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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service

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

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Open to Public Inspection

For calendar year 2018 or tax year beginning

AUG 1, 2018

, and ending

JUL 31, 2019

Name of foundation

A Employer identification number

ANIMAL ASSISTANCE FOUNDATION

84-0715412

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

Room/suite

405 Urban Street

340

B Telephone number

303-744-8396

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

Lakewood, CO 80228

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

▶ \$ 30,883,063. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

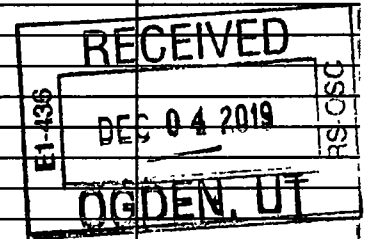
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received	110.		N/A	
	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	399,703.	399,703.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,187,774.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,187,774.		
	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)				
	11 Other income	167,243.	167,243.		See Statement 1
	12 Total. Add lines 1 through 11	1,754,830.	1,754,720.		
	13 Compensation of officers, directors, trustees, etc	122,832.	18,425.		104,407.
	14 Other employee salaries and wages	75,955.	0.		75,955.
	15 Pension plans, employee benefits	39,920.	6,613.		33,307.
	16a Legal fees Stmt 2	9,395.	0.		9,395.
	b Accounting fees Stmt 3	33,983.	6,950.		27,033.
	c Other professional fees Stmt 4	114,327.	62,342.		14,985.
	17 Interest				
	18 Taxes Stmt 5	51,323.	9,119.		0.
	19 Depreciation and depletion	6,744.	0.		
	20 Occupancy	33,113.	0.		33,113.
	21 Travel, conferences, and meetings	26,538.	0.		26,538.
	22 Printing and publications				
	23 Other expenses Stmt 6	10,758.	0.		10,758.
	24 Total operating and administrative expenses Add lines 13 through 23	524,888.	103,449.		335,491.
	25 Contributions, gifts, grants paid	1,761,417.			1,457,769.
	26 Total expenses and disbursements Add lines 24 and 25	2,286,305.	103,449.		1,793,260.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-531,475.			
	b Net investment income (if negative, enter -0-)		1,651,271.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	400,712.	606,181.	606,181.
	2 Savings and temporary cash investments	24,000.	63,809.	63,809.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶	303,648.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,467.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	10,127,402.	10,662,553.	15,682,186.
	c Investments - corporate bonds Stmt 8	4,778,164.	4,964,122.	4,986,239.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9		6,677,999.	5,501,121.	9,542,547.
14 Land, buildings, and equipment basis ▶ 49,770.				
Less accumulated depreciation Stmt 10 ▶ 49,770.		13,869.	0.	0.
15 Other assets (describe ▶ Lease deposit)		2,101.	2,101.	2,101.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		22,331,362.	21,799,887.	30,883,063.
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				
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	22,331,362.	21,799,887.	
30 Total net assets or fund balances	22,331,362.	21,799,887.		
31 Total liabilities and net assets/fund balances	22,331,362.	21,799,887.		

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	22,331,362.
2 Enter amount from Part I, line 27a	2	-531,475.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,799,887.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,799,887.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities			
b Clarion Lion Properties Fund			
c Acadian Global Managed Volatility Equity Fund			
d Barings U.S. Loan Fund			
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			1,121,116.
b			15,088.
c			-19,355.
d			70,925.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,121,116.
b			15,088.
c			-19,355.
d			70,925.
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	1,187,774.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	1,725,587.	30,502,430.	.056572
2016	1,392,482.	28,946,959.	.048105
2015	1,350,781.	27,952,719.	.048324
2014	1,443,432.	29,113,450.	.049580
2013	1,383,922.	28,458,781.	.048629

2 Total of line 1, column (d)	2	.251210
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	.050242
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	30,137,596.
5 Multiply line 4 by line 3	5	1,514,173.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,513.
7 Add lines 5 and 6	7	1,530,686.
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	1,793,260.

