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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

| | | | |
|---|---|--|--|
| Name of foundation ARBONNE CHARITABLE FOUNDATION | | A Employer identification number 45-5136989 | |
| Number and street (or P O box number if mail is not delivered to street address) 9400 JERONIMO ROAD | | Room/suite | |
| City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92618 | | B Telephone number (see instructions) (949) 770-2610 | |
| G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div> | | D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation | |
| 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 | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 233,957 | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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) | 520,262 | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | 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 _____ | | | | |
| Operating and Administrative Expenses | 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 | 520,262 | 0 | 0 | |
| | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | 0 | 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) | | | | |
| | 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) | 96,792 | 0 | 0 | 96,792 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 96,792 | 0 | 0 | 96,792 |
| | 25 Contributions, gifts, grants paid | 352,140 | | | 486,575 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 448,932 | 0 | 0 | 583,367 |
| | 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | | 71,330 | | | |
| b Net investment income (if negative, enter -0-) | | | 0 | | |
| c Adjusted net income (if negative, enter -0-) | | | | 0 | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | | Beginning of year | End of year | |
|-----------------------------|--|---|----------------|-----------------------|-------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash—non-interest-bearing | 288,788 | 233,957 | 233,957 | | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 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) | | | | | |
| | b | Investments—corporate stock (attach schedule) | | | | | |
| | 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) | | | | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| 15 | Other assets (describe ▶ _____) | 1,199 | 0 | 0 | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 289,987 | 233,957 | 233,957 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 1,473 | 7,006 | | | |
| | 18 | Grants payable | 139,685 | 5,250 | | | |
| | 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 ▶ _____) | 0 | 1,542 | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 141,158 | 13,798 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 0 | 0 | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 148,829 | 220,159 | | | |
| | 30 | Total net assets or fund balances (see instructions) | 148,829 | 220,159 | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) . | 289,987 | 233,957 | | | | |

| 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 | 148,829 |
| 2 | Enter amount from Part I, line 27a | 2 | 71,330 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 220,159 |
| 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 | 220,159 |

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 | | | |
| | | | |
| | | | |
| | | | |
| | | | |

| (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) | 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) (see instructions) 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 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 | 308,065 | 178,702 | 1 723903 |
| 2014 | 305,733 | 125,847 | 2 429402 |
| 2013 | 342,821 | 151,389 | 2 264504 |
| 2012 | 88,742 | 66,634 | 1 331783 |
| 2011 | | | |
| 2 Total of line 1, column (d) | | | 7 749592 |
| 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 | | | 1 937398 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | | | 183,483 |
| 5 Multiply line 4 by line 3 | | | 355,480 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 0 |
| 7 Add lines 5 and 6 | | | 355,480 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 583,367 |

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 | 0 |
| 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 | 0 |
| 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 | 0 |
| 6 | Credits/Payments | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | |
| 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 | 0 |
| 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 | 0 |
| 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 2017 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 | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i> | 1b | No |
| c Did the foundation file Form 1120-POL for this year? | 1c | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0 | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0 | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> | 2 | No |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | No |
| 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? <i>If "Yes," attach the statement required by General Instruction T</i> | 5 | No |
| 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 | Yes |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | 7 | Yes |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ See Additional Data Table | | |
| 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? <i>If "No," attach explanation</i> . | 8b | Yes |
| 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)? <i>If "Yes," complete Part XIV</i> | 9 | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>  | 10 | Yes |

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). | 11 | | 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). | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW ARBONNEFOUNDATION ORG | 13 | Yes | |
| 14 | The books are in care of CARY OKAWA Telephone no (949) 460-1357 | | | |

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| | | | | |
|-----------|--|-----------|------------|-----------|
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 | | | |
| 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No |

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.

| | | | | |
|-----------|--|--|------------|-----------|
| 1a | During the year did the foundation (either directly or indirectly) | | Yes | 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"/> 1b | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/> 1c | | | No |
| 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 ▶ 20____, 20____, 20____, 20____ | | | |
| 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"/> 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 ▶ 20____, 20____, 20____, 20____ | | | |
| 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 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"/> 3b | | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 4a | | | No |
| 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"/> 4b | | | No |

