Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 03/04 , 2014, and ending 12/31, 20 14

Name of foundation: MERITAGE CARES FOUNDATION

A Employer identification number: 46-5059067

Number and street (or P O box number if mail is not delivered to street address): 8800 EAST RAINTREE

Room/suite: 300

B Telephone number (see instructions): (480) 515-8001

City or town, state or province, country, and ZIP or foreign postal code: SCOTTSDALE, AZ 85260

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 421,506.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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)	500,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40.	40.		
	4 Dividends and interest from securities	5,438.	5,438.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	194.			
	b Gross sales price for all assets on line 6a 153,916.				
	7 Capital gain net income (from Part IV, line 2)		194.		
	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)				
	12 **Total** Add lines 1 through 11	505,672.	5,672.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	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) [1]	2,789.	2,789.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 2	10,062.	29.		10,033.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,851.	2,818.		10,033.
	25 Contributions, gifts, grants paid	78,000.			78,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	90,851.	2,818.		88,033.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	414,821.			
	b **Net investment income** (if negative, enter -0-)		2,854.		
	c **Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments		46,412.	46,412.
	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)[3]		101,589.	101,346.
	b	Investments - corporate stock (attach schedule) ATCH 4		194,481.	202,016.
	c	Investments - corporate bonds (attach schedule) ATCH 5		72,339.	71,732.
	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 ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		414,821.	421,506.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		414,821.	
	30	**Total net assets or fund balances** (see instructions)	0	414,821.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	0	414,821.	

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	
2	Enter amount from Part I, line 27a	2	414,821.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	414,821.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	414,821.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
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	194.
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 NOT AVAILABLE FOR INITIAL YEAR RETURNS

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))
2013			
2012			
2011			
2010			
2009			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	57.
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	
3	Add lines 1 and 2	3	57.
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	57.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . 6a		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 57.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	57.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ,			
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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 6	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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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 |

			Yes	No
16	At any time during calendar year 2014, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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))?	☐ 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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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
	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? **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?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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 (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
ATCH 7		0	0	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		0
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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	384,226.
b	Average of monthly cash balances	1b	52,317.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	436,543.
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	436,543.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,548.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	429,995.
6	**Minimum investment return.** Enter 5% of line 5	6	17,848.

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	17,848.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 57.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	57.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	17,791.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	17,791.
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	17,791.

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	88,033.
b	Program-related investments - total from Part IX-B	1b	
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	88,033.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	88,033.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				17,791.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 88,033.				
a Applied to 2013, 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 2014 distributable amount				17,791.
e Remaining amount distributed out of corpus	70,242.			
5 Excess distributions carryover applied to 2014 *(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	70,242.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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 2009 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	70,242.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 70,242.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a 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

N/A

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

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*				
ATCH 8				
Total ▶ **3a**				78,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	40.	
4 Dividends and interest from securities			14	5,438.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	194.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,672.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 5,672.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(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: 6-4-15 | Title: CEO/President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	04/09/2015		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 8008391754

JSA
4E1493 1 000

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.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www irs gov/form990*

OMB No 1545-0047

2014

Name of the organization	**Employer identification number**
MERITAGE CARES FOUNDATION	46-5059067

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 foundation

Check 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 the prevention of cruelty to children or animals Complete Parts I, 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 Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization MERITAGE CARES FOUNDATION

Employer identification number 46-5059067

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	MERITAGE HOMES CORPORATION 8800 EAST RAINTREE SCOTTSDALE, AZ 85260	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization MERITAGE CARES FOUNDATION

Employer identification number 46-5059067

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
----		$	

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

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

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

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

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

Name of organization MERITAGE CARES FOUNDATION

Employer identification number 46-5059067

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 information once See instructions) ▶ $ ____________
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

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	2,789.	2,789.
TOTALS	2,789.	2,789.

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	3,533.		3,533.
ADMINISTRATIVE SET-UP FEE	6,500.		6,500.
BANK CHARGES	29.	29.	
TOTALS	10,062.	29.	10,033.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 3

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLM CORP 1.250% 05/12/2017	9,100.	9,067.
FHLMC - 2.500% - 05/27/2016	14,510.	14,395.
FHLMC - 2.375% - 01/13/2022	12,763.	13,196.
FHLMC - 3.750% - 03/27/2019	10,944.	10,884.
FNMA - 5.250% - 09/15/2016	12,153.	11,855.
US T NOTE - 1.375% - 11/30/201	7,124.	7,070.
US T NOTE - 2.375% - 08/15/202	3,927.	4,074.
US T NOTE - 3.125% - 04/30/201	3,197.	3,160.
US T NOTE - 3.375% - 11/15/201	8,632.	8,667.
US T NOTE - 4.875% - 08/15/201	7,693.	7,491.
US T NOTE - 2.625% - 01/31/	11,546.	11,487.
US OBLIGATIONS TOTAL	101,589.	101,346.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACE LTD	711.	804.
ACTAVIS PLC	1,644.	2,059.
ADT LTD.	749.	906.
AECOM TECHNOLOGY CORPORATION	797.	729.
AETNA INC.	621.	799.
AGCO CP	826.	678.
AIA GROUP LTD ADR	1,552.	1,728.
ALLIANT TECH SYS INC	852.	698.
ALLIANZ SE ADR	1,595.	1,574.
ALLSTATE CORP	674.	843.
AMC NETWORKS INC	539.	510.
AMER FIN GRP HLD	747.	789.
AMERIPRISE FINANCIAL INC	746.	926.
AMERISOURCEBERGEN CORP	454.	451.
ANADARKO PETROLEUM CORP	2,834.	2,393.
ANHEUSER BUSCH COS INC	1,082.	1,123.
ANNALY MTG MGMT INC.	1,368.	1,297.
ANTHEM INC	1,232.	1,634.
AOL INC	755.	785.
APOLLO GROUP INC CL A	730.	955.
ARCHER DANIELS MDLND	761.	884.
ARM HOLDINGS PLC	1,111.	1,065.
ARROW ELECTRONICS INC.	836.	810.
ASCENA RETAIL GROUP, INC	1,729.	1,306.
ASPEN INSURANCE HLDG	1,076.	1,050.
ASSURED GUARANTY LTD	820.	884.
AT&T, INC	665.	638.
ATLAS COPCO AB A SHS ADR	820.	783.
AUTODESK, INC.	1,447.	1,802.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BAIDU.COM - ADR	317.	456.
BALL CP	738.	818.
BANCO BILBAO - RIGHTS		
BANCO BILBAO ARG SA	926.	704.
BANCO ITAU HOLDING FINANCIERA	1,033.	924.
BANK NEW YORK MELLON CORP	747.	771.
BAYERISCHE MOTOREN WERKE	1,281.	1,069.
BB&T CP	708.	739.
BECTON DICKINSON & CO	1,133.	1,392.
BEST BUY INC.	738.	819.
BG GROUP PLC ADS	1,402.	1,069.
BIOGEN IDEC INC	1,810.	2,037.
BROADCOM CORPORATION	1,490.	2,123.
BUNGE LTD	887.	1,000.
CABLEVISION SYSTEMS CORP CL A	1,478.	1,816.
CANADIAN NATL RAILWAY CO	986.	1,171.
CAPITAL ONE FINANCIAL CORP	714.	743.
CHEMTURA CORPORATION	933.	989.
CHICOS FAS INC	1,026.	1,021.
CHUBB CORP	713.	724.
CITRIX SYSTEMS INC	959.	1,085.
CIVEO CORPORATION	746.	242.
COMCAST CORP	3,474.	3,971.
CORNING INC	911.	986.
COVIDIEN LTD	2,116.	3,068.
CREE, INC.	1,674.	1,063.
CSL LTD.	852.	954.
CVS CAREMARK CORP.	731.	963.
DASSAULT SYS SA SPN ADR	1,720.	1,708.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DBS GROUP HLDGS SPON ADR	747.	871.
DENBURY RESOURCES INC	965.	602.
DEVON ENERGY CORPORATION	750.	612.
DEVRY INC	799.	854.
DICE HOLDINGS, INC	602.	811.
DIRECTV GROUP	999.	1,127.
DISCOVER FINL SVCS	674.	786.
DOLBY LABORATORIES	529.	517.
DOW CHEMICAL PV	686.	639.
DST SYS INC.	756.	753.
E*TRADE FINANCIAL CORP	2,065.	2,329.
EASTMAN CHEMICAL CO.	711.	607.
EATON CORP PLC	760.	748.
ENDURANCE SPCLTY HLDGS LTD	1,670.	1,915.
ENSCO PLC	766.	479.
ENSTAR GROUP INC	1,076.	1,223.
EVEREST RE GROUP LTD	642.	681.
FANUC LIMITED UNSPONSORED	1,536.	1,404.
FIDELITY NATIONAL INFORMATION	1,115.	1,306.
FLUOR CORP	1,478.	1,152.
FOOT LOCKER INC N.Y.	691.	843.
FREEPORT-MCMORAN COPPER & GOLD	737.	514.
FRESENIUS MED CAR AG	927.	1,003.
FUCHS PETROLUB SE	695.	586.
GAMESTOP CORP	569.	473.
GLOBAL PAYMENTS INC	1,274.	1,534.
GREAT PLAINS ENERGY	753.	852.
HCC INS HLDGS INC.	738.	803.
HERTZ GLOBAL HOLDINGS INC	929.	823.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HEWLETT PACKARD CO	731.	923.
HONG KONG EX&CL UNSP/ADR	635.	778.
ICICI BK LTD ADS	1,013.	1,328.
II VI INC	707.	655.
IMMUNOGEN, INC	583.	262.
IMPERIAL OIL LMT	1,098.	990.
INGRAM MICRO INC - CL A	917.	857.
INGREDION INC.	684.	764.
INTEL CORP	770.	907.
INTERNATIONAL PAPER CO.	714.	804.
INTERPUBLIC GROUP OF COS	1,288.	1,537.
ISIS PHARMACEUTICALS, INC.	650.	1,235.
JETBLUE AIRWAYS CORP	781.	999.
JGC CORP ADR	1,202.	743.
KNOWLES CORPORATION	1,698.	1,342.
KOHLS CORP	1,370.	1,526.
L'AIR LIQUIDE ADR OTC	1,489.	1,454.
L'OREAL ADR	1,217.	1,200.
L-3 COMMUNICATIONS CORP	1,999.	2,146.
LABORATORY CORP AMER HLDGS	1,402.	1,511.
LEUCADIA NATL CORP	2,553.	2,242.
LIBERTY BROADBAND CORP - LBRDA		19.
LIBERTY BROADBAND CORP- LBRDK	44.	50.
LIBERTY BROADBAND CORP K	86.	100.
LIBERTY INTERACTIVE CORPORATIO	829.	971.
LIBERTY MEDIA CORPORATION	315.	350.
LIBERTY MEDIA CORPORATION COM	165.	176.
LIBERTY VENTURES	124.	151.
LINCOLN NATIONAL CORP	1,753.	2,076.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LINDE AG SPONSORED ADR	530.	517.
LVMH MOET HENN UNSP	630.	551.
MACY'S INC	692.	789.
MANPOWER GROUP INC.	687.	545.
MARATHON OIL CORP COM	766.	594.
MARATHON PETROLEUM CORP	634.	632.
MARKEL CORP	1,849.	2,049.
MICROSTRATEGY INCORPORATED	766.	1,137.
MITSUBISHI ESTATE CO ADR	564.	527.
MONOTARO CO., LTD	249.	221.
MORGAN STANLEY	714.	815.
MTN GROUP LTD SPON ADR	914.	830.
NASDAQ OMX GROUP	692.	911.
NATL OILWELL VARCO	1,708.	1,507.
NCR CP	981.	845.
NESTLE S.A.	1,976.	1,897.
NEUSTAR, INC. CL A	476.	473.
NEWS CORP LTD ADR	1,675.	1,568.
NORTHROP GRUMMAN CORP	853.	1,032.
NOVO NORDISK A S	1,128.	1,058.
NOW INC.	562.	489.
NRG ENERGY	736.	674.
NUANCE COMMUNICATIONS, INC.	547.	485.
NUCOR CP	1,472.	1,373.
OCCIDENTAL PETROLEUM CORP	655.	564.
OMNICOM GROUP	2,126.	2,402.
PALL CP	1,527.	1,822.
PENTAIR INC. COM	752.	664.
PNC FINANCIAL GROUP INC.	677.	730.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PUBLIC SVC ENTERPRISE GROUP IN	749.	787.
RAYONIER ADVANCED MATERIALS IN	1,084.	669.
RAYTHEON CO.	703.	757.
REINSURANCE GROUP AMER INC.	707.	789.
ROCHE HOLDING LTD ADR	1,631.	1,530.
RYMAN HOSPITALITY PROPERTIES	1,206.	1,371.
SANDISK CORP	1,435.	1,666.
SANDS CHINA LTD UNSP ADR	925.	591.
SAP AKTIENGESELL ADS	1,505.	1,323.
SASOL LTD	497.	342.
SCHLUMBERGER LTD	1,228.	1,025.
SCHNEIDER ELEC UNSP/ADR	1,279.	1,023.
SEAGATE TECHNOLOGY	2,471.	3,059.
SHIRE PLC	364.	425.
SONOCO PRODUCTS COMPANY	752.	787.
SONOVA HOLDING AG AD	600.	617.
SPX CORP	732.	687.
STARZ	254.	238.
STEEL DYNAMICS INC.	742.	691.
SUNTRUST BKS INC	781.	838.
SVENSKA HANDELSBK UNS ADR	567.	538.
SWATCH GROUP AG	708.	487.
SYMANTEC CORP	744.	924.
SYMRISE AG UNSPONSORED	519.	575.
SYSMEX CORP UNSP ASDR	1,008.	1,453.
T. ROWE PRICE ASSOCIATES	905.	1,030.
TAIWAN SEMICONDUCTOR MFG CO LT	1,951.	2,148.
TE CONNECTIVITY LTD	2,052.	2,151.
TETRA TECH INC	976.	1,041.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TRAVELERS COMPANIES INC	591.	635.
TURKIYE GARANTI BANK	729.	806.
TYCO INTERNATIONAL LTD.	1,486.	1,535.
UNICHARM CORP - SPN ADR	1,050.	1,391.
UNILEVER PLC AMER	575.	526.
UNITEDHEALTH GROUP INC.	3,164.	4,245.
UNIVERSAL HLTH SVC B	615.	890.
UNIVERSAL TECH INST	308.	246.
UNUM CORP	713.	732.
UTI WORLDWIDE INC.	504.	604.
VERTEX PHARMCTLS INC	999.	1,782.
VIACOM INC. CL B	927.	828.
WALT DISNEY HOLDINGS CO.	793.	942.
WEATHERFORD INTL	2,932.	1,855.
WELLS FARGO & CO.	743.	822.
WESTERN UNION CO	849.	967.
WILLIS GROUP HOLDINGS LTD	2,013.	2,106.
WPP GROUP PLC	1,601.	1,562.
XEROX CP	707.	818.
XINYI GLASS HLDG ADR	274.	169.
ZIMMER HOLDINGS INC	823.	1,021.
TOTALS	194,481.	202,016.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN EXPRESS 1.3% - 7/29/2	4,040.	4,017.
APPLE INC - 01.00% - 05/03/201	3,905.	3,941.
COMCAST CORP NOTES - 5.150% -	5,716.	5,662.
CVS CAREMARK - 5.750% - 06/01/	5,670.	5,517.
ENTERPRISE PRODUCTS - 4.050% -	3,152.	3,113.
GENERAL ELEC CAP CORP - 5.300%	4,532.	4,568.
GILEAD SCIENCES INC 3.7% - 04/	4,068.	4,195.
GOLDMAN SACHS GROUP INC - 1.46	4,063.	4,047.
HSBC HLDGS PLC SR GLBL NT 4.00	4,209.	4,257.
JPM CHASE - 4.400% - 07/22/202	4,358.	4,336.
KRAFT FOODS INC - 4.125% - 02/	4,232.	4,149.
MERRILL LYNCH MTN BE - 6.400%	3,445.	3,343.
PETROBRAS INTL FIN CO NOTE - 3	4,102.	3,820.
RIO TINTO FIN USA PLC - 01.625	4,027.	3,998.
TIME WARNER INC - 4.750% - 03/	4,437.	4,366.
VERIZON COMMUNICATIONS - 3.65%	4,271.	4,227.
WELLS FARGO CO - 3.500% - 03/0	4,112.	4,176.
TOTALS	72,339.	71,732.

MERITAGE CARES FOUNDATION 46-5059067

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
153,916.		153,722.					194.	
TOTAL GAIN(LOSS)							194.	

JSA
4E1730 1 000

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 6

NAME AND ADDRESS

MERITAGE HOMES CORPORATION
8800 EAST RAINTREE
SCOTTSDALE, AZ 85260

MERITAGE CARES FOUNDATION 46-5059067

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
STEVEN J HILTON 8800 EAST RAINTREE 300 SCOTTSDALE, AZ 85260	PRES / DIR 1.00
HILLA SFERRUZZA 8800 EAST RAINTREE 300 SCOTTSDALE, AZ 85260	TREAS 1.00
C TIMOTHY WHITE 8800 EAST RAINTREE 300 SCOTTSDALE, AZ 85260	VP / DIR / SEC 1.00

MERITAGE CARES FOUNDATION 46-5059067

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMYOTROPHIC LATERAL SCLEROSIS ASSN 1275 K ST NW STE 250 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	750.
ANGELS IN THE ALLEY 5681 LONETREE BLVD ROCKLIN, CA 95765	N/A PC	GENERAL & UNRESTRICTED	1,000.
ARROW CHILD AND FAMILY MINISTRIES 2929 FM 2920 RD SPRING, TX 77388	N/A PC	GENERAL & UNRESTRICTED	1,300
BOOT CAMPAIGN INC 3603 OLD JACKSONVILLE RD TYLER, TX 75701	N/A PC	GENERAL & UNRESTRICTED	1,500
CAPITAL AREA FOOD BANK OF TEXAS INC 8201 S CONGRESS AVE AUSTIN, TX 78745	N/A PC	GENERAL & UNRESTRICTED	2,000.
CHILDRENS HOME SOCIETY OF FLORIDA 1485 S SEMORAN BLVD STE 1448 WINTER PARK, FL 32792	N/A PC	GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS HOME SOCIETY OF FLORIDA 1485 S SEMORAN BLVD STE 1448 WINTER PARK, FL 32792	N/A PC	THE FAINE HOUSE PROGRAM	2,000
CIRCLE THE CITY 333 W INDIAN SCHOOL RD PHOENIX, AZ 85013	N/A PC	CHARITABLE EVENT	5,000
COMMUNITY FOOD BANK INC 3003 S COUNTRY CLUB RD TUCSON, AZ 85713	N/A PC	GENERAL & UNRESTRICTED	2,000.
COVENANT KIDS INC 320 WESTWAY PL STE 530 ARLINGTON, TX 76018	N/A PC	GENERAL & UNRESTRICTED	1,300.
DENVER RESCUE MISSION 3501 E 46TH AVE DENVER, CO 80216	N/A PC	GENERAL & UNRESTRICTED	4,000
DESERT MISSION INC 2500 W UTOPIA RD STE 100 PHOENIX, AZ 85027	N/A PC	GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY SERVICE ASSOCIATION 702 SAN PEDRO AVE SAN ANTONIO, TX 78212	N/A PC	GENERAL & UNRESTRICTED	1,500
GIOCOSA FOUNDATION 201 N FM 1660 HUTTO, TX 78634	N/A PC	GENERAL & UNRESTRICTED	1,400.
HABITAT FOR HUMANITY OF DURHAM INC 215 N CHURCH ST DURHAM, NC 27701	N/A PC	GENERAL & UNRESTRICTED	4,000
KITCHEN ON THE STREET INC 2650 E MOHAWK PHOENIX, AZ 85050	N/A PC	GENERAL & UNRESTRICTED	2,000
LEAVEN PROGRAM 2397 HEATH DR FAIRFIELD, CA 94533	N/A PC	GENERAL & UNRESTRICTED	1,000
LOVE BEYOND WALLS 4855 BUCKEYE PL COLLEGE PARK, GA 30349	N/A PC	GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
M I S S 77 E THOMAS RD PHOENIX, AZ 85012	N/A PC	GENERAL & UNRESTRICTED	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 3101 INDUSTRIAL DR STE 210 RALEIGH, NC 27609	N/A PC	GENERAL & UNRESTRICTED	750
NRM HOLDINGS INC 639 LAFAYETTE ST NASHVILLE, TN 37203	N/A PC	GENERAL & UNRESTRICTED	4,000
PACKAGES FROM HOME 5643 W. MOUNTAIN VIEW RD GLENDALE, AZ 85308	N/A PC	CHARITABLE EVENT	4,000
RONALD MCDONALD HOUSE CHARITIES OF AUSTIN AND CENT 1315 BARBARA JORDAN BLVD AUSTIN, TX 78723	N/A PC	GENERAL & UNRESTRICTED	1,000
RONALD MCDONALD HOUSE CHARITIES OF SAN ANTONIO TEX 4803 SID KATZ DR SAN ANTONIO, TX 78229	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RONALD MCDONALD HOUSE OF CHARLOTTE INC 101 N TRYON ST STE 1900 CHARLOTTE, NC 28246	N/A PC	GENERAL & UNRESTRICTED	950
RONALD MCDONALD HOUSE OF HOUSTON INC 1907 HOLCOMBE BLVD HOUSTON, TX 77030	N/A PC	GENERAL & UNRESTRICTED	1,500.
SAMARITANS FEET INTERNATIONAL PO BOX 78992 CHARLOTTE, NC 28271	N/A PC	GENERAL & UNRESTRICTED	500.
SAN ANTONIO FOOD BANK INC 5200 OLD HWY 90 W SAN ANTONIO, TX 78227	N/A PC	GENERAL & UNRESTRICTED	1,500
SOUTHEASTERN ASSITANCE IN HEALTHCARE INC 600 CELEBRATE LIFE PKWY NEWNAN, GA 30265	N/A PC	GENERAL & UNRESTRICTED	2,000.
THE SALVATION ARMY 1424 NE EXPY ATLANTA, GA 30329	N/A PC	GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SPOKES GROUP INC 8058 CORPORATE CENTER DR STE 200 CHARLOTTE, NC 28226	N/A PC	GENERAL & UNRESTRICTED	1,050
TRAVIS COUNTY DOMESTIC VIOLENCE AND SEXUAL ASSAULT PO BOX 19454 AUSTIN, TX 78760	N/A PC	GENERAL & UNRESTRICTED	1,000
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721	N/A PC	MERITAGE HOMES RESIDENTIAL REAL ESTATE CHALLENGE	15,000
VOLUNTEERS OF AMERICA INC 3434 MARCONI AVE SACRAMENTO, CA 95821	N/A PC	GENERAL & UNRESTRICTED	2,000
WORKING WARDROBES FOR A NEW START 3030 PULLMAN ST STE A COSTA MESA, CA 92626	N/A PC	GENERAL & UNRESTRICTED	4,000.
		TOTAL CONTRIBUTIONS PAID	78,000.