

EXTENDED TO NOVEMBER 15, 2019
Return of Private Foundation

Form 990-PF

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.

OMB No 1545-0052

2018

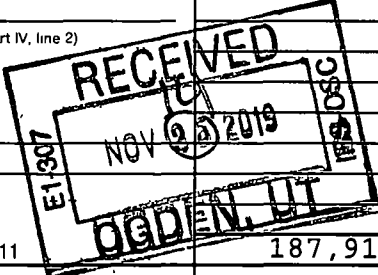
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation SAVING AMERICA'S MUSTANGS C/O WARM CREEK RANCH		A Employer identification number 94-3460086
Number and street (or P O box number if mail is not delivered to street address) HC 60 BOX 300	Room/suite	B Telephone number 858-759-5517
City or town, state or province, country, and ZIP or foreign postal code WELLS, NV 89835		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) \$ 14,436,862.	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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>Revenue</i>					
1	Contributions, gifts, grants, etc., received	82,017.			
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				
5a	Gross rents	105,900.		105,900.	STATEMENT 1
b	Net rental income or (loss)	86,737.			STATEMENT 2
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			0.	
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	187,917.	0.	105,900.	
<i>Operating and Administrative Expenses</i>					
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages	258,217.	0.	0.	258,217.
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	71,494.	0.	0.	71,494.
b	Accounting fees STMT 4	12,065.	0.	0.	12,065.
c	Other professional fees STMT 5	25,861.	0.	0.	25,861.
17	Interest				
18	Taxes STMT 6	14,348.	0.	0.	14,348.
19	Depreciation and depletion	921,477.	0.	0.	
20	Occupancy	74,606.	0.	0.	74,606.
21	Travel, conferences, and meetings	61,202.	0.	0.	61,202.
22	Printing and publications	45,063.	0.	0.	45,063.
23	Other expenses STMT 7	395,136.	0.	19,163.	375,973.
24	Total operating and administrative expenses Add lines 13 through 23	1,879,469.	0.	19,163.	938,829.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements. Add lines 24 and 25	1,879,469.	0.	19,163.	938,829.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,691,552.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			86,737.	



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,479,016.	3,971,997.	3,971,997.
	2 Savings and temporary cash investments	648.	648.	648.
	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	99,836.	99,836.	99,836.
	9 Prepaid expenses and deferred charges	28,003.	25,097.	25,097.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 15,228,353.				
Less accumulated depreciation ▶ 4,893,403.	11,242,776.	10,334,950.	10,334,950.	
15 Other assets (describe ▶ STATEMENT 8)	395,164.	4,334.	4,334.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,245,443.	14,436,862.	14,436,862.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	16,961,554.	16,961,554.	
	21 Mortgages and other notes payable	20,730.	10,365.	
	22 Other liabilities (describe ▶ STATEMENT 9)	122,667.	16,003.	
23 Total liabilities (add lines 17 through 22)	17,104,951.	16,987,922.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,246,375.	2,246,375.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	-3,105,883.	-4,797,435.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	-859,508.	-2,551,060.		
31 Total liabilities and net assets/fund balances	16,245,443.	14,436,862.		

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	-859,508.
2 Enter amount from Part I, line 27a	2	-1,691,552.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	-2,551,060.
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	-2,551,060.

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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				
b	NONE			
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				
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				
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 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	518,825.	648.	800.655864
2016	824,585.	648.	1,272.507716
2015	2,673,462.	648.	4,125.712963
2014	2,638,033.	411,313.	6.413687
2013			
2	Total of line 1, column (d)		6,205.290230
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		1,551.322558
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		648.
5	Multiply line 4 by line 3		1,005,257.
6	Enter 1% of net investment income (1% of Part I, line 27b)		0.
7	Add lines 5 and 6		1,005,257.
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.		938,829.

