lines 1, 2, and 3	4	15,313,373.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ	5	2,758.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,310,615.

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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 PUBLICLY TRADED SECURITIES					
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 2,458,320.		1,809,135.	649,185.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			649,185.		
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	649,185.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

(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	1,059,731.	23,610,219.	0.044884
2015	1,096,236.	22,494,204.	0.048734
2014	1,202,407.	23,650,028.	0.050842
2013	1,394,061.	22,387,353.	0.062270
2012	1,259,042.	20,945,980.	0.060109
2 Total of line 1, column (d)			2 0.266839
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 0.053368
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 25,728,253.
5 Multiply line 4 by line 3.			5 1,373,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,067.
7 Add lines 5 and 6.			7 1,384,132.
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 1,146,056.

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)		1	22,135.
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			
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	NONE
3 Add lines 1 and 2		3	22,135.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,135.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	24,364.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,364.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,229.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 2,229. Refunded <input type="checkbox"/>	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?		
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 ► OH		
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

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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 ► <u>www.slempfoundation.org</u>	X	
14 The books are in care of ► <u>SEE STATEMENT 17</u> Telephone no. ► _____ Located at ► _____ ZIP+4 ► _____		
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
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
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)	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? <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	
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

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

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
SEE STATEMENT 18		60,527.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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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
SEE STATEMENT 20		

Total number of others receiving over \$50,000 for professional services **NONE**

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	

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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	25,767,672.
b	Average of monthly cash balances	1b	352,382.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	26,120,054.
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	NONE
3	Subtract line 2 from line 1d	3	26,120,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	391,801.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,728,253.
6	Minimum investment return. Enter 5% of line 5	6	1,286,413.

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	1,286,413.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	22,135.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,135.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,264,278.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,264,278.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,264,278.

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	1,146,056.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,146,056.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,146,056.

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				1,264,278.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	165,267.			
c From 2014	64,596.			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	229,863.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,146,056.				
a Applied to 2016, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount.				1,146,056.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	118,222.			118,222.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	111,641.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				NONE
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	111,641.			
10 Analysis of line 9				
a Excess from 2013	47,045.			
b Excess from 2014	64,596.			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

NOT APPLICABLE

~~4942(j)(5)~~

[illegible]

18 -

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				
SEE ATTACHED STATEMENT - 1	NONE	PC	GENERAL OPERATING	789,289.
SEE ATTACHED STATEMENT - 2	NONE	I	SCHOLARSHIPS	266,250.
Total			3a	1,055,539.
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 .						
4 Dividends and interest from securities			14	616,329.		
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	649,185.		
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)				1,265,514.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,265,514.

(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

		Yes	No
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?		
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.

Signature of officer or trustee Nancy E. Smith 11-7-18 **Date**

Title TRUSTEE

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

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

See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J. CASTRIANO	Preparer's signature	Date 11/02/2018	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN P01251603
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219			Phone no 412-355-6000	

Form **990-PF** (2017)