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d) | 5b | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870 | 6b | | No |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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 | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 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 | Title, and average hours per week (b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. ► | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|--|----------|
| 1 TO PROVIDE SUPPORT FOR PROGRAMS AND OPPORTUNITIES THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENAGE GIRLS AND BOYS. THIS SUPPORT MAY BE IN THE NATURE OF PERSONAL CARE, PRODUCT DONATIONS OR GRANTS TO TAX-EXEMPT ORGANIZATIONS CLASSIFIED AS PUBLIC CHARITIES, AND VOLUNTEER SERVICES. | 96,792 |
| 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 | |
| | |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. ► | 0 |

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

| | | | |
|----------|--|-----------|---------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities. | 1a | 0 |
| b | Average of monthly cash balances. | 1b | 186,277 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 186,277 |
| 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 | 186,277 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 2,794 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 183,483 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 9,174 |

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 | 9,174 |
| 2a | Tax on investment income for 2016 from Part VI, line 5. | 2a | |
| b | Income tax for 2016 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 0 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 9,174 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 9,174 |
| 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 | 9,174 |

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 | 583,367 |
| 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 | 583,367 |
| 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 | 583,367 |

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 | | | | 9,174 |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| 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. 85,820 | | | | |
| c From 2013. 335,252 | | | | |
| d From 2014. 299,441 | | | | |
| e From 2015. 299,130 | | | | |
| f Total of lines 3a through e. | 1,019,643 | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 583,367 | | | | |
| 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. | | | | 9,174 |
| e Remaining amount distributed out of corpus | 574,193 | | | |
| 5 Excess distributions carryover applied to 2016 (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 | 1,593,836 | | | |
| 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 | 1,593,836 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012. 85,820 | | | | |
| b Excess from 2013. 335,252 | | | | |
| c Excess from 2014. 299,441 | | | | |
| d Excess from 2015. 299,130 | | | | |
| e Excess from 2016. 574,193 | | | | |

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 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 organization 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))

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

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 email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 <i>Paid during the year</i> See Additional Data Table | | | | |
| Total ▶ 3a | | | | 486,575 |
| b <i>Approved for future payment</i> BIG BROTHERS BIG SISTERS OF BUCKS COUNTY 2875 YORK ROAD JAMISON, PA 18929 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,750 |
| GIRLS ON THE RUN OF NOVA 10560 MAIN STREET SUITE 514 FAIRFAX, VA 22030 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| | | | | |
| Total ▶ 3b | | | | 5,250 |

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) 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 | | | | | |
| 4 Dividends and interest from securities. . . . | | | | | |
| 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 | | | | | |
| 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). . | | 0 | | 0 | 0 |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | 13 | | 0 |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

**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.

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

**Paid
Preparer
Use Only**

| | | | | |
|--|----------------------|------------------------|---|-------------------------|
| Print/Type preparer's name JAMES A BERMUDEZ | Preparer's Signature | Date 2017-05-02 | Check if self-employed <input type="checkbox"/> | PTIN P00099878 |
| Firm's name ► ALMICH & ASSOCIATES | | | | Firm's EIN ► 33-0526284 |
| Firm's address ► 26463 RANCHO PARKWAY SOUTH LAKE FOREST, CA 92630 | | | | Phone no (949) 600-7550 |

Form 990PF Part VII-A Line 8a

| | |
|---|--|
| Enter the states to which the foundation reports or with which it is registered | AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY |
|---|--|

