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

Name of foundation Meritage Cares Foundation		A Employer identification number 46-5059067	
% Foundation Source			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite	B Telephone number (see instructions) (800) 839-1754	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		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) \$ 315,254	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	175,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	224	224		
	4 Dividends and interest from securities	5,613	5,613		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-2,109			
	b Gross sales price for all assets on line 6a _____ 66,700				
	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	178,728	5,837		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	2,208	2,208		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	122			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,031	31		20,000
	24 Total operating and administrative expenses. Add lines 13 through 23	22,361	2,239		20,000
	25 Contributions, gifts, grants paid	128,150			128,150
	26 Total expenses and disbursements. Add lines 24 and 25	150,511	2,239		148,150
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	28,217			
	b Net investment income (if negative, enter -0-)		3,598		
c Adjusted net income (if negative, enter -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 (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	43,112	70,299	70,299
	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)	54,155	55,629	54,792
	b Investments—corporate stock (attach schedule)	121,838	120,630	128,945
	c Investments—corporate bonds (attach schedule)	61,372	62,136	61,218
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	280,477	308,694	315,254	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	280,477	308,694	
	30 Total net assets or fund balances (see instructions)	280,477	308,694	
31 Total liabilities and net assets/fund balances (see instructions) .	280,477	308,694		

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	280,477
2 Enter amount from Part I, line 27a	2	28,217
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	308,694
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	308,694

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)
1 a Publicly-traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 66,700		68,809	-2,109
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			-2,109
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	-2,109
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	{ 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	196,388	367,768	0 534
2014	88,033	429,995	0 20473
2013	0	0	0 0
2012	0	0	0 0
2011	0	0	0 0

2 Total of line 1, column (d)	2	0 73873
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 369365
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	285,507
5 Multiply line 4 by line 3	5	105,456
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36
7 Add lines 5 and 6	7	105,492
8 Enter qualifying distributions from Part XII, line 4	8	148,150

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	36
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	36
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	36
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 ☐ 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	36
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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	Yes
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) ▶ AZ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 ► _____	13	Yes	
14	The books are in care of ► Foundation Source _____ Telephone no ► (800) 839-1754			

Located at ► 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ► 198091377

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
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?	16	Yes	No
	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 ► _____			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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?		☐ Yes ☒ 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)	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?		☐ 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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	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))? ☐ 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ 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? ☐ Yes ☒ 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? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
Steven J Hilton Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir 1 0	0	0	0
Hilla Sferruzza Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Treas 1 0	0	0	0
C Timothy White Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir / Sec 1 0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	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
Total number of other employees paid over \$50,000. ☐				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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 ►	

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	233,282
b	Average of monthly cash balances.	1b	56,573
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	289,855
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	289,855
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,348
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	285,507
6	Minimum investment return. Enter 5% of line 5.	6	14,275

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	14,275
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	36
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	14,239
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	14,239
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	14,239

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	148,150
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	148,150
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	36
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	148,114

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				14,239
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				70,242
e From 2015.				178,244
f Total of lines 3a through e.	248,486			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>148,150</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				14,239
e Remaining amount distributed out of corpus	133,911			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	382,397			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions.				
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	382,397			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				70,242
d Excess from 2015.				178,244
e Excess from 2016.				133,911

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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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)) NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
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	128,150
b <i>Approved for future payment</i>				
Total			▶ 3b	

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			14	224	
4 Dividends and interest from securities.			14	5,613	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-2,109	
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).				3,728	
13 Total. Add line 12, columns (b), (d), and (e).			13		3,728