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST INCOME	81,014.	81,014.
DIVIDEND INCOME	535,315.	535,315.
	-----	-----
TOTAL	616,329.	616,329.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,700.			1,700.
TOTALS	1,700.	NONE	NONE	1,700.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
US BANK FEES AS AGENT	141,044.	126,940.	14,104.
TOTALS	141,044.	126,940.	14,104.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES PAID	10,028.	
FOREIGN TAXES	5,088.	5,088.
	-----	-----
TOTALS	15,116.	5,088.
	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT FEES	1,306.	1,306.	200.
CHARITABLE FILING FEE	200.		7,664.
CEMETERY MAINTENANCE	7,664.		1,920.
WEBSITE MAINTENANCE	1,920.		2,330.
INSURANCE	2,330.		3,000.
COURT COSTS	3,000.		2,286.
REIMBURSEMENTS	3,265.	979.	
TOTALS	19,685.	2,285.	17,400.
	=====	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
ABBOTT LAB	26,434.		
ALLSTATE CORP	204,205.		
AMERICAN EQUITY INVT LIFE HI	8,505.		
AMERICAN EXPRESS	79,340.		
APOGEE ENTERPRISES INC	19,037.		
APPLE INC	355,233.		
ATT INC	25,830.		
CARDTRONICS PLC	10,311.		
CIRRUS LOGIC INC	9,463.		
CHEVRON CORP	145,148.		
COCA COLA CO	114,798.		
COMCAST CORP CL A	35,400.		
DUKE ENERGY	189,903.		
ENERSYS	4,538.		
ENTEGRIS INC	5,900.		
EXXON MOBIL CORP	1,021.		
GENERAL ELECTRIC CO	166,471.		
GENERAL MILLS	66,670.		
FCB FINANCIAL HOLDINGS INC	19,487.		
ILLINOIS TOOL WORKS INC	46,950.		
INTEL CORP	57,656.		
INTUIT INC	102,447.		
J P MORGAN CHASE	235,970.		
JOHNSON & JOHNSON	260,895.		
J2 GLOBAL INC	13,549.		
LOWES CO INC	157,350.		
MARATHON PETROLEUM CORP	60,751.		
METHODE ELECTRONICS INC	10,102.		
MAXIMUS INC	3,470.		

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MCDONALDS CORP	54,489.		
MEDTRONIC INC	272,406.		
NEXTERA ENERGY INC	91,548.		
NIKE INC	82,657.		
PEPSICO INC	47,888.		
PFIZER INC	165,701.		
PIOCHE ELY VY MINES INC	49.		
PRAXAIR INC	69,416.		
PROCTER & GAMBLE	35,676.		
PUBLIC SVC ENTERPRISE GROUP INC	30,480.		
QUALCOMM INC	181,307.		
STANLEY BLACK DECKER INC	126,270.		
STATE STR CORP	260,846.		
T ROWE PRICE	106,300.		
TARGET CORP	45,338.		
BAYER AG ADR	52,725.		
UNITED TECHNOLOGIES CORP	110,925.		
VERIZON COMM INC	171,664.		
WAL MART STORES INC	15,655.		
WASTE MGMT INC	216,154.		
WELLS FARGO CO	307,954.		
ACCENTURE PLC	125,350.		
AIR LIQUIDE S A ADR	26,750.		
ALLIANZ SE A D R	26,955.		
ATLAS COPCO AB SPONS ADR	9,924.		
CANADIAN NATL RY CO	17,914.		
CISCO SYSTEMS INC	51,532.		
CSL LIMITED A D R	4,629.		
DASSAULT SYSTEMS SA ADR	16,977.		

THE SLEMP FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
DBS GROUP HLDS	23,291.		
FANUC CORPORATION ADR	27,772.		
FRESENIUS AKTIENGESellschaft A	23,086.		
ITAU UNIBANCO HOLDING SA ADR	18,493.		
JGC CORP UNSPON ADR	28,149.		
LOREAL UNSPON ADR	22,720.		
LVMH MOET HENNESSY ADR	11,647.		
NESTLE SA SPONSORED ADR	35,367.		
ROCHE HLDG LTD SPON ADR	42,380.		
SAP SE SPON ADR	28,341.		
SASOL LTD SPON ADR	16,340.		
SCHLUMBERGER LTD	28,317.		
SONOVA HOLDING UNSPON ADR	10,174.		
UMPQUA HOLDINGS CORP	13,879.		
TAIWAN SEMICONDUCTOR ADR	20,401.		
TURKIYE GARANTI BANKASI A S AD	25,042.		
UNILEVER PLC SPON ADR	17,094.		
WPP PLC SPONSORED ADR	16,563.		
ALLETTE INC	17,609.		
AMERICAN AXLE & MFG HLDGS INC	15,952.		
CHEMICAL FINANCIAL CORP	14,556.		
CHESAPEAKE UTILITIES CORP	11,210.		
DELEK US HOLDINGS INC	8,555.		
IDACORP INC	29,891.		
P P G INDS	54,346.		
SWIFT TRANSPORTATION CO	13,184.		
AIA GROUP LTD ADR	32,149.		
SYSMEX CORP UNSPON ADR	7,900.		
ABBVIE INC	28,666.		