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

1a Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b

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 Refunded

1	0.
2	0.
3	0.
4	0.
5	0.
6a	0.
6b	0.
6c	0.
6d	0.
7	0.
8	0.
9	0.
10	
11	

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? N/A

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

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. NONE

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		
5		X
6	X	
7	X	
8b	X	
9	X	
10		X

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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.SAVINGAMERICANSMUSTANGS.ORG</u>	X	
14	The books are in care of ► <u>BETH HOUSE</u> Telephone no. ► <u>858-759-5500</u> Located at ► <u>P.O. BOX 9866, DEL MAR, CA</u> ZIP+4 ► <u>92067</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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 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		
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? If "Yes," list the years ► _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
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.) 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

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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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A		
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? If "Yes" to 6b, file Form 8870.		6b	X
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	7b	
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
MADELEINE A. PICKENS 268 VIA DE LA VALLE #G414 DEL MAR, CA 92014	CHAIRPERSON,	PRESIDENT		
	24.62	0.	0.	0.
MONTY HUMBLE 1802 WINTER PARK ROAD AUSTIN, TX 78746	TREASURER, DIRECTOR			
	0.10	0.	0.	0.
DONALD DAVID 666 FIFTH AVENUE, 20TH FLOOR NEW YORK, NY 10103	SECRETARY, DIRECTOR			
	1.54	0.	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
NONE				

Total number of other employees paid over \$50,000 0

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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
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 11	579,276.
2 SEE STATEMENT 12	150,847.
3 SEE STATEMENT 13	45,063.
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	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	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	0.
b	Average of monthly cash balances	1b	648.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	648.
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	648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	648.
6	Minimum investment return. Enter 5% of line 5	6	32.

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

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	938,829.
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	938,829.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	938,829.

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.

Form 990-PF (2018)

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years:				
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				
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$				
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				
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 instr.				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
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				
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a				
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				

SAVING AMERICA'S MUSTANGS
C/O WARM CREEK RANCH

Form 990-PF (2018)

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

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 **10/20/14**
 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	
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	32.	32.	0.	32.	96.
b 85% of line 2a	27.	27.	0.	27.	82.
c Qualifying distributions from Part XII, line 4 for each year listed	938,829.	518,825.	824,585.	2,673,462.	4,955,701.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	938,829.	518,825.	824,585.	2,673,462.	4,955,701.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	1				1X0.
(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	21.	21.	21.	21.	84.
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).)
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.

MADELEINE A. PICKENS

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:

SAVING AMERICA'S MUSTANGS
C/O WARM CREEK RANCH

Form 990-PF (2018)

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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				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

SAVING AMERICA'S MUSTANGS

C/O WARM CREEK RANCH

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A

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?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: N/A

Sign Here Under penalty 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: [Handwritten Signature] Date: 11/14/19 Title: CHAIRPERSON, PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: ROBERT H. LIPSEY Preparer's signature: ROBERT H. LIPSEY Date: 11/04/19 Check self-employed: [] PTIN: P00234515 Firm's name: LIPSEY YOUNGREN MEANS OGREN SANDBERG LL Firm's EIN: 33-0883243 Firm's address: 525 B STREET, SUITE 1400 SAN DIEGO, CA 92101-4423 Phone no.: 619-234-0877

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

SAVING AMERICA'S MUSTANGS
C/O WARM CREEK RANCH

Employer identification number

94-3460086

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization SAVING AMERICA'S MUSTANGS C/O WARM CREEK RANCH	Employer identification number 94-3460086
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GARY BROAD FOUNDATION <hr/> 2121 AVENUE OF THE STARS, SUITE 3000 <hr/> LOS ANGELES, CA 90067	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	BLANKENSHIP CHARITABLE LEAD TRUST <hr/> 78-6896 KUHINANUI STREET <hr/> KAILUA KONA, HI 96740	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	THE SUSAN SPATH FAMILY FOUNDATION <hr/> 1777 AVENUE OF THE AMERICANS, 41ST FLOOR <hr/> NEW YORK, NY 10036	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SAVING AMERICA'S MUSTANGS C/O WARM CREEK RANCH	Employer identification number 94-3460086
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization SAVING AMERICA'S MUSTANGS C/O WARM CREEK RANCH	Employer identification number 94-3460086
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF RENTAL INCOME STATEMENT 1

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SORENSEN LAND, RUBY VALLEY, NV,	1	105,900.
TOTAL TO FORM 990-PF, PART I, LINE 5A		105,900.

FORM 990-PF RENTAL EXPENSES STATEMENT 2

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
GRAZING EXPENSES		8,939.	
LICENSES AND FEES		350.	
LEGAL SETTLEMENT FEES		150.	
TAXES		1,364.	
ENGINEERING/SURVEYING		8,360.	
- SUBTOTAL -	1		19,163.
TOTAL RENTAL EXPENSES			19,163.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			86,737.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	71,494.	0.	0.	71,494.
TO FM 990-PF, PG 1, LN 16A	71,494.	0.	0.	71,494.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,065.	0.	0.	12,065.
TO FORM 990-PF, PG 1, LN 16B	12,065.	0.	0.	12,065.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	25,861.	0.	0.	25,861.
TO FORM 990-PF, PG 1, LN 16C	25,861.	0.	0.	25,861.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	498.	0.	0.	498.
PAYROLL TAXES	13,850.	0.	0.	13,850.
TO FORM 990-PF, PG 1, LN 18	14,348.	0.	0.	14,348.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INFORMATION TECHNOLOGY	8,395.	0.	0.	8,395.
HORSE SANCTUARY	67,994.	0.	0.	67,994.
INSURANCE	47,261.	0.	0.	47,261.
POSTAGE, MAILING, FREIGHT	17,559.	0.	0.	17,559.
BANK AND BROKERAGE FEES	575.	0.	0.	575.
SUPPLIES	369.	0.	0.	369.

LICENSES AND FEES	2,043.	0.	0.	2,043.
MUSTANG MONUMENT	195,958.	0.	0.	195,958.
MISCELLANEOUS	5,819.	0.	0.	5,819.
RENT - PASTURE AGREEMENT	30,000.	0.	0.	30,000.
GRAZING EXPENSES	8,939.	0.	8,939.	0.
LICENSES AND FEES	350.	0.	350.	0.
LEGAL SETTLEMENT FEES	150.	0.	150.	0.
TAXES	1,364.	0.	1,364.	0.
ENGINEERING/SURVEYING	8,360.	0.	8,360.	0.
TO FORM 990-PF, PG 1, LN 23	395,136.	0.	19,163.	375,973.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	1,242.	1,242.	1,242.
DUE FROM TOMMY, LLC	393,922.	0.	0.
PREPAID CREDIT CARD BALANCE	0.	3,092.	3,092.
TO FORM 990-PF, PART II, LINE 15	395,164.	4,334.	4,334.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INSURANCE PROCEEDS FROM CASUALTY IN EXCESS OF AMOUNTS PAID	122,667.	0.
DUE TO TOMMY, LLC	0.	16,003.
TOTAL TO FORM 990-PF, PART II, LINE 22	122,667.	16,003.

FORM 990-PF SCHEDULE OF CONTROLLED ENTITIES STATEMENT 10
 PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY EMPLOYER ID NO
 SPRUCE GRAZING ASSOCIATION, LLC 47-1159702

ADDRESS EXCESS BUSINESS HOLDING [] YES [X] NO
 HC 60 BOX 300
 WELLS, NV 89835

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 11

ACTIVITY ONE

THE ORGANIZATION ESTABLISHED AND MAINTAINS A HORSE SANCTUARY THAT SERVES TO PROTECT THE LIVES OF ONE OF AMERICA'S NATURAL TREASURES. THE SANCTUARY PROVIDES A REFUGE FOR WILD MUSTANG HORSES THAT OTHERWISE WOULD HAVE BEEN HELD IN SHORT TERM HOLDING FACILITIES BY THE BLM OR MAY HAVE BEEN SOLD TO SLAUGHTER HOUSES. THE SANCTUARY PROVIDES FEEDING AND CARE FOR HUNDREDS OF MUSTANG HORSES AND PERMITS THEM TO ROAM FREELY ON THE SANCTUARY PROPERTY. THE CARE OF THE HORSES INCLUDE COSTS FOR WATERING THE HORSES, CARE OF PUMP, PIPES, ETC., AND LABOR TO MOVE THE HORSES WHEN NECESSARY DUE TO EXTREME WEATHER CONDITIONS. SOME OF THE MUSTANGS HAVE BEEN TRAINED TO PERMIT HUMAN INTERACTION. SUCH INTERACTION ALLOWS CAREGIVERS AND OTHER PERSONNEL TO GET CLOSE TO THE HORSES AND SERVES AS A MEMORABLE AND LASTING FORM OF PUBLIC OUTREACH.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

579,276.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY TWO

THE ORGANIZATION ESTABLISHED MUSTANG MONUMENT, WHICH IS A WILD HORSE PRESERVE AND EDUCATION CENTER. MUSTANG MONUMENT IS SURROUNDED BY MAJESTIC MOUNTAIN RANGES. THE PRESERVE AND EDUCATION CENTER ENCOMPASSES OVER 900 SQUARE MILES JUST SOUTH OF WELLS, NEVADA. THE PRESERVE IS DESIGNED TO PROVIDE SANCTUARY FOR UP TO A THOUSAND WILD HORSES.

THE ECO-RESORT IS OPEN IN 2020.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	150,847.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY THREE

THE ORGANIZATION PROVIDES PUBLIC EDUCATION REGARDING THE HORSE SANCTUARY, THE HISTORY OF HORSES IN AMERICA, AND THE PROTECTION AND CARE OF WILD HORSES THROUGH PRINT LITERATURE, CHILDREN'S BOOKS, AND OTHER PUBLIC OUTREACH EFFORTS, INCLUDING ONLINE RESOURCES. IT USES ITS WEBSITE, VIDEOS, AND OTHER OUTREACH TO INCREASE PUBLIC AWARENESS AND EDUCATION CONCERNING THE PLIGHT OF WILD HORSES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	45,063.

FORM 990-PF, PART II, BALANCE SHEETS

LINE 20, LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

LENDER'S NAME	ORIGINAL AMOUNT	BALANCE DUE	DATE OF NOTE	MATURITY DATE	REPAYMENT TERMS	INTEREST RATE	SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN	DESCRIPTION AND FAIR MARKET VALUE OF CONSIDERATION
Madeleine A. Pickens, Chairperson and President	\$ 4,126,953.00	\$ 4,126,953.00	12/31/2015	12/31/2015	Any and all accrued and unpaid principal due under the Note, if not previously paid pursuant to the payments provisions below or the other terms of the Note, shall be due and payable on or before the Maturity Date. SAM shall be entitled to prepay the Loan Funds in whole or in part at any time without penalty or premium.	0%	N/A	The Loan Funds were expended in furtherance of SAM's exempt purpose.	Cash, \$4,126,953

FORM 990-PF, PART II, BALANCE SHEETS

LINE 20, LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

Madeleine A. Pickens, Chairperson and President	\$ 6,838,532.00	12/31/2014	12/31/2014	\$ 6,838,532.00	0%	N/A	Cash, \$6,838,532
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Any and all accrued and unpaid principal due under the Note, if not previously paid pursuant to the payments provisions below or the other terms of the Note, shall be due and payable on or before the Maturity Date. SAM shall be entitled to prepay the Loan Funds in whole or in part at any time without penalty or premium.

The Loan Funds were expended in furtherance of SAM's exempt purpose.

FORM 990-PF, PART II, BALANCE SHEETS

LINE 20, LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

Madeleine A Pickens, Chairperson and President	\$ 2,974,338.00	\$ 2,974,338.00	12/31/2013	12/31/2013	0%	N/A	Cash, \$2,974,338
Any and all accrued and unpaid principal due under the Note, if not previously paid pursuant to the payments provisions below or the other terms of the Note, shall be due and payable on or before the Maturity Date. SAM shall be entitled to prepay the Loan Funds in whole or in part at any time without penalty or premium.							
The Loan Funds were expended in furtherance of SAM's exempt purpose.							

FORM 990-PF, PART II, BALANCE SHEETS

LINE 20, LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

Madeleine A. Pickens, Chairperson and President	\$ 400,100.00	\$ 400,100.00	12/31/2012	12/31/2012	Any and all accrued and unpaid principal due under the Note, if not previously paid pursuant to the payments provisions below or the other terms of the Note, shall be due and payable on or before the Maturity Date. SAM shall be entitled to prepay the Loan Funds in whole or in part at any time without penalty or premium.	0%	N/A	The Loan Funds were expended in furtherance of SAM's exempt purpose.	Cash, \$400,100
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FORM 990-PF, PART II, BALANCE SHEETS

LINE 20. LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

Madeleine A. Pickens, Chairperson and President	\$ 2,621,631.00	\$ 2,621,631.00	12/31/2011	12/31/2011	Any and all accrued and unpaid principal due under the Note, if not previously paid pursuant to the payments provisions below or the other terms of the Note, shall be due and payable on or before the Maturity Date. SAM shall be entitled to prepay the Loan Funds in whole or in part at any time without penalty or premium.	0%	N/A	The Loan Funds were expended in furtherance of SAM's exempt purpose.	Cash, \$2,621,631
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TOTAL LINE 20, LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

\$ 16,961,554.00