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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation PRICE PHILANTHROPIES FOUNDATION		A Employer identification number 46-5129465
Number and street (or P.O. box number if mail is not delivered to street address) 7777 FAY AVENUE, SUITE 300	Room/suite	B Telephone number 858-551-2316
City or town, state or province, country, and ZIP or foreign postal code LA JOLLA, CA 92037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 470,250,717. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		56,022.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,787,112.	268,726.		STATEMENT 1
4 Dividends and interest from securities		1,961,026.	1,961,026.		STATEMENT 2
5a Gross rents		38,067.	38,067.		STATEMENT 3
b Net rental income or (loss) 5,881.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		11,236,021.			
b Gross sales price for all assets on line 6a 184,707,877.					
7 Capital gain net income (from Part IV, line 2)			11,236,021.		
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		-449,689.	-502,097.		STATEMENT 5
12 Total. Add lines 1 through 11		14,628,559.	13,001,743.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		1,287,567.	0.		1,287,567.
15 Pension plans, employee benefits		308,682.	0.		308,682.
16a Legal fees		23,028.	11,514.		11,514.
b Accounting fees					
c Other professional fees STMT 7		819,494.	385,300.		434,194.
17 Interest					
18 Taxes STMT 8		282,279.	43,994.		93,285.
19 Depreciation and depletion		13,794.	11,490.		
20 Occupancy		473,787.	0.		473,787.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		2,837,632.	62,858.		2,774,774.
24 Total operating and administrative expenses. Add lines 13 through 23		6,046,263.	515,156.		5,383,803.
25 Contributions, gifts, grants paid		9,322,310.			9,018,311.
26 Total expenses and disbursements. Add lines 24 and 25		15,368,573.	515,156.		14,402,114.
27 Subtract line 26 from line 12		-740,014.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			12,486,587.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			24,647,393.	24,647,393.
	2	Savings and temporary cash investments			1,778,275.	1,778,275.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				1,189,074.
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶ 9,352,918.				
		Less: allowance for doubtful accounts ▶ 3,158,231.	0.	6,194,687.	6,166,072.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				21,049.
	10a	Investments - U.S. and state government obligations STMT 12	0.	193,584,339.	190,324,879.	
	b	Investments - corporate stock STMT 13	0.	128,338,867.	163,484,526.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶ 812,500.			
		Less: accumulated depreciation STMT 14 ▶ 75,505.		736,995.	736,995.	
12		Investments - mortgage loans				
13		Investments - other STMT 15	0.	73,919,579.	81,887,331.	
14		Land, buildings, and equipment: basis ▶ 17,473.				
		Less: accumulated depreciation STMT 16 ▶ 2,350.	0.	15,123.	15,123.	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	429,215,258.	470,250,717.	
17		Accounts payable and accrued expenses		311,732.		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ SECURITY DEPOSIT)	0.	3,725.		
23	Total liabilities (add lines 17 through 22)	0.	315,457.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	38,044,769.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	390,855,032.			
30	Total net assets or fund balances	0.	428,899,801.			
31	Total liabilities and net assets/fund balances	0.	429,215,258.			

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	0.
2	Enter amount from Part I, line 27a	2	-740,014.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	429,639,815.
4	Add lines 1, 2, and 3	4	428,899,801.
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	428,899,801.

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 SEE ATTACHED SCHEDULE FOR LONG TERM SALES	P		
b SEE ATTACHED SCHEDULE FOR SHORT TERM SALES	P		
c SEE ATTACHED SCH FOR 1256 CONTRACT SALES	P		
d K-1 PS IVANHOE, LLC	P		
e K-1 ROSEMONT CO-INVESTMENT FUND	P		

(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 97,309,212.		91,372,063.	5,937,149.
b 34,203,130.		32,386,518.	1,816,612.
c 53,195,535.		49,380,526.	3,815,009.
d		116,677.	-116,677.
e		216,072.	-216,072.

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			5,937,149.
b			1,816,612.
c			3,815,009.
d			-116,677.
e			-216,072.

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	11,236,021.
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	N/A

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	34,560,794.	478,048,352.	.072296
2014	34,170,454.	519,089,090.	.065828
2013	28,093,976.	528,327,501.	.053175
2012	25,588,676.	388,811,510.	.065813
2011	23,529,170.	224,410,905.	.104849

2 Total of line 1, column (d)	2	.361961
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	.072392
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	346,456,575.
5 Multiply line 4 by line 3	5	25,080,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	124,866.
7 Add lines 5 and 6	7	25,205,550.
8 Enter qualifying distributions from Part XII, line 4	8	14,402,114.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 249,732.
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		3 249,732.
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-		5 249,732.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 145,000.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 180,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 325,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8 2,153.
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 73,115.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	73,115. 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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?	X	
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) CA, DE		
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

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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 ► N/A	X	
14 The books are in care of ► JEFF FISHER Telephone no ► 858-551-2316 Located at ► 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA ZIP+4 ► 92037		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 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 ► COSTA RICA	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ 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 ► _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

5b

X

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 17		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
JENNIFER BARRON - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	PROGRAM DIRECTOR 40.00	113,025.	30,014.	0.
ANN EVONS BOSSLER - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	PROGRAM DIRECTOR 40.00	93,300.	21,827.	0.
THERESA FRAZIER - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	PROGRAM DIRECTOR 40.00	88,875.	16,745.	0.
ROSARIO MARTINEZ-IANNAcone - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA	PROGRAM DIRECTOR 40.00	80,250.	25,285.	0.
BEATRIZ VALENCIA - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	PROGRAM DIRECTOR 40.00	82,500.	22,826.	0.

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

1

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE PRICE GROUP LLC - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	MANAGEMENT FEE	562,500.
VERUS ADVISORY INC 999 3RD AVENUE, SEATTLE, WA 98104	INVESTMENT CONSULTANT	78,750.
JUDITH SHVILI - 7777 FAY AVENUE, SUITE 300, LA JOLLA, CA 92037	CONSULTANT	65,025.
JLS CONSULTING 420 SILVERGATE AVENUE, SAN DIEGO, CA 92106	CONSULTANT	54,308.
LINDSAY & BROWNELL LLP - 4225 EXECUTIVE SQUARE, SUITE 1150, LA JOLLA, CA 92037	TAX & AUDIT CONSULTANT	51,411.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 AARON PRICE FELLOWS PROGRAM (REVENUE RULING DATED SEPTEMBER 28, 1992) (SEE STATEMENT 10)	623,130.
2 THE CITY HEIGHTS INITIATIVE (SEE STATEMENT 10)	924,146.
3 CARDINALS INTERACT (SEE STATEMENT 10)	466,241.
4 APRENDER Y CRECER (SEE STATEMENT 10)	2,019,264.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	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	242,549,368.
b	Average of monthly cash balances	1b	18,227,274.
c	Fair market value of all other assets	1c	90,955,921.
d	Total (add lines 1a, b, and c)	1d	351,732,563.
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	351,732,563.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,275,988.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	346,456,575.
6	Minimum investment return. Enter 5% of line 5	6	17,322,829.

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	17,322,829.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	249,732.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	249,732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,073,097.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,073,097.
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	17,073,097.

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	14,402,114.
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	14,402,114.
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	14,402,114.

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.

Form 990-PF (2016)

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				17,073,097.
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	10,498,255.			
b From 2012	6,327,372.			
c From 2013	1,925,973.			
d From 2014	8,268,609.			
e From 2015	10,759,272.			
f Total of lines 3a through e	37,779,481.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 14,402,114.				
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				14,402,114.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	2,670,983.			2,670,983.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	35,108,498.			
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	7,827,272.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	27,281,226.			
10 Analysis of line 9				
a Excess from 2012	6,327,372.			
b Excess from 2013	1,925,973.			
c Excess from 2014	8,268,609.			
d Excess from 2015	10,759,272.			
e Excess from 2016				

N/A

- ▲

☐ 4942(I)(3) or ☐ 4942(I)(5)

- [illegible]

2016.04013 PRICE PHILANTHROPIES FOUNDA PRICE121

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				
GRANTS (SEE ATTACHED)			CHARITABLE GRANTS TO NON-PROFIT ORGANIZATIONS	9,018,311.
Total			3a	9,018,311.
b Approved for future payment				
GRANTS (SEE ATTACHED)			CHARITABLE GRANTS TO NON-PROFIT ORGANIZATIONS	7,622,404.
Total			3b	7,622,404.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue						
a URBAN EDUCATION DIALOGUE						50,000.
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	1,787,112.		
4 Dividends and interest from securities			14	1,961,026.		
5 Net rental income or (loss) from real estate						
a Debt-financed property	531110	5,881.				
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	900000	-303,078.	01	-199,019.		
8 Gain or (loss) from sales of assets other than inventory			18	11,236,021.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a SOL PRICE BOOK INCOME,						
b NET						2,408.
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		-297,197.		14,785,140.		52,408.
13 Total. Add line 12, columns (b), (d), and (e)						14,540,351.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Employer identification number

PRICE PHILANTHROPIES FOUNDATION

46-5129465

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
PRICE PHILANTHROPIES FOUNDATION	46-5129465

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	PRICESMART, INC. (APRENDER Y CRECER) 9740 SCRANTON ROAD SAN DIEGO, CA 92121	\$ 56,022.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

PRICE PHILANTHROPIES FOUNDATION

46-5129465

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization	Employer identification number
PRICE PHILANTHROPIES FOUNDATION	46-5129465

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

Price Philanthropies Foundation

Form 990-PF

2016

Part II, Line 7

Notes Receivable:

<u>Name</u>	<u>Balance Due</u>
India Mock	\$ 149,834
Corona - City Note	\$ 8,662,688
Vista Hill	\$ 494,946
Other	\$ 45,450
Total	\$ 9,352,918

PRICE-PHILANTHROPIES FOUNDATION

Realized capital gains <loss>

2Q16

Shares/ Par Value	Account Title/Issue	Date Sold	Date Purchased	Cost/ Basis	Proceeds	Realized Gain<Loss>
Short Term:						
Equity						
75,000	MSCI EAFE	11/22/16	12/11/15	4,373,856.00	4,244,999.32	(128,856.68)
				Equity	4,373,856.00	4,244,999.32
						(128,856.68)
CD's/Bonds/T Notes/Mutual Funds:						
1,220,273	Vontobel Emerging Markets	6/1/16	2/23/16	9,750,000.00	10,445,495.52	695,495.52
4,537	Cooper Rock	11/22/16	12/29/15	75,218.76	67,778.51	(7,440.25)
617,665	Harding Loevner	11/22/16	6/06/16	10,000,000.00	10,376,763.56	376,763.56
9,190	Silvercrest Small Cap	11/22/16	12/31/15	131,422.68	162,210.29	30,787.61
2,192	Templeton Global	11/22/16	12/15/15	24,682.85	25,125.65	442.80
2,295	Templeton Global	11/22/16	01/15/16	24,647.05	26,304.18	1,657.13
2,319	Templeton Global	11/22/16	02/16/16	24,558.02	26,580.46	2,022.44
2,260	Templeton Global	11/22/16	03/15/16	24,806.62	25,895.70	1,089.08
2,239	Templeton Global	11/22/16	04/15/16	24,806.81	25,662.14	855.33
1,568	Templeton Global	11/22/16	05/16/16	17,249.29	17,973.84	724.55
1,601	Templeton Global	11/22/16	06/15/16	17,195.98	18,352.14	1,156.16
1,550	Templeton Global	11/22/16	7/15/16	17,325.49	17,762.53	437.04
1,564	Templeton Global	11/22/16	08/15/16	17,356.28	17,922.36	566.08
1,599	Templeton Global	11/22/16	09/15/16	17,301.71	18,328.44	1,026.73
1,562	Templeton Global	11/22/16	10/17/16	17,427.70	17,899.34	471.64
1,580	Templeton Global	11/22/16	11/15/16	17,457.60	18,108.51	650.91
970	Vanguard S & P 500	11/22/16	12/18/15	177,432.94	195,786.63	18,353.69
858	Vanguard S & P 500	11/22/16	03/16/16	158,717.20	173,194.75	14,477.55
784	Vanguard S & P 500	11/22/16	06/16/16	148,814.05	158,332.54	9,518.49
859	Vanguard S & P 500	11/22/16	09/16/16	167,769.73	173,411.42	5,641.69
5,000,000	US T Bill	4/7/16	3/23/16	4,998,969.40	4,999,656.90	687.50
500,000	US T Bill	7/19/16	6/30/16	499,940.00	499,971.11	31.11
590,000	US T Bill	11/22/16	10/27/16	589,910.50	589,992.52	82.02
	Metropolitan West - ST Distribution	12/12/16		0.00	90,570.80	90,570.80
				CD's/Bonds/T Notes/Mutual Funds:	26,943,010.66	28,189,079.84
						1,246,069.18
INDEX OPTIONS						
600	EFA May 58	5/10/16	5/20/16	0.00	32,471.26	32,471.26
1,460	EFA May 58	3/18/16	5/20/16	0.00	161,408.01	161,408.01
600	EFA Jun 58	5/24/16	6/17/16	0.00	43,913.01	43,913.01
1,500	EFA Jun 58	5/23/16	6/17/16	0.00	61,492.59	61,492.59
1,000	EFA Jul 59	6/21/16	6/24/16	5,882.86	63,622.56	57,739.70
1,100	EFA Jul 59	6/20/16	6/24/16	6,471.14	63,792.56	57,321.42
1,000	EFA Jul 54	6/28/16	7/15/16	297,906.00	92,991.92	(204,914.08)
397	EFA Aug 57	7/15/16	8/19/16	66,303.74	40,096.10	(26,207.64)
703	EFA Aug 57	7/15/16	8/19/16	117,409.39	70,298.43	(47,110.96)
1,000	EFA Aug 57	7/12/16	8/19/16	167,011.94	108,991.58	(58,020.36)
1,000	EFA Aug 57	7/15/16	8/19/16	167,011.93	95,051.88	(71,960.05)
3,100	EFA Oct 58	8/19/16	10/21/16	55,275.90	520,813.51	465,537.61
3,100	EFA Nov 58	10/21/16	11/18/16	0.00	263,426.12	263,426.12
3,100	EFA Dec 57	11/21/16	11/22/16	186,378.00	150,681.57	(35,696.43)
				Index Options	1,069,650.90	1,769,051.10
						699,400.20
				Total Short Term	32,386,517.56	34,203,130.26
						1,816,612.70

PRICE PHILANTHROPIES FOUNDATION

Realized capital gains <loss>

2016

Shares/ Par Value	Account Title/Issue	Date Sold	Date Purchased	Cost/ Basis	Proceeds	Realized Gain<Loss>
Equity/Other						
	PriceSmart - Expenses associated with sale of 6/1/16			19,131.08	0.00	(19,131.08)
114,106	PriceSmart	6/1/16	2/23/12	7,767,777.93	9,584,904.00	1,817,126.07
5,750	Care Capital	9/23/16	1/24/13	196,513.48	164,921.59	(31,591.89)
1,250	Care Capital	9/23/16	6/06/13	45,300.42	35,852.52	(9,447.90)
3,894	Digital Realty Trust	9/23/16	6/06/13	241,008.11	381,898.15	140,890.04
12,106	Digital Realty Trust	9/23/16	6/07/13	732,917.06	1,187,277.63	454,360.57
150,000	Kimco Realty	9/23/16	1/24/13	2,953,708.39	4,497,885.87	1,544,177.48
10,863	Prologis	9/23/16	6/06/13	419,763.68	593,430.79	173,667.11
1,637	Prologis	9/23/16	6/07/13	64,242.38	89,427.06	25,184.68
23,000	Ventas	9/23/16	1/24/13	1,322,311.62	1,662,228.62	339,917.00
5,000	Ventas	9/23/16	6/06/16	304,802.52	361,354.05	56,551.53
	Metropolitan West - LT Distribution	12/12/16		0.00	10,531.49	10,531.49
	Care Cap - Cap Gain Distribution	12/31/16		0.00	627.36	627.36
	Kimco - Cap Gain Distribution	12/31/16		0.00	34,104.84	34,104.84
	Ventas - Cap Gain Distribution	12/31/16		0.00	4,651.11	4,651.11
	Digital - Cap Gain Distribution	12/31/16		0.00	1,128.54	1,128.54
	Prologis - Cap Gain Distribution	12/31/16		0.00	8,643.62	8,643.62
				Equity	14,067,476.67	18,618,867.24
						4,551,390.57
Bonds/CD's/Mutual Funds/Other						
315,059	Cooper Rock Intl	11/22/16	03/04/15	5,000,000.00	4,706,985.84	(293,014.16)
346,239	Cooper Rock Intl	11/22/16	06/04/15	5,996,870.00	5,172,811.44	(824,058.56)
221,541	Cortina	11/22/16	12/19/14	3,250,002.02	3,737,391.56	487,389.54
145,899	Dodge & Cox	11/22/16	02/06/14	2,000,278.40	1,985,672.73	(14,605.67)
7,523	Dodge & Cox	11/22/16	03/26/14	103,067.92	102,390.24	(677.68)
19,245	Dodge & Cox	11/22/16	03/26/14	263,662.12	261,928.53	(1,733.59)
17,487	Dodge & Cox	11/22/16	06/25/14	242,369.70	237,996.59	(4,373.11)
15,898	Dodge & Cox	11/22/16	09/25/14	219,706.56	216,366.80	(3,339.76)
51,113	Dodge & Cox	11/22/16	10/07/14	709,451.55	695,645.11	(13,806.44)
123,961	MetWest	11/22/16	12/17/14	1,351,177.08	1,327,616.86	(23,560.22)
202,838	MetWest	11/22/16	12/17/14	2,210,934.78	2,172,383.14	(38,551.64)
7,000	MSCI	11/22/16	02/13/14	461,727.24	396,199.93	(65,527.31)
15,000	MSCI	11/22/16	03/03/14	989,856.50	848,999.85	(140,856.65)
15,000	MSCI	11/22/16	03/10/14	1,005,609.50	848,999.85	(156,609.65)
15,000	MSCI	11/22/16	03/14/14	977,421.50	848,999.85	(128,421.65)
30,000	MSCI	11/22/16	05/16/14	2,048,121.50	1,697,999.71	(350,121.79)
8,000	MSCI	11/22/16	08/07/14	520,000.00	452,799.92	(67,200.08)
10,000	MSCI	11/22/16	08/07/14	649,748.50	565,999.90	(83,748.60)
30,000	MSCI	11/22/16	12/09/14	1,882,206.50	1,697,999.71	(184,206.79)
15,000	MSCI	11/22/16	01/14/15	891,866.00	848,999.85	(42,866.15)
15,000	MSCI	11/22/16	01/22/15	921,756.50	848,999.85	(72,756.65)
15,000	MSCI	11/22/16	01/29/15	927,156.50	848,999.85	(78,156.65)
15,000	MSCI	11/22/16	03/05/15	969,903.00	848,999.85	(120,903.15)
15,000	MSCI	11/22/16	03/05/15	969,940.50	848,999.85	(120,940.65)
15,000	MSCI	11/22/16	03/10/15	938,706.00	848,999.85	(89,706.15)
15,000	MSCI	11/22/16	06/29/15	960,306.00	848,999.85	(111,306.15)
210,902	Silvercrest	11/22/16	12/18/14	3,250,000.00	3,722,407.41	472,407.41
426	Silvercrest	11/22/16	12/30/14	6,537.95	7,517.57	979.62
918	Silvercrest	11/22/16	12/30/14	14,088.23	16,199.15	2,110.92
3,237	Silvercrest	11/22/16	12/30/14	49,688.41	57,133.49	7,445.08
143,546	Templeton Global	11/22/16	02/14/11	1,899,909.57	1,645,035.02	(254,874.55)
391,546	Templeton Global	11/22/16	11/18/11	4,873,976.66	4,487,115.37	(386,861.29)
2,523	Templeton Global	11/22/16	02/15/11	30,220.72	28,913.71	(1,307.01)
7,981	Templeton Global	11/22/16	02/15/11	95,596.94	91,462.49	(4,134.45)
1,678	Templeton Global	11/22/16	01/17/12	20,674.58	19,234.45	(1,440.13)
1,619	Templeton Global	11/22/16	02/15/12	20,779.72	18,549.23	(2,230.49)
1,625	Templeton Global	11/22/16	03/15/12	20,944.10	18,623.43	(2,320.67)
1,659	Templeton Global	11/22/16	04/16/12	20,979.72	19,009.09	(1,970.63)
1,714	Templeton Global	11/22/16	05/15/12	21,092.50	19,639.21	(1,453.29)
1,718	Templeton Global	11/22/16	06/15/12	21,058.68	19,687.71	(1,370.97)
1,687	Templeton Global	11/22/16	07/16/12	21,239.92	19,336.59	(1,903.33)
1,660	Templeton Global	11/22/16	08/15/12	21,377.92	19,023.93	(2,353.99)
1,791	Templeton Global	11/22/16	09/17/12	23,362.55	20,519.17	(2,843.38)

PRICE PHILANTHROPIES FOUNDATION

Realized capital gains <loss>

2016

Shares/ Par Value	Account Title/Issue	Date Sold	Date Purchased	Cost/ Basis	Proceeds	Realized Gain<Loss>
1,794	Templeton Global	11/22/16	10/17/12	23,550.19	20,557.94	(2,992.25)
1,798	Templeton Global	11/22/16	11/15/12	23,569.70	20,606.35	(2,963.35)
73	Templeton Global	11/22/16	12/17/12	938.89	832.91	(105.98)
7,264	Templeton Global	11/22/16	12/17/12	93,832.92	83,242.17	(10,590.75)
10,992	Templeton Global	11/22/16	12/17/12	141,992.02	125,965.64	(16,026.38)
1,858	Templeton Global	11/22/16	01/15/13	24,414.15	21,295.89	(3,118.26)
1,853	Templeton Global	11/22/16	02/15/13	24,378.34	21,232.33	(3,146.01)
1,872	Templeton Global	11/22/16	03/19/13	24,627.83	21,449.63	(3,178.20)
1,861	Templeton Global	11/22/16	04/15/13	24,652.37	21,325.14	(3,327.23)
1,855	Templeton Global	11/22/16	05/15/13	24,792.76	21,254.07	(3,538.69)
1,940	Templeton Global	11/22/16	06/17/13	24,729.89	22,231.23	(2,498.66)
1,951	Templeton Global	11/22/16	07/15/13	24,809.67	22,355.56	(2,454.11)
1,989	Templeton Global	11/22/16	08/15/13	24,941.69	22,797.17	(2,144.52)
1,973	Templeton Global	11/22/16	09/16/13	24,971.70	22,608.22	(2,363.48)
1,958	Templeton Global	11/22/16	10/15/13	25,120.03	22,441.12	(2,678.91)
1,974	Templeton Global	11/22/16	11/15/13	25,139.33	22,617.04	(2,522.29)
144	Templeton Global	11/22/16	12/17/13	1,831.02	1,649.91	(181.11)
4,194	Templeton Global	11/22/16	12/17/13	53,336.04	48,060.17	(5,275.87)
1,997	Templeton Global	11/22/16	01/15/14	25,462.91	22,890.19	(2,572.72)
25,594	Templeton Global	11/22/16	02/04/14	319,365.50	293,303.72	(26,061.78)
33,934	Templeton Global	11/22/16	02/11/14	426,491.36	388,884.69	(37,606.67)
2,216	Templeton Global	11/22/16	02/18/14	27,833.56	25,399.88	(2,433.68)
2,239	Templeton Global	11/22/16	03/17/14	28,055.62	25,663.84	(2,391.78)
30,218	Templeton Global	11/22/16	03/17/14	378,577.12	346,296.85	(32,280.27)
6,358	Templeton Global	11/22/16	04/11/14	81,560.68	72,856.90	(8,703.78)
1,785	Templeton Global	11/22/16	04/15/14	22,734.78	20,453.75	(2,281.03)
1,777	Templeton Global	11/22/16	05/15/14	22,866.57	20,364.49	(2,502.08)
1,764	Templeton Global	11/22/16	06/16/14	22,928.53	20,215.44	(2,713.09)
1,776	Templeton Global	11/22/16	07/15/14	23,126.07	20,358.28	(2,767.79)
1,763	Templeton Global	11/22/16	08/15/14	22,901.32	20,207.00	(2,694.32)
1,791	Templeton Global	11/22/16	09/15/14	23,238.88	20,520.64	(2,718.24)
1,807	Templeton Global	11/22/16	10/15/14	23,076.86	20,712.74	(2,364.12)
1,798	Templeton Global	11/22/16	11/17/14	23,138.57	20,606.72	(2,531.85)
1,657	Templeton Global	11/22/16	12/15/14	19,902.48	18,994.15	(908.33)
29,262	Templeton Global	11/22/16	12/15/14	351,374.44	335,338.05	(16,036.39)
2,000	Templeton Global	11/22/16	01/15/15	24,151.61	22,915.77	(1,235.84)
1,980	Templeton Global	11/22/16	02/17/15	23,995.15	22,692.17	(1,302.98)
2,014	Templeton Global	11/22/16	03/16/15	24,201.78	23,078.00	(1,123.78)
1,995	Templeton Global	11/22/16	04/15/15	24,272.78	22,860.40	(1,412.38)
2,008	Templeton Global	11/22/16	05/15/15	24,334.06	23,012.67	(1,321.39)
2,038	Templeton Global	11/22/16	06/15/15	24,314.39	23,360.33	(954.06)
2,043	Templeton Global	11/22/16	07/15/15	24,456.00	23,417.86	(1,038.14)
2,136	Templeton Global	11/22/16	08/17/15	24,496.51	24,479.34	(17.17)
2,165	Templeton Global	11/22/16	09/15/15	24,326.47	24,806.94	480.47
2,154	Templeton Global	11/22/16	10/15/15	24,554.16	24,687.65	133.49
2,137	Templeton Global	11/22/16	11/16/15	24,551.23	24,491.46	(59.77)
40,000	Vanguard S&P 500	11/22/16	04/25/14	6,834,414.38	8,077,180.00	1,242,765.62
15,601	Vanguard S&P 500	11/22/16	04/25/14	2,665,605.62	3,150,317.68	484,712.06
24,399	Vanguard S&P 500	11/22/16	04/30/14	4,215,174.75	4,926,862.32	711,687.57
4,543	Vanguard S&P 500	11/22/16	04/30/14	784,845.25	917,358.05	132,512.80
34,099	Vanguard S&P 500	11/22/16	05/06/14	5,841,438.75	6,885,498.70	1,044,059.95
529	Vanguard S&P 500	11/22/16	06/20/14	95,150.47	106,843.53	11,693.06
577	Vanguard S&P 500	11/22/16	09/19/14	106,300.18	116,525.44	10,225.26
252	Vanguard S&P 500	11/22/16	12/19/14	47,855.74	50,954.28	3,098.54
409	Vanguard S&P 500	11/22/16	12/19/14	77,520.06	82,539.30	5,019.24
35,393	Vanguard S&P 500	11/22/16	01/28/15	6,500,004.40	7,146,957.53	646,953.13
1,331	Vanguard S&P 500	11/22/16	03/26/15	249,750.73	268,684.40	18,933.67
720	Vanguard S&P 500	11/22/16	06/19/15	138,748.14	145,416.32	6,668.18
853	Vanguard S&P 500	11/22/16	09/18/15	152,485.80	172,221.05	19,735.25
				77,304,586.24	78,690,344.54	1,385,758.30
Total Long Term				91,372,062.91	97,309,211.78	5,937,148.87

PRICE PHILANTHROPIES FOUNDATION
Realized capital gains <loss>
2Q16

Shares/ Par Value	Account Title/Issue	Date Sold	Date Purchased	Cost/ Basis	Proceeds	Realized Gain<Loss>
60/40:						
SPDR's						
5,000	SPDR	7/15/16	3/18/16	1,022,841.43	1,029,874.38	7,032.95
5,000	SPDR	7/14/16	8/20/15	1,028,153.00	1,039,871.32	11,718.32
4,500	SPDR	7/15/16	8/20/15	925,337.70	926,886.95	1,549.25
165,000	SPDR	11/22/16	3/18/16	33,753,767.07	36,297,553.79	2,543,786.72
25,000	SPDR	11/22/16	4/7/16	5,105,501.00	5,499,629.36	394,128.36
15,000	SPDR	11/22/16	5/19/16	3,044,706.00	3,299,777.62	255,071.62
Total SPDR's				44,880,306.20	48,093,593.42	3,213,287.22
SPDR's Options:						
2,050	Call S & P Oct 215	9/19/16	10/21/16	0.00	623,651.81	623,651.81
2,045	Call S & P May 208	4/15/16	5/20/16	0.00	617,570.44	617,570.44
2,050	Call S & P Aug 216	8/19/16	9/16/16	0.00	604,259.23	604,259.23
1,995	Call S & P Aug 216	7/15/16	8/19/16	474,356.99	527,266.91	52,909.92
95	Call S & P Jul 206	6/16/16	7/15/16	0.00	37,424.43	37,424.43
50	Call S & P Jul 208	6/16/16	7/14/16	0.00	16,449.49	16,449.49
55	Call S & P Aug 216	7/15/16	8/19/16	13,077.51	14,513.68	1,436.17
Subtotal Gains:				487,434.50	2,441,135.99	1,953,701.49
10	Call S & P Apr 205	3/18/16	4/15/16	2,980.03	2,289.94	(690.09)
85	Call S & P Apr 205	3/18/16	4/15/16	25,330.25	19,373.57	(5,956.68)
150	Call S & P Jun 203	5/19/16	6/16/16	56,259.00	50,242.89	(6,016.11)
55	Call S & P Jul 206	6/16/16	7/15/16	52,696.00	21,666.77	(31,029.23)
2,045	Call S & P Jun 206	5/23/16	6/16/16	498,986.00	458,227.52	(40,758.48)
250	Call S & P Apr 205	4/7/16	4/15/16	74,500.73	31,743.29	(42,757.44)
1,700	Call S & P Apr 205	3/18/16	4/15/16	506,604.99	416,461.09	(90,143.90)
2,050	Call S & P Nov 216	10/24/16	11/18/16	522,756.00	407,935.01	(114,820.99)
2,050	Call S & P Dec 218	11/18/16	11/22/16	760,556.00	596,530.90	(164,025.10)
1,995	Call S & P Jul 208	6/16/16	7/15/16	1,512,116.25	656,334.75	(855,781.50)
Subtotal Losses				4,012,785.25	2,660,805.73	(1,351,979.52)
Total S & P Options				4,500,219.75	5,101,941.72	601,721.97
Total 60/40:				49,380,525.95	53,195,535.14	3,815,009.19

PRICE PHILANTHROPIES FOUNDATION
 Realized capital gains <loss>
 2016

Shares/ Par Value	Account Title/Issue	Date Sold	Date Purchased	Cost/ Basis	Proceeds	Realized Gain<Loss>
TOTAL CAPITAL GAINS (LOSSES)				173,139,106.42	184,707,877.18	11,568,770.76

Price Philanthropies Foundation
Form 990 PF
2012 00
Part I, Line 25
GRANTS:

<u>Name</u>	<u>Address</u>	Donee's Relationship <u>if any</u>	Foundation <u>Status</u>	<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
3Wm Foundation	1804 Garnet Avenue #660 San Diego, CA 92109	None	501C3 Public	General Support	11/14/16	1,000 00 1,000 00
Abode Communities	1149 S Hill St Ste 700 Los Angeles, CA 92015	None	501C3 Public	General Support	11/23/16	20,000 00 20,000 00
Access Youth Academy	9370 Waples Street, Suite 101 San Diego, CA 92121	None	501C3 Public	General Support	08/11/16	10,000 00 10,000 00
ACLU Foundation of San Diego & Imperial Counties	P O Box 87131 San Diego, CA 92138-7131	None	501C3 Public	General Support	06/20/16 06/20/16	100,000 00 300,000 00 400,000 00
AJA Project	P O Box 15695 San Diego, CA 92175	None	501C3 Public	General Support	10/25/16	1,000 00 1,000 00
Alliance San Diego	P O Box 12266 San Diego, CA 92112	None	501C3 Public	General Support	12/12/16	35,000 00 35,000 00
Alpha Phi Omega National Service Fraternity	1441 E 104th St Kansas City, MO 64131-4635	None	501C3 Public	General Support	09/27/16	2,000 00 2,000 00
Alzheimer's San Diego	6632 Convoy Court San Diego, CA 92111	None	501C3 Public	General Support	04/15/16	60,000 00 60,000 00
American Cancer Society	2655 Camino del Rio San Diego, CA 92108	None	501C3 Public	General Support	11/28/16	2,000 00 2,000 00
American Friends Service Committee	3850 Westgate Place San Diego, CA 92105	None	501C3 Public	General Support	12/01/16	1,000 00 1,000 00
American Heart Association	9404 Genesse Ave Suite 240 La Jolla, CA 92037	None	501C3 Public	General Support	04/04/16	1,000 00 1,000 00
Angeles del Desierto	542 Ella Drive San Jose, CA 95111	None	501C3 Public	General Support	10/10/16	2,000 00 2,000 00
Animal Hope and Wellness Foundation	4340 Van Nuys Blvd Sherman Oaks, CA 91403	None	501C3 Public	General Support	06/07/16	1,000 00 1,000 00
Arthritis Foundation	800 W 6th Street, Suite 1250 Los Angeles, CA 90017	None	501C3 Public	General Support	09/14/16 11/30/16	4,000 00 4,000 00 8,000 00
Asian Pacific Community Fund	1145 Wilshire Blvd Ste 105 Los Angeles, CA 90017	None	501C3 Public	General Support	11/22/16	15,000 00 15,000 00
Assistance League of Greater San Diego	108 University Ave San Diego, CA 92105	None	501C3 Public	General Support	07/12/16	15,000 00 15,000 00
Autism Tree Project, Inc	2845 Nimtz Blvd , Suite C San Diego, Ca	None	501C3 Public	General Support	08/17/16	1,000 00 1,000 00
Azalea Park and Recreation Council	2596 Violet St San Diego, CA 92105	None	501C3 Public	General Support	11/14/16	2,500 00 2,500 00
Balboa Park Conservancy	1549 El Prado, Ste 1 San Diego, CA 92101	None	501C3 Public	General Support	09/27/16	1,000 00 1,000 00
Balboa Park Cultural Partnership	1549 El Parado #4 San Diego, CA 92101	None	501C3 Public	General Support	11/29/16	5,000 00 5,000 00
Big Brothers Big Sisters of SD County	8515 Arjans Dr , Suite A San Diego, CA 92126	None	501C3 Public	General Support	10/25/16 11/18/16 12/12/16	2,000 00 21,000 00 30,514 00 53,514 00
Border Angels	P O Box 86598 San Diego, CA 92138	None	501C3 Public	General Support	08/16/16 11/30/16	2,000 00 2,000 00 4,000 00

<u>Name</u>	<u>Address</u>	<u>Donee's Relationship</u>		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>if any</u>	<u>Status</u>			
Boys & Girls Clubs of King County	10805 124th Avenue, NE Kirklands, WA 98033	None	501C3 Public	General Support	11/22/16	3,500 00 3,500 00
Brother Benno Foundation	3260 Production Avenue Oceanside, CA 92058	None	501C3 Public	General Support	11/15/16	5,000 00 5,000 00
Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	None	501C3 Public	General Support	09/14/16	1,000 00 1,000 00
Buddy Bowl	P O Box 512 Solana Beach, CA 92075	None	501C3 Public	General Support	11/14/16	5,000 00 5,000 00
Burn Institute	8825 Aero Drive, Suite 200 San Diego, CA 92123	None	501C3 Public	General Support	04/19/16	10,000 00 10,000 00
Cajon Valley Union School District c/o Fuerte Elementary School	11625 Fuerte Dr El Cajon, CA 92020	None	501C3 Public	General Support	09/13/16	1,000 00 1,000 00
California Food Policy Advocates	436 14th St Ste 1220 Oakland, CA 92612-2723	None	501C3 Public	General Support	08/24/16	35,000 00 35,000 00
California State University, Long Beach	1250 Bellflower Blvd Long Beach, CA 90840	None	501C3 Public	General Support	08/11/16	4,000 00 4,000 00
California Western School of Law	225 Cedar Street San Diego, CA 92101-3090	None	501C3 Public	General Support	11/14/16	25,000 00 25,000 00
Campanile Foundation	5500 Campanile Drive San Diego, CA 92182	None	501C3 Public	General Support	06/28/16 06/28/16 08/12/16	118,125 00 118,125 00 200,000 00 436,250 00
Canyon Crest Academy Foundation	5951 Village Loop Center Rd San Diego, CA 92130	None	501C3 Public	General Support	11/01/16	2,000 00 2,000 00
Casa de Amistad Centro de Ensenanza	120 Stevens Avenue Solana Beach, CA 92075	None	501C3 Public	General Support	04/04/16	2,500 00 2,500 00
Catholic Charities	349 Cedar St San Diego, CA 92101	None	501C3 Public	General Support	06/28/16 11/28/16	36,500 00 10,000 00 46,500 00
Center on Budget & Policy Priorities	820 First St , NE Ste 510 Washington, DC 20002	None	501C3 Public	General Support	06/22/16	200,000 00 200,000 00
Center for Community Solutions	4508 Mission Bay Drive San Diego, CA 92109-4919	None	501C3 Public	General Support	09/13/16	50,000 00 50,000 00
Cesar Chavez Service Clubs	P O Box 131156 San Diego, CA 92170	None	501C3 Public	General Support	11/08/16 12/12/16	2,000 00 35,000 00 37,000 00
Challenged Athletes Foundation	9591 Waples Street San Diego, CA 92191	None	501C3 Public	General Support	06/03/16 10/03/16 10/25/16	5,000 00 1,500 00 1,000 00 7,500 00
Cheerforce San Diego Allstars Booster Club Foundation	702 Broadway El Cajon, CA 92021	None	501C3 Public	General Support	05/24/16	1,000 00 1,000 00
Children Now	1404 Franklin Street, Suite 700 Oakland, CA 94612	None	501C3 Public	General Support	11/01/16	2,000 00 2,000 00
City Heights Community Development Corporation	4001 El Cajon Blvd , Suite 205 San Diego, CA 92105	None	501C3 Public	General Support	08/24/16	1,000 00 1,000 00
City Heights Foundation	4305 Universty Ave , Suite 540 San Diego, CA 92105	None	501C3 Public	General Support	11/14/16	5,000 00 5,000 00
City Heights Town Council	3795 Fairmount Avenue, Suite D San Diego, CA 92105	None	501C3 Public	General Support	10/25/16 10/25/16 11/15/16	1,000 00 2,000 00 5,000 00 8,000 00

<u>Name</u>	<u>Address</u>	Donee's		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Foundation</u>			
Classic Rotors Museum	2898 Montecito Rd Hanger G Ramona, CA 92065	None	501C3 Public	General Support	11/22/16	3,000 00 3,000 00
Coast Youth Foundation	15526 Sorrento Valley Rd , Suite N San Diego, CA 92121	None	501C3 Public	General Support	11/29/16	4,000 00 4,000 00
Community Housing Works	2815 Camino del Rio South San Diego, CA 92108	None	501C3 Public	General Support	09/13/16	50,000 00 50,000 00
Community Resource Center	650 Second St Encinitas, CA 92024	None	501C3 Public	General Support	11/01/16	2,500 00 2,500 00
Community Research Foundation	1202 Morena Blvd Ste 300 San Diego, CA 92110	None	501C3 Public	General Support	12/12/16	5,000 00 5,000 00
Cystic Fibrosis Foundation	10455 Sorrento Valley Rd Suite 103 San Diego, CA 92121	None	501C3 Public	General Support	04/04/16	1,000 00 1,000 00
Delta Gamma Foundation	3250 Riverside Drive Columbus, OH 43221	None	501C3 Public	General Support	05/04/16	1,000 00 1,000 00
Depositing Empowerment Through Outreach and Urban Redevelopment	P O Box 152654 San Diego, CA 92195	None	501C3 Public	General Support	04/08/16 08/23/16	1,000 00 1,000 00 2,000 00
Doctors Without Borders	333 7th Avenue, 2nd Floor New York, NY 10001	None	501C3 Public	General Support	11/01/16	2,000 00 2,000 00
Dogs Fur Days	3665 Calavo Drive Spring Valley, CA 91977	None	501C3 Public	General Support	08/12/16	1,000 00 1,000 00
Eastside Legal Assistance Program	1239 120th Avenue NE Bellevue, WA 98005	None	501C3 Public	General Support	04/04/16 11/18/16	2,500 00 3,500 00 6,000 00
Endowment of the Kline Galland Center	1200 University Street, Suite 100 Seattle, WA 98101	None	501C3 Public	General Support	04/04/16	2,000 00 2,000 00
Escuela Agnola Panamencana	San Diego, CA 92114	None	501C3 Public	General Support	12/08/16	20,000 00 20,000 00

<u>Name</u>	<u>Address</u>	Donee's Relationship <u>if any</u>	Foundation <u>Status</u>	<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
Family Health Centers of San Diego	823 Gateway Center Way San Diego, CA 92102-4541	None	501C3 Public	General Support	08/23/16	2,000 00
					11/15/16	15,000 00
					11/15/16	25,000 00
						<u>42,000 00</u>
Feeding San Diego	9455 Waples Street, Suite 135 San Diego, CA 92121	None	501C3 Public	General Support	08/12/16	54,852 00
					11/28/16	30,789 00
						<u>85,641 00</u>
Foster Lift, Inc	P O Box 22622 San Diego, CA 92192-2622	None	501C3 Public	General Support	04/08/16	1,000 00
					08/24/16	2,000 00
					12/01/16	3,000 00
						<u>6,000 00</u>
Foundation for the Children of the Californias	8665 Gibbs Drive, Ste 206 San Diego, CA 92123	None	501C3 Public	General Support	10/26/16	100,000 00
						<u>100,000 00</u>
Francis Parker School	6501 Linda Vista Road San Diego, CA 92111	None	501C3 Public	General Support	04/04/16	2,000 00
					11/28/16	1,000 00
						<u>3,000 00</u>
Friends and Family Community Connection	12463 Rancho Bernardo Road PMB 158 San Diego, CA 92128	None	501C3 Public	General Support	10/31/16	1,000 00
						<u>1,000 00</u>
Friends of Balboa Park	2125 Park Boulevard San Diego, CA 92101	None	501C3 Public	General Support	11/29/16	5,000 00
						<u>5,000 00</u>
Gangs Be Gone	3371 Eton Greens Court Spring Valley, CA 91978	None	501C3 Public	General Support	08/23/16	1,000 00
						<u>1,000 00</u>
Girl Scouts, San Diego-Imperial Council, Inc	1231 Upas St San Diego, CA 92103-5199	None	501C3 Public	General Support	12/12/16	40,000 00
						<u>40,000 00</u>
Girls Rising	P O Box 161218 San Diego, CA 92176	None	501C3 Public	General Support	04/29/16	1,000 00
						<u>1,000 00</u>
Gompers Preparatory Academy	1005 47th Street San Diego, CA 92102	None	501C3 Public	General Support	11/01/16	3,000 00
						<u>3,000 00</u>
Grand Canyon University	P O Box 11590 Phoenix, AZ 85061-1590	None	501C3 Public	General Support	07/28/16	2,000 00
						<u>2,000 00</u>
Greater San Diego City Tennis Council	2221 Morley Field Dr San Diego, CA 92104	None	501C3 Public	General Support	04/19/16	7,500 00
						<u>7,500 00</u>
Grid Alternative	1171 Ocean Avenue, Oakland, CA 94608 San Diego, CA 94608	None	501C3 Public	General Support	07/12/16	1,500 00
						<u>1,500 00</u>

Donee's
Relationship Foundation

<u>Name</u>	<u>Address</u>	<u>if any</u>	<u>Status</u>	<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
Griffin and Wong Institute for Education & Training	9455 Farnham St , Suite 100 San Diego, CA 92123	None	501C3 Public	General Support	07/12/16	25,000 00 25,000 00
Grossmont Community College	8800 Grossmont College Drive El Cajon, CA 92020	None	501C3 Public	General Support	08/26/16	2,000 00 2,000 00
Hanohano Outrigger Canoe Club	750 San Luis Rey Place San Diego, CA 92109	None	501C3 Public	General Support	08/12/16	10,000 00 10,000 00
Harmonious Solutions, Inc	5106 Federal Blvd Suite 205 San Diego, CA 92105	None	501C3 Public	General Support	04/08/16	1,000 00 1,000 00
Harold Grinspoon Foundation	67 Hunt Street, Suite 100 Agawam, MA 01001	None	501C3 Public	General Support	07/12/16 11/28/16	51,605 00 80,000 00 131,605 00
Helen Woodward Animal Center	P O Box 64 Rancho Santa Fe, CA 92067	None	501C3 Public	General Support	09/14/16	1,000 00 1,000 00
Home Start	5005 Texas St , Suite 203 San Diego, CA 92108	None	501C3 Public	General Support	12/12/16	30,000 00 30,000 00
Hoover Foundation	4474 El Cajon Boulevard San Diego, CA 92115	None	501C3 Public	General Support	12/01/16 12/01/16	2,000 00 2,000 00 4,000 00
House of Panama	P O Box 16146 San Diego, CA 92176-6146	None	501C3 Public	General Support	09/27/16	40,000 00 40,000 00
Hubbs-Sea World Research Institute	2595 Ingraham St San Diego, CA 92109	None	501C3 Public	General Support	09/09/16	2,500 00 2,500 00
Humboldt State University	1 Harpst St Arcata, CA 95521	None	501C3 Public	General Support	08/11/16	4,000 00 4,000 00
IA-100, Inc	5335 Wisconsin Avenue NW, Ste 440 Washington, DC 20015	None	501C3 Public	General Support	11/28/16	5,000 00 5,000 00
Independence Fund	330 Coosaw Way #1 Richland SC 29936	None	501C3 Public	General Support	11/28/16	1,000 00 1,000 00
Injured Marine Semper Fi Fund	825 College Blvd , Ste 102 PMB 609 Oceanside, CA 92057	None	501C3 Public	General Support	11/30/16	1,000 00 1,000 00
Interfaith Community Services	550 W Washington Ave , Ste B Escondido, CA 92025	None	501C3 Public	General Support	11/01/16	2,500 00 2,500 00
Interfaith Shelter Network of San Diego	3530 Camino del Rio North, Suite 301 San Diego, CA 92108	None	501C3 Public	General Support	07/12/16	25,000 00 25,000 00
International Rescue Committee	5348 University Ave Suite 205 San Diego, CA 92105	None	501C3 Public	General Support	12/01/16	1,000 00 1,000 00
Investigative Newsource	5500 Campanile Dr , PSFA 361C San Diego, CA 92182	None	501C3 Public	General Support	06/22/16	100,000 00 100,000 00
Izcalli Escuela de la Raza	P O Box 50208 San Diego, CA 92165	None	501C3 Public	General Support	11/28/16	1,000 00 1,000 00
Jack & Jill Children's Center	1315 W Broward Blvd Ft Lauderdale, FL 33312	None	501C3 Public	General Support	04/20/16	10,000 00 10,000 00
Jacobs & Cushman San Diego Food Bank	9850 Distribution Avenue San Diego, CA 92121	None	501C3 Public	General Support	09/28/16 11/01/16 11/18/16 11/28/16 12/02/16	54,852 00 1,000 00 30,789 00 44,211 00 1,000 00 131,852 00
Jaffa Institute	Beit Teper, 5 Tel Giborim St P O Box 8216 Jaffa 61018 Israel	None	501C3 Public	General Support	08/23/16	5,000 00 5,000 00
Jewish Family Service of San Diego	8804 Balboa Ave San Diego, CA 92123	None	501C3 Public	General Support	09/13/16	35,000 00 35,000 00
Jewish Family Service of Seattle	1601 16th Avenue	None	501C3	General Support	04/04/16	5,000 00

<u>Name</u>	<u>Address</u>	Donee's		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Status</u>			
	Seattle, WA 98102	if any	Public			5,000 00
Jewish Federations of North America	25 Broadway, Suite 1700 New York, NY 10004-1010	None	501C3 Public	General Support	09/21/16	56,800 00 56,800 00
John Burton Foundation	235 Montgomery Street #1142 San Francisco, CA 94104	None	501C3 Public	General Support	11/02/16	1,000 00 1,000 00
John Stallings Elementary School	1980 Fullerton Ave Corona, CA 92881	None	501C3 Public	General Support	09/13/16	1,000 00 1,000 00
Just in Time for Foster Youth	P O Box 81292 San Diego, CA 92138	None	501C3 Public	General Support	04/04/16 09/09/16	1,000 00 1,000 00 2,000 00
Juvenile Diabetes Research Foundation	5665 Oberlin Dr , Suite 106 San Diego, CA 92121	None	501C3 Public	General Support	04/05/16	1,000 00 1,000 00
Karen Organization of SD	5354 University Avenue, Suite 1 San Diego, CA 92105	None	501C3 Public	General Support	09/13/16 12/01/16	15,000 00 5,000 00 20,000 00
Kidney Cancer Association	P O Box 515381 #38269 Los Angeles, CA 90051-6681	None	501C3 Public	General Support	04/04/16	1,000 00 1,000 00
Kids Around the World, Inc	4750 Hydraulic Road Rockford, IL 61109	None	501C3 Public	General Support	09/22/16	2,000 00 2,000 00
Kids Progress, Inc	2600 Wilshire Boulevard Ste 3160 Los Angeles, CA 90057	None	501C3 Public	General Support	11/22/16	15,000 00 15,000 00
Kid's Turn San Diego	4909 Murphy Canyon Rd , Suite 515 San Diego, CA 92123	None	501C3 Public	General Support	09/13/16	25,000 00 25,000 00
KPBS	5200 Campanile Dr San Diego, CA 92182-5400	None	501C3 Public	General Support	06/28/16	100,000 00 100,000 00
La Jolla Country Day School	9490 Genesee Ave La Jolla, CA 92037	None	501C3 Public	General Support	08/11/16	10,000 00 10,000 00
La Jolla Playhouse	P O Box 12039 La Jolla, 92039	None	501C3 Public	General Support	11/14/16	5,000 00 5,000 00
La Maestra Family Clinic	4060 Fairmount Ave San Diego, CA 92105	None	501C3 Public	General Support	11/15/16	25,000 00 25,000 00
Lakeside Optimist Youth Foundation	P O Box 476 Lakeside, CA 92040	None	501C3 Public	General Support	11/18/16	1,000 00 1,000 00
Lakeside Union School District	9611 Petite Lane Lakeside, CA 92040	None	501C3 Public	General Support	11/22/16	1,000 00 1,000 00
License to Freedom	277 E Lexington Ave Suite C El Cajon, CA 92020	None	501C3 Public	General Support	09/13/16	25,000 00 25,000 00
Life Raft Group, Inc	155 US Highway, Ste 202 Wayne, NJ 07470	None	501C3 Public	General Support	11/14/16	1,000 00 1,000 00
Lions, Tigers, Bears	24402 Martin Way Alpine, CA 91901	None	501C3 Public	General Support	11/28/16	5,000 00 5,000 00
Little League Baseball, Inc C/o Lakeside American Little League	P O Box 671 Lakeside, CA 92040	None	501C3 Public	General Support	04/22/16	1,000 00 1,000 00
Living Coast Discovery Center	1000 Gunpower Point Drive Chula Vista, CA 91910	None	501C3 Public	General Support	11/14/16 11/14/16	5,000 00 25,000 00 30,000 00
Mama's Kitchen	1875 Second Ave San Diego, CA 92101	None	501C3 Public	General Support	11/14/16 11/15/16	15,000 00 5,000 00 20,000 00
Mar Vista High School	505 Elm Ave Imperial Beach, CA 91932	Name	501C3 Public	General Support	11/17/16	1,000 00 1,000 00
Mariachi Juvenil de San Diego, Inc	5029 Crescent Bay Court	None	501C3	General Support	11/18/16	1,000 00

<u>Name</u>	<u>Address</u>	<u>Donee's</u>		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Foundation</u>			
	San Diego, CA 92154	<u>if any</u>	<u>Status</u>			
			Public			1,000 00
Media Arts Center San Diego	2921 El Cajon Blvd San Diego, CA 92104	None	501C3 Public	General Support	10/11/16	5,000 00
						5,000 00
Miami Rescue Mission dba Broward Research Centers	P O Box 220490 Hollywood, FL 33022-0490	None	501C3 Public	General Support	04/20/16 09/13/16	10,000 00 5,000 00
						15,000 00
Mingei International Museum	1439 El Prado San Diego	None	501C3 Public	General Support	06/22/16	1,000 00
						1,000 00
Mission Edge San Diego	1205 J Street, Unit 1 San Diego, CA 92101	None	501C3 Public	General Support	09/27/16 11/15/16	2,000 00 25,000 00
						27,000 00
Missoula Area Agency on Aging	337 Stephens Ave Missoula, MT 59801	None	501C3 Public	General Support	05/31/16	1,000 00
						1,000 00
Monarch School Project	1625 Newton Ave , San Diego, CA 92113	None	501C3 Public	General Support	07/19/16 11/01/16	200,000 00 1,500 00
						201,500 00
Movember Foundation	P O Box 1595 Culver City, CA 90232	None	501C3 Public	General Support	11/30/16	1,000 00
						1,000 00
Museum of Contemporary Art	700 Prospect Street La Jolla, CA 92037-4291	None	501C3 Public	General Support	05/25/16	5,000 00
						5,000 00
Museum of Photographic Arts	1649 El Prado San Diego, CA 92101	None	501C3 Public	General Support	07/12/16	25,000 00
						25,000 00
National Conflict Resolution Center	625 Broadway, Suite 1221 San Diego, CA 92101-5419	None	501C3 Public	General Support	04/27/16	5,000 00
						5,000 00
National Multiple Sclerosis Society	12121 Scripps Summit Drive #190 San Diego, CA 92131	None	501C3 Public	General Support	09/19/16	2,000 00
						2,000 00
National World War II Museum, Inc , The	945 Magazine St New Orleans, LA 70130	None	501C3 Public	General Support	04/20/16	1,000 00
						1,000 00
Nature Conservatory, The	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	None	501C3 Public	General Support	09/13/16	1,000 00
						1,000 00
Normal Heights Community Development Corporation	4649 Hawley Blvd San Diego, CA 92116	None	501C3 Public	General Support	11/08/16	5,000 00
						5,000 00
Northwest Parkinson's Foundation	7525 SE 24th St Ste 300 Mercer Island, WA 98040	None	501C3 Public	General Support	10/10/16	2,000 00
						2,000 00
Ocean Discovery Institute	2211 Pacific Beach Drive, Suite A San Diego, CA 92109	None	501C3 Public	General Support	07/12/16 10/10/16 10/19/16 11/29/16 11/30/16 12/12/16	4,675 00 2,000 00 86,250 00 105,734 00 5,000 00 27,173 00
						230,832 00
O'Farrell Charter School	6130 Skyline Drive San Diego, CA 92114	None	501C3 Public	General Support	11/18/16	1,000 00
						1,000 00
Old Globe Theatres	P O Box 122171 San Diego, CA 92112	None	501C3 Public	General Support	04/04/16 07/12/16 08/10/16 11/30/16	17,732 34 50,000 00 13,877 33 11,564 33
						93,174 00
Outdoor Outreach	5275 Market St , Suite 21 San Diego, CA 92114	None	501C3 Public	General Support	11/14/16	5,000 00
						5,000 00
PAAIA	1614 20th Street NW Washington, DC 20009	None	501C3 Public	General Support	08/10/16	10,000 00
						10,000 00
P E F Israel Endowment Funds, Inc	317 Madison Ave #607 New York, NY 10017	None	501C3 Public	General Support	04/26/16 10/20/16 10/20/16	47,427 46 123,600 00 38,100 00
						209,127 46

<u>Name</u>	<u>Address</u>	<u>Donee's Relationship</u>		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>if any</u>	<u>Status</u>			
Pacific Arts Movement	2508 Historic Decatur Rd , Suite 140 San Diego, CA 92106	None	501C3 Public	General Support	09/19/16	1,000 00
					09/27/16	1,000 00
					11/14/16	7,500 00
						<u>9,500 00</u>
Partnership With Industry	7540 Metropolitan Drive, Suite 105 San Diego, CA 92108-4416	None	501C3 Public	General Support	11/22/16	2,000 00
						<u>2,000 00</u>
Pedal the Cause	512 Via de la Valle #302 Solana Beach, CA 92075	None	501C3 Public	General Support	09/14/16	1,000 00
					10/26/16	4,000 00
						<u>5,000 00</u>
People Assisting the Homeless - PATH	1250 6th Avenue San Diego, CA 92101	None	501C3 Public	General Support	09/13/16	10,000 00
						<u>10,000 00</u>
Pillars of the Community	6431 Imperial Avenue San Diego, CA 92114	None	501C3 Public	General Support	11/01/16	1,000 00
						<u>1,000 00</u>
Planned Parenthood	1075 Camino del Rio South San Diego, CA 92108	None	501C3 Public	General Support	06/22/16	1,000 00
						<u>1,000 00</u>
Point Loma Nazarene University	3900 Lomaland Drive San Diego, CA 92106	None	501C3 Public	General Support	11/18/16	5,000 00
						<u>5,000 00</u>
Poway Unified School District Foundation	13626 Twin Peaks Rd Poway, CA 92064	None	501C3 Public	General Support	08/24/16	1,000 00
						<u>1,000 00</u>
Pro Kids Golf Academy & Learning Center	4085 52nd Street San Diego, CA 92105	None	501C3 Public	General Support	11/14/16	5,000 00
					12/01/16	1,000 00
						<u>6,000 00</u>
Project Concern International	5151 Murphy Canyon Road #320 San Diego, CA 92123	None	501C3 Public	General Support	04/04/16	2,000 00
						<u>2,000 00</u>
Promises 2 Kids Foundation	9440 Ruffin Court, Suite 2 San Diego, CA 92123	None	501C3 Public	General Support	09/13/16	5,000 00
						<u>5,000 00</u>
PTA CA Congress of Parents Teachers & Students c/o Diegueno Middle School	2150 Village Park Encinitas, CA 92024	None	501C3 Public	General Support	09/13/16	2,000 00
						<u>2,000 00</u>
PTA CA Congress of Parents Teachers & Students c/o Hoover High School	4474 El Cajon Blvd San Diego, CA 92115	None	501C3 Public	General Support	08/08/16	6,850 00
						<u>6,850 00</u>
PTA CA Congress of Parents Teachers & Students c/o Rancho Elementary School	8845 Noeline Avenue Spring Valley, CA 91977	None	501C3 Public	General Support	11/18/16	3,000 00
						<u>3,000 00</u>
Rady Children's Hospital	3020 Children's Way MC 5005 San Diego, CA 92123-4282	None	501C3 Public	General Support	04/05/16	1,000 00
					11/14/16	25,000 00
						<u>26,000 00</u>
Rady Children's Hospital Foundation	3020 Children's Way MC 5005 San Diego, CA 92123-4282	None	501C3 Public	General Support	07/19/16	1,000 00
					11/08/16	568,361 00
					11/18/16	1,000 00
						<u>570,361 00</u>
Rancho Santa Fe Foundation	162 S Rancho Santa Fe Road Ste B-30 Encinitas, CA 92024	None	501C3 Public	General Support	09/09/16	5,000 00
						<u>5,000 00</u>
Reality Changers	3910 University Ave Suite 300RC San Diego, CA 92105	None	501C3 Public	General Support	11/14/16	25,000 00
						<u>25,000 00</u>

<u>Name</u>	<u>Address</u>	Donee's		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Foundation</u>			
Reuben H Fleet Science Center	P O Box 33303 San Diego, CA 92163	None	501C3 Public	General Support	04/04/16	21,006 00
					05/31/16	265 00
					05/31/16	530 00
					07/12/16	50,000 00
					08/15/16	18,005 00
					11/30/16	16,879 50
						<u>106,685 50</u>
Rotary Club of San Diego Foundation, Inc	2247 San Diego Avenue #233 San Diego, CA 92110	None	501C3 Public	General Support	08/17/16	2,500 00
					09/09/16	2,000 00
					09/13/16	1,500 00
					10/10/16	2,000 00
					10/10/16	5,000 00
					11/30/16	1,500 00
						<u>14,500 00</u>
Salk Institute for Biological Studies	10010 North Torrey Pines Rd La Jolla, CA 92037	None	501C3 Public	General Support	05/25/16	20,000 00
						<u>20,000 00</u>
Salvation Army, The	2320 Fifth Ave San Diego, CA 92101	None	501C3 Public	General Support	11/01/16	1,000 00
						<u>1,000 00</u>
Samuel & Althea Stroum Jewish Community Center	3801 E Mercer Way Mercer Island, WA 98040	None	501C3 Public	General Support	09/09/16	5,500 00
						<u>5,500 00</u>
San Diego Air & Space Museum	2001 Pan American Plaza San Diego, CA 92102	None	501C3 Public	General Support	04/04/16	18,684 00
					07/12/16	7,220 24
					07/12/16	50,000 00
					07/19/16	1,330 00
					08/08/16	18,684 00
					11/30/16	19,805 00
						<u>115,723 24</u>
San Diego Blood Bank	3636 Gateway Center Ave, Suite 100 San Diego, CA 92102	None	501C3 Public	General Support	07/19/16	20,000 00
						<u>20,000 00</u>
San Diego Bowl Game Association	9449 Friars Rd, Gate A San Diego, CA 92108	None	501C3 Public	General Support	06/22/16	1,000 00
						<u>1,000 00</u>
San Diego Canyonlands, Inc	3552 Bancroft Street San Diego, CA 92104	None	501C3 Public	General Support	10/10/16	1,000 00
					12/01/16	1,000 00
						<u>2,000 00</u>
San Diego Center for Children	3002 Armstrong St San Diego, CA 92111-5702	None	501C3 Public	General Support	10/13/16	3,000 00
					12/12/16	85,000 00
						<u>88,000 00</u>

Donee's
Relationship Foundation

<u>Name</u>	<u>Address</u>	<u>if any</u>	<u>Status</u>	<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
San Diego Children's Discovery Museum	320 North Broadway Escondido, CA 92025	None	501C3 Public	General Support	11/02/16	1,500 00 <u>1,500 00</u>
San Diego City College	1313 Park Blvd San Diego, CA 92101	None	501C3 Public	General Support	06/08/16 08/11/16	1,000 00 2,000 00 <u>3,000 00</u>
San Diego County Junior Golf	2851 Camino del Rio South, Ste 420 San Diego, CA 92108	None	501C3 Public	General Support	11/22/16	1,000 00 <u>1,000 00</u>
San Diego Family Care	4290 Polk Avenue San Diego, CA 92105	None	501C3 Public	General Support	11/15/16	25,000 00 <u>25,000 00</u>
San Diego Grantmakers	5060 Shoreham Place Suite 350 San Diego, CA 92122	None	501C3 Public	General Support	11/21/16	8,700 00 <u>8,700 00</u>
San Diego History Center	1649 El Prado, Suite 3 San Diego, CA 92101	None	501C3 Public	General Support	04/04/16 07/12/16 08/08/16 11/30/16	16,148 00 50,000 00 16,916 66 18,070 16 <u>101,134 82</u>
San Diego Hunger Coalition	4305 University Ave Ste 545 San Diego, CA 92105	None	501C3 Public	General Support	04/19/16	25,000 00 <u>25,000 00</u>
San Diego Junior Theatre	1650 El Prado, Room 208 San Diego, CA 92101	None	501C3 Public	General Support	04/08/16 08/10/16 12/01/16	9,706 34 10,453 00 11,573 00 <u>31,732 34</u>
San Diego LGBT Community Center	3909 Center St San Diego, CA 92103	None	501C3 Public	General Support	09/13/16 11/28/16	20,000 00 20,000 00 <u>40,000 00</u>
San Diego Mesa College	7250 Mesa College Drive San Diego, CA 92111-4998	None	501C3 Public	General Support	06/08/16	4,000 00 <u>4,000 00</u>
San Diego Museum of Art	1450 El Prado San Diego, CA 92101	None	501C3 Public	General Support	04/04/16 07/12/16 08/09/16 11/30/16	22,580 00 50,000 00 21,773 33 21,773 33 <u>116,126 66</u>
San Diego Museum of Man	1350 El Prado San Diego, CA 92101	None	501C3 Public	General Support	04/06/16 07/12/16 08/08/16 11/30/16	14,304 34 50,000 00 15,464 00 15,464 00 <u>95,232 34</u>
San Diego Natural History Museum	P O Box 121390 San Diego, CA 92112-1390	None	501C3 Public	General Support	04/06/16 04/22/16 05/16/16 06/22/16 07/12/16 08/16/16 10/31/16 10/31/16 11/08/16 11/30/16 12/06/16 12/06/16	17,843 67 1,660 00 4,080 00 50,000 00 50,000 00 17,464 00 410 00 410 00 400 00 17,464 00 395 00 125 00 <u>160,251 67</u>
San Diego Opera Association	1200 Third Avenue, 18th Floor San Diego, CA 92101	None	501C3 Public	General Support	09/27/16	75,000 00 <u>75,000 00</u>
San Diego Police Foundation		None	501C3 Public	General Support	08/12/16 08/12/16	1,000 00 1,000 00 <u>2,000 00</u>
San Diego Repertory Theatre	79 Horton Plaza San Diego, CA 92101	None	501C3 Public	General Support	07/12/16	5,000 00 <u>5,000 00</u>
San Diego Rescue Mission, Inc	P O Box 80427 San Diego, CA 92138	None	501C3 Public	General Support	11/01/16	2,500 00 <u>2,500 00</u>
San Diego State University	5500 Campanile Drive	None	501C3	General Support	06/29/16	1,100 00

<u>Name</u>	<u>Address</u>	<u>Donee's Relationship</u>		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>if any</u>	<u>Status</u>			
	San Diego, CA 92182		Public		08/11/16	4,000 00
					08/11/16	4,000 00
					08/11/16	3,100 00
					08/11/16	2,000 00
					08/26/16	4,000 00
					08/26/16	4,000 00
					08/26/16	3,100 00
					08/26/16	3,473 00
					09/08/16	4,000 00
					09/23/16	2,000 00
					10/10/16	2,000 00
						<u>36,773 00</u>
San Diego State University Research Foundation	5250 Campanile Dr San Diego, CA 92182-1934	None	501C3 Public	General Support	06/23/16	15,750 00
					06/28/16	36,963 50
					07/19/16	234,479 00
					07/19/16	50,000 00
					08/12/16	148,266 00
					08/12/16	721,572 50
					08/12/16	199,913 00
					09/19/16	49,652 81
					09/22/16	18,641 64
					10/19/16	152,942 85
					11/28/16	77,082 03
					11/28/16	128,228 46
					12/02/16	10,191 95
						<u>1,843,683 74</u>
San Diego Symphony Orchestra Association	1245 7th Ave San Diego, CA 92101	None	501C3 Public	General Support	11/14/16	25,000 00
						<u>25,000 00</u>
San Diego Unified School District	4100 Normal St Rm 3209 San Diego, CA 92103	None	501C3 Public	General Support	07/19/16	6,850 00
					07/27/16	92,402 00
					08/12/16	155,150 00
					08/25/16	12,500 00
					08/25/16	677 99
					08/25/16	10,701 50
					08/25/16	39,492 52
					08/25/16	53,234 50
					08/25/16	12,500 00
					08/25/16	12,500 00
					08/25/16	12,500 00
					08/25/16	82,161 28
					09/09/16	7,270 50
					09/13/16	136,285 50
					09/22/16	12,500 00
					09/27/16	12,500 00
					09/27/16	47,545 50
					10/04/16	54,461 00
						<u>761,232 29</u>
San Diego Women's Foundation, The	2508 Historic Decatur Rd Suite 200 San Diego, CA 92106	None	501C3 Public	General Support	04/04/16	2,000 00
						<u>2,000 00</u>
San Diego Youth Symphony	1650 El Prado #207A San Diego, CA 92101	None	501C3 Public	General Support	06/29/16	20,066 66
					11/02/16	21,443 75
						<u>41,510 41</u>
Santee School District Foundation	9625 Mission Gorge Rd , Ste B2 PMB #333 Santee, CA 92071	None	501C3 Public	General Support	08/24/16	1,000 00
						<u>1,000 00</u>
SAY San Diego	8755 Aero Drive, Suite 100 San Diego, CA 92123	None	501C3 Public	General Support	09/13/16	50,000 00
						<u>50,000 00</u>
SDCR, Inc	2801 B Street Ste 55 San Diego CA 92102	None	501C3 Public	General Support	09/09/16	1,000 00
						<u>1,000 00</u>
Seany Foundation, The	3530 Camino del Rio North, Ste 101 San Diego, CA 92108	None	501C3 Public	General Support	09/14/16	1,000 00
						<u>1,000 00</u>
Serving Seniors	525 14th St #200 San Diego, CA 92101	None	501C3 Public	General Support	04/04/16	1,000 00
						<u>1,000 00</u>
Sharp Healthcare Foundation	8695 Spectrum Center Boulevard San Diego, CA 92123	None	501C3 Public	General Support	11/14/16	5,000 00
					11/22/16	6,000 00
						<u>11,000 00</u>
Shelter to Soldier	2665 Fourth Avenue	None	501C3	General Support	12/01/16	2,000 00

<u>Name</u>	<u>Address</u>	Donee's Relationship <u>if any</u>	Foundation <u>Status</u>	<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
	San Diego, CA 92103		Public			<u>2,000 00</u>
Solana Santa Fe Parent Teacher Organization	P O Box 8940 Rancho Santa Fe, CA 92067	None	501C3 Public	General Support	11/02/16	<u>1,000 00</u> <u>1,000 00</u>
Somali Family Service of San Diego, Inc	6305 Universtiy Ave , Suite 6 San Diego, CA 92115	None	501C3 Public	General Support	05/25/16	<u>25,000 00</u> <u>25,000 00</u>
South Bay Community Services	430 F Street Chula Vista, CA 91910	None	501C3 Public	General Support	11/14/16	<u>50,000 00</u> <u>50,000 00</u>
Sparkle Effect, Inc	5080 Center Court Bettendorf, IA 52722	None	501C3 Public	General Support	09/14/16	<u>1,000 00</u> <u>1,000 00</u>
Sprites of East County	P O Box 786 El Cajon, CA 92022	None	501C3 Public	General Support	11/08/16	<u>1,000 00</u> <u>1,000 00</u>
St Louis Community College	300 S Broadway St Louis, MO 63102	None	501C3 Public	General Support	08/18/16	<u>4,000 00</u> <u>4,000 00</u>
St Madeleine Sophie's Center	2119 East Madison El Cajon, CA 92019-1111	None	501C3 Public	General Support	09/13/16	<u>50,000 00</u> <u>50,000 00</u>
St Vincent de Paul Village	3350 E St San Diego, CA 92102-3332	None	501C3 Public	General Support	11/14/16	<u>25,000 00</u> <u>25,000 00</u>
State University of Iowa Foundation	P O Box 4550 Iowa City, IA 52244-4550	None	501C3 Public	General Support	09/14/16 11/30/16	<u>1,000 00</u> <u>4,000 00</u> <u>5,000 00</u>
Support the Enlisted Project	P O Box 26747 San Diego, CA 92196	None	501C3 Public	General Support	05/25/16 11/14/16	<u>1,000 00</u> <u>30,000 00</u> <u>31,000 00</u>
Susan G Komen 3-Day for the Cure	P O Box 660843 Dallas, TX 75266-0843	None	501C3 Public	General Support	04/05/16 09/21/16 09/21/16 09/21/16	<u>1,000 00</u> <u>2,400 00</u> <u>1,600 00</u> <u>1,000 00</u> <u>6,000 00</u>

<u>Name</u>	<u>Address</u>	Donee's Relationship		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>if any</u>	<u>Status</u>			
Think Dignity	1228 University Avenue #200-5 San Diego, CA 92103	None	501C3 Public	General Support	08/17/16	3,000 00 <u>3,000 00</u>
Tierrasanta Elementary School Foundation (TES Fpundation)	5450 La Cuenta Drive San Diego, CA 92124	None	501C3 Public	General Support	11/14/16	1,000 00 <u>1,000 00</u>
UC Regents-Birch Aquarium at Scripps	9500 Gilman Drive, Dept 0207 La Jolla, CA 92093	None	501C3 Public	General Support	06/27/16	4,500 00 <u>4,500 00</u>
UC San Diego Foundation	9500 Gilman Drive, Dept 0207 La Jolla, CA 92093-0664	None	501C3	General Support	04/04/16 04/04/16 09/13/16	1,000 00 1,000 00 50,000 00 <u>52,000 00</u>
Union of Pan Asian Communities	1031 25th St San Diego, CA 92102	None	501C3 Public	General Support	04/19/16 11/15/16	25,000 00 25,000 00 <u>50,000 00</u>
United Through Reading	1455 Frazee Rd Ste 500 San Diego, CA 92108	None	501C3 Public	General Support	12/12/16	10,000 00 <u>10,000 00</u>
United Women of East Africa (United Women's East Africa Support Team)	4061 Fairmount Ave , San Diego, CA 92105	None	501C3 Public	General Support	12/01/16	1,000 00 <u>1,000 00</u>
University of California, Berkeley	2850 Telegraph Ave , Suite 500 Berkeley, CA 94705-7220	None	501C3 Public	General Support	08/08/16 08/26/16 09/08/16 12/15/16	5,000 00 4,000 00 4,000 00 2,000 00 <u>15,000 00</u>
University of California, Davis	P O Box 989062 West Sacramento, CA 95798-9062	None	501C3 Public	General Support	08/26/16 09/23/16	4,000 00 2,000 00 <u>6,000 00</u>
University of California, Irvine	102 Aldrich Hall Irvine, CA 92697-2825	None	501C3 Public	General Support	09/08/16 09/23/16	4,000 00 4,000 00 <u>8,000 00</u>
University of California, Los Angeles	10920 Wilshire Blvd, Suite 107 Los Angeles, CA 90024	None	501C3 Public	General Support	08/11/16 08/11/16 09/08/16 09/08/16 09/08/16 09/23/16	920 00 4,000 00 2,282 00 800 00 4,000 00 3,007 00 <u>15,009 00</u>

<u>Name</u>	<u>Address</u>	Donee's		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Foundation</u>			
University of California, San Diego	9500 Gilman Drive La Jolla, CA 92093	None	501C3 Public	General Support	08/11/16	4,000 00
					08/11/16	4,000 00
					09/08/16	1,268 00
						<u>9,268 00</u>
University of California, Santa Barbara	2101 SAASB Santa Barbara, CA 93106-3180	None	501C3 Public	General Support	08/11/16	4,000 00
					08/11/16	4,000 00
					08/11/16	4,000 00
					08/26/16	4,000 00
						<u>16,000 00</u>
University of California, Santa Cruz	1156 High Street Santa Cruz, CA 95064	None	501C3 Public	General Support	09/08/16	4,000 00
						<u>4,000 00</u>
University of San Diego	5998 Alcalá Park San Diego, CA 92110-2492	None	501C3 Public	General Support	09/08/16	4,000 00
					11/08/16	2,000 00
					12/02/16	1,000 00
						<u>7,000 00</u>
University of Southern California	1150 South Olive Street, USC 25th Floor, Los Angeles, CA 90015	None	501C3 Public	General Support	09/14/16	2,000 00
						<u>2,000 00</u>
University of Washington Foundation	P O Box 353600 Seattle, WA 98195-9504	None	501C3 Public	General Support	04/04/16	5,000 00
					11/18/16	3,500 00
						<u>8,500 00</u>
Vietnam Veterans of San Diego (Veterans Village of San Diego)	4141 Pacific Highway San Diego, CA 92110	None	501C3 Public	General Support	04/19/16	5,000 00
					11/01/16	1,000 00
						<u>6,000 00</u>
Voice of San Diego	2508 Historic Decatur Rd Suite 120 San Diego, CA 92106	None	501C3 Public	General Support	04/04/16	2,000 00
					07/12/16	25,000 00
					09/09/16	2,000 00
					11/01/16	2,000 00
					11/15/16	5,000 00
					11/18/16	1,000 00
						<u>37,000 00</u>
Voices for Children	2851 Meadowlark Dr San Diego, CA 92123	None	501C3 Public	General Support	04/04/16	1,500 00
					07/19/16	150,000 00
						<u>151,500 00</u>
Will C Crawford High School Foundation	4191 Colts Way San Diego, CA 92115	None	501C3 Public	General Support	10/25/16	1,000 00
						<u>1,000 00</u>
Women's Resource Center	1963 Apple St Oceanside, CA 92054	None	501C3 Public	General Support	09/13/16	2,000 00
						<u>2,000 00</u>

<u>Name</u>	<u>Address</u>	<u>Donee's</u>		<u>Purpose</u>	<u>Date</u>	<u>Amount</u>
		<u>Relationship</u>	<u>Foundation</u>			
Wounded Warrior Project	2468 Historic Decatur Road #150 San Diego, CA 92106	None	501C3 Public	General Support	11/28/16	2,000 00
						2,000 00
Yalla San Diego, Inc	924 East Main Street El Cajon, CA 92021	None	501C3 Public	General Support	10/14/16	3,000 00
						3,000 00
YMCA of San Diego County	3708 Ruffin Rd San Diego, CA 92123	None	501C3 Public	General Support	12/13/16	20,000 00
						20,000 00
Youth Eastside Services	999 164th Ave NE Bellevue, WA 98008	None	501C3 Public	General Support	04/04/16	5,000 00
					11/08/16	7,500 00
						12,500 00
YWCA of San Diego County	3708 Ruffin Road San Diego, CA 92123	None	501C3 Public	General Support	11/01/16	1,000 00
						1,000 00
Zoological Society of San Diego, The	P O Box 120551 San Diego, CA 92112-0551	None	501C3 Public	General Support	04/08/16	35,769 66
					05/25/16	25,000 00
					07/12/16	11,000 00
					08/17/16	34,180 00
					11/30/16	34,180 00
						140,129 66
REFUNDS						
Jewish Family Service of San Diego 4/30/16						(139 00)
Kids Against Hunger						(2,000 00)
PASS 15/16						(749 62)
					Refund Total	(2,888.62)
Total with Refunds					2016	9,018,310.51

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
CHARLES SCHWAB	62.	62.	
INDIA MOCK NOTE	6,157.	6,157.	
K-1 BILL PRESS PARTNERS LLC	15.	15.	
K-1 PS IVANHOE LLC	1,530,220.	49,334.	
K-1 ROSEMONT CO-INVESTMENT FUND LP	6.	6.	
MORGAN STANLEY #087366-024	121,463.	83,963.	
MORGAN STANLEY #087366-024 US TREASURY	75,793.	75,793.	
MORGAN STANLEY #087367-024	184.	184.	
MORGAN STANLEY #087367-024 US TREASURY	9,927.	9,927.	
VISTA HILL NOTE	6,879.	6,879.	
WESTERN ALLIANCE	36,406.	36,406.	
TOTAL TO PART I, LINE 3	1,787,112.	268,726.	

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
CHARLES SCHWAB	679,320.	0.	679,320.	679,320.	
JP MORGAN	19.	0.	19.	19.	
K-1 ROSEMONT CO-INVESTMENT FUND LP	264.	0.	264.	264.	
MORGAN STANLEY #087366-024	933,330.	0.	933,330.	933,330.	
MORGAN STANLEY #087367-024	743.	0.	743.	743.	
PRICESMART	347,350.	0.	347,350.	347,350.	
TO PART I, LINE 4	1,961,026.	0.	1,961,026.	1,961,026.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RESIDENTIAL RENTAL - 11164 SPOONER COURT	1	38,067.
TOTAL TO FORM 990-PF, PART I, LINE 5A		38,067.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		11,490.	
RENTAL EXPENSES		20,696.	
- SUBTOTAL -	1		32,186.
TOTAL RENTAL EXPENSES			32,186.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			5,881.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 PS IVANHOE, LLC	-393,188.	-393,188.	
K-1 PS IVANHOE, LLC	-294,217.	-294,217.	
K-1 PS IVANHOE, LLC SECTION 1231	194,379.	194,379.	
K-1 ROSEMONT SOLEBURY	2,199.	2,199.	
K-1 ROSEMONT SOLEBURY	-8,861.	-8,861.	
K-1 BILL PRESS PARTNERS LLC	-2,409.	-2,409.	
URBAN EDUCATION DIALOGUE	50,000.	0.	
SOL PRICE BOOK INCOME, NET	2,408.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11		-449,689.	-502,097.

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	23,028.	11,514.		11,514.
TO FM 990-PF, PG 1, LN 16A	23,028.	11,514.		11,514.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT/TAX PREPARATION FEES	50,600.	25,300.		25,300.
MANAGEMENT FEES	562,500.	281,250.		281,250.
OTHER CONSULTING FEES	206,394.	78,750.		127,644.
TO FORM 990-PF, PG 1, LN 16C	819,494.	385,300.		434,194.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	145,000.	0.		0.
FOREIGN TAXES	43,994.	43,994.		0.
PAYROLL TAXES	93,285.	0.		93,285.
TO FORM 990-PF, PG 1, LN 18	282,279.	43,994.		93,285.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WORKER'S COMPENSATION	8,279.	0.		8,279.
INSURANCE	50,274.	0.		50,274.
GENERAL & ADMINISTRATIVE	14,978.	0.		14,978.
K-1 ROSEMONT CO-INVESTMENT FUND LP	42,162.	42,162.		0.
AARON PRICE FELLOWS	271,986.	0.		271,986.
APRENDER Y CRECER	1,817,883.	0.		1,856,383.
CARDINALS INTERACT	118,137.	0.		79,637.
CITY HEIGHTS INITIATIVE	36,460.	0.		36,460.
PRICESMART IN COUNTRY	389,674.	0.		389,674.
URBAN EDUCATION DIALOGUE	67,103.	0.		67,103.
RENTAL EXPENSES	20,696.	20,696.		0.
TO FORM 990-PF, PG 1, LN 23	2,837,632.	62,858.		2,774,774.

FOOTNOTES

STATEMENT 10

PART VII-B - EXPLANATIONS

1(A)(4): DURING THE REPORTING PERIOD, THE ORGANIZATION PAID MANAGEMENT FEES TO THE PRICE GROUP, LLC. CERTAIN MEMBERS OF THE PRICE GROUP, LLC ARE ALSO DIRECTORS AND OFFICERS OF THE ORGANIZATION. NO COMPENSATION IS PAID DIRECTLY FROM THE ORGANIZATION TO THE MEMBERS OF THE PRICE GROUP, LLC. INSTEAD, CERTAIN MEMBERS ARE COMPENSATED FROM THE LLC. THE MANAGEMENT SERVICES RENDERED TO THE ORGANIZATION WERE MADE ON A BASIS NO MORE FAVORABLE THAN THAT ON WHICH SUCH SERVICES ARE PROVIDED IN THE MARKET PLACE. SEE IRC SECTION 4941(D)(2)(D).

5(A)(3): THE ORGANIZATION PAYS STIPENDS AND SCHOLARSHIPS TO STUDENTS AS PART OF THE AARON PRICE FELLOWS PROGRAM, WHICH WAS APPROVED BY THE IRS WITH A REVENUE RULING DATED SEPTEMBER 28, 1992. THIS PROGRAM DOES NOT CONSTITUTE A TAXABLE EXPENDITURE SINCE IT IS IN ACCORDANCE WITH IRC SECTION 4945(G).

PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES

THE AARON PRICE FELLOWS PROGRAM WHICH IS RUN BY PRICE PHILANTHROPIES FOUNDATION PREPARES HIGHLY MOTIVATED AND DIVERSE SAN DIEGO, CALIFORNIA PUBLIC HIGH SCHOOL STUDENTS TO BE RESPONSIBLE, ENGAGED AND CARING MEMBERS OF THEIR COMMUNITY. THE GOALS OF THE PROGRAM ARE TO: FOSTER FRIENDSHIPS BETWEEN FELLOWS FROM DIVERSE ETHNIC, RELIGIOUS

AND ECONOMIC BACKGROUNDS; TEACH FELLOWS ABOUT GOVERNMENT, CULTURAL, BUSINESS AND NON-PROFIT INSTITUTIONS TO ILLUSTRATE THEIR SIGNIFICANCE AND RELIANCE IN THEIR LIVES; AND EXPOSE FELLOWS TO EXCITING CAREER OPPORTUNITIES.

THE CITY HEIGHTS INITIATIVE IS A PARTNERSHIP BETWEEN PRICE PHILANTHROPIES FOUNDATION AND PUBLIC AND NON-PROFIT AGENCIES IN THE CITY HEIGHTS AREA OF SAN DIEGO, CALIFORNIA TO PROVIDE OPPORTUNITIES FOR CITY HEIGHTS YOUTH AND FAMILIES TO PROSPER. THE INITIATIVE TAKES A HOLISTIC APPROACH TO IMPROVING RESIDENTS OF CITY HEIGHTS QUALITY OF LIFE THROUGH ACCESS TO HEALTH AND SOCIAL SERVICES, QUALITY EDUCATION, JOBS, LEGAL REPRESENTATION AND SAFE NEIGHBORHOODS.

CARDINALS INTERACT IS A MENTORING AND TUTORING PROGRAM RUN BY PRICE PHILANTHROPIES FOUNDATION FOR STUDENTS AT HOOVER HIGH SCHOOL IN SAN DIEGO, CALIFORNIA. ITS MISSION IS TO HELP STUDENTS REACH THEIR MAXIMUM POTENTIAL ACADEMICALLY AND PERSONALLY AND ASSIST THEM IN DEVELOPING SKILLS IN THE AREAS OF TEAMWORK, SELF-ESTEEM, DECISION MAKING AND COMMUNICATION.

THE APRENDER Y CRECER PROGRAM PROVIDES SCHOOL SUPPLIES TO STUDENTS AND TEACHERS AND CLEANING SUPPLIES TO SCHOOLS IN VARIOUS CITIES IN CENTRAL AMERICA.

THE EXPENSES LISTED IN THE SUMMARY OF DIRECT CHARITABLE ACTIVITIES (PART IX-A) INCLUDES ALL EXPENSES RELATED TO THE PROGRAMS LISTED, INCLUDING SALARIES AND BENEFITS.

STATEMENT REGARDING MERGER:

PURSUANT TO INTERNAL REVENUE CODE 507(B)(2), PRICE PHILANTHROPIES FOUNDATION (EIN 95-3842468), A CALIFORNIA PRIVATE FOUNDATION, MERGED ON APRIL 1, 2016 WITH PRICE PHILANTHROPIES FOUNDATION (EIN 46-5129465), FORMERLY KNOWN AS PRICE PHILANTHROPY FUND, A DELAWARE PRIVATE FOUNDATION. PER CODE SECTION 507(B)(2), THE SURVIVING DELAWARE PRIVATE FOUNDATION SHALL BE CONSIDERED THE SAME ENTITY AS THE TERMINATED CALIFORNIA FOUNDATION. AS A RESULT OF THE MERGER, 100% OF THE ASSETS AND LIABILITIES WERE TRANSFERRED FROM THE TERMINATED CALIFORNIA PRIVATE FOUNDATION TO THE SURVIVING DELAWARE PRIVATE FOUNDATION, WHERE EFFECTIVE CONTROL IS EXERCISED BY THE SAME PERSONS WHO EXERCISED EFFECTIVE CONTROL OVER THE TERMINATED PRIVATE FOUNDATION. PER CODE SECTION 1.507-3(A)(9)(I), SUCH A FOUNDATION WILL BE SUBJECT TO THE SAME TREATMENT AS THE TRANSFERRING ORGANIZATION IN PROPORTION TO THE FAIR MARKET VALUE OF TRANSFERRED ASSETS. ACCORDINGLY, THE SURVIVING DELAWARE FOUNDATION WILL BE TREATED AS A CONTINUATION OF THE TERMINATED CALIFORNIA FOUNDATION AND POSSESS ALL OF THE ATTRIBUTES AND CHARACTERISTICS, INCLUDING THOSE CONCERNING EXCISE TAX, DISTRIBUTION REQUIREMENTS AND EXCESS QUALIFYING DISTRIBUTION CARRYOVERS, OF THE TERMINATED FOUNDATION.

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Secretary of State
State of California

APR 11 2016 KM

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

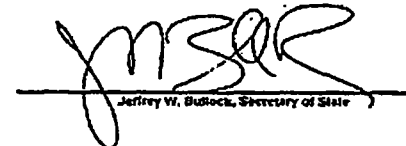
"PRICE PHILANTHROPIES FOUNDATION", A CALIFORNIA CORPORATION,
WITH AND INTO "PRICE PHILANTHROPY FUND" UNDER THE NAME OF
"PRICE PHILANTHROPIES FOUNDATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2016,
AT 1:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



5426692 8100M
SR# 20162174368

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202119898
Date: 04-08-16

01342630

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:31 PM 04/08/2016
FILED 01:31 PM 04/08/2016
SR 20162174368 - File Number 5426692

CERTIFICATE OF MERGER

MERGING

PRICE PHILANTHROPIES FOUNDATION

a California nonprofit public benefit corporation

WITH AND INTO

PRICE PHILANTHROPY FUND

a Delaware nonprofit nonstock corporation

Pursuant to Section 256 of the Delaware General Corporation Law, it is hereby certified that:

1. The name and state of domicile of each of the constituent corporations participating in the merger are as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
Price Philanthropies Foundation	California
Price Philanthropy Fund	Delaware

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Price Philanthropy Fund and Price Philanthropies Foundation in accordance with the provisions of Section 255 and Section 256 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Price Philanthropy Fund.

4. The Certificate of Incorporation of Price Philanthropy Fund shall be as set forth in the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A (the "New Certificate", which New Certificate includes a change of name of the surviving corporation to "Price Philanthropies Foundation" as authorized in the Agreement of Merger.

5. A copy of the executed Agreement of Merger is on file at the office of Price Philanthropy Fund at 7777 Fay Avenue, Suite 300, La Jolla, CA 92037.

6. A copy of the Agreement of Merger will be furnished by Price Philanthropy Fund on request, without cost, to any shareholder or member of the constituent corporations.

7. The merger of Price Philanthropies Foundation with and into Price Philanthropy Fund shall be effective as of the date of filing this Certificate of Merger with the Delaware Secretary of State.

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8. The Attorney General of California has been given prior written notice of this merger.

Dated: April 5, 2016

PRICE PHILANTHROPY FUND

BY: Sherry S. Bahrambeygui
Sherry S. Bahrambeygui

Its: Executive Vice President and Secretary

EXHIBIT A

**Amended and Restated Certificate of Incorporation
of Price Philanthropies Foundation, a Non-Stock Corporation**

First: The name of the corporation is Price Philanthropies Foundation.

Second: Its registered office in the State of Delaware is 2140 S. Dupont Highway, in the City Camden County of Kent Zip Code 19934. The name of the registered agent is Paracorp Incorporated.

Third: This corporation shall be a nonprofit corporation. This corporation is organized exclusively for charitable, religious, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law. The specific purpose of this corporation is to undertake grantmaking for philanthropic purposes and to support and operate the Aaron Price Fellows Program, Price Community Scholars Program, Cardinals Interact Program, City Heights Initiative, Aprender y Crecer program, and other charitable and educational programs.

Fourth: The corporation shall not have any capital stock.

Fifth: The members of the corporation shall be the members of the board of directors of the corporation. Full control and management over the activities and affairs of the corporation shall be vested in the Board of Directors. The number and term of office of the directors, the method of selecting new directors and other matters pertinent to the organization of the corporation shall be established by the bylaws of the corporation.

Sixth: Tax Exempt Status:

(a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in the paragraph entitled Third. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the

prevention of cruelty to children or animals, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law).

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code section 4942, or the corresponding provisions of any future United States internal revenue law.

(e) The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d), or the corresponding provisions of any future United States internal revenue law.

(f) The corporation will not retain any excess business holdings as defined in Internal Revenue Code section 4943(c), or the corresponding provisions of any future United States internal revenue law.

(g) The corporation will not make any investments in a manner that would subject it to tax under Internal Revenue Code section 4944, or the corresponding provisions of any future United States internal revenue law.

(h) The corporation will not make any taxable expenditures as defined in Internal Revenue Code section 4945(d), or the corresponding provisions of any future United States internal revenue law.



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

APR 12 2016

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
PRICE PHILANTHROPIES FOUNDATION (EIN 95-3842468) MERGER ADJUSTMENT	391,595,046.
PRICE PHILANTHROPIES FOUNDATION (EIN 95-3842468) MERGER ADJUSTMENT	38,044,769.
TOTAL TO FORM 990-PF, PART III, LINE 3	429,639,815.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 12
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		165,609,771.	165,505,797.
MUNICIPAL NOTES		X	27,974,568.	24,819,082.
TOTAL U.S. GOVERNMENT OBLIGATIONS			165,609,771.	165,505,797.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			27,974,568.	24,819,082.
TOTAL TO FORM 990-PF, PART II, LINE 10A			193,584,339.	190,324,879.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MILLENIUM INTERNATIONAL SECURITIES	6,333,579.	13,677,087.
	122,005,288.	149,807,439.
TOTAL TO FORM 990-PF, PART II, LINE 10B	128,338,867.	163,484,526.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING - SPOONER COURT	541,667.	75,505.	466,162.
LAND - SPOONER COURT	270,833.	0.	270,833.
TOTAL TO FM 990-PF, PART II, LN 11	812,500.	75,505.	736,995.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROSEMONT CO-INVESTMENT FUND LP	COST	1,074,550.	624,449.
PS IVANHOE LLC	COST	72,849,028.	81,264,601.
BILL PRESS PARTNERSHIP LLC	COST	-3,999.	-1,719.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,919,579.	81,887,331.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	2,748.	550.	2,198.
APPLE LAPTOP	1,824.	274.	1,550.
APPLE LAPTOP	7,526.	720.	6,806.
APPLE LAPTOP	5,375.	806.	4,569.
TOTAL TO FM 990-PF, PART II, LN 14	17,473.	2,350.	15,123.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT PRICE 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	CHAIRMAN & PRESIDENT 10.00	0.	0.	0.
SHERRY BAHRAMBEYGUI 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	VICE CHAIRMAN/EXEC VP/SECRETARY 11.00	0.	0.	0.
ALLISON PRICE 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	VICE CHAIRMAN/VICE PRESIDENT 1.00	0.	0.	0.
JEFF FISHER 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	CFO 8.00	0.	0.	0.
M. EDWARD SPRING 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	DIRECTOR/AUDIT COMMITTEE CHAIR 1.00	0.	0.	0.
WILLIAM GORHAM 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	DIRECTOR 1.00	0.	0.	0.
MATTHEW HERVEY 7777 FAY AVENUE, SUITE 300 LA JOLLA, CA 92037	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TERRY MALAVENDA; PRICE PHILANTHROPIES FOUNDATION
4305 UNIVERSITY AVENUE, SUITE 600
SAN DIEGO

TELEPHONE NUMBER

619-795-2064

FORM AND CONTENT OF APPLICATIONS

PROJECT GOALS, OBJECTIVES, AND EXPECTED RESULTS (MAXIMUM OF ONE PAGE)
PROJECT NARRATIVE (MAXIMUM OF FIVE PAGES)
PROJECT BUDGET (MAXIMUM OF ONE PAGE)
A LIST OF GRANTS, IF ANY, RECEIVED BY ORGANIZATION IN THE LAST 12 MONTHS
FOR THIS PROGRAM/PROJECT (SOURCES AND AMOUNTS).
A LIST OF THE ORGANIZATION'S CURRENT BOARD OF DIRECTORS, INCLUDING EACH
MEMBER'S NAME, PROFESSION, AND OFFICE HELD ON THE BOARD, IF ANY.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS MUST BE MADE TO NON-PROFIT ORGANIZATIONS WITH 501(C)(3) STATUS OR
GOVERNMENTAL UNITS SUCH AS PUBLIC SCHOOLS OR CITY DEPARTMENTS OR FOR
INHERENTLY CHARITABLE ACTIVITIES; GRANTS ARE NOT MADE (I) TO ORGANIZATIONS
WHOSE PRIMARY PURPOSE IS RELIGIOUS, OR (II) FOR PROPAGANDIZING, INFLUENCING
LEGISLATION AND/OR ELECTIONS, PROMOTING VOTING REGISTRATION, FOR POLITICAL
CANDIDATES, POLITICAL CAMPAIGNS OR ORGANIZATIONS ENGAGED IN POLITICAL
ACTIVITIES; OR (III) TO FEDERAL APPEALS OR TO ORGANIZATIONS THAT COLLECT
FUNDS FOR REDISTRIBUTION TO OTHER NON-PROFIT GROUPS.

2016 DEPRECIATION AND AMORTIZATION REPORT

RESIDENTIAL RENTAL - 11164 SPOONER COU

RENT 1

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	BUILDING - SPOONER COURT	01/01/13	SL	27.50	MM	16	541,667.				541,667.	64,015.		11,490.	75,505.
2	LAND - SPOONER COURT	01/01/13	SL				270,833.				270,833.			0.	
	* 990-PF RENTAL TOTAL OTHER						812,500.				812,500.	64,015.		11,490.	75,505.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
20	COMPUTER EQUIPMENT	03/16/16	SL	5.00		16	2,748.				2,748.	46.		504.	550.
29	APPLE LAPTOP	04/07/16	SL	5.00		16	1,824.				1,824.			274.	274.
30	APPLE LAPTOP	04/07/16	SL	5.00		16	7,526.				7,526.			720.	720.
31	APPLE LAPTOP	04/07/16	SL	5.00		16	5,375.				5,375.			806.	806.
* 990-PF PG 1 TOTAL OTHER															
CURRENT YEAR ACTIVITY															
BEGINNING BALANCE															
ACQUISITIONS															
DISPOSITIONS															
ENDING BALANCE															
ENDING ACCUM DEPR															
ENDING BOOK VALUE															
* 990-PF PG 1 TOTAL OTHER															
CURRENT YEAR ACTIVITY															
BEGINNING BALANCE															
ACQUISITIONS															
DISPOSITIONS															
ENDING BALANCE															
ENDING ACCUM DEPR															
ENDING BOOK VALUE															

528111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

KAMALA D. HARRIS
Attorney General

State of California
DEPARTMENT OF JUSTICE



300 SOUTH SPRING STREET, SUITE 1702
LOS ANGELES, CA 90013

Public: (213) 897-2000
Telephone: (213) 897-2128
Facsimile: (213) 897-7605
E-Mail: James.Toma@doj.ca.gov

April 5, 2016

Carol P. Schaner
Gordon & Rees LLP
2211 Michelson Drive, Suite 400
Irvine, CA 92612

RE: Price Philanthropies Foundation (CT 052050) /Price Philanthropy Fund (CT 0222516)

Dear Ms. Schaner:

This will acknowledge receipt of your notice, pursuant to Corporations Code section 6010, of the proposed merger of the above-referenced California nonprofit public benefit corporations, including a copy of the proposed agreement of merger. Based on the representations made in the documents you have provided, this Office has no objection to the proposed transaction.

Please supply a copy of the signed merger agreement certified by the Secretary of State to the Registry of Charitable Trusts, P.O. Box 903447, Sacramento, CA 94203 4470, when such is made available to you.

No later than 4 months and 15 days after the closing date of the merger, the disappearing corporation, Price Philanthropies Foundation, must file a closing periodic report with the Registry of Charitable Trusts at the following address: P.O.Box 903447, Sacramento, CA 94203-4470.

Sincerely,

A handwritten signature in black ink, appearing to read "James M. Toma".

JAMES M. TOMA
Supervising Deputy Attorney General

For KAMALA D. HARRIS
Attorney General

JT:
cc: Registry of Charitable Trusts

CAROL P. SCHANER
DIRECT DIAL: (949) 255-6994
CSCHANER@GORDONREES.COM

GORDON & REES LLP

ATTORNEYS AT LAW
2211 MICHELSON DRIVE
SUITE 400
IRVINE, CA 92612
PHONE: (949) 255-6950
FAX: (949) 474-2060
WWW.GORDONREES.COM

April 15, 2016

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4479

**Re: Price Philanthropies Foundation (CT 052050) / Price Philanthropy
Fund (CT 0222516)**

Gentlemen:

Enclosed as requested in your correspondence dated April 5, 2016, copy attached, is a certified copy of the Certificate of Merger merging Price Philanthropies Foundation, a California nonprofit public benefit corporation, with and into Price Philanthropy Fund, a Delaware nonprofit nonstock corporation.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

GORDON & REES LLP



Carol P. Schaner

CPS:cps
Enclosures

cc: Sherry S. Bahrambeygui, Director (w/encl.)
Sophie Bernabe (w/encl.)
Stephen J. Brownell, CPA (w/encl.)