THE SLEMP FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AFLAC INC	49,790.		
BOYD GAMING CORPORATION	27,934.		
CALALANTIC GROUP INC	26,994.		
CAPITAL ONE FINANCIAL CORP	182,777.		
ELECTRONICS FOR IMAGING INC	15,795.		
GRAPHIC PACKING HLDG CO	22,503.		
HILLTOP HOLDINGS INC	11,250.		
FNB CORP	27,705.		
HUNTSMAN CORP	15,866.		
MICROSEMI CORP	14,381.		
OMNICELL INC	15,906.		
PACCAR INC	54,941.		
SINCLAIR BROADCAST GROUP INC A	16,940.		
STARBUCKS CORP	84,472.		
WOLVERINE WORLD WIDE INC	12,067.		
THOR INDUSTRIES INC	6,642.		
FABRINET	7,654.		
GRIFOLS SA ADR	12,351.		
GRUPO TELEvisa SA SPON ADR	11,651.		
KUBOTA LTD ADR	13,745.		
BAIDU INC SPON ADR	48,728.		
BANCO BILBAO VIZCAYA ARGEN ADR	41,856.		
BAYERISCHE MOTOREN SPON ADR	18,911.		
AMN HEALTHCARE SVCS INC	16,198.		
ARRIS INTERNATIONAL PLC	21,597.		
BLOOMIN BRANDS INC	29,010.		
BOISE CASCADE CO	17,875.		
CR BARD	96,564.		
EMERGENT BIOSOLUTIONS INC	25,566.		

THE SLEMP FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
GRAND CANYON EDUCATION INC	10,791.		
GRANITE CONSTRUCTION INC	22,174.		
GREAT WESTERN BANCORP INC	22,846.		
GULFPORT ENERGY CORP	26,751.		
KORN FERRY INTL	15,094.		
RADIAN GROUP INC	35,702.		
RYMAN HOSPITALITY PROP	9,677.		
PRUDENTIAL FINANCIAL INC	89,327.		
SUPERNUS PHARMACEUTICALS INC	8,459.		
ALFA LAVAL AB ADR	13,122.		
BBA AVIATION PLC UNSPON ADR	6,196.		
UNITED HEALTH GROUP INC	50,475.		
WESTERN ALLIANCE BANCORPORATION	12,013.		
WINTRUST FINL CORP	18,593.		
EAGLE BANCORP INC	14,107.		
FUCHS PETROLUB SE PREF ADR	16,869.		
MITSUBISHI ESTATE LTD ADR	18,591.		
MONOTARO CO LTD UNSP ADR	6,114.		
SYMRISE AG UNSPON ADR	13,588.		
ACADIA HEALTHCARE CO	38,948.		
AMERICAN AIRLINES GROUP INC	49,326.		
BANK OF AMERICA CORP	52,485.		
CARRIZO OIL & GAS INC	22,078.		
CBS CORP CLASS B	53,790.		
EURONET WORLDWIDE INC	16,482.		
GILEAD SCIENCES INC	52,019.		
GLOBUS MED INC A	19,503.		
INTEGRATED DEVICE TECHNOLOGY I	10,624.		
IRIDIUM COMMUNICATION INC	20,204.		