(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

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

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

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				
1960 COMMUNITY HOPE CENTER 744 CYPRESS CREEK PKWY STE B HOUSTON, TX 77090	N/A	PC	General & Unrestricted	1,250
AMERICAN YOUTH FOOTBALL INC PO BOX 311681 TAMPA, FL 33680	N/A	PC	Scottsdale Youth Football	1,000
BOYS & GIRLS CLUBS OF GREATER DALLAS INC 4816 WORTH ST DALLAS, TX 75246	N/A	PC	Charitable Event	2,500
CASA DE LOS NINOS INC 1101 N 4TH AVE TUCSON, AZ 85705	N/A	PC	General & Unrestricted	2,500
CHICANOS POR LA CAUSA INC 1112 E BUCKEYE RD PHOENIX, AZ 85034	N/A	PC	Charitable Event	2,000
CHILD CRISIS ARIZONA 817 N COUNTRY CLUB DR MESA, AZ 85201	N/A	PC	Corporate Angel Tree 2016 Program	2,500
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION OF NORTH A 416 LINCOLN AVE 2ND FL PITTSBURGH, PA 15209	N/A	PC	General & Unrestricted	1,250
CHILDHOOD CANCER FAMILY ALLIANCE INC 8323 SW FWY STE 435 HOUSTON, TX 77074	N/A	PC	General & Unrestricted	1,250
CIRCLE THE CITY 333 W INDIAN SCHOOL RD PHOENIX, AZ 85013	N/A	PC	Charitable Event	5,000
COMMUNITY FOOD BANK INC 3003 S COUNTRY CLUB RD TUCSON, AZ 85713	N/A	PC	General & Unrestricted	2,500
DESERT DISCOVERY CENTER SCOTTSDALE 7904 E CHAPARRAL RD A110 PMB 488 SCOTTSDALE, AZ 85250	N/A	PC	General & Unrestricted	5,000
ELF LOUISE INC PO BOX 39107 SAN ANTONIO, TX 78218	N/A	PC	General & Unrestricted	1,200
EMPACT-SUICIDE PREVENTION CENTER 618 S MADISON DR TEMPE, AZ 85281	N/A	PC	Charitable Event	2,500
FAMILY VIOLENCE PREVENTION SERVICES INC 7911 BROADWAY ST SAN ANTONIO, TX 78209	N/A	PC	General & Unrestricted	1,400
FATHER FLANAGANS BOYS HOME 975 OKLAHOMA ST OVIEDO, FL 32765	N/A	PC	Charitable Event	5,000
Total ►				128,150
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				
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 1206 GREENVILLE, SC 29602	N/A	PC	General & Unrestricted	5,000
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 3267 BAKERSFIELD, CA 93385	N/A	PC	HFH Golden Empire	500
HABITAT FOR HUMANITY OF DURHAM INC 215 N CHURCH ST DURHAM, NC 27701	N/A	PC	Charitable Event	5,000
HAYWARD ROTARY CLUB FOUNDATION PO BOX 629 HAYWARD, CA 94543	N/A	PC	General & Unrestricted	5,000
HELPING HAND HOME FOR CHILDREN 3804 AVE B AUSTIN, TX 78751	N/A	PC	Holiday Donation	2,500
HOME BOUND MEALS PROGRAM 381 W MAIN ST HENDERSONVILLE, TN 37075	N/A	PC	General & Unrestricted	5,000
HOMEAID AMERICA INC 20411 SW BIRCH ST STE 300 NEWPORT BEACH, CA 92660	N/A	PC	Mary's House renovations	2,500
HOPE HOUSE OF COLORADO PO BOX 740568 ARVADA, CO 80006	N/A	PC	General & Unrestricted	5,000
INSPIRE LIFE SKILLS TRAINING INC 815 W 6TH ST CORONA, CA 92882	N/A	PC	General & Unrestricted	1,000
JOHN C LINCOLN HEALTH FOUNDATION 2500 W UTOPIA RD STE 100 PHOENIX, AZ 85027	N/A	PC	Charitable Event	5,000
JOHN C LINCOLN HEALTH FOUNDATION 2500 W UTOPIA RD STE 100 PHOENIX, AZ 85027	N/A	PC	Charitable Event	5,000
KIDS FIRST OF THE CAROLINAS PO BOX 77936 CHARLOTTE, NC 28271	N/A	PC	General & Unrestricted	2,500
MIRACLE LEAGUE OF ARIZONA 11130 E CHOLLA ST I110 SCOTTSDALE, AZ 85259	N/A	PC	Charitable Event	1,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS, TX 75236	N/A	PC	General & Unrestricted	2,500
NOT MY KID INC 5230 E SHEA BLVD STE 100 SCOTTSDALE, AZ 85254	N/A	PC	Charitable Event	3,000
Total ► 3a				128,150

