

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation HELMS FOUNDATION INC C/O AFP SADDINGTON LLP		A Employer identification number 95-6091335	
Number and street (or P.O. box number if mail is not delivered to street address) 18201 VON KARMAN AVENUE NO 450		Room/suite	B Telephone number (see instructions) (949) 475-5800
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92612		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 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 foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,248,809	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	231,451	231,451		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,792			
	b Gross sales price for all assets on line 6a _____ 226,599				
	7 Capital gain net income (from Part IV, line 2)		1,792		
	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)	-2,627	182		
	12 Total. Add lines 1 through 11	230,616	233,425		
	13 Compensation of officers, directors, trustees, etc	5,000	495		4,505
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	23,791	2,355		21,436
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,261	8		77
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,059	1,193		10,866
	24 Total operating and administrative expenses. Add lines 13 through 23	59,111	4,051		36,884
	25 Contributions, gifts, grants paid	180,000			180,000
	26 Total expenses and disbursements. Add lines 24 and 25	239,111	4,051		216,884
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,495			
	b Net investment income (if negative, enter -0-)		229,374		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	34,263	30,062	30,062
	2 Savings and temporary cash investments	122,816	18,318	18,318
	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)	3,765,804 	3,864,071	3,883,419
	c Investments—corporate bonds (attach schedule)	291,282 	291,280	317,010
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,214,165	4,203,731	4,248,809	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	4,214,165	4,203,731	
	30 Total net assets or fund balances (see instructions)	4,214,165	4,203,731	
31 Total liabilities and net assets/fund balances (see instructions) .	4,214,165	4,203,731		

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	4,214,165
2 Enter amount from Part I, line 27a	2	-8,495
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	4,205,670
5 Decreases not included in line 2 (itemize) ▶ _____ 	5	1,939
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,203,731

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a FROM K-1S			
b PUBLICALLY TRADED SECURITIES			
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 2,351			2,351
b 224,248		224,807	-559
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,351
b			-559
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,792
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	228,967	4,159,409	0 055048
2015	224,479	3,990,052	0 056260
2014	206,856	4,174,288	0 049555
2013	221,963	3,926,039	0 056536
2012	237,645	3,944,761	0 060243
2 Total of line 1, column (d)			0 277642
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 055528
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4,254,203
5 Multiply line 4 by line 3			236,227
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,294
7 Add lines 5 and 6			238,521
8 Enter qualifying distributions from Part XII, line 4			216,884

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	4,587
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	4,587
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	4,587
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,500
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	11,500
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	5
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	6,908
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 6,908 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 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	2	No
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	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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?	6	Yes
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	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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).	11		No
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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of AFP SADDINGTON LLP Telephone no (949) 475-5800			

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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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 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		
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?		5b		
	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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

3

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

(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.

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	

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	4,193,442
b	Average of monthly cash balances.	1b	125,546
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,318,988
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	4,318,988
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,785
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,254,203
6	Minimum investment return. Enter 5% of line 5.	6	212,710

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	212,710
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	4,587
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,587
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	208,123
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	208,123
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	208,123

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	216,884
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	216,884
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	216,884

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				208,123
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				44,841
b From 2013.				30,204
c From 2014.				3,202
d From 2015.				29,649
e From 2016.				32,153
f Total of lines 3a through e.	140,049			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 216,884				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				208,123
e Remaining amount distributed out of corpus	8,761			
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	148,810			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . .	44,841			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	103,969			
10 Analysis of line 9				
a Excess from 2013.				30,204
b Excess from 2014.				3,202
c Excess from 2015.				29,649
d Excess from 2016.				32,153
e Excess from 2017.				8,761

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	180,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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	2019-05-09 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name FRANK T FAVARO	Preparer's Signature	Date 2019-05-09	Check if self-employed ☐	PTIN P00179693
	Firm's name ▶ AFP SADDINGTON LLP				
	Firm's address ▶ 18201 VON KARMAN AVE 450 IRVINE, CA 92612				
					Firm's EIN ▶ 33-0717279
					Phone no. (949) 475-5800

