

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

Department 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.**

For calendar year 2018 or tax year beginning 7/1/2018 , **and ending** 6/30/2019

Name of foundation 3rd Creek Foundation			A Employer identification number 42-1729283
Number and street (or P.O. box number if mail is not delivered to street address) PO Box 5406		Room/suite	B Telephone number (see instructions) 775-832-9222
City or town, state or province, country, and ZIP or foreign postal code Incline Village NV 89450			
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,081,098

J Accounting method: Cash Accrual
 Other (specify) Modified Accrual
 (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	8,544			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	25,843	25,843		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,884			
	b Gross sales price for all assets on line 6a <u>189,639</u>				
	7 Capital gain net income (from Part IV, line 2)			21,884	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	517				
12 Total. Add lines 1 through 11	56,788	47,727	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	600			600
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	257			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,136			1,136
	22 Printing and publications				
	23 Other expenses (attach schedule)	41,107			1,029
	24 Total operating and administrative expenses. Add lines 13 through 23	43,100	0	0	2,765
	25 Contributions, gifts, grants paid	53,000			53,000
26 Total expenses and disbursements. Add lines 24 and 25	96,100	0	0	55,765	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-39,312				
b Net investment income (if negative, enter -0-)		47,727			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	30,325	8,244	8,244
	2 Savings and temporary cash investments		17,000	17,000
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	937,501	937,345	1,021,505
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ See Attached Statement)	28,014	34,349	34,349	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	995,840	996,938	1,081,098	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		40,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ Chase Credit Card)	75	486	
	23 Total liabilities (add lines 17 through 22)	75	40,486	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	995,765	956,452	
	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 (see instructions)	995,765	956,452		
31 Total liabilities and net assets/fund balances (see instructions)	995,840	996,938		

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	995,765
2 Enter amount from Part I, line 27a		2	-39,312
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	956,453
5 Decreases not included in line 2 (itemize) ▶ Rounding		5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	956,452

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	Sale of publicly traded securities	P	1/1/2017	6/30/2019
b				
c				
d				
e	Capital Gains Distributions			
(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 187,271		167,755	19,516	
b				
c				
d				
e			2,368	
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			19,516	
b				
c				
d				
e			2,368	
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	21,884
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }		3	0

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	77,232	1,055,655	0.073160
2016	54,569	998,956	0.054626
2015	83,141	973,722	0.085385
2014	68,038	1,085,964	0.062652
2013	73,242	1,079,268	0.067863
2	Total of line 1, column (d)		2 0.343686
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		3 0.068737
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4 1,032,443
5	Multiply line 4 by line 3		5 70,967
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 477
7	Add lines 5 and 6		7 71,444
8	Enter qualifying distributions from Part XII, line 4		8 75,765

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	477	
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	477	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	477	
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	0	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	477	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> NV		
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 <i>General Instruction G</i> ? 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 ▶ <u>www.3rdcreekfoundation.org</u>	X	
14 The books are in care of ▶ <u>Dave B Straley</u> Telephone no. ▶ <u>775-832-9222</u> Located at ▶ <u>PO Box 5406 Incline Village NV</u> ZIP+4 ▶ <u>89450</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.)	3b N/A	
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

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))?	<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 checked="" type="checkbox"/> Yes	<input 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			5b			X
Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No				
If "Yes," attach the statement required by Regulations section 53.4945–5(d).						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b			X
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?			7b	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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
-----	.00	0		
-----	.00	0		
-----	.00	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NA	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 Anza Growth Fund Jibu A PRI to the Anza Growth Fund to support job creation for disadvantaged and low income populations in Tanzania PRI will also support improved water quality, accessibility, and health outcomes in the wider Arusha community.	20,000
2	
All other program-related investments. See instructions. 3 Smiling Mushroom- support job creation in Vietnam	

Total. Add lines 1 through 3 ▶ 20,000

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	999,653
b	Average of monthly cash balances	1b	48,512
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,048,165
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,048,165
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	15,722
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,032,443
6	Minimum investment return. Enter 5% of line 5	6	51,622

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	51,622
2a	Tax on investment income for 2018 from Part VI, line 5	2a	477
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	477
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,145
4	Recoveries of amounts treated as qualifying distributions	4	20,000
5	Add lines 3 and 4	5	71,145
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,145

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	55,765
b	Program-related investments—total from Part IX-B	1b	20,000
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	75,765
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	477
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,288