THE SLEMP FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
MACYS INC	147,978.		
MICROSOFT CORP	98,999.		
ORBITAL ATK INC	20,003.		
RAYHEON COMPANY	99,040.		
SKYWEST INC	8,831.		
STAMPS COM INC	6,892.		
TEXAS INSTRUMENTS INC	46,940.		
US CONCRETE INC	10,350.		
WEB COM GROUP INC	17,316.		
LINDE AG ADR	19,486.		
BURNING TREE CLUB CORP			
COHERENT INC	6,167.		
NASPERS LTD N SPON ADR	23,503.		
ROYAL DUTCH SHELL ADR	35,028.		
TENARIS SA ADR	8,615.		
TRANSCANADA CORP	51,124.		
PARK24 CO LTD SPN ADR	15,257.		
COLUMBIA PROPERTY TRUST INC	20,354.		
EPR PROPERTIES	22,977.		
A K STEEL HLDG CORP	14,674.		
ANI PHARMACEUTICALS INC COM	5,695.		
APPLIED OPTOELECTRONICS INC	13,891.		
BIOTELEMETRY INC	4,990.		
BUILDERS FIRSTSOURCE INC	21,218.		
CACI INTERNATIONAL INC CL A	27,037.		
CALLON PETE CO DEL	20,157.		
DYCOM INDS INC	28,042.		
EMOCOR GROUP INC	19,003.		
FIRST INTERSTATE BANCSYS MT	11,985.		

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FIVE BELOW	24,203.		
GIGAMON INC	10,263.		
HOME BANCSHARES INC	23,979.		
HOPE BANCORP INC	15,097.		
ICU MEDICAL INC	26,104.		
INTERNATIONAL BUSINESS MACHINE	145,575.		
LCI INDUSTRIES	13,715.		
LEGACYTEXAS FINANCIAL GROUP	17,547.		
MASTEC INC	23,063.		
MATSON INC	15,666.		
MAXLINEAR INC CLASS A	18,616.		
MERCURY SYSTEMS INC	16,697.		
MERIT MED SYS INC	9,096.		
ON ASSIGNMENT INC	21,612.		
OXFORD INDS INC COM	21,961.		
TIVITY HEALTH INC	11,782.		
TRI POINTE GROUP INC	25,510.		
TRINSEO SA	22,289.		
UNITED COMMUNITY BANKS INC	21,873.		
XPERI CORP	26,410.		
ASPEN PHARMACARE IT UNSP ADR	12,450.		
CHECK POINT SOFTWARE TECH LTD	32,480.		
GRUPO FIN BANORTE SPON ADR	15,578.		
H D F C BK.LTD ADR	2,174.		
HELEN OF TROY CORP LTD	21,700.		
HORIZON PHARMA PLC	35,239.		
HSBC HOLDINGS PLC SPONS ADR	17,551.		
ICICI BANK LTD ADR	13,690.		
INFINEON TECHNOLOGIES ADR	16,122.		

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
MASONITE INTERNATIONAL CORP	18,223.		
SHIRE PLC ADR	24,343.		
COLONY STARWOOD HOMES	26,022.		
HUDSON PACIFIC PROPERTIES INC	32,240.		
PEBBLEBROOK HOTEL TRUST	24,612.		
INTEGRA LIFESCIENCES HOLDINGS	24,823.		
NEXSTAR BROADCASTING GROUP A	19,809.	9,727,616.	20,941,456.
SEE ATTACHED LIST			
	-----	-----	-----
TOTALS	9,172,670.	9,727,616.	20,941,456.
	=====	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
GEN ELEC CAP 5.625	99,896.		
CISCO SYSTEMS 4.450	198,724.		
BECTON DICKINSON 3.250	239,673.		
DOVER CORP 4.300	259,310.		
TOYOTO MOTOR CREDIT CORP	205,366.		
GENERAL DYNAMICS CORP 2.250	98,437.		
WALT DISNEY COMPANY 2.350 12/0	100,314.		
GENERAL ELEC CAP CORP 3.10 01/	101,499.		
ORACLE CORP 2.500 10/15/2022	95,336.		
ANHEUSER BUSCH INBEV	204,184.		
BANK OF NY MELLON CORP 2.15 2/	100,095.		
COCA COLA CO 1.875 10/27/20	101,945.		
APPLE INC 2.15 2/09/22	100,562.		
BERKSHIRE HATHAWAY FIN 3.00	199,640.		
EMERSON ELECTRONIC CO 2.625 2/	98,217.		
CATERPILLER FINANCIAL SE 3.25	99,706.		
VISA INC 3.15 12/14/25	104,982.		
ASTRAZENECA PLC 1.95 9/18/19	100,176.		
BANK OF NOVA SCOTIA 2.80 7/21/	100,229.		
SEE ATTACHED LIST			
		4,899,672.	4,822,404.
		-----	-----
TOTALS	2,608,291.	4,899,672.	4,822,404.
	=====	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
ISHARES BARCLAYS TIPS BOND	C	314,397.		
ISHARES 1 3 YEAR TREASURY BOND	C	546,161.		
SPDR GOLD	C	98,267.		
NUVEEN STRATEGIC INCOME I	C	400,000.		
ISHARES MSCI EMERGING MKTS	C	425,117.		
SPDR S&P MIDCAP 400	C	87,976.		
ISHARES CORE TOTAL US BOND	C	363,827.		
ISHARES IBOX INVESTMENT GRADE	C	155,882.		
ISHARES S P U S PREFERRED	C	178,007.		
DOUBLEOINE TOTAL RET BD I	C	400,000.		
SEE ATTACHED LIST	C		187,727.	218,678.
TOTALS		2,969,634.	187,727.	218,678.
		=====	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
SLEMP CEMETERY	1.	1.	1.
BURNING TREE CLUB CORP	1.	2.	1.
TOTALS	=====	=====	=====