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|--------------------------------------|---|---|---|---------------------------------------|
| KATHERINE NAPIER | PRESIDENT 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| ASHLEY GOOD | DIRECTOR, ACTING CHAIR 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| GEOFFREY PANKAU | TREASURER 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| BERNADETTE CHALA | SECRETARY 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| STIAN MORCK | DIRECTOR 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| COURTNEY JANES | EXECUTIVE DIRECTOR 40 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| JULIA SMART | FOUNDATION DEVELOPMENT COORDINATOR 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| MICHAEL DARMINIO | DIRECTOR 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| NALLELY PRATZ | FOUNDATION ADMINISTRATOR 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |
| KAEI BENVENUTO | FUNDRAISING & DEVELOPMENT MANAGER 1 00 | 0 | 0 | 0 |
| 9400 JERONIMO RD IRVINE, CA 92618 | | | | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| PROJECT RETURN 124 NORTH COMPO ROAD WESTPORT, CT 06880 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE LOS ANGELES, CA 90011 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| AHA ATTITUDE HARMONY ACHIEVEMENT 1209 DE LA VINA ST SUITE A SANTA BARBARA, CA 93101 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ARIZONA FRIENDS OF FOSTER CHILDREN FOUNDATION 1645 E MISSOURI SUITE 450 PHOENIX, AZ 85016 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| BACK BAY YOUTH RUGBY CLUB 2200 CANYON DRIVE SUITE B6 COSTA MESA, CA 92627 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,800 |
| BAY AREA WILDERNESS TRAINING A PROJECT OF EARTH ISLAND INSTITUTE 1050 EAST 8TH STREET OAKLAND, CA 94606 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| BIG BROTHERS BIG SISTERS OF GREATER PITTSBURGH 5989 CENTRE AVENUE PITTSBURGH, PA 15206 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| BOYS & GIRLS CLUB OF DUNDEE TOWNSHIP 20 S GROVE ST SUITE 201 CARPENTERSVILLE, IL 60110 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| BOYS & GIRLS CLUB OF THE EAST VALLEY 2602 W BASELINE ROAD SUITE 25 MESA, AZ 85202 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| BRIDGEWAY RECOVERY SERVICES 250 CHURCH ST SE SUITE 202 SALEM, OR 97301 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CALIFORNIA YOUTH SERVICES (CYS) 23282 MILL CREEK DRIVE SUITE 130 LAGUNA HILLS, CA 92653 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CAMP CHALLENGE INC 510 DONALDSON DRIVE DEBARY, FL 32713 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,000 |
| CAMP FIRE CENTRAL COAST 340 POMEROY AVE PISMO BEACH, CA 93449 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| CAMPFIRE NEW JERSEY 535 EAST FRANKLIN STREET TRENTON, NJ 08610 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| CASA OF ORANGE COUNTY 1505 E 17TH ST SUITE 214 SANTA ANA, CA 92705 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,750 |
| Total ▶ 3a | | | | 486,575 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| CHICAGO LIGHTS 126 E CHESTNUT ST CHICAGO, IL 60611 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| CON MI MADRE 1925 SAN JACINTO BLVD STOP D3500 AUSTIN, TX 78712 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| CRISPIN'S HOUSE COALITION FOR YOUTH PO BOX 411 GOFFSTOWN, NH 03045 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| DIAMOND IN THE RAW 5315 S CHARITON AVE LOS ANGELES, CA 90056 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| FAITH MOTIVATED FOUNDATION 3280 WEST 103RD PLACE WESTMINSTER, CO 80031 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| FRAMEWORKS OF TAMPA BAY INC 402 E OAK AVENUE TAMPA, FL 33602 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| G ALEX FOUNDATION 7575 W WASHINGTON AVENUE SUITE 127-462 LAS VEGAS, NV 89128 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GAY & LESBIAN COMMUNITY SERVICES CENTER OF OC 1605 N SPURGEON ST SANTA ANA, CA 92701 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GIRLS ON THE RUN OF EASTERN IOWA PO BOX 3222 IOWA CITY, IA 52244 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GIRLS ON THE RUN OF WILLAMETTE VALLEY PO BOX 27 CORVALLIS, OR 97330 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,800 |
