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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation GSF FOUNDATION		A Employer identification number 46-0501728
Number and street (or P.O. box number if mail is not delivered to street address) 18301 VON KARMAN AVENUE	Room/suite 1100	B Telephone number 949-247-8000
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92612		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,355,478.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		11,303,134.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		564.	564.		STATEMENT 1
4 Dividends and interest from securities		456.	456.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		11,304,154.	1,020.	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					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		21.	0.	0.	10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		164,830.	0.	0.	163,609.
24 Total operating and administrative expenses. Add lines 13 through 23		164,851.	0.	0.	163,619.
25 Contributions, gifts, grants paid		839,633.			839,633.
26 Total expenses and disbursements. Add lines 24 and 25		1,004,484.	0.	0.	1,003,252.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		10,299,670.			
b Net investment income (if negative, enter -0-)			1,020.		
c Adjusted net income (if negative, enter -0-)				0.	

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

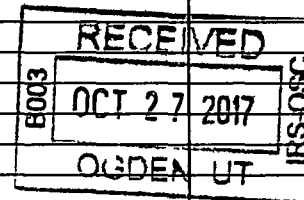
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	942,729.	11,292,112.	11,292,112.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	42,156.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	68,625.	63,366.	63,366.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,053,510.	11,355,478.	11,355,478.
17 Accounts payable and accrued expenses		3,440.	4,661.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	3,440.	4,661.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,050,070.	11,350,817.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,050,070.	11,350,817.		
31 Total liabilities and net assets/fund balances	1,053,510.	11,355,478.		

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	1,050,070.
2 Enter amount from Part I, line 27a	2	10,299,670.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,077.
4 Add lines 1, 2, and 3	4	11,350,817.
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	11,350,817.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,064,753.	1,148,105.	.927400
2014	3,410,759.	1,740,785.	1.959322
2013	3,806,596.	1,809,917.	2.103188
2012	3,323,978.	1,557,505.	2.134168
2011	4,299,393.	2,108,769.	2.038816

2 Total of line 1, column (d)	2	9.162894
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	1.832579
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,675,892.
5 Multiply line 4 by line 3	5	3,071,204.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10.
7 Add lines 5 and 6	7	3,071,214.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,003,252.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	20.
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	20.
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	20.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		40.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		20.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 20. / Refunded ☐	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ AZ, CA, FL, GA, HI, IL, MO, NC, NV, NY, OR, SC, TX, VA, WA, WI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GSFFFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>GOLDEN STATE FOODS CORP.</u> Telephone no. ► <u>949-247-8000</u> Located at ► <u>18301 VON KARMAN AVE., SUITE 1100, IRVINE, CA</u> ZIP+4 ► <u>92612</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		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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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? If "Yes," list the years ►		X
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,902.
b	Average of monthly cash balances	1b	1,686,511.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,701,413.
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	1,701,413.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,521.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,675,892.
6	Minimum investment return. Enter 5% of line 5	6	83,795.

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	83,795.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	20.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,775.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,775.
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	83,775.

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	1,003,252.
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	1,003,252.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,003,252.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				83,775.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	4,193,973.			
b From 2012	3,246,115.			
c From 2013	3,716,112.			
d From 2014	3,323,733.			
e From 2015	1,007,359.			
f Total of lines 3a through e	15,487,292.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	1,003,252.			
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				83,775.
e Remaining amount distributed out of corpus	919,477.			
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	16,406,769.			
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 instr.			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	4,193,973.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	12,212,796.			
10 Analysis of line 9:				
a Excess from 2012	3,246,115.			
b Excess from 2013	3,716,112.			
c Excess from 2014	3,323,733.			
d Excess from 2015	1,007,359.			
e Excess from 2016	919,477.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A CHILD'S VOICE ADVOCACY CENTER 1132 USHER STREET, ROOM 313 CONYERS, GA 30014		PC	GENERAL SUPPORT	31,382.
ALL ABOUT FOOD 166 S. WOODLAWN DRIVE ORANGE, CA 92869		PC	GENERAL SUPPORT	3,000.
AUTISM SOCIETY OF NORTH CAROLINA 505 OBERLIN ROAD, #230 RALEIGH, NC 27605		PC	GENERAL SUPPORT	2,000.
BACKPACKS (VARIOUS SCHOOLS)		PC	GENERAL SUPPORT	195,975.
BEST FOOT FORWARD 9045 LA FONTANTA BLVD., STE. 108 BOCA RATON, FL 33434		PC	GENERAL SUPPORT	29,767.
Total	SEE CONTINUATION SHEET(S)			839,633.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2016)