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ELIZABETH BENNETT	TRUSTEE 1 50	1,000	0	0
21905 CORTE MADERA LANE CUPERTINO, CA 95014				
STEPHEN HELMS BELL	PRESIDENT 1 50	1,000	0	0
2370 W SR 89A STE 11-501 SEDONA, AZ 86336				
FONZA BELL LAW THER	TREASURER 1 50	1,000	0	0
PO BOX 1334 FREDERICKSBURG, TX 78624				
MICHAEL F KANNE	TRUSTEE 1 50	1,000	0	0
1602 E 4TH STREET SANTA ANA, CA 92701				
KRISTEN CHURCHILL	TRUSTEE 1 50	1,000	0	0
693 FAIRVIEW AVE UNIT B HOMER, AK 99603				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALASKA MINDFUL PAWSPO BOX 2300 HOMER, AK 99603	NONE	EXEMPT	ANIMAL	5,000
ALASKA SHEPARD RESCUE 1696 N OGRADY CIR WASILLA, AK 99623	NONE	EXEMPT	ANIMAL RESCUE	1,000
ANGEL FLIGHT WEST 3161 DONALD DOUGLAS LOOP SOUTH SANTA MONICA, CA 90405	NONE	EXEMPT	ASSISTING DISABLED	2,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AOPA FOUNDATION421 AVIATION WAY FREDERICK, MD 21701	NONE	EXEMPT	EDUCATE PUBLIC AVIATION	5,000
ARCTIC GERMAN SHEPHARD RESCUE 2408 DAVIS RD FAIRBANKS, AK 99701	NONE	EXEMPT	ANIMAL RESCUE	1,000
BOYS GIRLS CLUB OF FREDERICKSBURG 208 EAST PARK FREDERICKSBURG, TX 78624	NONE	EXEMPT	YOUTH DEVELOPMENT	5,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA AGAINST WASTE FOUNDATION 921 11TH STREET SUITE 420 SACRAMENTO, CA 95814	NONE	EXEMPT	REDUCTION IN WASTE	1,000
CAREERS THROUGH CULINARY ARTS PROGR 250 WEST 57TH STREET SUITE 2015 NEW YORK, NY 10107	NONE	EXEMPT	VOCATIONAL TRAINING	1,500
CAT TREE BARKERY OF BRIDGES COMMUNI 140 BIDARKA STREET 750 KENAI, AK 99611	NONE	EXEMPT	ANIMAL RESCUE	2,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITYTEAM2304 ZANKER RD SAN JOSE, CA 95131	NONE	EXEMPT	ASSISTING NEEDY	2,000
COMPETITIVE K9 OF ALASKA KENAI PENINSULA KENAI, AK 99611	NONE	EXEMPT	ANIMAL RESCUE	10,000
DIRECT RELIEF 6100 WALLACE BECKNELL ROAD SANTA BARBARA, CA 93117	NONE	EXEMPT	ASSISTING NEEDY	1,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTPORT PUBLIC LIBRARY ASSOCIATION 26 WATER ST EASTPORT, ME 04631	NONE	EXEMPT	LIBRARY	1,000
FLORIDA SHERIFFS YOUTH RANCHES 2486 CECIL WEBB PLACE LIVE OAK, FL 32060	NONE	EXEMPT	YOUTH DEVELOPMENT	5,000
FREDERICKSBURG SCHOLARSHIP FUND PO BOX 1171 FREDERICKSBURG, TX 78624	NONE	EXEMPT	SCHOLARSHIP FUND	5,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GILLESPIE COUNTY CHILD SERVICES BOA 1904 N LLANO ST FREDERICKSBURG, TX 78624	NONE	EXEMPT	CHILD WELFARE	5,000
HAROLD CAROLE PUMP FOUNDATION 13636 VENTURA BLVD SUITE 416 SHERMAN OAKS, CA 91423	NONE	EXEMPT	CANCER RESEARCH	10,000
HAVEN HOUSE10801 NATIONAL BLVD LOS ANGELES, CA 90064	NONE	EXEMPT	ADDITION TREATMENT	500
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HILL COUNTRY COMMUNITY NEEDS COUNCI PO BOX 73 FREDERICKSBURG, TX 78624	NONE	EXEMPT	ASSISTING NEEDY	5,000
HILL COUNTRY MEMORIAL HOSPITAL 1020 SOUTH STATE HIGHWAY 16 FREDERICKSBURG, TX 78624	NONE	EXEMPT	MEDICAL ASSISTANCE	10,000
HILLSDALE COLLEGE 33 E COLLEGE STREET HILLSDALE, MI 49242	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	1,500
Total ► 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOMER UNITED METHODIST CHURCH 770 EAST END RD HOMER, AK 99603	NONE	EXEMPT	SPIRITUAL GROWTH	3,000
HUMANE SOCIETY OF SEDONA 2115 SHELBY DRIVE SEDONA, AZ 86336	NONE	EXEMPT	ANIMAL WELFARE	2,000
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037	NONE	EXEMPT	ASSISTING NEEDY	3,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049	NONE	EXEMPT	ELEMENTARY SCHOOL EDUCATION	3,000
KIDS IN DISTRESS 1301 N CONGRESS AVE SUITE 310 BOYTON BEACH, FL 33426	NONE	EXEMPT	PREVENTION OF CHILD ABUSE	3,000
LEWIS AND CLARK COLLEGE 0615 W PALATINE HILL ROAD PORTLAND, OR 97219	NONE	EXEMPT	EDUCATION	3,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIFEMOVES161 CONSTITUTION DRIVE MENLO PARK, CA 94025	NONE	EXEMPT	HELPING HOMELESSNESS	3,000
LMU LIONS FUND1 LMU DRIVE LOS ANGELES, CA 90045	NONE	EXEMPT	ATHLETICS	5,000
MAKE A WISH FOUNDATION OF NORTHERN 2901 NORTH 78TH STREET SCOTTSDALE, AZ 85251	NONE	EXEMPT	ASSISTING NEEDY	3,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARINE CORPS LAW ENFORCMENT FOUNDAT 273 COLUMBUS AVENUE SUITE 10 TUCKAHOE, NY 10707	NONE	EXEMPT	SCHOLARSHIPPS FOR CHILDREN OF FALLEN ARMED FORCES MEMBERS	1,500
MID-PENINSULA HIGH SCHOOL 27118 SILVER SPUR RD ROLLING HILLS ESTATES, CA 90274	NONE	EXEMPT	EDUCATION	3,000
PENINSULA SPAYNEUTER FUND PO BOX 1612 SOLDOTNA, AK 99669	NONE	EXEMPT	ANIMAL WELFARE	3,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRUSCH FARM PARK FOUNDATION 647 S KING RD SAN JOSE, CA 95116	NONE	EXEMPT	FARM PRESERVATION	1,000
RISE UNIVERSITY PREPARATORY 1224 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	3,000
ROSARY HIGH SCHOOL 1340 NORTH ACACIA AVENUE FULLERTON, CA 92831	NONE	EXEMPT	HIGH SCHOOL EDUCATION	5,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAH SOCCERPOBOX 698 HOMER, AK 99603	NONE	EXEMPT	SOCCER	500
SAVE-A-VET387 NORTHGATE RD LINDENHURST, IL 60046	NONE	EXEMPT	UNITE VETERANS WITH DOGS	2,000
SECOND HARVEST FOODBANK OF SANTA CL 750 CURTNER AVENUE SAN JOSE, CA 95125	NONE	EXEMPT	ASSISTING NEEDY	2,000
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEDONA COMMUNITY CENTER 2615 MELODY LN SEDONA, AZ 86336	NONE	EXEMPT	ASSISTING NEEDY	5,000
SERVITE HIGH SCHOOL 1952 WEST LA PALMA AVENUE ANAHEIM, CA 92801	NONE	EXEMPT	HIGH SCHOOL EDUCATION	7,500
ST FRANCIS HIGH SCHOOL 200 FOOTHILL BLVD LA CANADA FLINTRIDGE, CA 91011	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	5,000
Total 				180,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST JUDE MEMORIAL FOUNDATION 1440 HARBOR BLVD FULLERTON, CA 92835	NONE	EXEMPT	MEDICAL ASSISTANCE	5,000
ST RICHARD CATHOLIC CHURCH 611 DIAMOND BAR RD BORREGO SPRINGS, CA 92004	NONE	EXEMPT	CHURCH	2,500
THACHER SCHOOL5025 THACHER ROAD OJAI, CA 93023	NONE	EXEMPT	EDUCATIONAL ASSISTANCE	16,500
Total ▶ 3a				180,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE AUGUST FUND19919 TARIKA AVE CHUGIAK, AK 99567	NONE	EXEMPT	SAVE FORMER SLED DOGS	2,000
THE HEALTH TRUST 3180 NEWBERRY DR SUITE 200 SAN JOSE, CA 95118	NONE	EXEMPT	ASSISTING NEEDY	3,000
VISION TRUST INTERNATIONAL 3710 SINTON ROAD 100 COLORADO SPRINGS, CO 80907	NONE	EXEMPT	ASSISTING NEEDY	5,000
Total ▶ 3a				180,000