| GRASSROOTS COMMUNITY FOUNDATION 59 MAIN STREET WEST ORANGE, NJ 07052 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BOULEVARD SIXTH FLOOR LOS ANGELES, CA 90048 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| JUNIOR ACHIEVEMENT OF ORANGE COUNTY 301 E 17TH STREET STE 202 COSTA MESA, CA 92627 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| LSWAG 5775 WAYZATA BLVD 700 ST LOUIS PARK, MN 55416 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| NEWBERG CATALYST HIGH SCHOOL 1421 DEBORAH RD NEWBERG, OR 97132 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| Total ▶ 3a | | | | 486,575 |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| PATHWAY CARING FOR CHILDREN 4895 DRESSLER ROAD NW SUITE A CANTON, OH 44718 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,976 |
| PEI KIDS 231 LAWRENCE ROAD LAWRENCEVILLE, NJ 08648 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| PEOPLE ATTEMPTING TO HELP (PATH) 402 W FRONT STREET TYLER, TX 75702 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,026 |
| PURE GAME 14 TRICOLORED LANE ALISO VIEJO, CA 92705 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| RAD CAMP INC 18025 SKY PARK CIRCLE STE B IRVINE, CA 92614 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| SAFE PASSAGE 7120 HAYVENHURST SUITE 314 VAN NUYS, CA 91406 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| SHE'S THE FIRST PO BOX 20483 NEW YORK, NY 10023 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| SUNNY SHORES SEA CAMP 12525 79TH STREET FELLSMERE, FL 32948 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,500 |
| TEACH ONE TO LEAD ONE (CELEBRATE LIFE INT'L) PO BOX 790 VANCOUVER, WA 986660790 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| TEEN ESTEEM PO BOX 966 DANVILLE, CA 94526 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| TEEN LIVING PROGRAMS 162 W HUBBARD SUITE 400 CHICAGO, IL 60654 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| THE BOYS & GIRLS CLUB OF BUENA PARK 7758 KNOTT AVENUE BUENA PARK, CA 90620 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| THE CENTER FOR RELATIONSHIP EDUCATION 8101 EAST BELLEVIEW SUITE G DENVER, CO 80237 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| THE ORANGE COUNTY BAR FOUNDATION (OCBF) 313 N BIRCH STREET 2ND FLOOR SANTA ANA, CA 92701 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| TOPOCK 66 FOUNDATION 14999 HISTORIC ROUTE 66 TOPOCK, AZ 86436 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,200 |
| Total ► 3a | | | | 486,575 |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| U & IMPROVED LEADERSHIP FOUNDATION 9383 BELL RD STE 610 SCOTTSDALE, AZ 85260 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,024 |
| VANGUARD UNIVERSITY - LIVE TO LIVE (HUMAN TRAFFICKING) 55 FAIR DR COSTA MESA, CA 92626 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| YOUTH MENTORING CONNECTION 1818 S WESTERN AVE 505 LOS ANGELES, CA 90006 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,120 |
| AHWATUKEE YMCA 1030 E LIBERTY LANE PHOENIX, AZ 85048 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| TRANSFORMATION MINISTRIES NAPPANEE MISSIONARY CHURCH 1519 PORTAGE AVENUE SOUTH BEND, IN 46616 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,607 |
| THE BUTTERFLY FOUNDATION 103 ALEXANDER STREET CROWS NEST, NEW SOUTH WALES AS | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,607 |
| I HAVE A DREAM FOUNDATION LOS ANGELES 3580 WILSHIRE BLVD SUITE 720 LOS ANGELES, CA 90010 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| A WOMAN'S PLACE PO BOX 299 DOYLESTOWN, PA 18901 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| ALBANY PUBLIC SCHOOLS FOUNDATION PO BOX 1772 ALBANY, OR 97321 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| BIG BROTHERS BIG SISTERS OF MONMOUTH & MIDDLESEX COUNTIES 305 BOND STREET ASBURY PARK, NJ 07712 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| BLUEMONT CONCERT SERIES LTD PO BOX 802 BERRYVILLE, VA 22611 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| BOYS & GIRLS AID 018 SW BOUNDARY COURT PORTLAND, OR 97239 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| BOYS & GIRLS CLUB OF BURBANK AND GREATER EAST 2244 N BUENA VISTA ST BURBANK, CA 91504 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| BROWNSBORO ALLIANCE PO BOX 516 CRESTWOOD, KY 40014 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| Total ► | | | | 486,575 |
| 3a | | | | |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CAMP NO LIMITS 3519 HOPELAND ROAD FREDERICK, MD 21704 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CAMP TLC (TOGETHER LIVING A CHALLENGE) 1720 N FULLER AVENUE LOS ANGELES, CA 90046 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| CANCER SUPPORT COMMUNITY ARIZONA 10888 NORTH 70TH STREET 174 SCOTTSDALE, AZ 85254 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CAREERS THROUGH CULINARY ARTS PROGRAM 505 EIGHTH AVENUE SUITE 1400 NEW YORK, NY 10018 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| CASA DE LA FAMILIA 1650 E 4TH ST SUITE 100 SANTA ANA, CA 92701 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CASA YOUTH SHELTER 10911 REAGAN ST LOS ALAMITOS, CA 90720 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,800 |
| CATERINA'S CLUB 887 S ANAHEIM BLVD ANAHEIM, CA 92805 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| CHICAGO TRAINING CENTER PO BOX 7076 CHICAGO, IL 60680 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| CIRCESTEEM INC 4730 N SHERIDAN RD CHICAGO, IL 60640 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| COURT APPOINTED SPECIAL ADVOCATES OF TRAVIS COUNTY 7701 N LAMAR BLVD SUITE 301 AUSTIN, TX 78752 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| EMPOWERMT 1124 CEDAR STREET MISSOULA, MT 59802 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,500 |
| END DOMESTIC ABUSE WISCONSIN 1245 E WASHINGTON AVE SUITE 150 MADISON, WI 53703 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| FAMILY & CHILDREN'S PLACE 525 ZANE AVE LOUISVILLE, KY 40203 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| FITGIRL INC 4611 SOUTH 96TH STREET SUITE 135 OMAHA, NE 68127 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| FOR CHILDREN'S SAKE OF VIRGINIA 14900 BOGLE DR SUITE 200 CHANTILLY, VA 20151 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,625 |
| Total ► | | | | 486,575 |
| 3a | | | | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| GLOW 1202 N BROADWAY SANTA ANA, CA 92701 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GIRLS EMPOWERMENT NETWORK PO BOX 3122 AUSTIN, TX 78704 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULARINO D-290 COSTA MESA, CA 92626 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| GIRLS ON THE RUN SAN DIEGO PO BOX 230544 ENCINITAS, CA 92023 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GRAHAM WINDHAM ONE PIERREPONT PLAZA SUITE 901 BROOKLYN, NY 11201 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| MASK (MOTHERS AWARENESS ON SCHOOL-AGE KIDS) 8937 EAST BELL ROAD 202 SCOTTSDALE, AZ 85260 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| MIDDLE EARTH 520 NORTH BRIDGE STREET PO BOX 8045 BRIDGEWATER, NJ 08807 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| NEXT GENERATION YOUTH DEVELOPMENT INC 462 MEMORY LANE STE 160 DAWSONVILLE, GA 30534 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| NOT FOR SALE 2225 3RD STREET SAN FRANCISCO, CA 94703 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ORANGEWOOD FOUNDATION 1575 E 17TH STREET SANTA ANA, CA 92705 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| QUAD CITY ARTS 1715 2ND AVENUE ROCK ISLAND, IL 61201 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ROCK TO THE FUTURE PO BOX 29324 PHILADELPHIA, PA 19125 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| SIMON SAYS GIVE PO BOX 211172 EAGAN, MN 55121 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| SISTER CITIES GIRLCHOIR PO BOX 15277 PHILADELPHIA, PA 19125 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,000 |
| STEPHEN J WAMPLER FOUNDATION 941 ORANGE AVENUE STE 440 CORONADO, CA 92118 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| Total ► 3a | | | | 486,575 |

| Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|--|---------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| THE BRIDGE TEEN CENTER 15555 S 71ST CT ORLAND PARK, IL 60462 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| THE HEARTBEAT MOVEMENT 11930 KLING ST APT 20 VALLEY VILLAGE, CA 91607 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| THE LOPPET FOUNDATION 1301 THEODORE WIRTH PKWY MINNEAPOLIS, MN 55422 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| THE PEACE CENTER 102 W MAPLE AVE LANGHORNE, PA 19047 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| VISTA MARIA 20651 W WARREN AVE DEARBORN HEIGHTS, MI 48127 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| WORKING WARDROBES FOR A NEW START 1851 KETTERING STREET IRVINE, CA 92614 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 6,530 |
| YOUNG ANGELS OF AMERICA 1550 MICHAEL LANE PACIFIC PALISADES, CA 90272 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| YWCA MISSOULA 1130 W BROADWAY MISSOULA, MT 59802 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,025 |
| NEW YORK SKI EDUCATIONAL FOUNDATION PO BOX 300 WILMINGTON, NY 12997 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,000 |
| ASSISTANCE LEAGUE OF SAN LUIS OBISPO COUNTY PO BOX 14904 SAN LUIS OBISPO, CA 93406 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| BBBS OF MONMOUTH & MIDDLESEX COUNTIES 305 BOND STREET ASBURY PARK, NJ 07712 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| BIG BROTHERS BIG SISTERS OF VENTURA COUNTY 4001 MISSION OAKS BLVD STE J CAMARILLO, CA 93012 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| BOYS & GIRLS CLUB OF LENAWEE 340 E CHURCH STREET SUITE A ADRIAN, MI 49221 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,350 |
| BROWNSBORO ALLIANCE PO BOX 516 CRESTWOOD, KY 40014 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| CHAMP COMMUNITY PROJECT 9401 S RACINE CHICAGO, IL 60620 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| Total ► 3a | | | | 486,575 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CAMP TLC (TOGETHER LIVING A CHALLENGE) PO BOX 474 SANTA MONICA, CA 90401 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,650 |
| CAPTAIN YOUTH AND FAMILY SERVICES 5 MUNICIPAL COURT SUITE 3 CLIFTON PARK, NY 12065 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,200 |
| CHICAGO TRAINING CENTER PO BOX 7076 CHICAGO, IL 60680 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| COLORADO UPLIFT 3914 KING STREET DENVER, CO 80211 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| EDACTS GLOBAL INC PO BOX 2983 CHINO HILLS, CA 91709 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| FAMILY & CHILDREN'S PLACE 525 ZANE AVE LOUISVILLE, KY 40203 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| GIRL SCOUTS OF ALASKA 3911 TURNAGAIN BLVD EAST ANCHORAGE, AK 99517 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| GIRLS EMPOWERMENT NETWORK PO BOX 3122 AUSTIN, TX 78704 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULARINO D-290 COSTA MESA, CA 92626 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| GIRLS ON THE RUN OF SAN DIEGO PO BOX 722693 SAN DIEGO, CA 92172 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| GRAHAM WINDHAM 33 IRVING PLACE NEW YORK, NY 10003 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ICCS TEENREACH 825 18TH STREET CHARLESTON, IL 61920 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| JCC ROCKLAND 450 WEST NYACK ROAD WEST NYACK, NY 10994 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,400 |
| KIDSAVE 100 CORPORATE POINTE SUITE 380 CULVER CITY, CA 90230 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| LAURA'S HOUSE 999 CORPORATE DRIVE SUITE 225 LADERA RANCH, CA 92694 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| Total ► 3a | | | | 486,575 |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| MARINA DEL REY OUTRIGGER CANOE CLUB PO BOX 9931 MARINA DEL REY, CA 90295 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| MASK (MOTHERS AWARENESS ON SCHOOL-AGE KIDS) 8937 EAST BELL ROAD 202 SCOTTSDALE, AZ 85260 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,650 |
