

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

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

OMB No 1545-0052

**2018**Department of the Treasury  
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**ENGELSTAD FAMILY FOUNDATION****80-6008137**

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

Room/suite

**851 S. RAMPART BLVD, STE 150**

B Telephone number

**(702) 732-7102**

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

**LAS VEGAS, NV 89145-4882**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

J Accounting method

☐ Cash☒ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐\$ **810,188,202.** (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)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

**25,241.****25,241.****STATEMENT 1**

4 Dividends and interest from securities

**17,717,788.****17,717,788.****STATEMENT 2**

5a Gross rents

**1,331,349.****1,331,349.****STATEMENT 3**

b Net rental income or (loss)

**817,351.****STATEMENT 4**

6a Net gain or (loss) from sale of assets not on line 10

**50,740,664.****50,740,664.**b Gross sales price for all assets on line 6a **264,672,430.**

7 Capital gain net income (from Part IV, line 2)

**50,740,664.**

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

**1,110,368.****1,110,368.****STATEMENT 5**

12 Total Add lines 1 through 11

**70,925,410.****70,925,410.**

13 Compensation of officers, directors, trustees, etc

**410,000.****134,500.****0.**

14 Other employee salaries and wages

**178,000.****0.****0.**

15 Pension plans, employee benefits

**95,845.****0.****0.**

16a Legal fees

**STMT 6****152,164.****152,164.****0.**

b Accounting fees

**STMT 7****214,108.****154,928.****0.**

c Other professional fees

**STMT 8****8,040,136.****7,830,493.****0.**

17 Interest

**262,086.****262,086.****0.**

18 Taxes

**STMT 9****644,935.****600,154.****0.**

19 Depreciation and depletion

**11,055.****0.****0.**

20 Occupancy

**112,265.****0.****0.**

21 Travel, conferences, and meetings

**13,502.****0.****0.**

22 Printing and publications

23 Other expenses

**STMT 10****534,426.****473,199.****0.**

24 Total operating and administrative expenses. Add lines 13 through 23

**10,668,522.****9,607,524.****0.**

25 Contributions, gifts, grants paid

**45,909,584.****45,909,584.**

26 Total expenses and disbursements. Add lines 24 and 25

**56,578,106.****9,607,524.****45,909,584.**

27 Subtract line 26 from line 12

**14,347,304.**

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

**61,317,886.**

c Adjusted net income (if negative, enter -0-)

**N/A**

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,189,683.	7,988,028.	7,988,028.
	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 ▶ 567,245.			
	Less: allowance for doubtful accounts ▶ 0.	1,333,813.	567,245.	565,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	738,575,935.	747,460,402.	761,851,281.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 28,558,531.			
Less: accumulated depreciation ▶	26,541,720.	28,558,531.	26,295,047.	
12 Investments - mortgage loans STMT 14	3,092,435.	2,919,895.	0.	
13 Investments - other STMT 15	18,241,245.	11,914,920.	10,862,443.	
14 Land, buildings, and equipment basis ▶ 2,713,617.				
Less: accumulated depreciation STMT 16 ▶ 79,589.	34,303.	2,634,028.	2,619,145.	
15 Other assets (describe ▶ SECURITY DEPOSIT)	7,258.	7,258.	7,258.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	797,016,392.	802,050,307.	810,188,202.	
<b>Liabilities</b>	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 ▶ WELLS FARGO LINE O)	2,506,258.	0.		
23 Total liabilities (add lines 17 through 22)	2,506,258.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	794,510,134.	802,050,307.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	794,510,134.	802,050,307.		
31 Total liabilities and net assets/fund balances	797,016,392.	802,050,307.		

**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	794,510,134.
2 Enter amount from Part I, line 27a	2	14,347,304.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	416,349.
4 Add lines 1, 2, and 3	4	809,273,787.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	7,223,480.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	802,050,307.

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**Part IV Capital Gains and Losses for Tax on Investment Income****SEE ATTACHED STATEMENTS**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e	264,672,430.	213,931,766.	50,740,664.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			50,740,664.	
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	50,740,664.
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	41,343,557.	854,580,287.	.048379
2016	38,377,462.	813,648,469.	.047167
2015	39,034,867.	812,862,328.	.048021
2014	30,906,792.	832,267,029.	.037136
2013	11,080,823.	777,344,565.	.014255
2 Total of line 1, column (d)			2 .194958
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 .038992
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 849,390,482.
5 Multiply line 4 by line 3			5 33,119,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 613,179.
7 Add lines 5 and 6			7 33,732,613.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 45,909,584.