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a ORDINARY FROM EPP LP K-1	211110	-3,037			
b 1231 LOSS FROM EPP LP K-1		-53	18		
c ORDINARY FROM ETP LP K-1	211110	-1,097			
d 1231 GAIN FROM ETP LP K-1		3	18		
e NONDEDUCT FROM ETP K-1		-3	14		
f ROYALTY INCOME FROM ETP LP K-1		1	15		
g ORDINARY FROM BLACK K-1	211110	1,137			
h RENTAL INCOME FROM BLACKSTONE K-1 - HELMS INC		36	16		
i ROYALTY INCOME FROM BLACKSTONE K-1 - HELMS INC		5	15		
j 1231 GAIN FROM BLACKSTONE K-1 - HELMS INC		193	18		
k RENTAL INCOME FROM ETP LP K-1		-1	16		
l ORDINARY FROM BLACKSTONE (EXEMPT) K-1	211110	144			
m RENTAL INCOME FROM BLACKSTONE K-1 - HELMS (EXEMPT)		7	16		
n ROYALTY INCOME FROM BLACKSTONE K-1 - HELMS (EXEMPT)		1	15		
o 1231 GAIN FROM BLACKSTONE K-1 - HELMS (EXEMPT)		39	18		
p NONDEDUCT FROM EPP K-1		-1	14		
q NONDEDUCT FROM BLACKSTONE K-1		-1	14		