THE SLEMP FOUNDATION

31-6025080

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

=====

NAME: U.S. BANK, N.A.

ADDRESS: P.O. BOX 1118, ML: CN-OH-W10X
CINCINNATI, OH 45201-1118

TELEPHONE NUMBER: (513) 762-8878

STATEMENT 17

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

=====

OFFICER NAME:

NANCEY E. SMITH

ADDRESS:

P.O. BOX 5208

CINCINNATI, OH 45201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 12,106.

OFFICER NAME:

MELISSA SMITH JENSEN

ADDRESS:

P.O. BOX 5208

CINCINNATI, OH 45201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 12,105.

OFFICER NAME:

JAMES C. SMITH

ADDRESS:

P.O. BOX 5208

CINCINNATI, OH 45201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 12,106.

OFFICER NAME:

PAMELA S ORCUTT

ADDRESS:

P.O. BOX 5208

CINCINNATI, OH 45201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 12,105.

THE SLEMP FOUNDATION

31-6025080

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

=====

OFFICER NAME:

MARY ANNA EDMONDS

ADDRESS:

P.O. BOX 5208

CINCINNATI, OH 45201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 12,105.

TOTAL COMPENSATION: 60,527.

=====

STATEMENT 19

THE SLEMP FOUNDATION

31-6025080

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:

U.S. BANK, N.A.

ADDRESS:

PO BOX 1118, CINCINNATI, OH

TYPE OF SERVICE:

FINANCIAL INSTITUTION

COMPENSATION

141,044.

COMPENSATION EXPLANATION:

INVESTMENT MANAGEMENT

TOTAL COMPENSATION:

141,044.

=====

THE SLEMP FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

31-6025080

RECIPIENT NAME:

THE SLEMP FOUNDATION

ADDRESS:

C/O U.S BANK, N.A. P.O. 5208 ML: CN-OH-W7PT

CINCINNATI, OH 45201-5208

RECIPIENT'S PHONE NUMBER: 513-762-8878

FORM, INFORMATION AND MATERIALS:

APPLICATIONS FOR THE SCHOLARSHIPS & GRANT INSTRUCTIONS ARE AVAILABLE
ON THE FOUNDATION'S WEBSITE

SUBMISSION DEADLINES:

SCHOLARSHIPS 10/15 FOR NEXT FALL SEMESTER, GRANTS HAVE NO DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CHARITABLE GRANTS MUST BENEFIT THE RESIDENTS OF LEE OR WISE
COUNTIES, VIRGINIA. SCHOLARSHIP RECIPIENTS MUST BE A RESIDENT OF LEE
OR WISE COUNTY, VIRGINIA; OR A DESCENDANT OF A RESIDENT, THEREOF.

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