

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

Name of foundation SAUL ZAENTZ CHARITABLE FOUNDATION		A Employer identification number 47-1005952	
Number and street (or P O box number if mail is not delivered to street address) 2700 PATRIOT BOULEVARD NO 170		Room/suite	B Telephone number (see instructions) (847) 729-0600
City or town, state or province, country, and ZIP or foreign postal code GLENVIEW, IL 60026		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
Initial return of a former public charity ☐ Amended return ☐ Name change ☐		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,040,281		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	37,413,056			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	733,243	84,786		
	4 Dividends and interest from securities	562,382	562,382		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,366,911			
	b Gross sales price for all assets on line 6a 4,061,873				
	7 Capital gain net income (from Part IV, line 2)		3,366,911		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	589	589		
	12 Total. Add lines 1 through 11	42,076,181	4,014,668		
	13 Compensation of officers, directors, trustees, etc	270,000	270,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	27,898	13,949		13,949
	b Accounting fees (attach schedule)	11,280	5,640		5,640
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,221,279	21,249		3,200,030
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	49,929	24,965		24,964
	22 Printing and publications				
	23 Other expenses (attach schedule)	208,195	26,726		26,863
	24 Total operating and administrative expenses. Add lines 13 through 23	3,788,581	362,529		3,271,446
	25 Contributions, gifts, grants paid	22,879,315			22,879,315
	26 Total expenses and disbursements. Add lines 24 and 25	26,667,896	362,529		26,150,761
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	15,408,285			
	b Net investment income (if negative, enter -0-)		3,652,139		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,519,265	3,844,884	3,844,884
	2 Savings and temporary cash investments		3,836,946	3,836,946
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	0	11,370,285	11,358,451	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,519,265	19,052,115	19,040,281	
Liabilities	17 Accounts payable and accrued expenses	5,864		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	5,864	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	2,513,401	19,052,115	
30 Total net assets or fund balances (see instructions)	2,513,401	19,052,115		
31 Total liabilities and net assets/fund balances (see instructions) .	2,519,265	19,052,115		

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	2,513,401
2 Enter amount from Part I, line 27a	2	15,408,285
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,287,624
4 Add lines 1, 2, and 3	4	19,209,310
5 Decreases not included in line 2 (itemize) ▶ _____	5	157,195
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	19,052,115

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a THORNBURG VALUE A	D	2014-01-03	2016-08-11
b SZ COMPANY	P		2016-12-31
c SZ COMPANY	P		2016-12-31
d CAPITAL GAINS DIVIDENDS	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 837,086		694,962	142,124
b 156			156
c 3,205,172			3,205,172
d 19,459			19,459
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			142,124
b			156
c			3,205,172
d			19,459
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,366,911
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,580,765	1,389,488	1 857350
2014	0	0	0 000000
2013			
2012			
2011			

2 Total of line 1, column (d)	2	1 857350
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 928675
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,338,297
5 Multiply line 4 by line 3	5	4,957,543
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,521
7 Add lines 5 and 6	7	4,994,064
8 Enter qualifying distributions from Part XII, line 4	8	26,150,761

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	36,521
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	36,521
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	36,521
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	80,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	82,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	487
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	44,992
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 44,992 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ALAN H HAMMERMAN Telephone no (847) 729-0600			

Located at **2700 PATRIOT BLVD STE 170 GLENVIEW IL** ZIP+4 **600268080**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALAN H HAMMERMAN 2700 PATRIOT BLVD STE 170 GLENVIEW, IL 60026	DIRECTOR 10 00	100,000	0	0
ELLIOT G STEINBERG 105 SKUNK CREEK RD TELLURIDE, CO 81435	DIRECTOR 20 00	170,000	0	0
MARVIN J GARBIS 107 COTSWOLD RD BALTIMORE, MD 21210	DIRECTOR 0 00	0	0	0
FRANK NOONAN 2600 TENTH STREET BERKELEY, CA 94710	DIRECTOR 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,588,520
b	Average of monthly cash balances.	1b	3,831,071
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,419,591
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	5,419,591
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	81,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,338,297
6	Minimum investment return. Enter 5% of line 5.	6	266,915

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	266,915
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	36,521
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,521
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	230,394
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	230,394
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	230,394

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	26,150,761
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	26,150,761
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	36,521
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	26,114,240

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				230,394
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				2,511,291
f Total of lines 3a through e.	2,511,291			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>26,150,761</u>				
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.				230,394
e Remaining amount distributed out of corpus	25,920,367			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,431,658			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	28,431,658			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				2,511,291
e Excess from 2016.				25,920,367

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				22,879,315
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	733,243	
4 Dividends and interest from securities.			14	562,382	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	589	
8 Gain or (loss) from sales of assets other than inventory			18	3,366,911	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		4,663,125	0
13 Total. Add line 12, columns (b), (d), and (e).			13		4,663,125