TY 2017 Accounting Fees Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP

EIN: 95-6091335

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING/TAX PREP/FINANCIAL STATEMENT	23,791	2,355		21,436

TY 2017 Investments Corporate Bonds Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP

EIN: 95-6091335

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BOA 6.25% FX	52,002	52,250
CITIGROUP 6.3% FX	50,759	50,745
DU PONT EI NEMOURS	87,844	101,322
MORGAN STANLEY MW + 20BP	100,675	112,693

TY 2017 Investments Corporate Stock Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP
EIN: 95-6091335

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC COM	35,576	52,811
AEGON N.V. CAP 6.375 - MORGAN STANLEY	51,870	51,980
ALPS ALERIAN MLP ETF	19,572	18,180
ARES CAPITAL CORP	14,038	13,160
ASTRAZENECA	37,005	48,276
AT&T INC - UBS	44,817	48,486
BLACKROCK ENERGY AND RESOURCE TRUST	26,538	13,318
BLACKROCK ENHANCED EQUITY	116,688	149,102
BLACKROCK GLOBAL	73,898	22,985
BLACKROCK RESOURCES & COMM STRATEGY	98,888	46,822
BLACKSTONE GROUP LP - MERRILL LYNCH	8,434	8,847
BLACKSTONE GROUP LP - UBS	49,772	44,073
BLACKSTONE MTG TRUST INC CL	45,589	47,145
BOEING COMPANY	35,934	100,653
BRITISH AMERICAN TOBACCO PLC	35,735	31,531
CAMDEN PPTY TR SBI	39,548	113,548
CAPITAL ONE	25,000	25,350
CISCO	30,387	42,835
CLOUGH GLBL OPPTYS	20,180	21,960
COCA COLA	24,886	25,877
COHEN & STEERS SELECT	23,483	22,700
DOW CHEMICALS	25,036	29,994
DUKE ENERGY CORP	35,363	35,586
DUKE REALTY CORP NEW REITS	34,446	36,142
EATON VANCE TAX ADV	82,400	79,050
EATON VANCE TAX MANAGED	98,898	77,250
ENERGY TRANSFER PARTNERS L.P.	35,727	20,944
ENTERPRISE PRDTS PRTN LP - MERRILL LYNCH	9,820	12,728
ENTERPRISE PRODUCTS PARTNER	35,639	33,066
EQUITY COMMONWEALTH REIT	53,461	28,586

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP	29,935	28,542
FIRST TR INTERM DUR PRF & INC FD	222,215	194,310
FIRST TR MLP&ENRG INC FND	65,942	50,166
FIRST TR PREF SEC. & INC. ETF	55,921	52,415
FIRST TR STATEGIC HIGH INCOME FD II	15,722	12,948
FIRST TR STOXX DVD 30	10,226	9,892
FIRST TRUST/GALLATIN	73,898	22,538
FLAHERTY & CRUMRINE PFD INCOME FD	81,433	81,240
GGP INC REIT SBI	22,139	38,388
GOLDMAN SACHS GROUP	17,952	19,445
HOSPITALITY PROPERTIES TRUST SBI	35,691	34,332
ING GROUP NV 6.125%	68,173	75,728
INTEL CORP	44,901	63,380
INVESCO FINANCIAL PFD ETF	118,915	124,697
INVESCO VAN KAMPEN DYNAMIC	35,385	27,896
INVESCO VAN KAMPEN Q35	25,225	22,481
ISHARES US PREF.- MERRILL LYNCH	18,889	18,101
JOHNSON & JOHNSON COM	35,252	48,536
JP MORGAN CHASE 4.625%	29,854	27,660
KINDER MORGAN INC	53,634	22,812
LEHMAN CAP TR IV	50,555	150
LOCKHEED MARTIN	20,286	22,157
MATTEL INC	35,379	20,689
MCDONALD CORP	24,644	31,338
MEDTRONIC INC	45,069	51,366
MFS SER TR	60,000	55,615
NATIONAL RETAIL PROPERTIES INC	32,741	102,559
NEUBERGER BERMAN MLP INC FD	25,115	10,524
NOVARTIS AG SPON ADR	29,976	32,105
NRG YIELD INC., CLASS C	10,863	12,040