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				
PAT TILLMAN FOUNDATION 217 N JEFFERSON ST STE 602 CHICAGO, IL 60661	N/A	PC	General & Unrestricted	2,100
PLACER FAMILY HOUSING NON-PROFIT ORGANIZATION PO BOX 238 AUBURN, CA 95604	N/A	PC	General & Unrestricted	2,500
PLACER FOOD BANK 8284 INDUSTRIAL AVE ROSEVILLE, CA 95678	N/A	PC	General & Unrestricted	2,000
RONALD MCDONALD HOUSE CHARITIES OF CENTRAL TEXAS I 1315 BARBARA JORDAN BLVD AUSTIN, TX 78723	N/A	PC	General & Unrestricted	2,500
RONALD MCDONALD HOUSE CHARITIES OF SOUTHERN CALIFO 4560 FOUNTAIN AVE LOS ANGELES, CA 90029	N/A	PC	General & Unrestricted	1,500
SAFE ALLIANCE INC 601 E 5TH ST STE 400 CHARLOTTE, NC 28202	N/A	PC	Holiday Store Program	2,500
SAN ANTONIO FOOD BANK INC 5200 OLD HWY 90 W SAN ANTONIO, TX 78227	N/A	PC	General & Unrestricted	1,200
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE INC 331 GREAT CIR RD NASHVILLE, TN 37228	N/A	PC	General & Unrestricted	2,500
SILVER LINING RIDING PROGRAM 18330 N 79TH AVE APT 3116 GLENDALE, AZ 85308	N/A	PC	General & Unrestricted	2,000
SPARTAN PARENT TEACHER STUDENT ORGANIZATION 18655 E JACARANDA BLVD QUEEN CREEK, AZ 85142	N/A	PC	Charitable Event	500
ST PETER-ST JOSEPH CHILDRENS HOME 919 MISSION RD SAN ANTONIO, TX 78210	N/A	PC	General & Unrestricted	1,200
SUPPORTING ADOPTION & FOSTER FAMILIES TOGETHER INC 608 VETERANS MEMORIAL BLVD CUMMING, GA 30040	N/A	PC	General & Unrestricted	5,000
TAMPA BAY COMMUNITY & FAMILY DEVELOPMENT CORPORATI 3101 N 34TH ST TAMPA, FL 33605	N/A	PC	General & Unrestricted	5,000
TEXAS LIFE WARRIORS 30335 LEGACY PINES DR SPRING, TX 77386	N/A	PC	General & Unrestricted	1,250
THE WELLNESS COUNCIL OF AMERICA 17002 MARCY ST STE 140 OMAHA, NE 68118	N/A	PC	On The Move Challenge Program	2,250
Total ►				128,150
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 <i>Paid during the year</i>				
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS 3211 4TH ST NE WASHINGTON, DC 20017	N/A	PC	Day Break Cares Older Adult Program	3,000
VALLEY KIDS FOUNDATION PO BOX 1741 SCOTTSDALE, AZ 85252	N/A	PC	Charitable Event	1,800
WORKING WARDROBES FOR A NEW START 1851 KETTERING ST IRVINE, CA 92614	N/A	PC	Charitable Event	2,000
Total ▶ 3a				128,150

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Meritage Cares Foundation

EIN: 46-5059067

TY 2016 Investments Corporate Bonds Schedule

Name: Meritage Cares Foundation

EIN: 46-5059067

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACTAVIS FUNDING SCS NOTE - 2.3	4,034	4,023
AIG BOND - 3.750% - 07/10/2025	4,051	4,026
AMERICAN EXPRESS - 2.250% - 08	4,031	4,022
BANK AMER CORP - 0.035% - 04/1	3,137	2,960
COMCAST CORP NOTES - 5.150% -	3,429	3,275
CVS CAREMARK CORP - 1.900% - 0	3,047	3,012
ENTERPRISE PRODUCTS - 3.350% -	1,926	2,025
GENERAL ELEC CAP CORP - 5.300%	3,399	3,327
GILEAD SCIENCES INC - 3.700% -	2,034	2,053
GOLDMAN SACHS GROUP INC - 1.46	4,063	4,035
HSBC HLDGS PLC SR GLBL NT - 4.	2,105	2,069
JP MORGAN CHASE - 3.625% - 05/	3,010	3,052
LOCKHEED MARTIN CORP NOTE - 2.	3,044	3,025
MCDONALDS - 2.750% - 12/09/202	3,122	3,033
TIME WARNER INC - 4.750% - 03/	2,219	2,143
U S BANCORP - 1.950% - 11/15/2	4,056	4,020
VERIZON COMMUNICATIONS - 3.500	4,123	3,987
VISA INC NOTE - 2.800% - 12/14	3,194	3,017
WELLS FARGO CO - 3.500% - 03/0	4,112	4,114