ENGELSTAD FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NORTHERN TRUST #26-19723	P	VARIOUS	VARIOUS
b	NORTHERN TRUST #26-19723	P	VARIOUS	VARIOUS
c	NORTHERN TRUST #26-29750	P	VARIOUS	VARIOUS
d	NORTHERN TRUST #26-29750	P	VARIOUS	VARIOUS
e	NORTHERN TRUST #26-41563	P	VARIOUS	VARIOUS
f	NORTHERN TRUST #26-41563	P	VARIOUS	VARIOUS
g	NORTHERN TRUST #26-45366	P	VARIOUS	VARIOUS
h	NORTHERN TRUST #26-45366	P	VARIOUS	VARIOUS
i	NORTHERN TRUST #26-45533	P	VARIOUS	VARIOUS
j	NORTHERN TRUST #26-45533	P	VARIOUS	VARIOUS
k	NORTHERN TRUST #26-50922	P	VARIOUS	VARIOUS
l	NORTHERN TRUST #26-50922	P	VARIOUS	VARIOUS
m	NORTHERN TRUST #26-61752	P	VARIOUS	VARIOUS
n	NORTHERN TRUST #26-61752	P	VARIOUS	VARIOUS
o	NORTHERN TRUST #26-99957	P	VARIOUS	VARIOUS

(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	2,323,547.	2,409,757.	-86,210.
b	4,463,434.	3,682,211.	781,223.
c	2,824,107.	2,898,353.	-74,246.
d	1,988,333.	2,071,970.	-83,637.
e	1,054,495.	1,024,804.	29,691.
f	15,752,847.	11,504,072.	4,248,775.
g	833,926.	868,056.	-34,130.
h	5,092,608.	3,850,108.	1,242,500.
i	138,355.	141,548.	-3,193.
j	361,645.	278,188.	83,457.
k	3,081,170.	2,980,039.	101,131.
l	3,658,921.	3,019,473.	639,448.
m	163,586.	167,969.	-4,383.
n	2,386,999.	2,721,063.	-334,064.
o	735,663.	648,111.	87,552.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-86,210.
b			781,223.
c			-74,246.
d			-83,637.
e			29,691.
f			4,248,775.
g			-34,130.
h			1,242,500.
i			-3,193.
j			83,457.
k			101,131.
l			639,448.
m			-4,383.
n			-334,064.
o			87,552.

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
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

ENGELSTAD FAMILY FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NORTHERN TRUST #26-99957	P	VARIOUS	VARIOUS
b NORTHERN TRUST #26-99964	P	VARIOUS	VARIOUS
c NORTHERN TRUST #44-10667	P	VARIOUS	VARIOUS
d NORTHERN TRUST #44-10667	P	VARIOUS	VARIOUS
e CALLAN/BNY MELLON	P	VARIOUS	VARIOUS
f CALLAN/BNY MELLON	P	VARIOUS	VARIOUS
g FIDELITY - 3160	P	VARIOUS	VARIOUS
h FIDELITY - 3160	P	VARIOUS	VARIOUS
i ABBOT DOWNING	P	VARIOUS	VARIOUS
j ABBOT DOWNING	P	VARIOUS	VARIOUS
k ABBOT DOWNING	P	VARIOUS	VARIOUS
l OTHER GAIN/LOSS	P	VARIOUS	VARIOUS
m GAIN IN EXCESS OF BASIS	P	VARIOUS	VARIOUS
n 6664 ESCONDIDO ST	P	VARIOUS	VARIOUS
o VACANT LAND	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,905,171.		1,751,902.	2,153,269.
b 8,506.		8,337.	169.
c 1,171,188.		1,141,303.	29,885.
d 2,242,476.		1,720,375.	522,101.
e 18,749,676.		17,226,419.	1,523,257.
f 142,273,294.		130,714,764.	11,558,530.
g 769,898.		770,416.	-518.
h 11,049,394.		8,001,390.	3,048,004.
i 129,657.		127,606.	2,051.
j 11,861,447.		12,525,890.	-664,443.
k 3,988,001.			3,988,001.
l 611.			611.
m 102,292.			102,292.
n 420,000.		802,777.	-382,777.
o 420,000.		855,411.	-435,411.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,153,269.
b			169.
c			29,885.
d			522,101.
e			1,523,257.
f			11,558,530.
g			-518.
h			3,048,004.
i			2,051.
j			-664,443.
k			3,988,001.
l			611.
m			102,292.
n			-382,777.
o			-435,411.

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	
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	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a AURORA LP	P	VARIOUS	VARIOUS
b HALCYON OFFSHORE ASSET BACKED LTD	P	VARIOUS	VARIOUS
c MAF EMERGING MARKETS DEBT FUND (C/O NORTHERN TRUS	P	VARIOUS	VARIOUS
d TUSCANY PARTNERS 2, LLC (RUBY VALLEY)	P	VARIOUS	VARIOUS
e TUSCANY PARTNERS 2, LLC (SILVER CITY)	P	VARIOUS	VARIOUS
f TUSCANY PARTNERS 2, LLC (SUNRISE MOUNTAIN)	P	VARIOUS	VARIOUS
g TUSCANY PARTNERS 2, LLC (WHITE PINE)	P	VARIOUS	VARIOUS
h TWO-DH 120 PARTNERS LP (SILVER CITY)	P	VARIOUS	VARIOUS
i TWO-DH 120 PARTNERS LP (SUNRISE MOUNTAIN)	P	VARIOUS	VARIOUS
j TWO-DH 120 PARTNERS LP (WHITE PINE)	P	VARIOUS	VARIOUS
k KYLE CANYON HOLDINGS IV, LLC (RUBY VALLEY)	P	VARIOUS	VARIOUS
l KYLE CANYON HOLDINGS IV, LLC (SILVER CITY)	P	VARIOUS	VARIOUS
m KYLE CANYON HOLDINGS IV, LLC (SUNRISE MOUNTAIN)	P	VARIOUS	VARIOUS
n KYLE CANYON HOLDINGS IV, LLC (WHITE PINE)	P	VARIOUS	VARIOUS
o PASSTHROUGH FROM INVESTMENTS	P	VARIOUS	VARIOUS

