

Return of Private Foundation

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

2016

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation DEL E. WEBB FOUNDATION		A Employer identification number 86-6052737
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2427	Room/suite	B Telephone number (928) 445-9699
City or town, state or province, country, and ZIP or foreign postal code PRESCOTT, AZ 86302		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 58,019,001.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments	69.	69.		
	4 Dividends and interest from securities	1,159,579.	1,159,579.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,481,496.			
	b Gross sales price for all assets on line 6a	4,721,136.			
	7 Capital gain net income (from Part IV, line 2)		2,481,496.		
	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					
12 Total. Add lines 1 through 11	3,641,144.	3,641,144.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	357,500.	71,500.	0.	286,000.
	14 Other employee salaries and wages	34,099.	6,820.	0.	27,279.
	15 Pension plans, employee benefits	33,597.	6,719.	0.	26,878.
	16a Legal fees STMT 1	1,653.	0.	0.	1,653.
	b Accounting fees STMT 2	4,694.	939.	0.	3,755.
	c Other professional fees STMT 3	227,623.	226,365.	0.	1,258.
	17 Interest				
	18 Taxes STMT 4	109,441.	4,274.	0.	17,097.
	19 Depreciation and depletion	2,071.	414.	0.	
	20 Occupancy	14,005.	2,801.	0.	11,204.
	21 Travel, conferences, and meetings	4,825.	965.	0.	3,850.
	22 Printing and publications				
	23 Other expenses STMT 5	10,994.	2,199.	0.	8,795.
	24 Total operating and administrative expenses. Add lines 13 through 23	800,502.	322,996.	0.	387,769.
	25 Contributions, gifts, grants paid	2,366,333.			2,366,333.
26 Total expenses and disbursements. Add lines 24 and 25	3,166,835.	322,996.	0.	2,754,102.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	474,309.				
b Net investment income (if negative, enter -0-)		3,318,148.			
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.			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	4,421.	6,592.	6,592.
	2	Savings and temporary cash investments	46,997.	92,940.	92,940.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	5,037,020.	5,567,386.	5,509,695.
	b	Investments - corporate stock STMT 8	45,821,420.	48,704,084.	48,704,084.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other STMT 9	5,941,815.	3,699,736.	3,699,736.	
14	Land, buildings, and equipment: basis 5,528.				
	Less: accumulated depreciation STMT 10	19,141.	1,878.	1,878.	
15	Other assets (describe STATEMENT 11)	4,076.	4,076.	4,076.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	56,874,890.	58,076,692.	58,019,001.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	2,066,667.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	2,066,667.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	54,808,223.	58,076,692.	
30	Total net assets or fund balances	54,808,223.	58,076,692.		
31	Total liabilities and net assets/fund balances	56,874,890.	58,076,692.		

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	54,808,223.
2	Enter amount from Part I, line 27a	2	474,309.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	2,794,160.
4	Add lines 1, 2, and 3	4	58,076,692.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,076,692.

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 PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 4,721,136.		2,239,640.	2,481,496.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			2,481,496.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,481,496.	
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	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 does not 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))
2015	2,904,823.	56,329,506.	.051568
2014	2,676,479.	54,135,651.	.049440
2013	2,460,626.	49,381,220.	.049829
2012	1,820,177.	44,775,517.	.040651
2011	2,263,560.	43,620,298.	.051892
2 Total of line 1, column (d)			2 .243380
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .048676
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 55,104,255.
5 Multiply line 4 by line 3			5 2,682,255.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 33,181.
7 Add lines 5 and 6			7 2,715,436.
8 Enter qualifying distributions from Part XII, line 4			8 2,755,995.

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	33,181.
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	33,181.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	33,181.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	88,070.
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	88,070.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	54,889.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 54,889. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ WWW.DEWF.ORG		
14 The books are in care of ▶ SHIELIA JOHNSON Telephone no. ▶ (928) 445-9699		
Located at ▶ P.O. BOX 2427, PRESCOTT, AZ		ZIP+4 ▶ 86302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
and enter the amount of tax-exempt interest received or accrued during the year		15 N/A
16 At any time during calendar year 2016, 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)?		
Organizations relying on a current notice regarding disaster assistance check here		N/A
1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
1c		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		
b If "Yes," did it have excess business holdings in 2016 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 2016.)		
3b		
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 2016?		X
4b		

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		357,500.	28,000.	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
NONE				

Total number of other employees paid over \$50,000 Yes No **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DUNCAN AND BRANSON 200 HOMER AVENUE, PALO ALTO, CA 94301	INVESTMENT ADVISORS	226,051.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	55,810,018.
b	Average of monthly cash balances	1b	133,012.
c	Fair market value of all other assets	1c	376.
d	Total (add lines 1a, b, and c)	1d	55,943,406.
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	55,943,406.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	839,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,104,255.
6	Minimum investment return. Enter 5% of line 5	6	2,755,213.

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	2,755,213.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	33,181.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	33,181.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,722,032.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,722,032.
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	2,722,032.

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	2,754,102.
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	1,893.
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	2,755,995.
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	33,181.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,722,814.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,722,032.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	46,568.			
f Total of lines 3a through e	46,568.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 2,755,995.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				2,722,032.
e Remaining amount distributed out of corpus	33,963.			
f Total of lines 4a through 4e	0.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	80,531.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	80,531.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	46,568.			
e Excess from 2016	33,963.			

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 2016, 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	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: **SEE STATEMENT 14**

SEE STATEMENT 13

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				
ACCEL 10251 NORTH 35TH AVE PHOENIX, AZ 85051	N/A	PC	FACILITY UPGRADE PROJECT	50,000.
ANGEL FLIGHT WEST 3161 DONALD DOUGLAS LOOP S SANTA MONICA, CA 90405	N/A	PC	SUPPORT FREE MEDICAL AIR TRANSPORTATION PROGRAM	40,000.
ASU FOUNDATION PO BOX 2260 TEMPE, AZ 82280	N/A	PC	FACILITY TO HOUSE DEL E WEBB SCHOOL OF CONSTRUCTION	400,000.
CIRCLE THE CITY 300 W CLARENDON AVE, SUITE 200 PHOENIX, AZ 85013-3205	N/A	PC	MEDICAL RESPITE CARE FOR THE UNINSURED	50,000.
CRISIS NURSERY 817 N COUNTRY CLUB DR MESA, AZ 85201	N/A	PC	HEALTHY NUTRITION PROGRAM FOR CHILDREN IN SHELTER	45,000.
Total	SEE CONTINUATION SHEET(S)			2,366,333.
b Approved for future payment				
NONE				
Total				0.

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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
DOGS FOR DIABETICS 1647 WILLOW PASS ROAD, STE 157 CONCORD, CA 94520-2611	N/A	PC	EXPAND ASSISTANCE DOG TRAINING PROGRAM	40,000.
FOUNDATION FOR SERVICE DOG SUPPORT 5350 W BELL RD, STE C122 GLENDALE, AZ 85308	N/A	PC	SERVICE DOG TRAINING PROGRAM	10,000.
GOODIE TWO SHOES FOUNDATION 10620 SOUTHERN HIGHLANDS PKWY LAS VEGAS, NV 89141	N/A	PC	DISTRIBUTE SHOES TO CHILDREN IN NEED	10,000.
HONORHEALTH FOUNDATION 8125 N HAYDEN RD SCOTTSDALE, AZ 85258	N/A	PC	RENOVATE MEDICAL TRAINING CENTER	300,000.
LOMA LINDA UNIVERSITY 11060 ANDERSON STREET, MEGAN HALL LOMA LINDA, CA 92350	N/A	PC	BEAM RECONFORMING AT PROTON TREATMENT CENTER	240,000.
NEVADA DIABETES ASSOCIATION 180 STEWART STREET RENO, NV 89501	N/A	PC	EMERGENCY DIABETIC SUPPLIES	8,000.
NORTHERN ARIZONA UNIVERSITY FOUNDATION 550 E VAN BUREN PHOENIX, AZ 85004	N/A	PC	PHOENIX BIOMED CAMPUS CAPITAL & PROGRAM EXPANSION	333,333.
PHOENIX CHILDREN'S HOSPITAL FOUNDATION 2929 E CAMELBACK RD, SUITE 122 PHOENIX, AZ 85016	N/A	PC	PREP AND RECOVERY AREA IN CANCER HOSPITAL	250,000.
SACRAMENTO DISTRICT DENTAL FOUNDATION 2035 HURLEY WAY, SUITE 200 SACRAMENTO, CA 92825	N/A	PC	UNINSURED CHILDREN'S DENTAL PROGRAM	20,000.
TUMBLEWEED CENTER FOR YOUR DEVELOPMENT 3707 N 7TH STREET, STE 305 PHOENIX, AZ 85014	N/A	PC	MEDICAL SERVICES FOR AT RISK YOUTH	20,000.
Total from continuation sheets				1,781,333.

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,653.	0.	0.	1,653.
TO FM 990-PF, PG 1, LN 16A	1,653.	0.	0.	1,653.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREP	4,694.	939.	0.	3,755.
TO FORM 990-PF, PG 1, LN 16B	4,694.	939.	0.	3,755.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	226,051.	226,051.	0.	0.
PENSION SERVICES	1,572.	314.	0.	1,258.
TO FORM 990-PF, PG 1, LN 16C	227,623.	226,365.	0.	1,258.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	21,371.	4,274.	0.	17,097.
FEDERAL EXCISE TAX	88,070.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	109,441.	4,274.	0.	17,097.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	1,246.	249.	0.	997.	
TELEPHONE	2,097.	420.	0.	1,677.	
BANK FEES	120.	24.	0.	96.	
POSTAGE & BOX RENTAL	76.	15.	0.	61.	
INSURANCE	3,998.	800.	0.	3,198.	
OTHER OFFICE EXPENSES	2,707.	541.	0.	2,166.	
SUBSCRIPTIONS	750.	150.	0.	600.	
TO FORM 990-PF, PG 1, LN 23	10,994.	2,199.	0.	8,795.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
GRANT PAYABLE PPA		2,066,667.	
UNREALIZED GAIN ON INVESTMENTS		727,493.	
TOTAL TO FORM 990-PF, PART III, LINE 3		2,794,160.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NT 08/31/18	X		1,022,851.	1,006,250.
US TREASURY NTS 10/13/19	X		962,014.	995,740.
US TREASURY NTS 07/31/17	X		1,545,958.	1,514,415.
US TRESURY NTS 11/30/20	X		1,015,000.	995,980.
US TRESURY NTS 11/30/21	X		1,021,563.	997,310.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,567,386.	5,509,695.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,567,386.	5,509,695.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AIR PRODS CHEMICALS INC	1,337,526.	1,337,526.
ALPHABET INC	554,715.	554,715.
AMERICAN EXPRESS CO	740,800.	740,800.
APPLE INC	2,026,850.	2,026,850.
AUTOMATIC DATA PROCESSING	1,850,040.	1,850,040.
BOEING CO	1,790,320.	1,790,320.
CATERPILLAR INC	788,290.	788,290.
CHEVRON CORPORATION	1,318,240.	1,318,240.
COSTCO WHSL CORP	1,841,265.	1,841,265.
DISNEY WALT CO	2,084,400.	2,084,400.
ECOLAB INC	1,500,416.	1,500,416.
FED EX CORP	1,862,000.	1,862,000.
GENERAL ELECTRIC CO	505,600.	505,600.
HOME DEPOT INC	2,279,360.	2,279,360.
INTEL CORP	816,075.	816,075.
J P MORGAN CHASE CO	2,070,960.	2,070,960.
JOHNSON JOHNSON	1,497,730.	1,497,730.
KIMBERLY CLARK CORP	1,004,256.	1,004,256.
LOWES CO INC	1,884,680.	1,884,680.
MCDONALDS CORP	486,880.	486,880.
MICROSOFT CORP	932,100.	932,100.
NIKE INC	1,575,730.	1,575,730.
PAYCHEX INC	913,200.	913,200.
PEPSICO INC	1,412,505.	1,412,505.
PFIZER INC	1,136,800.	1,136,800.
PROCTER & GAMBLE CO	504,480.	504,480.
STRYKER CORP	1,737,245.	1,737,245.
TARGET CORP	1,300,140.	1,300,140.
UPS INC	1,215,184.	1,215,184.
VERIZON COMMUNICATIONS INC	1,302,472.	1,302,472.
WALGREENS BOOTS ALLIANCE INC	1,903,480.	1,903,480.
WELLS FARGO CO	1,653,300.	1,653,300.
3M CO	1,249,990.	1,249,990.
ALLERGAN PLC	1,050,050.	1,050,050.
MEDTRONIC PLC	1,317,755.	1,317,755.
SCHLUMBERGER LTD	1,259,250.	1,259,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,704,084.	48,704,084.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MONEY MARKET MUTUAL FUND	COST	3,699,736.	3,699,736.	
TOTAL TO FORM 990-PF, PART II, LINE 13		3,699,736.	3,699,736.	

FORM 990-PF		DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE		
COMPUTER	1,129.	1,129.	0.		
COMPUTER	2,032.	2,032.	0.		
COMPUTER - DELL LAPTOP	583.	117.	466.		
COMPUTER - DELL LAPTOP	576.	115.	461.		
COMPUTER - DELL DESKTOP	488.	98.	390.		
DESKTOP WARRANTY 4 YR	309.	77.	232.		
2 COMPUTER MONITORS	411.	82.	329.		
TOTAL TO FM 990-PF, PART II, LN 14		5,528.	3,650.	1,878.	

FORM 990-PF		OTHER ASSETS		STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE		
LEASE DEPOSIT	1,076.	1,076.	1,076.		
LEGAL RETAINER	3,000.	3,000.	3,000.		
TO FORM 990-PF, PART II, LINE 15		4,076.	4,076.	4,076.	

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FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
LAWRENCE A. JOHNSON PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR/PRESIDENT/CEO 40.00	160,000.	16,000. 0.
SHIELIA E. JOHNSON PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR/TREAS/SECRETARY 40.00	120,000.	12,000. 0.
JOHN B. LEES, DO PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR/VICE PRESIDENT 10.00	25,000.	0. 0.
NICOLE AUBIN PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR 10.00	25,000.	0. 0.
JEAN CANOOSE PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR 10.00	25,000.	0. 0.
MARC ASHTON PO BOX 2427 PRESCOTT, AZ 86302	DIRECTOR (THRU 01/16) 10.00	2,500.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		357,500.	28,000. 0.

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LAWRENCE JOHNSON
P.O. BOX 2427
PRESCOTT, AZ 86302

TELEPHONE NUMBER

(928)445-9699

EMAIL ADDRESS

GRANTS@DEWF.ORG

FORM AND CONTENT OF APPLICATIONS

APPLY ONLINE AT: [HTTP://DEWF.ORG/APPPROC/APPPROC.SHTML](http://DEWF.ORG/APPPROC/APPPROC.SHTML)

ANY SUBMISSION DEADLINES

THERE IS NO DEADLINE FOR THE INITIAL LETTER OF INTENT. SEE OUR WEBSITE FOR MORE DETAILS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

1. YOUR ORGANIZATION MUST BE EXEMPT FROM FEDERAL TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.
2. YOUR MISSION MUST FIT OURS: THE DEL E. WEBB FOUNDATION INVESTS IN PRODUCTIVITY THAT RESULTS IN LONG-TERM BENEFITS. WE FOCUS PRIMARILY ON CHILD AND HEALTH INITIATIVES.
3. 1 YEAR MUST HAVE PASSED SINCE OUR LAST PAYMENT TO YOU, OR SINCE YOUR LETTER OF INTENT OR APPLICATION WAS REJECTED.
4. THE FOUNDATION EXCLUSIVELY FUNDS NONPROFIT ORGANIZATIONS WITH OFFICES IN ARIZONA, CALIFORNIA OR NEVADA THAT OPERATE IN THEIR LOCAL COMMUNITIES.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 14

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE OUR WEBSITE FOR MORE DETAILS.

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