TY 2016 Investments Corporate Stock Schedule

Name: Meritage Cares Foundation
EIN: 46-5059067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AECOM TECHNOLOGY CORPORATION	365	400
AETNA INC	207	372
AFFILIATED MANAGERS GROUP	793	872
AIA GROUP LTD ADR	942	1,056
AIR LEASE CORP	136	172
ALFA LAVAL AB	297	314
ALLERGAN PLC	1,818	1,890
ALLIANZ SE ADR	885	873
ALLISON TRANMISSION HOLDINGS	401	573
ALLSTATE CORP	275	296
AMC NETWORKS INC	265	209
AMER FIN GRP HLD	205	264
AMERICAN EAGLES OUTFITTERS INC	285	273
ANADARKO PETROLEUM CORP	2,682	2,509
ANNALY MTG MGMT INC. COM	879	778
ARROW ELECTRONICS INC	357	428
ASCENA RETAIL GROUP, INC	1,057	421
ASPEN PHARMACARE HOLDINGS LTD	283	264
ASSURED GUARANTY LTD	410	642
AT&T, INC	269	340
ATLAS COPCO AB A SHS ADR	527	550
AUTODESK, INC	724	1,110
AXALTA COATING SYSTEMS LTD	1,322	1,360
BAIDU.COM - ADR	1,153	986
BAKER HUGHES INC	261	390
BANCO BILBAO ARG SA	1,169	914
BANCO ITAU HOLDING FINANCIERA	451	514
BANK NEW YORK MELLON CORP COM	314	379
BAYER A G SPONSORED ADR	1,350	1,356
BAYERISCHE MOTOREN WERKE AG AD	811	589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BB&T CP	335	423
BBA AVIATION PLC ADR	147	177
BERKLEY W R CP	330	399
BEST BUY INC	281	384
BIOGEN INC	1,789	1,701
BORG WARNER INC	286	316
BRINKER INTL INC	292	297
BROADCOM LIMITED	486	1,237
BUNGE LTD	700	650
CANADIAN NATL RAILWAY CO	638	741
CAPITAL ONE FINANCIAL CORP	317	349
CARLISLE COS INC	283	331
CARNIVAL CORP	264	260
CBRE GROUP INC	896	1,102
CBS CORP CL B	722	1,082
CHECK POINT SOFTWARE TECHNOLOG	463	507
CHICOS FAS INC	573	504
CINCINNATI FINANCIAL CORP	270	379
CISCO SYSTEMS INC	238	272
CITRIX SYSTEMS INC	466	714
CIVEO CORPORATION	364	119
COMCAST CORP	1,713	2,347
CONVERGYS CP	325	344
CORNING INC	296	340
CORPORATE EXEC BOARD CO	479	545
CRANE CO	296	361
CREE, INC	594	317
CSL LTD	442	508
DASSAULT SYS SA SPN ADR	920	1,146
DBS GROUP HLDGS SPON ADR	616	573

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DHI GROUP INC	401	338
DISCOVER FINL SVCS COM	288	360
DISCOVERY COMMUNICATIONS CL A	438	411
DOLBY LABORATORIES	395	407
DOW CHEMICAL PV	306	343
DST SYS INC. COM	577	643
E*TRADE FINANCIAL CORP	1,018	1,629
EASTMAN CHEMICAL CO	444	376
EATON CORP PLC	259	268
EBAY INC	854	1,069
ENPRO INDUSTRIES INC	552	808
ENSTAR GROUP INC	678	989
EXPRESS SCRIPTS HOLDING CO	338	275
FANUC LIMITED UNSPONSORED	1,209	1,166
FIDELITY NATIONAL INFORMATION	637	908
FIFTH THIRD BANCORP	343	458
FIRST ENERGY CORP	297	279
FLUOR CORP	1,479	998
FOOT LOCKER INC N.Y. COM	276	425
FREEPORT-MCMORAN COPPER & GOLD	1,151	1,161
FRESENIUS MED CAR AG	580	675
FUCHS PETROLUB SE	403	366
FULTON FIN CORP	266	395
GENERAL MOTORS	299	348
GENTEX CORPORATION	902	1,181
GREAT PLAINS ENERGY	321	328
GREIF INC - A	290	308
GRIFOLS SA REP 1/2 CL B	312	289
GRUPO TELEVISA (ADR)	297	230
HARLEY DAVIDSON INC	265	292