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here   **SECRETARY**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization

GSF FOUNDATION

Employer identification number

46-0501728

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ARAMARK UNIFORM SERVICES 115 N. FIRST STREET BURBANK, CA 91502	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	BATORY FOODS 400 INTERSTATE NORTH PARKWAY ATLANTA, GA 30339	\$ 5,080.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	BEMIS COMPANY, INC. ONE NEENAH CENTER, 4TH FLOOR NEENAH, WI 54957	\$ 5,160.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	CRAFTSMEN TRAILER 3755 MUELLER ROAD ST. CHARLES, MO 63301	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	DANIEL BRADHAM 184 ROCKY MEADOW DRIVE GILBERT, SC 29054	\$ 6,060.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	FOOD SAFETY NET SERVICES 199 W. RHAPSODY DRIVE SAN ANTONIO, TX 78216	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	FRANK LISTI 1939 PORT TOWNSEND CIRCLE NEWPORT BEACH, CA 92660	\$ 20,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
8	JAY SHIELDS 1 FOX RUN LANE ST. LOUIS, MO 63131	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9	JOHN PAGE 19 WEDGEWOOD LANE LADERA RANCH, CA 92694	\$ 6,760.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10	MARK WETTERAU 19 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
11	MCDONALDS ASSOC OF THE CAROLINAS 3120 WELLONS BLVD NEW BERN, NC 28652	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
12	MIKE WAITUKAITIS 13625 LAKESIDE PLACE DRIVE WILLIS, TX 77318	\$ 5,580.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	MORNING STAR PACKING 2211 OLD HIGHWAY 99 WEST WILLIAMS, CA 95987	\$ 27,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
14	NABIL EL-HAGE 1315 AVE ASHFORD, #1101 SAN JUAN, PR 00907	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
15	PRATT INDUSTRIES 1800-B SARASOTA BUSINESS PARKWAY NE CONYERS, GA 30013	\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
16	RADO MECHANICAL GROUP 341 GEES MILL BUSINESS PARKWAY NE CONYERS, GA 30013	\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
17	ROBERT WOLPERT 28391 AVENIDA LA MANCHA SAN JUAN CAPISTRANO, CA 92675	\$ 5,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
18	SIOUX HONEY ASSOCIATION 301 LEWIS BLVD. SIOUX CITY, IA 51102	\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	WAGNER SERVICE SOLUTIONS P.O. BOX 1556 COVINGTON, GA 30015	\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
20	BANKDIRECT CAPITAL FINANCE 150 N FIELD DRIVE LAKE FORREST, CA 60045	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
21	CAROLINA HANDLING RAYMOND PO BOX 7548 CHARLOTTE, NC 28241	\$ 6,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
22	LARRY TANDOI 21716 23RD STREET COURT EAST LAKE TAPPS, WA 98391	\$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
23	RITE HITE 8900 N. ARBON DRIVE MILWAUKEE, WI 53223	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
24	ROADRUNNER TRUCKLOAD PLUS 7430 E BUTHERUS DRIVE, SUITE F SCOTTSDALE, AZ 85260	\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	SIGMA LOGISTICS 55 CHAMISA ROAD, STE B COVINGTON, GA 30016	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
26	SOUTHEASTERN MILLS 333 OLD LINDALE ROAD ROME, GA 30161	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
27	SUN TRUST BANK 303 PEACHTREE STREET NE, 3RD FLOOR ATLANTA, GA 30308	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
28	TRAVELERS INDEMNITY ONE TOWER SQUARE, 7GS HARTFORD, CT 06183	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
29	GOLDEN STATE FOODS CORP. 18301 VON KARMAN AVE., STE 1100 IRVINE, CA 92612	\$ 10,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLACKHURST ELEMENTARY 2000 ELM STREET ST. CHARLES, MO 63301		PC	GENERAL SUPPORT	5,419.
BOY SCOUTS OF AMERICA YELLOW RIVER DISTRICT 1800 CIRCLE 75 PARKWAY ATLANTA, GA 30339		PC	GENERAL SUPPORT	12,500.
BOYS & GIRLS CLUB OF FT ATKINSON 734 MADISON AVE PORT ATKINSON, WI 53538		PC	GENERAL SUPPORT	800.
BOYS & GIRLS CLUB OF METRO ATLANTA 100 EDGEWOOD AVE, #700 ATLANTA, GA 30303		PC	GENERAL SUPPORT	20,000.
BOYS & GIRLS CLUB OF WEST SAN GABRIEL VALLEY 328 S. RAMONA AVE MONTEREY PARK, CA 91754		PC	GENERAL SUPPORT	5,000.
BOYS & GIRLS CLUB OF WESTMINSTER 1440 CHESTNUT AVE WESTMINSTER, CA 92683		PC	GENERAL SUPPORT	4,672.
BOYS & GIRLS HAVEN 2301 GOLDSMITH LANE LOUISVILLE, KY 40218		PC	GENERAL SUPPORT	10,000.
BUILD-A-BIKE (VARIOUS CHARITABLE ORGANIZATIONS)		PC	GENERAL SUPPORT	94,604.
CAMP WONDER HANDS 1600 MARION STREET COLUMBIA, SC 29202		PC	GENERAL SUPPORT	2,500.
CANNING HUNGER INC 407 W. IMPERIAL HWY, H313 BREA, CA 92821		PC	GENERAL SUPPORT	2,500.
Total from continuation sheets				577,509.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATERINA'S CLUB 887 S. ANAHEIM BLVD ANAHEIM, CA 92805		PC	GENERAL SUPPORT	5,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PC	GENERAL SUPPORT	15,000.
CHRISTMAS FAMILIES VARIOUS CHARITABLE ORGANIZATIONS		PC	GENERAL SUPPORT	919.
CITRUS VALLEY HEALTH FOUNDATION 1115 S. SUNSET AVENUE WEST COVINA, CA 91790		PC	GENERAL SUPPORT	6,000.
COATS VARIOUS SCHOOLS & ORGANIZATIONS		PC	GENERAL SUPPORT	8,138.
COMMUNITY OF HOPE MINISTRIES P.O. BOX 1004 GARNER, NC 27529		PC	GENERAL SUPPORT	3,000.
CRAFTSMEN TRAILER LLC C/O BLACKHURST ELEMENTARY 3755 MUELLER ROAD ST.CHARLES, MO 63301		PC	GENERAL SUPPORT	1,000.
DREAM STREET FOUNDATION 324 S. BEVERLY DRIVE, SUITE 500 BEVERLY HILLS, CA 90212		PC	GENERAL SUPPORT	10,000.
EMERGENCY FOOD NETWORK 3318 92ND STREET SOUTH LAKEWOOD, WA 98499		PC	GENERAL SUPPORT	5,000.
FAMILY ASSESSMENT COUNSELING EDUCATION SERVICES 1015 E. CHAPMAN AVENUE, SUITE A FULLERTON, CA 92831		PC	GENERAL SUPPORT	3,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FEDERAL WAY BOYS & GIRLS CLUB ADOPT-A-FAMILY		PC	GENERAL SUPPORT	603.
FRAGILE KIDS FOUNDATION 3350 RIVERWOOD PARKWAY, #1400 ATLANTA, GA 30339		PC	GENERAL SUPPORT	6,862.
FRIENDS OF THE CHILDREN'S MUSEUM AT LA HABRA 310 S. EUCLID STREET LA HABRA, CA 90631		PC	GENERAL SUPPORT	2,500.
FRISTERS 17815 SKY PARK CIRCLE, SUITE H IRVINE, CA 92614		PC	GENERAL SUPPORT	5,000.
GARDENEERS 3648 INDIAN WELLS LANE NORTHBROOK, IL 60062		PC	GENERAL SUPPORT	5,000.