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				71,145
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0	
b Total for prior years: 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013	19,922			
b From 2014	16,435			
c From 2014	35,233			
d From 2016	5,069			
e From 2017	24,963			
f Total of lines 3a through e	101,622			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 75,765				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				71,145
e Remaining amount distributed out of corpus	4,620			
5 Excess distributions carryover applied to 2018 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	106,242			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	19,922			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	86,320			
10 Analysis of line 9:				
a Excess from 2014	16,435			
b Excess from 2014	35,233			
c Excess from 2016	5,069			
d Excess from 2017	24,963			
e Excess from 2018	4,620			

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

N/A

- 1a 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)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)
 - b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

 - a The name, address, and telephone number or email address of the person to whom applications should be addressed:
 - b The form in which applications should be submitted and information and materials they should include:
 - c Any submission deadlines:
 - d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Upaya Social Ventures 500 Yale Ave Suite 202 Seattle, WA 98109		PC	Support businesses in India to generate jobs for ultra poor; Pool of recoverable grants	10,000
Anza Entrepreneurs 4 Adrian Close Porthcawl CF36 3LX United Kingdom		NC	Support Anza Vilcap Accelerator to help Tanzanian SMEs become investment ready and generate jobs for ultra poor	12,000
Street Business School 6797 Winchester Circle, Ste 200 Boulder, CO 80301		PC	Support Global Catalyst Bursary Program to expand poverty alleviation program; to develop M&E for tracking program success	15,000
Thrive PO Box 45334 Boise, ID 83711		POF	Pay it forward equipment loan for Thrive Cambodia SME	10,000
Chin Women's Empowerment Group Chin Ooshi, Yetit, Hakha Myo Chin State Burma		NC	Support organic agriculture and livelihoods trainings reaching ultra poor in rural Chin State, Myanmar	5,000
Nevada Nordic PO Box 5406 Incline Village, NV 89450		PC	Board Discretionary grant: promote community based xc ski trail network in north Lake Tahoe	1,000
Total				3a 53,000
b Approved for future payment				
Upaya Social Ventures 500 Yale Ave Suite 202 Seattle, WA 98109		PC	Support businesses in India to generate jobs for ultra poor; Pool of recoverable grants	40,000
Total				3b 40,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, interest from investments, membership dues, dividends, rental income, and other revenue.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No. and explanation. Row 1a: Program related investments complement grant making strategies in furtherance of the foundation's charitable mission.

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? [] Yes [] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee Date Title Treasurer

May the IRS discuss this return with the preparer shown below? See instructions. [] Yes [] No

Table with 5 columns: Print/Type preparer's name, Preparer's signature, Date, Check [X] if self-employed, PTIN. Firm's name, Firm's address, Firm's EIN, Phone no.

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

								Totals:	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions		Amount						Capital Gains/Losses	189,639	167,755	21,884
Short Term CG Distributions		0						Other sales	0	0	0

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 Sale of publicly traded securities		X			P	1/1/2017	6/30/2019	187,271	167,755					19,516

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Part I, Line 11 (990-PF) - Other Income

		517	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Interest Income from PRI (Smiling Mushroom)	234	0	
2	Interest Income from PRI (AGF Jibu)	205	0	
3	Interest Income from PRI (Essmart)	78	0	

Part I, Line 16c (990-PF) - Other Professional Fees

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Contractor - website development	600			600

Part I, Line 18 (990-PF) - Taxes

		257	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Federal Tax on Net Investment Income	257			
2	Tax on investment income	0			
3	Income tax	0			
4					

Part I, Line 23 (990-PF) - Other Expenses

		41,107	0	0	1,029
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Bank Fees (Wire, Paypal & ADR Fees)	125	0		125
2	Office Expense	323	0		245
3	Licenses and Permits	50	0		50
4	Postage	25	0		25
5	Website	234	0		234
6	Dues and Subscriptions	350	0		350
7	Upaya PRG multi-year grant payable	40,000	0		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		937,501	937,345	1,007,930	1,021,505	
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Marketable Securities		937,501	937,345	1,007,930	1,021,505

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Part II, Line 15 (990-PF) - Other Assets

		28,014	34,349	34,349
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Smiling Mushroom PRI	7,639	4,349	4,349
2	Anza Jibu Loan Receivable		20,000	20,000
3	Greenwood Loan		10,000	10,000
4	Essmart PRI	20,000		
5	Essmart Interst Receivable	375		

