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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		40,332.	7,534.	7,534.
	2 Savings and temporary cash investments		38,879.	25,302.	25,302.
	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 sch)	►			
	Less. allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		9,000.	9,000.	9,000.
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)		236,861.	231,413.	190,418.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)		4,944,076.	4,726,118.	4,978,756.
	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)		5,269,148.	4,999,367.	5,211,010.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & 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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		5,269,148.	4,999,367.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		5,269,148.	4,999,367.	
	31 Total liabilities and net assets/fund balances (see instructions)		5,269,148.	4,999,367.	

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	5,269,148.
2 Enter amount from Part I, line 27a	2	-269,781.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 .	4	4,999,367.
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	4,999,367.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE STATEMENT 5				
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				
(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	12,903.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	328,749.	5,415,992.	0.060700
2014	328,044.	6,181,384.	0.053070
2013	304,263.	5,916,318.	0.051428
2012	300,234.	5,920,665.	0.050710
2011	282,383.	5,997,360.	0.047085

- 2 Total of line 1, column (d) 2 0.262993
- 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 0.052599
- 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 4,925,935.
- 5 Multiply line 4 by line 3 5 259,099.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 786.
- 7 Add lines 5 and 6 7 259,885..
- 8 Enter qualifying distributions from Part XII, line 4 8 340,344.

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)

1 a	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)	1 2 3 4 5	786.
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		0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		786.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
3	Add lines 1 and 2	786.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	786.	
6	Credits/Payments		
6 a	2016 estimated tax pmts and 2015 overpayment credited to 2016	8,915.	
6 b	Exempt foreign organizations – tax withheld at source		
6 c	Tax paid with application for extension of time to file (Form 8868)		
6 d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	8,915.	
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	0.	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	8,129.	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► 8,129. Refunded ► 8,129.	0.	

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1 b	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?

1 c	X
-----	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

0.	
----	--

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

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
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 a	X
-----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	N/A
-----	-----

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
---	---

If 'Yes,' attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6	X
---	---

• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7	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

8 b	X
-----	---

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9	X
---	---

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

10	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses SEE STATEMENT 6

Part VII-A Statements Regarding Activities (continued)

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>GEORGE MCFARLIN</u> Telephone no ► <u>949-452-0500</u> Located at ► <u>4 PARK PLAZA, SUITE 1025 IRVINE CA</u> ZIP + 4 ► <u>92614</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/> 15	<input type="checkbox"/> N/A
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ► <u> </u>			

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.

1 a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> 1 b N/A	
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 2016?	<input type="checkbox"/> 1 c 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	<input type="checkbox"/> 2 b N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a	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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	<input type="checkbox"/> 3 b N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4 a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	<input type="checkbox"/> 4 b X	

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

5 a 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 Yes No Yes No Yes No 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 Yes No

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		

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	<u>N/A</u>	
2		
3		
4		

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

Part II. Summary of Program-Related Investments (See Instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	N/A	
2		
All other program-related investments See instructions		
3		

All other program-related investments See instructions

Amount

Total. Add lines 1 through 3

Form 990-PF (2016)

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	1 a	4,394,561.
b Average of monthly cash balances	1 b	136,318.
c Fair market value of all other assets (see instructions)	1 c	470,070.
d Total (add lines 1a, b, and c)	1 d	5,000,949.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,000,949.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	75,014.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,925,935.
6 Minimum investment return. Enter 5% of line 5	6	246,297.

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	246,297.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	786.
b Income tax for 2016. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	786.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	245,511.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	245,511.
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	245,511.

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	1 a	340,344.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	340,344.
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	786.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	339,558.

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

Part XIII: Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				245,511.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012	11,619.			
c From 2013	13,787.			
d From 2014	28,023.			
e From 2015	70,133.			
f Total of lines 3a through e	123,562.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 340,344.			0.	
a Applied to 2015, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount			245,511.	
e Remaining amount distributed out of corpus	94,833.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	218,395.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	218,395.			
10 Analysis of line 9				
a Excess from 2012	11,619.			
b Excess from 2013	13,787.			
c Excess from 2014	28,023.			
d Excess from 2015	70,133.			
e Excess from 2016	94,833.			