(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 21,406.			21,406.
b 8,281.			8,281.
c 582,886.			582,886.
d 22,757.			22,757.
e 22,757.			22,757.
f 22,757.			22,757.
g 22,756.			22,756.
h 384.			384.
i 256.			256.
j 384.			384.
k 5,311.			5,311.
l 5,311.			5,311.
m 4,067.			4,067.
n 5,311.			5,311.
o 2,464,236.			2,464,236.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21,406.
b			8,281.
c			582,886.
d			22,757.
e			22,757.
f			22,757.
g			22,756.
h			384.
i			256.
j			384.
k			5,311.
l			5,311.
m			4,067.
n			5,311.
o			2,464,236.

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 }

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

2

3

ENGELSTAD FAMILY FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PASSTHROUGH FROM INVESTMENTS	P	VARIOUS	VARIOUS
b	PASSTHROUGH FROM INVESTMENTS - SEC 1231	P	VARIOUS	VARIOUS
c	PASSTHROUGH FROM INVESTMENTS - SEC 1256	P	VARIOUS	VARIOUS
d	PASSTHROUGH FROM INVESTMENTS - SEC 1256	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,702,370.			14,702,370.
b 134,734.			134,734.
c		7,782.	-7,782.
d		11,672.	-11,672.
e 4,695,219.			4,695,219.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,702,370.
b			134,734.
c			-7,782.
d			-11,672.
e			4,695,219.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	50,740,664.
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 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☒ - 552,140. | Refunded ☒

1	613,179.
2	0.
3	613,179.
4	0.
5	613,179.
6a	1,165,319.
6b	0.
6c	0.
6d	0.
7	1,165,319.
8	0.
9	
10	552,140.
11	0.

**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ NV

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8b	X	
9		X
10		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. <b>SEE STATEMENT 18</b>	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>► ENGELSTADFOUNDATION.COM</b>	X	
14 The books are in care of <b>► W. CRAIG RAMOS</b> Telephone no. <b>► (702) 385-4646</b> Located at <b>► 718 S. 8TH STREET, LAS VEGAS, NV</b> ZIP+4 <b>► 89101</b>		
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 <b>► 15</b> <b>N/A</b>		
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 <b>►</b>		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <b>►</b>		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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>►</b>		
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.) <b>N/A</b>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>►</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	N/A	
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
BETTY ENGELSTAD	PRESIDENT/TRUSTEE			
851 S. RAMPART BLVD., STE 150				
LAS VEGAS, NV 89145	1.00	0.	0.	0.
JEFFREY COOPER	TREASURER/TRUSTEE			
5851 WEST CHARLESTON BLVD.				
LAS VEGAS, NV 89146	30.00	175,000.	0.	0.
KRIS MCGARRY	VICE PRESIDENT/TRUSTEE			
851 S. RAMPART BLVD., STE 150				
LAS VEGAS, NV 89145	30.00	175,000.	0.	0.
SEAN MCGARRY	ASSISTANT TRUSTEE			
851 S. RAMPART BLVD., STE 150				
LAS VEGAS, NV 89145	20.00	60,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENISE WHITE - 851 S. RAMPART BLVD.	EXECUTIVE ASSISTANT			
#150, LAS VEGAS, NV 89145	40.00	85,000.	0.	0.

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

0

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	814,291,298.
b	Average of monthly cash balances	1b	10,311,574.
c	Fair market value of all other assets	1c	37,722,490.
d	Total (add lines 1a, b, and c)	1d	862,325,362.
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	862,325,362.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,934,880.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	849,390,482.
6	Minimum investment return. Enter 5% of line 5	6	42,469,524.

**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	42,469,524.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	613,179.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	613,179.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,856,345.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	41,856,345.
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	41,856,345.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	45,909,584.
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	45,909,584.
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	613,179.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,296,405.