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Paid
Preparer
Use Only**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BAY AREA RESUE MISSION 2114 MACDONALD AVE RICHMOND, CA 94801		PUBLIC CHARITY	GENERAL SUPPORT	10,000
DEMARILLAC ACADEMY 175 GOLDEN GATE AVE SAN FRANCISCO, CA 94102		PUBLIC CHARITY	GENERAL SUPPORT	50,000
GOOD SHEPARD GRACENTER 1310 BACON ST SAN FRANCISCO, CA 94134		PUBLIC CHARITY	GENERAL SUPPORT	25,000
HARVARD GRADUATE SCHOOL OF EDUCATION - HOWARD GARDNER RESEARCH FUND 13 APPIAN WAY CAMBRIDGE, MA 021383703		PUBLIC CHARITY	GENERAL SUPPORT	100,000
IMMACULET CONCEPTION ACADEMY 3625 24TH ST SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL SUPPORT	50,000
Total ► 3a				22,879,315

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHNS HOPKINS UNIVERSITY 3101 WYMAN PARK DR BALTIMORE, MD 21218		PUBLIC CHARITY	GENERAL SUPPORT	1,000
MARIN CENTER FOR IND LIVING 710 4TH ST SAN RAFAEL, CA 94901		PUBLIC CHARITY	GENERAL SUPPORT	50,000
SCHOOLS RULE-MARIN PO BOX 4925 SAN RAFAEL, CA 94913		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ST VINCENT DE PAUL SOCIETY OF MARIN 820 B ST SAN RAFAEL, CA 94901		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ST VINCENT DE SOCIETY OF SAN FRANCISCO 1175 HOWARD ST SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL SUPPORT	25,000
Total 				22,879,315
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TELLURIDE FOUNDATION FOR SZ FND DONOR ADVISED FUND - EGS 220 E COLORADO AVE TELLURIDE, CO 81435		PUBLIC CHARITY	GENERAL SUPPORT	500,000
1000 DEGREES 1650 LOS GAMOS DRIVE SUITE 110 SAN RAFAEL, CA 94903		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ALL-STARS PROJECT OF CHICAGO 53 W JACKSON BLVD 556 CHICAGO, IL 60604		PUBLIC CHARITY	GENERAL SUPPORT	10,000
BALTIMORE SCHOOL OF THE ARTS 712 CATHEDRAL ST BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	44,000
BOY SCOUTS OF AMERICA PO BOX 152079 IRVING, TX 750152079		PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total 				22,879,315
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR ECONOMIC PROGRESS FINANCIAL COACHING ENHANCEMENT PROJECT 567 W LAKE ST SUITE 1150 CHICAGO, IL 60661		PUBLIC CHARITY	GENERAL SUPPORT	150,000
DOMINICAN UNIVERSITY 7900 DIVISION ST RIVER FOREST, IL 60305		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ENOCH PRATT FREE LIBRARY OF BALTIMORE CITY 400 CATHEDRAL ST BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	50,000
FIRST FIVE YEAR FUND 1010 VERMONT AVE NW 810 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	200,000
FRIENDS OF PERKINS 61 S SANDUSKY ST DELAWARE, OH 43015		PUBLIC CHARITY	GENERAL SUPPORT	50,000
Total ▶ 3a				22,879,315

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLIDE MEMORIAL FEED THE HUNGRY 330 ELLIS STREET SAN FRANCISCO, CA 94102		PUBLIC CHARITY	GENERAL SUPPORT	300,000
HANNA BOYS CENTER 17000 ARNOLD DR SONOMA, CA 95476		PUBLIC CHARITY	GENERAL SUPPORT	50,000
HARVARD UNIVERSITY 86 BRATTLE STREET CAMBRIDGE, MA 02138		PUBLIC CHARITY	GENERAL SUPPORT	15,000
HARVARD UNIVERSITY DEAN'S DISCRETIONARY FUND 86 BRATTLE STREET CAMBRIDGE, MA 02138		PUBLIC CHARITY	GENERAL SUPPORT	100,000
HARVARD UNIVERSITY GRADUATE SCHOOL OF EDUCATION EARLY CHILDHOOD INITIATIVE 86 BRATTLE STREET CAMBRIDGE, MA 02138		PUBLIC CHARITY	GENERAL SUPPORT	18,606,995
Total ▶ 3a				22,879,315

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOMELESS PERSONS REPRESENTATION PROJECT 201 N CHARLES ST 1104 BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	30,000
JERRY WEISS MEMORIAL FUND (UIC) 1200 WEST HARRISON STREET CHICAGO, IL 606077161		PUBLIC CHARITY	GENERAL SUPPORT	100,000
JUVENILE PROTECTIVE AGENCY FOR CONNECT TO KINDERGARTEN PROGRAM 1707 N HALSTED ST CHICAGO, IL 60614		PUBLIC CHARITY	GENERAL SUPPORT	222,050
KITCHEN COMMUNITY 1980 8TH ST BOULDER, CO 80302		PUBLIC CHARITY	GENERAL SUPPORT	175,000
LEVINDALE HEBREW HOME & INFIRMARY INC 2434 W BELVEDERE AVE BALTIMORE, MD 21215		PUBLIC CHARITY	GENERAL SUPPORT	50,000
Total ► 3a				22,879,315

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEYER & RAENA HAMMERMAN FOUNDATION 2700 PATRIOT BLVD STE 310 GLENVIEW, IL 60026		PUBLIC CHARITY	GENERAL SUPPORT	200,000
OUNCE OF PREVENTION FUND 33 W MONROE ST 2400 CHICAGO, IL 60603		PUBLIC CHARITY	GENERAL SUPPORT	700,000
ST MARY'S COLLEGE 149 LE MANS HALL NOTRE DAME, IN 46556		PUBLIC CHARITY	GENERAL SUPPORT	50,000
ST VINCENT DE PAUL SOCIETY OF ST RAPHAEL'S CHURCH 512 HIGH STREET WEST MEDFORD, MA 02155		PUBLIC CHARITY	GENERAL SUPPORT	10,000
TELLURIDE FOUNDATION FOR SZ FND DONOR ADVISED FUND - MJG 220 E COLORADO AVE TELLURIDE, CO 81435		PUBLIC CHARITY	GENERAL SUPPORT	359,000
Total ▶ 3a				22,879,315

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF BALTIMORE FOUNDATION SCHOOL OF LAW HOMELESS VETERANS ADVOCAC 1401 N CHARLES ST BALTIMORE, MD 21201		PUBLIC CHARITY	GENERAL SUPPORT	10,000
UNIVERSITY OF CALIF BERKLEY SCH OF LAW BOALT HALL 215 BANCROFT WAY BERKELEY, CA 94720		PUBLIC CHARITY	GENERAL SUPPORT	100,000
URBAN EDUCATION INSTITUTE (UNIV OF CHICAGO) 1313 E 60TH CHICAGO, IL 60637		PUBLIC CHARITY	GENERAL SUPPORT	220,000
YMCA OF CENTRAL BAY AREA FOR Y SCHOLORS PROGRAM 2111 MARTIN LUTHER KING JUNIOR WAY BERKELEY, CA 94704		PUBLIC CHARITY	GENERAL SUPPORT	21,000
PASS THROUGH FROM SZ COMPANY VARIOUS VARIOUS, CA 94720		PUBLIC CHARITY	GENERAL SUPPORT	40,270
Total ► 3a				22,879,315

TY 2016 Accounting Fees Schedule**Name:** SAUL ZAENTZ CHARITABLE FOUNDATION**EIN:** 47-1005952

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,280	5,640		5,640

TY 2016 Legal Fees Schedule**Name:** SAUL ZAENTZ CHARITABLE FOUNDATION**EIN:** 47-1005952

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	27,898	13,949		13,949

TY 2016 Other Assets Schedule**Name:** SAUL ZAENTZ CHARITABLE FOUNDATION**EIN:** 47-1005952**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STOCKS	0	8	8
MUTUAL FUNDS	0	1,049,952	1,038,118
SAUL ZAENTZ CO		10,320,325	10,320,325

TY 2016 Other Decreases Schedule

Name: SAUL ZAENTZ CHARITABLE FOUNDATION

EIN: 47-1005952

Description	Amount
NON DEDUCTIBLE EXPENSES FROM SZ COMPANY	157,195

TY 2016 Other Expenses Schedule**Name:** SAUL ZAENTZ CHARITABLE FOUNDATION**EIN:** 47-1005952**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	6,010	3,005		3,005
OFFICE EXPENSE	47,352	23,676		23,676
BANK FEES	45	45		0
AGENT FEE	172	0		172
ANNUAL REPORT	10	0		10
LOSS FROM SZ K-1	154,606	0		0

TY 2016 Other Income Schedule

Name: SAUL ZAENTZ CHARITABLE FOUNDATION

EIN: 47-1005952

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SZ ADMIN TRUST	589	589	589

TY 2016 Other Increases Schedule

Name: SAUL ZAENTZ CHARITABLE FOUNDATION

EIN: 47-1005952

Description	Amount
FMV ADJUSTMENT FOR SECURITIES DONATED	1,287,624

TY 2016 Taxes Schedule**Name:** SAUL ZAENTZ CHARITABLE FOUNDATION**EIN:** 47-1005952

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	30	0		30
FOREIGN TAXES	3,787	3,787		0
PAYROLL TAXES	17,462	17,462		0
FEDERAL TAXES	2,600,000	0		2,600,000
STATE TAXES	600,000	0		600,000