| MIDDLE EARTH 520 NORTH BRIDGE STREET BRIDGEWATER, NJ 08807 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,070 |
| NEW DAY FOR CHILDREN PO BOX 439 ALAMO, CA 94507 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,950 |
| OASIS - A HAVEN FOR WOMEN AND CHILDREN 59 MILL STREET PATERSON, NJ 07501 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ORANGE COUNTY CHILD ABUSE PREVENTION CENTER 500 S MAIN STREET SUITE 1100 ORANGE, CA 92868 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| ORANGEWOOD CHILDREN'S FOUNDATION 1575 E 17TH STREET SANTA ANA, CA 92705 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| RAYS OF LIGHT PHILANTHROPIC 20555 DEVONSHIRE STREET 237 CHATSWORTH, CA 91311 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,250 |
| ROCK TO THE FUTURE PO BOX 29324 PHILADELPHIA, PA 19125 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| SISTAKEEPER 3633 MARIETTA DR STE C FLORISSANT, MO 63033 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| SISTER CITIES GIRLCHOIR PO BOX 15277 PHILADELPHIA, PA 19125 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 4,000 |
| ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| STORYCATCHERS THEATRE 544 W OAK STREET SUITE 1005 CHICAGO, IL 60610 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| THE BOYS & GIRLS CLUB OF BUENA PARK 7758 KNOTT AVENUE BUENA PARK, CA 90620 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,800 |
| THE BOYS & GIRLS CLUB OF BURBANK AND GREATER EAST VALLEY 2244 N BUENA VISTA BURBANK, CA 91504 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 3,000 |
| Total ► | | | | 486,575 |
| 3a | | | | |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| THE CORRAL RIDING ACADEMY 3620 KILDAIRE FARM RD CARY, NC 27518 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| THE CRYSTAL LAKE TEEN CENTER-THE BREAK 6292 NORTHWEST HIGHWAY CRYSTAL LAKE, IL 60014 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,800 |
| THE LAUNCH PAD TEEN CENTER 1660 S CITY VIEW TRAIL PRESCOTT, AZ 86303 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,000 |
| THE VIOLA PROJECT 1020 W BRYN MAWR AVE CHICAGO, IL 60660 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,500 |
| TOUCHSTONE FARM 13 PONY FARM LANE TEMPLE, NH 03458 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,000 |
| VISTA MARIA 2788 STEAMBOAT SPRINGS ROCHESTER HILLS, MI 48127 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 5,000 |
| WEST YAVAPAI GUIDANCE CLINIC FOUNDATION 3343 N WINDSONG DR PRESCOTT VALLEY, AZ 86314 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,500 |
| WORKING WARDROBES FOR A NEW START 3030 PULLMAN STREET SUITE A COSTA MESA, CA 92626 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 6,625 |
| YAAK VALLEY FOREST COUNCIL 265 RIVERVIEW DRIVE TROY, MT 59935 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 1,000 |
| YWCA MISSOULA 1130 W BROADWAY MISSOULA, MT 59802 | | PC | EMPOWERING TEENS AND BUILDING CONFIDENCE | 2,940 |
| Total ▶ | | | | 486,575 |
| 3a | | | | |

TY 2016 Other Assets Schedule

Name: ARBONNE CHARITABLE FOUNDATION

EIN: 45-5136989

Other Assets Schedule

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|---------------------|-----------------------------------|-----------------------------|------------------------------------|
| DUE FROM AFFILIATES | 1,199 | 0 | 0 |

TY 2016 Other Expenses Schedule**Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------------------------------------|--------------------------|------------------------|---|
| FUNDRAISING EXPENSE | 96,792 | 0 | 0 | 96,792 |
| OFFICE EXPENSES | 0 | 0 | 0 | 0 |

TY 2016 Other Liabilities Schedule**Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|-------------------|-----------------------------------|-----------------------------|
| DUE TO AFFILIATES | 0 | 1,542 |

**TY 2016 Substantial Contributors
Schedule****Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989

| Name | Address |
|-----------------------|--|
| ARBONNE INTERNATIONAL | 9400 JERONIMO ROAD IRVINE, CA 92618 |
| FUSION PACKAGING I LP | 13628A BETA ROAD SUITE A DALLAS, TX 752444531 |