GIRL SCOUTS OF GREATER ATLANTA 5601 N. ALLEN ROAD MABELTON, GA 30126		PC	GENERAL SUPPORT	8,000.
GOALS FOR LIFE 13100 STUDEBAKER ROAD NORWALK, CA 90650		PC	GENERAL SUPPORT	5,000.
HAPPY HATS FOR KIDS IN HOSPITALS 923 VAN NESS AVENUE TORRANCE, CA 90501		PC	GENERAL SUPPORT	2,500.
HOLIDAY GIVING VARIOUS CHARITABLE ORGANIZATIONS		PC	GENERAL SUPPORT	500.
HOPE SCHOOL 7901 KNOTT AVENUE BUENA PARK, CA 90620		PC	GENERAL SUPPORT	5,250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUMAN OPTIONS P.O. BOX 53745 IRVINE, CA 92619		PC	GENERAL SUPPORT	5,000.
HUNKAPI CAMP 11250 E. ARABIAN PARK DRIVE SCOTTSDALE, AZ 85259		PC	GENERAL SUPPORT	3,655.
INLAND VALLEY HOPE PARTNERS 1753 N PARK AVENUE POMONA, CA 91768		PC	GENERAL SUPPORT	1,000.
J.F. SHEA THERAPEUTIC RIDING CENTER 26284 OSO ROAD SAN JUAN CAPISTRANO, CA 92675		PC	GENERAL SUPPORT	10,000.
KATE'S CLUB 1190 W. DRUID HILLS DRIVE NE, #T-80 ATLANTA, GA 30329		PC	GENERAL SUPPORT	5,000.
KIDWORKS 1902 W. CHESTNUT AVENUE SANTA ANA, CA 92703		PC	GENERAL SUPPORT	5,280.
LAGUNA ART MUSEUM 307 CLIFF DRIVE LAGUNA BEACH, CA 92651		PC	GENERAL SUPPORT	3,600.
LAKE MURRAY POWER SQUADRON 2790 JOHNSON MARINA ROAD CHAPIN, SC 29036		PC	GENERAL SUPPORT	1,200.
LINDQUIST DENTAL CLINIC 130 131ST STREET SOUTH TACOMA, WA 98444		PC	GENERAL SUPPORT	10,000.
LOVE OUR CHILDREN 2650 S. MYRTLE AVENUE, #B3 MONROVIA, CA 91016		PC	GENERAL SUPPORT	5,400.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOVELL ELEMENTARY SCHOOL - UNIFORMS 815 ROGER WILLIAMS ROAD APOPKA, FL 32703		PC	GENERAL SUPPORT	2,000.
MARYVALE REVITALIZATION CORP. 3454 N. 51ST AVENUE, #130 PHOENIX, AZ 85031		PC	GENERAL SUPPORT	2,500.
ME FINE FOUNDATION 5100 US HIGHWAY 70 EAST PRINCETON, NC 27569		PC	GENERAL SUPPORT	3,000.
MOTHER 2 MANY P.O. BOX 7354 BONNEY LAKE, WA 98391		PC	GENERAL SUPPORT	1,000.
NEMOURS CHILDREN HEALTH 10140 CENTURION PKWY N. JACKSONVILLE, FL 32256		PC	GENERAL SUPPORT	933.
NO LIMITS 9801 WASHINGTON BLVD., 2ND FLOOR CULVER CITY, CA 90232		PC	GENERAL SUPPORT	1,000.
OC CHILDREN'S THERAPEUTIC ARTS CENTER 2215 N. BROADWAY, #1 SANTA ANA, CA 92706		PC	GENERAL SUPPORT	1,000.
OLIVE CREST 2130 E. 4TH STREET, SUITE 200 SANTA ANA, CA 92705		PC	GENERAL SUPPORT	5,000.
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD COURT ASHEVILLE, NC 28806		PC	GENERAL SUPPORT	1,500.
PRECISION SERVICE GROUP 15201 WOODLAWN AVENUE, #100 TUSTIN, CA 92780		PC	GENERAL SUPPORT	1,931.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT HOPE ALLIANCE 1954 PLACENTIA AVENUE, #202 COSTA MESA, CA 92627		PC	GENERAL SUPPORT	10,000.
PROJECT VISITATION HILO		PC	GENERAL SUPPORT	2,809.
PURE GAME 1505 E. 17TH STREET, #211 SANTA ANA, CA 92705		PC	GENERAL SUPPORT	5,000.
RAD CAMP 18025 SKY PARK CIRCLE, SUITE B IRVINE, CA 92614		PC	GENERAL SUPPORT	7,500.
RMCH DINNERS & EVENTS VARIOUS RMHC LOCATIONS		PC	GENERAL SUPPORT	
RMHC ATLANTA 792 HOUSTON MILL ROAD ATLANTA, GA 30329		PC	GENERAL SUPPORT	38,987.
RMHC AUGUSTA P.O. BOX 14189 AUGUSTA, GA 30919		PC	GENERAL SUPPORT	3,000.
RMHC CENTRAL OREGON 1700 NE PURCELL BLVD. BEND, OR 97701		PC	GENERAL SUPPORT	3,000.
RMHC CHAPEL HILL 101 OLD MISSION FARM ROAD CHAPEL HILL, NC 27514		PC	GENERAL SUPPORT	3,000.
RMHC CHARLESTON 81 GADSDEN STREET CHARLESTON, SC 29401		PC	GENERAL SUPPORT	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RMHC CHARLOTTE P.O. BOX 35129 CHARLOTTE, NC 28235		PC	GENERAL SUPPORT	3,120.
RMHC COLUMBIA 1529 HAMPTON STREET, SUITE 2001 COLUMBIA, SC 29201		PC	GENERAL SUPPORT	3,000.
RMHC DURHAM 506 ALEXANDER AVENUE DURHAM, NC 27705		PC	GENERAL SUPPORT	3,000.
RMHC GREENVILLE, NC 549 MOYE BLVD. GREENVILLE, NC 27834		PC	GENERAL SUPPORT	3,682.
RMHC GREENVILLE, SC 706 GROVE ROAD GREENVILLE, SC 29605		PC	GENERAL SUPPORT	3,000.
RMHC HAWAII 1970 JUDD HILLSIDE ROAD HONOLULU, HI 96822		PC	GENERAL SUPPORT	3,368.
RMHC LAS VEGAS 2323 POTOSI STREET LAS VEGAS, NV 89146		PC	GENERAL SUPPORT	5,000.
RMHC LOMA LINDA 11365 ANDERSON STREET LOMA LINDA, CA 92354		PC	GENERAL SUPPORT	5,500.
RMHC LOS ANGELES 4560 FOUNTAIN AVE LOS ANGELES, CA 90029		PC	GENERAL SUPPORT	2,242.
RMHC NASHVILLE 2144 FAIRFAX AVENUE NASHVILLE, TN 37212		PC	GENERAL SUPPORT	4,788.
Total from continuation sheets.				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RMHC NORFOLK 404 COLLEY AVENUE NORFOLK, VA 23507		PC	GENERAL SUPPORT	3,500.
RMHC OREGON & SW WASHINGTON 2620 N. COMMERCIAL AVENUE PORTLAND, OR 97227		PC	GENERAL SUPPORT	1,226.
RMHC RICHMOND 2330 MONUMENT AVENUE RICHMOND, VA 23220		PC	GENERAL SUPPORT	3,000.
RMHC ROANOKE 2224 S. JEFFERSON STREET ROANOKE, VA 24014		PC	GENERAL SUPPORT	3,000.
RMHC SAN DIEGO 2929 CHILDRENS WAY SAN DIEGO, CA 92123		PC	GENERAL SUPPORT	7,500.
RMHC SAVANNAH 4710 WATERS AVENUE SAVANNAH, GA 31404		PC	GENERAL SUPPORT	3,000.
RMHC SOUTHERN APPALACHIAN 418 N. STATE OF FRANKLIN ROAD JOHNSON CITY, TN 37604		PC	GENERAL SUPPORT	3,000.
RMHC SOUTHERN CALIFORNIA 765 S. PASADENA AVENUE PASADENA, CA 91105		PC	GENERAL SUPPORT	35,000.
RMHC SOUTHWEST FLORIDA 16100 ROSERUSH COURT FORT MYERS, FL 33908		PC	GENERAL SUPPORT	3,755.
RMHC SPOKANE 1015 W. 5TH AVE SPOKANE, WA 99204		PC	GENERAL SUPPORT	1,355.
Total from continuation sheets.				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RMHC TAMPA BAY 28 COLUMBIA DRIVE TAMPA, FL 33606		PC	GENERAL SUPPORT	3,160.
RMHC WESTERN WASHINGTON & ALASKA 5130 40TH AVENUE NE SEATTLE, WA 98105		PC	GENERAL SUPPORT	6,936.
RMHC WICHITA 1110 N. EMPORIA AVE WICHITA, KS 67214		PC	GENERAL SUPPORT	1,000.
RMHC WINSTON SALEM 419 S. HAWTHORNE ROAD WINSTON-SALEM, NC 27103		PC	GENERAL SUPPORT	3,000.
SALVATION ARMY ANGEL TREE		PC	GENERAL SUPPORT	2,206.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626		PC	GENERAL SUPPORT	7,500.
SERVING PEOPLE IN NEED (SPIN) 151 KALMUS DRIVE, SUITE H-2 COSTA MESA, CA 92626		PC	GENERAL SUPPORT	500.
SPIRITT FAMILY SERVICES 2000 S. TYLER AVENUE EL MONTE, CA 91733		PC	GENERAL SUPPORT	5,000.
TALK ABOUT CURING AUTISM 2222 MARTIN, SUITE 140 IRVINE, CA 92612		PC	GENERAL SUPPORT	3,000.
TEAM KIDS 15375 BARRANCA PARKWAY, #E-103 IRVINE, CA 92618		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE C.O.O.P. FOUNDATION 162 N. RAYMOND AVENUE FULLERTON, CA 92831		PC	GENERAL SUPPORT	6,000.
THE LAUREL FOUNDATION 75 S. GRAND AVENUE PASADENA, CA 91105		PC	GENERAL SUPPORT	2,500.