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Part II, Line 22 (990-PF) - Other Liabilities

		75	486
Description		Beginning Balance	Ending Balance
1	Chase Credit Card	75	486

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount											
Long Term CG Distributions		2,368											
Short Term CG Distributions		0											
					187,271	0	0	167,755	19,516	0	0	0	19,516
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
1		P	1/1/2017	6/30/2019	187,271			167,755	19,516	0	0	0	19,516

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Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	3rd Creek Investments, Inc.	X	999 Driver Way	Incline Village	NV	89451	

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

											0	0	0
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
1		PO Box 5406	Incline Village	NV	89450		Treasurer	1.00	0				
2		PO Box 5406	Incline Village	NV	89450		President	8.00	0				
3		PO Box 5406	Incline Village	NV	89450		Secretary	1.00	0				
4		PO Box 5406	Incline Village	NV	89450		Director	1.00	0				
5		PO Box 5406	Incline Village	NV	89450		Director	1.00	0				
6		PO Box 5406	Incline Village	NV	89450		Director	1.00	0				
7		PO Box 5406	Incline Village	NV	89450		Director	1.00	0				

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Part IX-B, Line 3 (990-PF) - Other Program-Related Investments

0

Description 1	Description 2	Description 3	Amount
1 Smiling Mushroom- support job creation in Vietnam			

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Statements

Part XV Line 3a, Anza Entrepreneurs Grant, Chin Women's Empowerment Grant

Anza Entrepreneurs Grant
 Grant Amount: \$12,000
 Grant Received: 4/5/2019
 Grant applied appropriately and no diverted funds.
 Pre-Inquiry Report for Anza Entrepreneurs available on request. ATX software precludes e-filing attachments.

Chin Women's Empowerment Grant
 Annual report for CWEG available on request. ATX software precludes e-filing attachments.
 Grant Amount: \$5,000
 Grant Received by grantee: Reports received by 3CF: 4/24/18, 06/04/19
 Grant applied appropriately and no diverted funds.

Grantee's Name: Thrive

Grant: Amount: \$10,000 Date of Grant: 3/23/18
 Annual Report received: 3/12/19
 Thrive initially identified local implementing partner in Kenya diverted funds, May 2019
 Investigation conducted by Oslo-based company specialized in identifying and correcting fraud May - Oct, 2019
 Investigation report received by 3CF: October 15, 2019; Internal investigative reports received by 3CF: 8/30/19; 9/19/19; 10/15/19
 All attempts to recover diverted funds were made; Open case exists with Kilimani Police Officer-in-Charge
 Any continued action to recover funds relies on Kenyan police and legal system. No payments made to grantee after being made aware of diversion. Total amount of funds diverted from grant equal to: \$6,627.47
 Ongoing grants to Thrive (Cambodia): \$20,000; Date of grants: 3/23/18 (\$10,000); 6/7/19 (\$10,000)
 Completed grants to Thrive: \$30,000; Date of grants: 6/29/16 (\$10,000 Kenya, \$10,000 Cambodia) 6/27/17 (\$10,000 Cambodia)
 Reports received by 3CF: 3/12/19, 8/20/18, 03/27/18, 11/27/17, 8/21/17, 07/31/17, 3/28/17
 No diverted funds.

Part IX B Line 1, Anza Growth Fund Expenditure Responsibility

Pre-Inquiry report for Anza Growth Fund PRI available on request. ATX software precludes e-filing attachments
 Report date: 9/7/18
 PRI amount: \$20,000
 PRI received: 10/16/2018
 PRI applied appropriately and no diverted funds.

Part IX B Line 3, Smiling Mushroom Expenditure Responsibility

Annual report for Smiling Mushroom available on request. ATX software precludes e-filing attachments.
 PRI amount: \$10,000
 PRI received by Smiling Mushroom: August 10, 2017
 PRI Annual Report received by 3CF: October 26, 2018
 PRI applied appropriately and no diverted funds.

Part XI Line 4, Essmart Expenditure Responsibility

Final Report for Essmart available on request. ATX software precludes e-filing attachments
 PRI Amount: \$20,000
 PRI Received: January 7, 2016
 Final report received by 3CF on September 21, 2018
 PRI funds returned to 3CF on Aug 2, 2018
 PRI applied appropriately and no diverted funds.