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARRIS CORP DEL	320	410
HCA INC	668	666
HERTZ GLOBAL HOLDINGS, INC	779	216
HESS CORP	350	311
HOSPITAL PROPERTIES TRUST	300	317
HSBC HOLDINGS PLC	421	402
HUNTINGTON BANCSHARES INC	319	383
ICICI BK LTD ADS	356	345
II VI INC	162	326
IMMUNOGEN, INC	347	53
INTEL CORP	308	363
INTERPUBLIC GROUP OF COS	304	375
INVESCO PLC	315	303
IONIS PHARMACEUTICALS INC	629	1,052
ITT INC	272	309
JABIL CIRCUIT INC	248	284
JACOBS ENGINEERNG GP	508	684
JGC CORP ADR	734	398
JOHNSON & JOHNSON	198	230
JOHNSON CONTROLS INTERNATIONAL	1,067	989
JP MORGAN CHASE	401	518
KNOWLES CORPORATION	1,065	652
KUBOTA CORPORATION	297	284
L'AIR LIQUIDE ADR OTC	871	778
L'OREAL ADR	778	837
L-3 COMMUNICATIONS CORP	1,294	1,673
LABORATORY CORP AMER HLDGS	1,050	1,284
LEUCADIA NATL CORP	1,519	1,558
LIBERTY BROADBAND CORPORATION	44	72
LIBERTY BROADBAND CORPORATION	86	148

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY INTERACTIVE CORPORATIO	603	480
LIBERTY MEDIA CORP - SER A	19	31
LIBERTY MEDIA CORP - SER C	37	63
LIBERTY SIRIUS XM CORP - SER C	200	271
LIBERTY SIRIUS XM GROUP - SER	103	138
LIBERTY VENTURES	26	37
LINCOLN NATIONAL CORP	1,142	1,524
LINDE AG SPONSORED ADR	460	431
LIONS GATE ENTERTAINMENT CORP	79	74
LVMH MOET HENN UNSP	394	380
MAILLINCKRODT PLC	303	199
MANPOWER GROUP INC	344	355
MARATHON PETROLEUM CORP	272	302
MARKEL CORP	616	905
MEDICAL PROPERTIES TRUST, INC	298	258
MEDTRONIC PLC	462	427
MICROSTRATEGY INCORPORATED	333	592
MITSUBISHI ESTATE CO ADR	361	319
MONOTARO CO., LTD	147	263
MORGAN STANLEY	388	507
NABORS INDUSTRIES LTD	304	476
NASDAQ OMX GROUP	255	470
NASPERS LTD N SPONS ADR	635	731
NATL OILWELL VARCO	1,121	786
NCR CP	1,325	1,906
NESTLE S.A	1,140	1,076
NEWS CORP LTD ADR	1,086	850
NOBLE CORPORATION	376	178
NORTHROP GRUMMAN CORP	244	465
NOW INC	528	368

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUANCE COMMUNICATIONS, INC	288	268
NUCOR CP	1,157	1,309
OMNICOM GROUP	692	851
ORBIAL ATK, INC	262	351
OSHKOSH CORP	282	388
PACWEST BANCORP	360	436
PARK 24 CO LTD	356	352
PENTAIR INC. COM	677	505
PNC FINANCIAL GROUP INC	339	468
PULTE GROUP INC	279	257
PVH CORP	348	271
QEP RESOURCES INC	295	295
QUALCOMM INC	260	326
QUANTA SVCS INC	279	418
RAYONIER ADVANCED MATERIALS IN	638	278
RAYTHEON CO	301	426
REINSURANCE GROUP AMER INC	313	503
RELIANCE STL & ALMN	329	398
ROCHE HOLDING LTD ADR	1,398	1,141
ROYAL DUTCH SHEL PLC SPONS ADR	874	1,101
RYMAN HOSPITALITY PROPERTIES	742	1,008
SAP AKTIENGESELL ADS	950	1,037
SASOL LTD	484	314
SCHLUMBERGER LTD	942	840
SEAGATE TECHNOLOGY	1,751	1,336
SENSATA TECHNOLOGIES HOLDINGS	318	312
SHIRE PLC	350	341
SL GREEN REALTY CORP	209	215
SONOVA HOLDING AG AD	400	338
STATE STREET CORPORATION	288	311