THE LEON OWENS FOUNDATION 1105 S. EUCLID STREET, SUITE D-349 FULLERTON, CA 92832		PC	GENERAL SUPPORT	5,000.
THE PAINTED TURTLE 1300 4TH STREET, SUITE 300 SANTA MONICA, CA 90401		PC	GENERAL SUPPORT	10,000.
THE RELATIVES 119 E. 8TH STREET CHARLOTTE, NC 28202		PC	GENERAL SUPPORT	1,609.
WHITEWATER COMMUNITY FOUNDATION 207 W. MAIN STREET WHITEWATER, WI 53190		PC	GENERAL SUPPORT	5,000.
YMCA OF GARNER 1701 AVERSBORO ROAD GARNER, NC 27529		PC	GENERAL SUPPORT	1,000.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVENUE, SUITE 200 TUSTIN, CA 92780		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF THE WEST	564.	564.	0.
TOTAL TO PART I, LINE 3	564.	564.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE	456.	0.	456.	456.	0.
TO PART I, LINE 4	456.	0.	456.	456.	0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	11.	0.	0.	0.
CALIFORNIA LICENSE FEE	10.	0.	0.	10.
TO FORM 990-PF, PG 1, LN 18	21.	0.	0.	10.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUND RAISING EXPENSES	118,330.	0.	0.	118,330.
BANK CHARGES	10,614.	0.	0.	10,614.
ADMINISTRATIVE EXPENSES	35,886.	0.	0.	34,665.
TO FORM 990-PF, PG 1, LN 23	164,830.	0.	0.	163,609.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
UNREALIZED MARK TO MARKET ADJUSTMENT - SECURITIES	1,077.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,077.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MARK WETTERAU 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CHAIRMAN/CEO/DIRECTOR 5.00	0.	0. 0.
LISA GOTTLIEB 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CFO/DIRECTOR 2.00	0.	0. 0.
ANNA LISA LUKES 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	EXECUTIVE DIRECTOR 50.00	0.	0. 0.
JOHN PAGE 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	SECRETARY/DIRECTOR 2.00	0.	0. 0.
ALI SAYEDI 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0. 0.
FRANK LISTI 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0. 0.
GREGG TARLTON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0. 0.
ALEX LUU 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	ASSISTANT SECRETARY 1.00	0.	0. 0.

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JIM BROOKS 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
WAYNE MORGAN 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JOHN MURPHY 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
LARRY MCGILL 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
MIKE WAITUKAITIS 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
NEIL CRACKNELL 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
PETE DELGIORNO 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
SHELLIE FREY 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
STEPHEN BECKER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
WILLIAM POCILUJKO 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
WILLIAM D. SANDERSON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
TESS MAILLOUX 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	ASSISTANT SECRETARY 1.00	0.	0.	0.
TED KOESTER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.