**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.

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**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				41,856,345.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			39,444,096.	
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 ▶ \$ 45,909,584.				
a Applied to 2017, but not more than line 2a			39,444,096.	
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				6,465,488.
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:	0.			
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				35,390,857.
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 XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter

(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

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

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

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	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				
ABUSED ADULT RESOURCE CENTER 218 W BROADWAY AVE BISMARCK, ND 58502	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
AFTER-SCHOOL ALL-STARS LAS VEGAS 8485 W SUNSET RD, STE 106 LAS VEGAS, NV 89113	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
ALTRU HEALTH FOUNDATION PO BOX 6002 GRAND FORKS, ND 58206	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
AMERICAN RED CROSS 2782 FERNWOOD RD. BILOXI, MS 39531	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
ASSISTANCE LEAGUE OF LAS VEGAS 6646 W CHARLESTON BLVD LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	45,909,584.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
BACK BAY MISSION PO BOX 288 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
BACOT/MCCARTY FOUNDATION P.O. BOX 1442 PASCAGOULA, MS 39568	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	175,000.
BAPTIST HEALTH CARE CENTER 3400 NEBRASKA DR BISMARCK, ND 58503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	29,065.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741-5000	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
BILOXI EXCEL BY 5 140 ST. JOHN AVENUE BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
BILOXI FIRST P.O. BOX 982 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
BILOXI LITTLE THEATRE 220 LEE ST. BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
BISHOP GORMAN HIGH SCHOOL 1801 S. MARYLAND PKWY. LAS VEGAS, NV 89104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	201,000.
BLIND CENTER OF NEVADA 1001 N. BRUCE STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
BOYS AND GIRLS CLUB OF JACKSON COUNTY 412 GORDON ST. JEFFERSON, GA 30549	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
Total from continuation sheets				45,594,584.



## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
BOYS AND GIRLS CLUB OF SOUTHERN NEVADA 2850 LINDELL RD LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
BOYS AND GIRLS CLUB OF THE GULF COAST 11975-A160 SEAWAY RD GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	55,000.
BRIGHAM YOUNG UNIVERSITY - HAWAII 55-220 KULANUI ST LAIE, HI 96762	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	94,500.
CAMP KESEM AT UCLA 10586 WEST PICO BOULEVARD, #196 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
CANDLELIGHTERS FOR CHILDHOOD CANCER 601 S RANCHO DRIVE SUITE B-11 LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
CARE COMPLEX 200 FOREMASTER LN LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
CASA OF HARRISON COUNTY 47 MAPLES DRIVE GULFPORT, MS 39507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
CATHOLIC CHARITIES OF SOUTHERN NEVADA 1501 LAS VEGAS BOULEVARD NORTH LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	750,000.
CHURCHES UNITED FOR THE HOMELESS 1901 1ST AVE N MOORHEAD, MN 56560	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
CLARK COUNTY SCHOOL DISTRICT 5100 WEST SAHARA AVE. LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

ENGELSTAD FAMILY FOUNDATION

80-6008137

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
CLEVELAND CLINIC 888 WEST BONNEVILLE AVE. LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
CLIMB COMMUNITY DEVELOPMENT CORPORATION 1316 30TH AVENUE GULFPORT, MS 39501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000.
COMMUNITIES IN SCHOOLS OF SOUTHERN NEVADA 3720 HOWARD HUGHES PARKWAY LAS VEGAS, NV 89169	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
COMMUNITY VIOLENCE INTERVENTION CENTER 211 S. FOURTH ST. GRAND FORKS, ND 58201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
CRISTO REY ST. VIATOR COLLEGE PREPARATORY 2880 N VAN DER MEER ST NORTH LAS VEGAS, NV 89030	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	900,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA 733 THIRD AVENUE, SUITE 510 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
DOWNTOWN LAS VEGAS SOCCER CLUB 922 S VALLEY VIEW BLVD LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	48,000.
EDWARD KLINE MEMORIAL HOMELESS VETERANS FUND, INC. 1930 VILLAGE CENTER CIRCLE #3-355 LAS VEGAS, NV 89134	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
EMERALD COAST FOUNDATION PO BOX 1208 FORT WALTON, FL 32549	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
ENGINE FUND COMMITTEE 205 THIRD STREET E. THIEF RIVER FALLS, MN 56701	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
Total from continuation sheets				

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
EYE CARE 4 KIDS 6911 SOUTH STATE STREET SALT LAKE CITY, UT 84047	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	385,000.
FARM RESCUE FOUNDATION P.O. BOX 28 HORACE, ND 58047	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
FEED MY SHEEP P.O. BOX 6883 GULFPORT, MS 39506	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
FEEDING THE GULF COAST 1501 34TH STREET GULFPORT, MS 39501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
FOLDED FLAG FOUNDATION 400 SOUTH RAMPART BLVD., STE 400 LAS VEGAS, NV 89145	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
FORWARD FOUNDATION 1202 28TH ST S FARGO, ND 58106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
FOSTER KINSHIP 4344 W CHEYENNE AVE NORTH LAS VEGAS, NV 89032	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
FREEDOM HOUSE SOBER LIVING 3852 PALOS VERDE STREET LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
FULFILLMENT FUND LAS VEGAS 3850 ANNIE OAKLEY DR LAS VEGAS, NV 89121	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	363,000.
FUTURE SMILES 3074 ARVILLE STREET LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	315,000.
Total from continuation sheets				

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
GRAND FORKS PARKS AND RECREATION FOUNDATION 1060 47TH AVE S. GRAND FORKS, ND 58201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	350,000.
GULF COAST CENTER FOR NONVIOLENCE P. O. BOX 333 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000.
GULF COAST SENIOR PROM 850 BAYVIEW AVE BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
GULF COAST SYMPHONY ORCHESTRA P.O. BOX 542 BILOXI, MS 39505	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
HABITAT FOR HUMANITY OF MS GULF COAST 2214 34TH ST GULFPORT, MS 39501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
HABITAT FOR HUMANITY 1636 POPPS FERRY ROAD, SUITE M-13 BILOXI, MS 39532	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	225,000.
HOLY FAMILY - ST. MARY'S CATHOLIC SCHOOL 1001 17TH AVE S GRAND FORKS, ND 58201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	145,000.
HUMANE SOCIETY OF SOUTHERN MISSISSIPPI 2615 HWY 49 GULFPORT, MS 39501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
JAYCEES SENIOR CITIZEN COMMUNITY 5805 W HARMON AVE LAS VEGAS, NV 89103	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,000.
JDRF 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
Total from continuation sheets				

ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
JUNIOR ACHIEVEMENT OF SOUTHERN NEVADA 7220 SOUTH CIMARRON ROAD, SUITE 130 LAS VEGAS, NV 89113	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
JUNIOR AUXILIARY OF BILOXI-OCEAN SPRINGS PO BOX 738 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
LAS VEGAS AREA COUNCIL, BOY SCOUTS OF AMERICA 7220 SOUTH PARADISE ROAD LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
LAS VEGAS ROTARY FOUNDATION PO BOX 15152 LAS VEGAS, NV 89114	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	18,500.
LEAGUE OF WOMEN VOTERS EDUCATION FUND 1730 M STREET NW, SUITE 1000 WASHINGTON, DC 20036-4508	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
LEGAL AID CENTER OF SOUTHERN NEVADA 800 S. 8TH STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,511,959.
LIGHTHOUSE CHARITIES INC. 3435 W CHEYENNE AVE SUITE 103 NORTH LAS VEGAS, NV 89032	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
LOAVES AND FISHES 260 MAIN ST. BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
LYNN MEADOWS DISCOVERY CENTER 246 DOLAN AVENUE GULFPORT, MS 39507	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
MAKE A WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090-7104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	12,000.
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
MARCH OF DIMES 10 RIVER BEND PLACE SUITE 310 FLOWOOD, MS 39232	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MENTAL HEALTH ASSOCIATION 2628 EXECUTIVE PLACE BILOXI, MS 39531	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
MISSISSIPPI CENTERS FOR AUTISM AND RELATED DEV DISABILITIES 1535 WESTERN AVE ALBANY, NY 12203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE 11975 SEAWAY ROAD SUITE B120 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	40,000.
MISSISSIPPI GULF COAST YMCA 12661 VILLAGE AVE W. BILOXI, MS 39532	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
MISSISSIPPI GULF RESORT CLASSIC FOUNDATION 11975 SEAWAY ROAD A228 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
MUSCULAR DYSTROPHY ASSOCIATION 222 S RIVERSIDE PLAZA, STE 1500 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,500.
NAACP 4805 MT. HOPE DRIVE BALTIMORE, ND 21215	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
NEVADA ACTION FOR SCHOOL OPTIONS 241 WEST CHARLESTON BLVD, STE 150 LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
NEVADA CHAPTER OF THE NATIONAL HEMOPHILIA FOUNDATION 7473 W. LAKE MEAD BLVD., SUITE 100 LAS VEGAS, NV 89128	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	16,000.
Total from continuation sheets				

ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
NEVADA CHILD SEEKERS 3230 EAST CHARLESTON BLVD, STE 117 & 118 LAS VEGAS, NV 89104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	135,000.
NEVADA CHILDHOOD CANCER FOUNDATION 6070 SOUTH EASTERN AVE H200 LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
NEVADA DIABETES ASSOCIATION 1005 TERMINAL WAY, SUITE 170 RENO, NV 89502	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
NEVADA HEALTH CENTERS 1799 MOUNT MARIAH DR., 2ND FLOOR LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	275,030.
NEVADA MILITARY SUPPORT ALLIANCE 985 DAMONTE RANCH PKWY, STE 310 RENO, NV 89521	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
NEVADA PUBLIC RADIO 1289 S. TORREY PINES DR. LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
NORTHLAND COMMUNITY & TECHNICAL COLLEGE 2022 CENTRAL AVENUE NE EAST GRAND FORKS, MN 56721	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
OHR-O'KEFFE MUSEUM 1596 GLENN L. SWETMAN STREET BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
OLIVE CREST FOUNDATION 6148 W. SAHARA LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	182,000.
OPPORTUNITY 180 1980 FESTIVAL PLAZA DR, STE 300 LAS VEGAS, NV 89135	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
Total from continuation sheets				

ENGELSTAD FAMILY FOUNDATION

80-6008137

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
OUR LADY OF LAS VEGAS CATHOLIC SCHOOL 3050 ALTA DRIVE LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
OUTDOOR ADVENTURE FOUNDATION 57 E BASIC RD HENDERSON, NV 89015	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
PARALYZED VETERANS OF AMERICA 7 MILL BROOK ROAD WILTON, NH 03086	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	65,350.
RALPH ENGELSTAD ARENA 1 RALPH ENGELSTAD ARENA DR. GRAND FORKS, ND 58203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,688.
REBUILDING TOGETHER SOUTHERN NEVADA 611 SOUTH NINTH STREET LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
RED ROCK SEARCH AND RESCUE 340 VILLA MONTEREY DRIVE LAS VEGAS, NV 89145	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	102,705.
ROMAN CATHOLIC DIOCESE OF LAS VEGAS P.O. BOX 18316 LAS VEGAS, NV 89114	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
RONALD MCDONALD HOUSE CHARITIES 2323 POTOSI STREET LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	200,000.
ROSEMAN UNIVERSITY OF HEALTH SCIENCES 11 SUNSET WAY HENDERSON, NV 89014	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,000,000.
SACRED HEART FOUNDATION 2200 AIRPORT BLVD F2 PENSACOLA, FL 32504	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500,000.
Total from continuation sheets				



## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
SAFE NEST 3900 MEADOWS LN LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
SALVATION ARMY 2900 PALOMINO LANE LAS VEGAS, NV 89126	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	338,056.
SEASHORE MISSION 856 DIVISION ST BILOXI, MS 39530	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
SECOND LINERS MARDI GRAS CLUB 1 GOLFING GREEN DR, SUITE 1104 OCEAN SPRINGS, MS 39564	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
SOUTHERN NEVADA POLICE ATHLETIC LEAGUE 3065 S JONES BLVD #201 LAS VEGAS, NV 89146	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	60,000.
SPECIAL OLYMPICS NEVADA P.O. BOX 97478 LAS VEGAS, NV 89193	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
SPREAD THE WORD NEVADA 260 E. DESERT ROSE DRIVE HENDERSON, NV 89015	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	373,857.
ST. JOHN'S ELEMENTARY SCHOOL 212 DAKOTA AVENUE WAHPETON, ND 58075	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	26,850.
ST. JOSEPH HUSBAND OF MARY CATHOLIC CHURCH 7260 W SAHARA AVE LAS VEGAS, NV 89117	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,400.
ST. JOSEPH'S SOCIAL CARE AND THRIFT STORE 620 8TH AVE S GRAND FORKS, ND 58201	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	175,000.
Total from continuation sheets				

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
ST. MICHAEL'S CATHOLIC SCHOOL 504 N. 5TH AVENUE GRAND FORKS, ND 58203	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
ST. ROSE DOMINICAN HEALTH FOUNDATION 3001 ST. ROSE PARKWAY HENDERSON, NV 89052	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000,000.
ST. VIATOR PARISH SCHOOL 4246 EASTERN AVENUE LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	500,000.
ST. VINCENT DE PAUL COMMUNITY PHARMACY 715-B DIVISION STREET, PO BOX 1228 BILOXI, MS 39533	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
TEACH FOR AMERICA LAS VEGAS 701 BRIDGER AVE, STE 750 LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
TERRY LEE WELLS NEVADA DISCOVERY MUSEUM 490 S CENTER ST RENO, NV 89501	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	35,000.
THE AMERICAN GIFT FUND 4550 LINDEN HILL RD, STE 200 WILMINGTON, DE 19808	NONE	DONOR ADVISORY FUND	PROGRAM SUPPORT	7,000,000.
THE CARING PLACE 4425 SOUTH JONES BLVD, SUITE 1 LAS VEGAS, NV 89103	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
THE CENTER 401 S. MARYLAND PKWY LAS VEGAS, NV 89101	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	101,750.
THE I MATTER FOUNDATION 116 BRESPORT ROAD HORSEHEADS, NY 14845	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
Total from continuation sheets				

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
THE PUBLIC EDUCATION FOUNDATION 3360 W SAHARA, SUITE 160 LAS VEGAS, NV 89102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	333,333.
THE SIMON KEITH FOUNDATION 9393 SHELBY GENE CT LAS VEGAS, NV 89139	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	125,000.
THREE SQUARE FOOD BANK 4190 N. PECOS RD LAS VEGAS, NV 89115	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,000,000.
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION 2890 MITCHELL DR. WALNUT CREEK, CA 94598	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,500,000.
TORINO FOUNDATION DBA PROJECT SUNSHINE NEVADA 2915 LAKE EAST DR LAS VEGAS, NV 89117	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
TOURO UNIVERSITY NEVADA 874 AMERICAN PACIFIC DR HENDERSON, NV 89014	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	4,500,000.
TRINITY HEALTH FOUNDATION 1 BURDICK EXPRESSWAY W MINOT, ND 58701	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	54,000.
UND ALUMNI ASSOCIATION FOUNDATION 3501 UNIVERSITY AVE, STOP 8157 GRAND FORKS, ND 58202	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	220,500.
UNITED WAY OF SOUTH MISSISSIPPI 11975 SEAWAY ROAD, SUITE B170 GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	35,000.
UNLV BANDS 4505 S MARYLAND PARKWAY LAS VEGAS, NV 89154	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
Total from continuation sheets				