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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	16,513.
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	16,513.
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	16,513.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	18,700.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	18,700.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.	
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	2,187.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☒ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by 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. ☒ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.aaf-fd.org	X	
14 The books are in care of Katie Parker Telephone no. 303-744-8396 Located at 405 Urban Street, No. 340, Lakewood, CO ZIP+4 80228		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2018, 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 16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 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. 2c		
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 2018 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 2018.) N/A 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? 4b		X

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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
Organizations relying on a current notice regarding disaster assistance, check here☐**5b**

x

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? See Statement 12☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b**

x

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?☐ Yes ☒ No**7b**

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		122,832.	12,405.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Rachel Gonzales - 405 Urban St. Ste. 340, Lakewood, CO 80228	Program Director 40.00	68,277.	10,111.	0.

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

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	30,211,450.
b	Average of monthly cash balances	1b	385,094.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,596,544.
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	30,596,544.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	458,948.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,137,596.
6	Minimum investment return Enter 5% of line 5	6	1,506,880.

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	1,506,880.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	16,513.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,513.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,490,367.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,490,367.
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	1,490,367.

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	1,793,260.
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	1,793,260.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,513.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,776,747.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,490,367.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,060,846.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 1,793,260.				
a Applied to 2017, but not more than line 2a			1,060,846.	
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 2018 distributable amount				732,414.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				757,953.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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				
Aid For Pets P O Box 1277 Bayfield, CO 81133		PC	Medical Assistance Funding Program - For Pets in Need	2,500.
Animal Assistance League of Northwest Colorado P O Box 776298 Steamboat Springs, CO 80477		PC	Moffat Pet Project continued	10,000.
Animal House 1104 W Vine St Fort Collins, CO 80521		PC	Follow Us Home Campaign (3rd of 4 installments)	20,000.