BAA

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling				►																																										
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)																																							
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2016</th> <th>(b) 2015</th> <th>(c) 2014</th> <th>(d) 2013</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2016	(b) 2015	(c) 2014	(d) 2013																															
Tax year	Prior 3 years			(e) Total																																											
	(a) 2016	(b) 2015	(c) 2014					(d) 2013																																							
b	85% of line 2a																																														
c	Qualifying distributions from Part XII, line 4 for each year listed																																														
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																														
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																														
3	Complete 3a, b, or c for the alternative test relied upon																																														
a	'Assets' alternative test — enter																																														
(1)	Value of all assets																																														
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																														
b	'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																														
c	'Support' alternative test — enter																																														
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																														
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)																																														
(3)	Largest amount of support from an exempt organization																																														
(4)	Gross investment income																																														

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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
<i>a Paid during the year</i> SEE STATEMENT 8				
Total			► 3a	328,100.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion code	
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				
4	Dividends and interest from securities				14 119,931.
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 12,903.
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)				132,834.
13	Total Add line 12, columns (b), (d), and (e)				132,834.

(See worksheet in line 13 instructions to verify calculations)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitation**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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			

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.

Sign
Here

4.11100 J.W.

11/14/19
Date

PRESIDENT

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

—
Tit

Paid Preparer Use Only	FRANK I. URIBE, CPA	<i>[Signature]</i>	11/9/17	self-employed	P00416515
Firm's name	► PROKO URIBE & MAYNARD LLP		Firm's EIN	► 33-0535453	
Firm's address	► 1450 FRAZEE RD STE 310 SAN DIEGO, CA 92108-4340		Phone no	(619) 297-9116	

BAA

Form 990-PF (2016)

2016

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SUSAN SCOTT FOUNDATION

33-0622262

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF RETURNS	\$ 3,729.	\$ 1,865.	\$ 0.	\$ 1,864.
TOTAL	<u>\$ 3,729.</u>	<u>\$ 1,865.</u>	<u>\$ 0.</u>	<u>\$ 1,864.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 41,668.	\$ 41,668.	\$ 0.	\$ 0.
TOTAL	<u>\$ 41,668.</u>	<u>\$ 41,668.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 8,000.			
FOREIGN TAXES PAID ON DIVIDENDS	525.	\$ 525.	\$ 0.	\$ 0.
TOTAL	<u>\$ 8,525.</u>	<u>\$ 525.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 62.			\$ 62.
FACILITIES RENT	18,000.	\$ 9,000.		\$ 9,000.
FILING FEES	105.			105.
SAFE DEPOSIT BOX	50.	25.		25.
STORAGE RENT	2,376.	1,188.		1,188.
TOTAL	<u>\$ 20,593.</u>	<u>\$ 10,213.</u>	<u>\$ 0.</u>	<u>\$ 10,380.</u>

**STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	192.676 LOOMIS SAYLES STRATEGIC ALPHA FUND CLASS Y PURCHASED		3/31/2015	2/05/2016
2	94.64 LOOMIS SAYLES STRATEGIC ALPHA FUND CLASS Y PURCHASED		6/26/2015	2/05/2016
3	107.192 LOOMIS SAYLES STRATEGIC ALPHA FUND CLASS Y PURCHASED		9/30/2015	2/05/2016
4	143.798 LOOMIS SAYLES STRATEGIC ALPHA FUND CLASS Y PURCHASED		12/22/2015	2/05/2016
5	13661.202 BLACKROCK HIGH YIELD BOND FUND CLASS A PURCHASED		3/05/2012	4/22/2016
6	6586.169 BLACKROCK GLOBAL ALLOCATION FUND PURCHASED		12/23/2013	7/21/2016
7	5069.708 EUROPACIFIC GROWTH FUND PURCHASED		10/24/2012	7/21/2016
8	87.335 EUROPACIFIC GROWTH FUND PURCHASED		12/27/2012	7/21/2016
9	46.781 EUROPACIFIC GROWTH FUND PURCHASED		12/27/2013	7/21/2016
10	65.306 EUROPACIFIC GROWTH FUND PURCHASED		12/29/2014	7/21/2016
11	1272.518 EUROPACIFIC GROWTH FUND PURCHASED		6/18/2015	7/21/2016
12	2965.078 THE GROWTH FUND OF AMERICA PURCHASED		6/17/2015	12/09/2016
13	12065.295 JP MORGAN MID-CAP GROWTH PURCHASED		6/08/2015	12/09/2016
14	11593.09 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		6/20/2013	2/05/2016
15	726.79 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		9/25/2013	2/05/2016
16	111.711 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		12/19/2013	2/05/2016
17	312.644 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		3/21/2014	2/05/2016
18	148.362 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		6/20/2014	2/05/2016
19	308.375 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		9/24/2014	2/05/2016
20	632.91 LOOMIS SAYLES STRATEGIC ALPHA FUND PURCHASED		12/19/2014	2/05/2016
21	644.207 VANGUARD INDEX 500 FUND ADMIRAL SHARES PURCHASED		9/18/2014	12/09/2016
22	CAPITAL GAIN DIVIDENDS			