## ENGELSTAD FAMILY FOUNDATION

80-6008137

**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
UNLV FOUNDATION 4505 S MARYLAND PARKWAY LAS VEGAS, NV 89154	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	3,998,000.
UNLV REBEL HOCKEY CLUB 2400 N. RANCHO DRIVE LAS VEGAS, NV 89130	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
USO GULF COAST 14035-Q AIRPORT ROAD GULFPORT, MS 39503	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
USO LAS VEGAS CENTER MCCARRAN INTERNATIONAL AIRPORT LAS VEGAS, NV 89119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
VARIOUS - CHARITABLE DEDUCTIONS FROM PASSTHROUGH INVESTMENTS VARIOUS VARIOUS, NV 99999	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	1,541.
VOLUNTEERS IN MEDICINE OF SOUTHERN NEVADA 1240 N. MARTIN LUTHER KING BLVD. LAS VEGAS, NV 89106	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300,000.
YMCA OF SOUTHERN NEVADA 4141 MEADOWS LANE LAS VEGAS, NV 89107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	250,000.
Total from continuation sheets				





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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY BROKERAGE SERVICES	4,199.	4,199.	
FIRST AMERICAN TITLE	35.	35.	
GOLDMAN SACHS	1.	1.	
US TRUST	4,800.	4,800.	
WELLS FARGO - 4526	94.	94.	
WELLS FARGO - 4526	10,029.	10,029.	
WELLS FARGO - 4950	6,083.	6,083.	
TOTAL TO PART I, LINE 3	25,241.	25,241.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBOT DOWNING	1,970,703.	0.	1,970,703.	1,970,703.	
ABBOT DOWNING	1,137,711.	1,137,711.	0.	0.	
AEW CORE PROPERTY TRUST (CALLAN)	333,446.	0.	333,446.	333,446.	
AEW CORE PROPERTY TRUST (CALLAN)	191,053.	191,053.	0.	0.	
CALLAN/BNY MELLON - DIVIDENDS	2,228,395.	0.	2,228,395.	2,228,395.	
CALLAN/BNY MELLON - DIVIDENDS	2,709,895.	2,709,895.	0.	0.	
CALLAN/BNY MELLON - INTEREST	3,181,814.	0.	3,181,814.	3,181,814.	
FIDELITY BROKERAGE SERVICES	880,696.	0.	880,696.	880,696.	
FIDELITY BROKERAGE SERVICES	249,066.	249,066.	0.	0.	
NORTHERN TRUST - DIVIDENDS	1,420,106.	0.	1,420,106.	1,420,106.	
NORTHERN TRUST - DIVIDENDS	407,494.	407,494.	0.	0.	
NORTHERN TRUST - INTEREST	417,493.	0.	417,493.	417,493.	
PASSTHOUGH DIVIDENDS FROM INVESTMENTS	4,243,142.	0.	4,243,142.	4,243,142.	
PASSTHOUGH INTEREST FROM INVESTMENTS	2,400,574.	0.	2,400,574.	2,400,574.	
RE ARENA NOTES	30,245.	0.	30,245.	30,245.	
VERANO LAND GROUP NOTES	611,174.	0.	611,174.	611,174.	
TO PART I, LINE 4	22,413,007.	4,695,219.	17,717,788.	17,717,788.	

FORM 990-PF	RENTAL INCOME		STATEMENT 3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
SIGN RENTAL	4	166,034.	
U.S. TRUST	5	1,165,315.	
PASSTHOUGH RENTAL INCOME FROM INVESTMENTS	6		
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,331,349.	



## FORM 990-PF

## RENTAL EXPENSES

## STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
TAXES		59,599.	
INSURANCE		3,117.	
MANAGEMENT FEES		227,605.	
OTHER EXPENSES		161,587.	
- SUBTOTAL -	5		451,908.
PASSTHOUGH RENTAL INCOME FROM INVESTMENTS		62,090.	
- SUBTOTAL -	6		62,090.
TOTAL RENTAL EXPENSES			513,998.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			817,351.