Ark-Valley Humane Society 701 Gregg Dr, P O Box 1335 Buena Vista, CO 81211		PC	In-House Surgery Equipment	10,000.
Ark-Valley Humane Society 701 Gregg Dr, P O Box 1335 Buena Vista, CO 81211		PC	2019 In-House Feline Spay Neuter Program	5,000.
Total			See continuation sheet(s) ▶ 3a	1,457,769.
b Approved for future payment				
Animal House 1104 W Vine St Fort Collins, CO 80521		PC	Follow Us Home Campaign	- 20,000.
Colorado Federation of Animal Welfare Agencies PO Box 22603 Denver, CO 80222		PC	Strategic Partnership	50,000.
Denver Animal Foundation 405 Urban St Ste 340 Lakewood, CO 80228		PC	Metro Denver CAT	300,000.
Total			See continuation sheet(s) ▶ 3b	502,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CatsAlive!slv P O Box 84 Alamosa, CO 81101		PC	2018-2019 CatsAlive Feral Friends	2,500.
Colorado Animal Rescue 2801 County Rd 114 Glenwood Springs, CO 81601		PC	Collaborative Transfer Network	15,000.
Colorado Association of Animal Control Officers P O Box 740455 Arvada, CO 80006		PC	Rocky Mountain Regional Animal Control Conference	1,000.
Colorado Coalition for the Homeless 2111 Champa St Denver, CO 80205		PC	Veterinary Services for Companion Animals of People Experiencing Homelessness	3,000.
Colorado Federation of Animal Welfare Agencies P O Box 22603 Denver, CO 80222		PC	Strategic partnership (2nd of 3 installments)	50,000.
Colorado Federation of Animal Welfare Agencies P O Box 22603 Denver, CO 80222		PC	CFAWA Scholarship Grant-2019	14,000.
Colorado Horse Rescue 10386 N 65th St Longmont, CO 80503		PC	Further Expansion of CHR's Training Program	10,000.
Colorado Pet Pantry P O Box 323 Boulder, CO 80306		PC	Colorado Pet Pantry	30,000.
Colorado State University Foundation P O Box 1870 Fort Collins, CO 80522		PC	Pets Forever: General Programmatic Support and Veterinary Care Program	25,000.
Colorado Unwanted Horse Alliance 3758 E 104th Ave #84 Thornton, CO 80233		PC	Battle On The Rockies	5,000.
Total from continuation sheets				1,410,269.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Cortez Animal Shelter 2791 E Main Cortez, CO 81321		PC	Spay Neuter Program	2,000.
Denver Animal Foundation 405 Urban St Ste 340 Lakewood, CO 80228		PC	Metro Denver CAT	167,125.
Dogster's Spay & Neuter Program "D-SNiP" 10 Town Plaza #115 Durango, CO 81301		PC	Spay/Neuter Services and operational expenses 2019	35,000.
Dumb Friends League 2080 S Quebec St Denver, CO 80231		PC	Collaborative Cat S/N clinic (3rd of 4 installments)	100,000.
Dumb Friends League 2080 S Quebec St Denver, CO 80231		PC	Building a Better Way Home (2nd of 3 installments)	84,000.
Dumb Friends League 2080 S Quebec St Denver, CO 80231		PC	SLV Shelter Manager	34,000.
Eagle Valley Humane Society P O Box 4105 Eagle, CO 81631		PC	Family Pet Assistance Program and EVHS Spay/Neuter	2,500.
Elder Pet Care P O Box 48 Fort Collins, CO 80522		PC	ELDER PET CARE CHRONIC CARE PROGRAM	3,000.
For Pets' Sake Humane Society P O Box 1705 Cortez, CO 81321		PC	Owned Animal Medical Assistance	10,000.
Fort Collins Cat Rescue & Spay/Neuter Clinic 2321 E Mulberry St #1 Fort Collins, CO 80524		PC	Ongoing Program Support	20,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Fort Morgan Humane Society P O Box 24 Fort Morgan, CO 80701		PC	Spayed, Neutered, Happy, and Healthy	8,000.
Grand County Pet Pals P O Box 1972 Granby, CO 80446		PC	The Ongoing Spay/Neuter and Vaccination Project: A Responsible Pet Ownership Campaign	5,250.
Gunnison Valley Animal Welfare League P O Box 1834 Gunnison, CO 81230		PC	Gunnison Valley Animal Welfare League (GVAWL) - Operational Funds	2,000.
Humane Society of Boulder Valley 2323 55th St Boulder, CO 80301		PC	Collaborative Landscape of Transfer and Behavior Modification Programs	15,000.
Humane Society of Pagosa Springs P O Box 2230 Pagosa Springs, CO 81147		PC	Aid for Seniors with Pets (ASP)	3,000.
Humane Society of the Pikes Peak Region 610 Abbott Ln Colorado Springs, CO 80905		PC	Emergency funds	100,000.