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUVEEN EQUITY PREMIUM	70,948	53,542
NUVEEN QUALITY PFD INCOME FD	40,229	23,214
NUVEEN REAL ESTATE INC F	33,527	29,970
NUVEEN TAX ADVANTAGED	142,308	125,324
OCCIDENTAL PETROLEUM	35,101	43,677
PEARSON PLC SPON. ADR	37,909	23,200
PGIM HIGH YIELD CLZ	122,000	123,789
PIMCO FDS PAC INVT	111,967	25,767
PJT PARTNERS	865	1,815
PROCTOR AND GAMBLE	24,949	23,028
PRUDENTIAL PLC	25,575	26,660
PUBLIC STORAGE PFD (4.95%)	25,000	24,680
PUBLIC STORAGE PFD (5.37%)	50,000	50,020
QUEST	50,000	45,720
RENAISSANCERE HLDS	24,750	25,215
RMR GROUP, INC.	392	2,589
ROYAL DUTCH SHELL	60,368	82,095
SENIOR HSG PROPERTIES TRUST SBI	23,314	24,422
TARGEN CORP	25,149	25,881
TEXAS INSTRUMENTS	19,803	28,665
THORNBURG INVT TR	60,000	66,968
UNUM GROUP	25,000	24,940
US BANCORP DEL (NEW)	54,062	142,957
VANGUARD LONG TERM	36,442	35,028
VERIZON COMMUNICATIONS INC	30,759	45,531
VF CORP	20,151	28,532
WELLTOWER INC. REIT	48,945	113,155

TY 2017 Other Decreases Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP

EIN: 95-6091335

Description	Amount
TIMING DIFFERENCE BETWEEN CASH BASIS AND TAX RETURN	1,939

TY 2017 Other Expenses Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP

EIN: 95-6091335

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	6,661	659		6,002
INVESTMENT EXPENSES	142	14		128
MEETING EXPENSES	4,819	477		4,342
MISCELLANEOUS EXPENSES	437	43		394

TY 2017 Other Income Schedule

Name: HELMS FOUNDATION INC
C/O AFP SADDINGTON LLP
EIN: 95-6091335

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY FROM EPP LP K-1	-3,037		-3,037
1231 LOSS FROM EPP LP K-1	-53	-53	0
ORDINARY FROM ETP LP K-1	-1,097		-1,097
1231 GAIN FROM ETP LP K-1	3	3	0
NONDEDUCT FROM ETP K-1	-3		-3
ROYALTY INCOME FROM ETP LP K-1	1		1
ORDINARY FROM BLACK K-1	1,137		1,137
RENTAL INCOME FROM BLACKSTONE K-1 - HELMS INC	36		36
ROYALTY INCOME FROM BLACKSTONE K-1 - HELMS INC	5		5
1231 GAIN FROM BLACKSTONE K-1 - HELMS INC	193	193	0
RENTAL INCOME FROM ETP LP K-1	-1		-1
ORDINARY FROM BLACKSTONE (EXEMPT) K-1	144		144
RENTAL INCOME FROM BLACKSTONE K-1 - HELMS (EXEMPT)	7		7
ROYALTY INCOME FROM BLACKSTONE K-1 - HELMS (EXEMPT)	1		1
1231 GAIN FROM BLACKSTONE K-1 - HELMS (EXEMPT)	39	39	0
NONDEDUCT FROM EPP K-1	-1		-1
NONDEDUCT FROM BLACKSTONE K-1	-1		-1

TY 2017 Taxes Schedule

Name: HELMS FOUNDATION INC
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EIN: 95-6091335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGISTRATION FEES	85	8		77
FEDERAL TAX	18,176	0		0