## FORM 990-PF

## OTHER INCOME

## STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	251,435.	251,435.	
PASSTHOUGH NET ROYALTY INCOME FROM INVESTMENTS	18,028.	18,028.	
PASSTHOUGH PORTFOLIO INCOME FROM INVESTMENTS	17,248.	17,248.	
COD INCOME FROM INVESTMENTS IN LLCs	3,284.	3,284.	
ROYALTY INCOME FROM LIMECO, LLC	639,130.	639,130.	
PASSTHOUGH ORDINARY INCOME FROM INVESTMENTS	181,243.	181,243.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,110,368.	1,110,368.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	152,164.	152,164.		0.
TO FM 990-PF, PG 1, LN 16A	152,164.	152,164.		0.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	214,108.	154,928.		0.
TO FORM 990-PF, PG 1, LN 16B	214,108.	154,928.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	209,643.	0.		0.
BROKERAGE/ADVISORY FEES	3,956,750.	3,956,750.		0.
PASSTHROUGH OTHER				
DEDUCTIONS ON INVESTMENTS	3,646,138.	3,646,138.		0.
MANAGEMENT FEES	227,605.	227,605.		0.
TO FORM 990-PF, PG 1, LN 16C	8,040,136.	7,830,493.		0.

## FORM 990-PF

## TAXES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	40,767.	0.		0.
FOREIGN TAXES PAID	540,555.	540,555.		0.
TAXES & LICENSES	4,014.	0.		0.
TAXES	59,599.	59,599.		0.
TO FORM 990-PF, PG 1, LN 18	644,935.	600,154.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	17,159.	0.		0.
DUES & MEMBERSHIPS	3,344.	0.		0.
REPAIRS & MAINTENANCE	5,820.	0.		0.
SECURITY	612.	0.		0.
UTILITIES	1,386.	0.		0.
INSURANCE	30,374.	0.		0.
EMPLOYEE MEALS	2,111.	0.		0.
BANK CHARGES	246,405.	246,405.		0.
PAYROLL EXPENSE	100.	0.		0.
OTHER DEDUCTIONS	321.	0.		0.
INSURANCE	3,117.	3,117.		0.
OTHER EXPENSES	161,587.	161,587.		0.
PASSTHROUGH RENTAL INCOME FROM INVESTMENTS	62,090.	62,090.		0.
TO FORM 990-PF, PG 1, LN 23	534,426.	473,199.		0.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 11

DESCRIPTION	AMOUNT
FEDERAL INCOME TAX	66,494.
NON-DIVIDEND DISTRIBUTIONS	349,855.
TOTAL TO FORM 990-PF, PART III, LINE 3	416,349.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 12

DESCRIPTION	AMOUNT
PASSTHROUGH BOOK/TAX DIFFERENCES	54,559.
PASSTHROUGH NONDEDUCTIBLE EXPENSE	28,683.
ROUNDING/OTHER	2.
OTHER BOOK/TAX TIMING DIFFERENCES	7,140,236.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,223,480.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENTS	115,642,144.	123,860,880.
NORTHERN TRUST INVESTMENTS	122,972,512.	125,163,427.
FIDELITY INVESTMENTS	32,303,185.	33,169,452.
CALLAN INVESTMENTS	476,501,845.	479,616,807.
GOLDMAN SACHS INVESTMENTS	40,716.	40,715.
TOTAL TO FORM 990-PF, PART II, LINE 10B	747,460,402.	761,851,281.

## FORM 990-PF

## MORTGAGE LOANS

## STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST TRUST DEEDS	2,919,895.	0.
TOTAL TO FORM 990-PF, PART II, LINE 12	2,919,895.	0.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PASSTROUGH ENTITIES	COST	11,914,920.	10,862,443.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,914,920.	10,862,443.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 16

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SECURITY SYSTEM	9,383.	7,378.	2,005.
CAMERA/FOB ENTRY	2,532.	1,973.	559.
COMPUTER NETWORKING	2,546.	2,546.	0.
COMPUTERS WITH MONITORS	2,960.	2,960.	0.
FLOORING	3,861.	3,049.	812.
FLOORING	3,861.	3,038.	823.
PHONES FOR OFFICE	2,050.	1,873.	177.
XEROX WC5855 COPY MACHINE	10,697.	9,773.	924.
COMPUTER	1,621.	1,388.	233.
FURNITURE	63,326.	43,940.	19,386.
OFFICE EQUIPMENT	1,671.	1,671.	0.
LAND - OFFICE	2,564,883.	0.	2,564,883.
BUILDING WIP	44,226.	0.	44,226.
TOTAL TO FM 990-PF, PART II, LN 14	2,713,617.	79,589.	2,634,028.

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FORM 990-PF      OTHER LIABILITIES      STATEMENT 17

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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WELLS FARGO LINE OF CREDIT	2,506,258.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,506,258.	0.

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FORM 990-PF      EXPLANATION CONCERNING PART VII-A, LINE 12      STATEMENT 18  
QUALIFYING DISTRIBUTION STATEMENT

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## EXPLANATION

THE FOUNDATION DONATED A TOTAL OF \$7,000,000 TO A DONOR ADVISED FUND. THIS DISTRIBUTION IS TREATED AS A QUALIFYING DISTRIBUTION BY THE FOUNDATION. ASSETS OF THE FUND WILL BE DONATED TO VARIOUS CHARITABLE ORGANIZATIONS AS DIRECTED BY THE FOUNDATION.