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STEEL DYNAMICS INC	322	534
SUNTRUST BKS INC	429	603
SYMRISE AG UNSPONSORED	341	380
SYNOVUS FINL CP	310	493
SYSMEX CORP UNSP ASDR	310	580
T. ROWE PRICE ASSOCIATES	837	828
TAIWAN SEMICONDUCTOR MFG CO LT	915	1,294
TE CONNECTIVITY LTD	1,531	1,732
TECH DATA CORP	225	254
TENARIS SA-ADR	316	429
TESORO CORP	247	262
THOR INDS INC	290	500
TIME WARNER INC	239	290
TORCHMARK CORP	343	443
TRANSOCEAN LTD	149	221
TRAVELERS COMPANIES INC	296	367
TURKIYE GARANTI BANK	431	251
TWITTER INC	1,195	994
TYSON FOODS INC CL A	263	308
UNILEVER PLC AMER	533	488
UNITED RENTALS INC	248	317
UNITEDHEALTH GROUP INC	1,131	2,400
UNUM CORP	339	439
URBAN OUTFITTERS, INC	292	285
US BANCORP	298	360
VALERO ENERGY CORP	244	342
VERIZON COMMUNICATIONS	348	374
VERTEX PHARMCTLS INC	644	663
VIACOM INC. CL B	268	246
WAL-MART STORES INC	298	346

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEATHERFORD INTL	2,956	998
WESTERN DIGITAL CORP	1,151	1,427
WESTERN UNION CO	488	673
WHIRLPOOL CORP	348	364
WILLIAMS SONOMA INC	285	290
WILLIS TOWERS WATSON PUBLIC LT	1,021	1,101
WPP PLC NEW/ADR	961	996
XEROX CP	444	323
ZIMMER BIOMET HOLDINGS	983	1,032

TY 2016 Investments Government Obligations Schedule**Name:** Meritage Cares Foundation**EIN:** 46-5059067**US Government Securities - End
of Year Book Value:**

55,629

**US Government Securities - End
of Year Fair Market Value:**

54,792

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 LiquidationExplanationStmt

Name: Meritage Cares Foundation

EIN: 46-5059067

Statement: This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: During the taxable year ending December 31, 2016, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$128,150. This amount represents over 25% of the Foundation's net assets of \$272,967(as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2016. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

TY 2016 Other Expenses Schedule**Name:** Meritage Cares Foundation**EIN:** 46-5059067**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	20,000			20,000
Bank Charges	31	31		

TY 2016 Other Professional Fees Schedule**Name:** Meritage Cares Foundation**EIN:** 46-5059067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	2,208	2,208		

**TY 2016 Substantial Contributors
Schedule****Name:** Meritage Cares Foundation**EIN:** 46-5059067**Name****Address**

LoanDepot com LLC

4800 N Scottsdale Rd Ste 3800
Scottsdale, AZ 85251

TY 2016 Taxes Schedule**Name:** Meritage Cares Foundation**EIN:** 46-5059067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Excise Tax for 2015	122			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016
	Name of the organization Meritage Cares Foundation	Employer identification number 46-5059067

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other 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 33¹/₃% 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization Meritage Cares Foundation	Employer identification number 46-5059067
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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	LoanDepotcom LLC 4800 N Scottsdale Rd Ste 3800 Scottsdale, AZ85251	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	Meritage Homes Corporation 8800 East Raintree Drive Scottsdale, AZ85260	\$ 150,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

46-5059067

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

Name of organization Meritage Cares Foundation	Employer identification number 46-5059067
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee