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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning **JUN 1, 2015**, and ending **MAY 31, 2016**

Name of foundation WALTER M. MILFORD CHARITABLE FOUNDATION		A Employer identification number 33-0939794
Number and street (or P.O. box number if mail is not delivered to street address) 4512 FISHER ISLAND DRIVE	Room/suite	B Telephone number (786) 325-1666
City or town, state or province, country, and ZIP or foreign postal code MIAMI, FL 33109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
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) \$ 685,223. (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		9,065.	9,065.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
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					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		22.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		9,087.	9,065.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,373.			0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		235.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,405.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,013.	0.		0.
25 Contributions, gifts, grants paid		35,740.			35,740.
26 Total expenses and disbursements. Add lines 24 and 25		40,753.	0.		35,740.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<31,666.>			
b Net investment income (if negative, enter -0-)			9,065.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

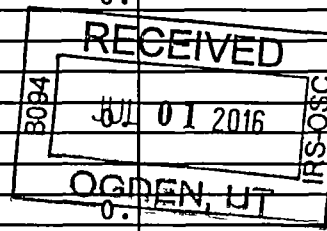
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Form 990-PF (2015)

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2015.03050 WALTER M. MILFORD CHARITA 3025.101

SCANNED JUL 06 2016



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	235,658.	653,992.	653,992.
	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	450,000.	0.	0.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation			
	15 Other assets (describe OTHER ASSETS)	31,231.	31,231.	31,231.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	716,889.	685,223.	685,223.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	716,889.	685,223.	
	30 Total net assets or fund balances	716,889.	685,223.	
	31 Total liabilities and net assets/fund balances	716,889.	685,223.	

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	716,889.
2 Enter amount from Part I, line 27a	2	<31,666.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	685,223.
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	685,223.

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				
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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 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))
2014	34,250.	818,568.	.041841
2013	33,615.	924,146.	.036374
2012	59,145.	836,030.	.070745
2011	45,900.	863,771.	.053139
2010	60,750.	914,826.	.066406

2 Total of line 1, column (d)	2	.268505
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	.053701
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	322,159.
5 Multiply line 4 by line 3	5	17,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	91.
7 Add lines 5 and 6	7	17,391.
8 Enter qualifying distributions from Part XII, line 4	8	35,740.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	91.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	91.
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	91.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	563.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	563.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	472.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 472. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► ANTHONY HAI Telephone no. ► (786) 325-1666		
Located at ► 4512 FISHER ISLAND DRIVE, MIAMI, FL ZIP+4 ► 33109		
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 2015, 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. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	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 2015?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

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?

N/A

☐ 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?

N/A

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.

(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
KARYN HAI	PRESIDENT			
4512 FISHER ISLAND DRIVE,				
MIAMI, FL 33109	3.00	0.	0.	0.
GREGORY LANE	OFFICER			
1604 BARLOVENTO				
LA JOLLA, CA 92037	3.00	0.	0.	0.
TAMRA FAGO	DIRECTOR			
4512 FISHER ISLAND DRIVE,				
MIAMI, FL 33109	3.00	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 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	295,834.
c	Fair market value of all other assets	1c	31,231.
d	Total (add lines 1a, b, and c)	1d	327,065.
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	327,065.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,906.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	322,159.
6	Minimum investment return. Enter 5% of line 5	6	16,108.

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	16,108.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	91.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	91.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,017.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,017.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	16,017.

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	35,740.
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	35,740.
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	91.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,649.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				16,017.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	15,457.			
b From 2011	2,867.			
c From 2012	17,622.			
d From 2013				
e From 2014				
f Total of lines 3a through e	35,946.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	35,740.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				16,017.
e Remaining amount distributed out of corpus	19,723.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	55,669.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	15,457.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	40,212.			
10 Analysis of line 9:				
a Excess from 2011	2,867.			
b Excess from 2012	17,622.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015	19,723.			

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				
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE. FL. 17 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
AMERICAN SOCIETY FOR YAD VASHEM 500 FIFTH AVENUE, 42ND FLOOR NEW YORK, NY 10110-4299	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
BERNARD AND RUTH SIEGEL JCC 101 GARDEN OF EDEN ROAD WILMINGTON, DE 19803	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
BOYS TO MEN MENTORING NETWORK 9587 TROPICO DR. LA MESA, CA 91941	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
CENTER FOR GREAT APES P.O. BOX 488 WAUCHULA, FL 33873	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	1,500.
Total	SEE CONTINUATION SHEET(S)			35,740.
b Approved for future payment				
NONE				
Total				0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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
N/A		


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.

☒ **Trustee** *Hi* *6/23/16* ☒ **Manager**
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ROBERT P. REGNERY		JUN 20 2016		P00011709
	Firm's name ▶ RPR PARTNERS, LLP			Firm's EIN ▶ 33-0926819	
	Firm's address ▶ 10525 VISTA SORRENTO PKWY., STE 200 SAN DIEGO, CA 92121			Phone no. (858) 768-3300	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL QUEENS YM-YWHA 67-09 108TH STREET FOREST HILLS, NY 11375	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
CHILDREN'S HOSPITAL BOSTON 1 AUTUMN STREET #731 BOSTON, MA 02215	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
CRIME PREVENTION OF WEST PALM BEACH 600 BANYAN BOULEVARD WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
FEED THE DREAM P.O. BOX 2642 GLENVIEW, IL 60025	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
FISHER HOUSE PROJECT FUND III ROCKVILLE PIKE. SUITE 420 ROCKVILLE, MD 20850-5168	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
FISHER ISLAND DAY SCHOOL 2 VALENCIA DRIVE MIAMI BEACH, FL 33109	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
FISHER ISLAND PHILANTHROPIC FUND 3250 SOUTHWEST THIRD AVENUE MIAMI, FL 33129	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	25,000.
FITNESS FOR KIDS 5000 PARKWAY CALABASAS SUITE 107 CALABASAS, CA 91302	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
GREAT ESSKATE 4740 NW 157 STREET MIAMI LAKES, FL 33014	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
JCC ON THE HUDSON 371 S. BROADWAY TARRYTOWN, NY 10591	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
Total from continuation sheets				34,240.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JCC SPRINGFIELD 1160 DICKINSON STREET SPRINGFIELD, MA 01108	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS 1307 NEW YORK AVE., NW, SUITE 200 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS 1307 NEW YORK AVE., NW, SUITE 200 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
JEWISH INSTITUTE FOR NATIONAL SECURITY AFFAIRS 1307 NEW YORK AVE., NW, SUITE 200 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
KAHAL JOSEPH CONGREGATION 10505 SANTA MONICA BLVD LOS ANGELES, CA 90025	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
LAWRENCE FAMILY JCC OF SAN DIEGO COUNTY 4126 EXECUTIVE DRIVE LA JOLLA, CA 92037	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
MERAGE JCC OF ORANGE COUNTY ONE FEDERATION WAY IRVINE, CA 92603	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
MOUNT SINAI MEDICAL CENTER FOUNDATION 4300 ALTON ROAD MIAMI BEACH, FL 33140	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	5,000.
MOVEMBER FOUNDATION P.O. BOX 1595 CULVER CITY, CA 92023	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
OLIVE CREST 17800 WOODRUFF AVENUE, SUITE F BELLFLOWER, CA 90706	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCRIPPS HEALTH FOUNDATION P.O. BOX 85414 SAN DIEGO, CA 92186-5414	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92618	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
SOS CHILDRENS VILLAGE BRIGITTENAUER LANDE 50 1200 WIEN, AUSTRIA	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	1,000.
ST. ANNS CATHOLIC SCHOOL 324 N. OLIVE AVENUE WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
THE BUONICONTI FUND 1095 NW 14TH TERRACE MIAMI, FL 33136	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
THE DADE COUNTY PBA FUND 10680 PBA MEMORIAL BOULEVARD DORAL, FL 33172-2108	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
THE METROPOLITAN OPERA 64 COLUMBUS AVENUE NEW YORK, NY 10023	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
THE SMILE OF THE CHILD 10, ZINONOS ELEATOU STREET, GR-151 24 MAROUSSI ATHENS, GREECE	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	1,000.
THE THURSDAY CLUB 1224 SANTA BARBARA STREET SAN DIEGO, CA 92107	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
THE WOLFSONIAN FIU 1001 WASHINGTON AVE MIAMI BEACH, FL 33139	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	2,240.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRI-COUNTY YMCA N84 W17501 MENOMONEE AVE. MENOMONEE FALLS, WI 53052	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
YMCA - JAMES RIVER FAMILY 918 7TH STREET N.E. JAMESTOWN, ND 58401	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
YMCA - ORANGE COUNTY 2300 UNIVERSITY DRIVE NEWPORT BEACH, CA 92660	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
YMCA OF CENTRAL NEW MEXICO - HORN FAMILY 4901 INDIAN SCHOOL ROAD NE ALBUQUERQUE, NM 87110	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
YMCA OF SAN LUIS OBISPO 1020 SOUTHWOOD DRIVE SAN LUIS OBISPO, CA 93401	N/A	PUBLIC CHARITY	PHILANTHROPIC / EDUCATIONAL	
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	65.	65.	
LOAN INTEREST INCOME	9,000.	9,000.	
TOTAL TO PART I, LINE 3	9,065.	9,065.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	22.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,373.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,373.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	235.	0.		0.
TO FORM 990-PF, PG 1, LN 18	235.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	80.	0.		0.
STATE FILING FEE	25.	0.		0.
ANNUAL FEES	300.	0.		0.
PERSONAL CONTRIBUTION EXPENSE	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,405.	0.		0.