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS) TOTAL \$ 12,903.
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STATEMENT 6
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
SCOTT FAMILY CHAR REMAINDER TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130
SCOTT REVOCABLE LIVING TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GEORGE MCFARLIN 321 POINSETTIA AVE CORONA DEL MAR, CA 92625	PRESIDENT & CEO 1.00	\$ 0.	\$ 0.	\$ 0.
FREDERIC SCHNEIDER 4 PARK PLAZA, SUITE 1025 IRVINE, CA 92614	DIRECTOR 0	0.	0.	0.
CLAUDIA SCHNEIDER 4 PARK PLAZA, SUITE 1025 IRVINE, CA 92614	DIRECTOR 0	0.	0.	0.
TINA MCFARLIN 321 POINSETTIA AVE CORONA DEL MAR, CA 92625	DIRECTOR/SECRE 0	0.	0.	0.
SARAH MCFARLIN 4 PARK PLAZA, SUITE 1025 IRVINE, CA 92614	DIRECTOR 0	0.	0.	0.

SUSAN SCOTT FOUNDATION

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN-SATION</u>	<u>CONTRI-BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
TIM MCFARLIN 4 PARK PLAZA, SUITE 1025 IRVINE, CA 92614	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
TOTAL \$ 0. \$ 0. \$ 0.				

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND-ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BOYS AND GIRLS CLUB SOUTH COAST 1304 CALLE VALLE SAN CLEMENTE CA 92674		PC	GENERAL FUND DONATION	\$ 5,000.
MONARCH SCHOOL 808 WEST CEDAR STREET SAN DIEGO CA 92101		PC	GENERAL FUND DONATION	10,000.
MATTEL CHILDREN'S HOSPITAL AT UCLA 10945 LE CONTE AVE #3132 LOS ANGELES CA 90095		PC	GENERAL FUND DONATION	20,000.
TIMOTHY PENNINGTON IV MEMORIAL FUND 11150 SANTA MONICA BLVD #1200 LOS ANGELES CA 90025		PC	GENERAL FUND DONATION	5,000.
OPERATION RESPECT 2 PENN PLAZA 23RD FLOOR NEW YORK NY 10121		PC	GENERAL FUND DONATION	2,000.
FISHER HOUSE 111 ROCKVILLE PIKE #420 ROCKVILLE MD 20850		PC	GENERAL FUND DONATION	10,000.
HOMES FOR OUR TROOPS 37 MAIN STREET TAUNTON MA 02780		PC	GENERAL FUND DONATION	7,500.

SUSAN SCOTT FOUNDATION

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FREEDOM ALLIANCE 22570 MARKEY COURT, SUITE 240 DULLES VA 20166		PC	GENERAL FUND DONATION	\$ 11,100.
LA BIOMED RESEARCH INSTITUTE 1124 WEST CARSON STREET CARSON CA 90502		PC	GENERAL FUND DONATION	100,000.
THE UCI FOUNDATION STEM CELL 2107 CILLESPIE IRVING CA 92697		PC	GENERAL FUND DONATION	40,000.
THE UCI FOUNDATION (ALZHEIMER'S) 2107 CILLESPIE IRVING CA 92697		PC	GENERAL FUND DONATION	45,000.
THE JAZZ & DEMOCRACY PROJECT 1320 FILLMORE STREET SAN FRANCISCO CA 94415		PC	GENERAL FUND DONATION	7,500.
WOUNDED WARRIOR PROJECT 4899 BELFORT RD., STE. 300 JACKSONVILLE FL 32256		PC	GENERAL FUND DONATION	10,000.
ORANGE COUNTY RONALD MCDONALD HOUSE 383 SOUTH BATAVIA STREET ORANGE CA 92868		PC	GENERAL FUND DONATION	10,000.
COVENANT HOUSE 1325 N. WESTERN AVENUE HOLLYWOOD CA 90027		PC	GENERAL FUND DONATION	5,000.
PROJECT DIGNITY 12020 CHAPMAN AVE. GARDEN GROVE CA 92840		PC	GENERAL FUND DONATION	5,000.
BIG BROTHERS BIG SISTERS OF AMERICA 2202 N. WESTSHORE BLVD, SUITE 455 TAMPA FL 33607		PC	GENERAL FUND DONATION	10,000.
STEM FOR LIFE FOUNDATION 420 LEXINGTON AVE., SUITE 350 NEW YORK NY 10170		PC	GENERAL FUND DONATION	10,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
POLINSKY CHILDREN'S CENTER 9400 RUFFIN CT #B SAN DIEGO CA 92123		PC	GENERAL FUND DONATION	\$ 5,000.
KIPP LA CHARTER SCHOOLS 3601 EAST FIRST STREET LOS ANGELES CA 90063		PC	GENERAL FUND DONATION	10,000.
			TOTAL	\$ <u>328,100.</u>