Humane Society of the Pikes Peak Region 610 Abbott Ln Colorado Springs, CO 80905		PC	A Holistic Approach to Animal Welfare in the Pikes Peak Region	90,000.
Humane Society of the Pikes Peak Region 610 Abbott Ln Colorado Springs, CO 80905		PC	Fur Ball 2019	2,500.
Humane Society of Weld County 1620 42nd St Evans, CO 80620		PC	Veterinary Services	35,000.
Intermountain Humane Society P O Box 1250 Conifer, CO 80433		PC	Retain and Acquire Donors	3,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JJs Helping Paws 1501 Main St #3 Canon City, CO 81215		PC	Compassion and Care for Fremont County Cats and Dogs	8,000.
La Plata County Humane Society 1111 S Camino del Rio Durango, CO 81301		PC	La Plata County Humane Society Community Courtesy Hold Program	33,600.
Lamar Animal Shelter c/o City of Lamar, 8551 CR EE.5 Lamar, CO 81052		PC	Lamar Animal Shelter	15,000.
Larimer Humane Society 3501 E 71st St Loveland, CO 80538		PC	Transfer Program	15,000.
Larimer Humane Society 3501 E 71st St Loveland, CO 80538		PC	2019 Top Cat & Tails Golden Gala	4,000.
Las Animas Bent County Chamber of Commerce 702 Grove Ave Las Animas, CO 81054		PC	Las Animas TNR	4,000.
League for Animals and People of the Summit P O Box 2512 Frisco, CO 80443		PC	Community Spay and Neuter Voucher Program	5,000.
Longhopes Donkey Shelter 66 N Dutch Valley Rd Bennett, CO 80102		PC	Board Development Consulting Contract	4,000.
Los Huerfanos Animal Welfare Association P O Box 409 Walsenburg, CO 81089		PC	Low Cost Spay, Neuter, Vaccine, Microchip Program	2,000.
MEDAWA - Denver Animal Foundation 405 Urban St Ste 340 Lakewood, CO 80228		PC	Website development.	192.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Meeker Animal Shelter 345 Market St Meeker, CO 81641		PC	Animal Control spay-neuter/rabies	3,000.
Mesa County Animal Services Department 5002, P O Box 20,000 Grand Junction, CO 81502-5001		PC	Mesa County Animal Welfare Partner Grant VIII	25,500.
Montrose Animal Protection Agency P O Box 2009 Montrose, CO 81402		PC	Spay/Neuter	5,000.
Pet Project 489 S Ferncliff Dr Pueblo West, CO 81007		PC	Spay 2018-2019	10,000.
PetAid Colorado 191 Yuma Street Denver, CO 80223		PC	Liabilities acceptance	259,190.
Rifle Animal Shelter 569 County Road 265 Rifle, CO 81650		PC	Operational Support	15,000.
Rifle Animal Shelter 569 County Road 265 Rifle, CO 81650		PC	TAILS-Parvo Puppies	4,000.
Roice-Hurst Humane Society P O Box 4040 Grand Junction, CO 81502		PC	Animal Resource Center & Community Health Through Shelter Pets Initiative	10,000.
Roice-Hurst Humane Society P O Box 4040 Grand Junction, CO 81502		PC	TAILS- Parvo Puppies	2,000.
Routt County Humane Society P O Box 772080 Steamboat Springs, CO 80477		PC	Spay/Neuter & Vaccine Clinics	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Second Chance Animal Rescue Foundation P O Box 44 Lamar, CO 81052		PC	2018-2019 Second Chance Animal Rescue Operations	30,000.
South Park Good Samaritan Fund for Animals P O Box 1956 Fairplay, CO 80440		PC	South Park Maximum Pet Health and Wellness	2,500.
SpayToday, NeuterNow! 1864 S Wadsworth Blvd Unit 2 Lakewood, CO 80232		PC	Veterinary Care for Pets in Poverty- Zip Codes 80214 and 80215	12,000.
Summit County Animal Control and Shelter P O Box 5225, 0058 Nancy's Pl Frisco, CO 80443		PC	Medical Treatment Program	5,000.
Surface Creek Animal Shelter P O Box 853 Cedaredge, CO 81413		PC	Surface Creek Animal Shelter Medical Treatment Funding	9,000.
Telluride Animal Foundation 308 Weaverville Rd, P O Box 904 Divide, CO 80814		PC	Spay/Neuter	20,812.
The Ladybug Fund, Inc. 816 S Lemay Ave Fort Collins, CO 80524		PC	Funding for after-hours emergencies	5,000.
The Senior Hub 9025 Grant Ste 150 Thornton, CO 80229		PC	PetVet Program	4,000.
The Street Dog Coalition 220 Jackson Ave Fort Collins, CO 80521		PC	The Street Dog Coalition	10,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

823635
04-01-18

Form 990-PF	Other Income	Statement	1
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Clarion Lion Properties Fund	91,639.	91,639.	
Grosvenor Institutional Equity Fund II	-5,205.	-5,205.	
Acadian Global Managed Volatility Equity Fund LLC	80,809.	80,809.	
Total to Form 990-PF, Part I, line 11	167,243.	167,243.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes, LLP	9,395.	0.		9,395.
To Fm 990-PF, Pg 1, ln 16a	9,395.	0.		9,395.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Lisa M. Ernst, Inc.	8,800.	2,200.		6,600.
Kundinger, Corder & Engle, P.C.	19,000.	4,750.		14,250.
Payroll processing	6,183.	0.		6,183.
To Form 990-PF, Pg 1, ln 16b	33,983.	6,950.		27,033.

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ellwood Associates	45,712.	45,712.		0.
Acadian Global Managed Volatility Fund	11,820.	11,820.		0.
Clarion	41,111.	4,111.		0.
Barings	699.	699.		0.
LKP Consulting	4,795.	0.		4,795.
Other consulting	10,190.	0.		10,190.
To Form 990-PF, Pg 1, ln 16c	114,327.	62,342.		14,985.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	42,204.	0.		0.
Foreign taxes paid	9,119.	9,119.		0.
To Form 990-PF, Pg 1, ln 18	51,323.	9,119.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage and supplies	4,864.	0.		4,864.
Dues, memberships, miscellaneous	5,894.	0.		5,894.
To Form 990-PF, Pg 1, ln 23	10,758.	0.		10,758.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Vanguard Institutional Fund	3,003,267.	6,558,117.
Vanguard Institutional Index Fund	705,804.	736,223.
Vanguard Small Cap Fund	1,921,850.	2,570,251.
Blackstone Multi-Strategy Fund	1,466,962.	1,518,424.
William Blair Emerging Markets	1,651,843.	1,846,184.
Lazard International Strategy	906,787.	1,201,999.
T Rowe Price Overseas Fund	1,006,040.	1,250,988.
Total to Form 990-PF, Part II, line 10b	10,662,553.	15,682,186.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Loomis Sayles Bond Fund	4,964,122.	4,986,239.
Total to Form 990-PF, Part II, line 10c	4,964,122.	4,986,239.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Acadian Global Managed Volatility Equity Fund, LLC	COST	1,597,932.	2,530,594.
Grosvenor Institutional Partnership	COST	556,336.	1,382,211.
Davidson Kempner International, Ltd	COST	1,000,000.	1,048,730.
Clarion Lion Properties Fund	COST	1,282,458.	3,276,353.
Barings U.S. Loan Fund	COST	1,064,395.	1,304,659.
Total to Form 990-PF, Part II, line 13		5,501,121.	9,542,547.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture and Equipment	26,048.	26,048.	0.
Vehicle	23,722.	23,722.	0.
Total To Fm 990-PF, Part II, ln 14	49,770.	49,770.	0.

Form 990-PF Part VIII - List of Officers, Directors
Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Donna Middlebrooks 405 Urban St., Ste. 340 Lakewood, CO 80228	Chair 2.00	0.	0.	0.
Martha Smith 405 Urban St., Ste. 340 Lakewood, CO 80228	Immediate Past Chair 0.50	0.	0.	0.
Dean Vicksman, DVM 405 Urban St., Ste. 340 Lakewood, CO 80228	Vice Chair 1.00	0.	0.	0.
Kathy Strandberg 405 Urban St., Ste. 340 Lakewood, CO 80228	Treasurer 1.00	0.	0.	0.
Tom Parks, DVM 405 Urban St., Ste. 340 Lakewood, CO 80228	Secretary 1.00	0.	0.	0.
Mike Duffy 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 0.50	0.	0.	0.
Barbara Krause 405 Urban St., Ste. 340 Lakewood, CO 80228	Member 0.50	0.	0.	0.

ANIMAL ASSISTANCE FOUNDATION

84-0715412

Julie Martin, DVM
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

0.50

0.

0.

0.

Jayne Nielson
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

0.50

0.

0.

0.

Patricia Olson, DVM
405 Urban St., Ste. 340
Lakewood, CO 80228

Member

0.50

0.

0.

0.

Katie Parker
405 Urban St., Ste. 340
Lakewood, CO 80228

Executive Director

40.00

122,832.

12,405.

0.

Totals included on 990-PF, Page 6, Part VIII

122,832.

12,405.

0.

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 12

Grantee's Name

Las Animas Bent County Chamber of Commerce

Grantee's Address702 Grove Avenue
Las Animas, CO 81054

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
4,000.	12/10/18	2,000.

Purpose of Grant

Las Animas Trap Neuter and Return Program

Form 990-PF	Grant Application Submission Information	Statement	13
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

info@aaf-fd.org
405 Urban Street, Ste. 340
Lakewood, CO 80228

Telephone Number

303-744-8396

Form and Content of Applications

Before submitting a formal application for a grant, the applicant organization must register with AAF, and fill out the online Letter of Inquiry form. If the LOI is accepted, the organization will be notified to complete an on-line application.

Any Submission Deadlines

Grant cycle opens June 1. Letter of inquiry due by September 1. Application due by September 29.

Restrictions and Limitations on Awards

Applicants must be a nonprofit organization or government entity located in Colorado or that has a direct impact on animals and their owners in Colorado. Requests must be for funding which is compatible with the Foundation's focus areas: Companion Animal Population Control; Operational Optimization; Permanent Homes; Cruelty Prevention and Intervention; and Innovation.