



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

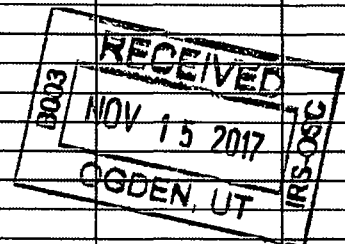
- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE H N AND FRANCES C BERGER FOUNDATION			A Employer identification number 52-1757452	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 13390		Room/suite	B Telephone number (see instructions) (760) 341-5293	
City or town, state or province, country and ZIP or foreign postal code PALM DESERT CA 92255-3390		C If exemption application is pending, check here <input type="checkbox"/>		
Foreign country name	Foreign province/state/country	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <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			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 454,613,536		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) Modified Cash (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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	10,461	10,461		
	4 Dividends and interest from securities	8,717,419	8,717,419		
	5a Gross rents	16,515,212	15,972,750		
	b Net rental income or (loss) 9,537,445				
	6a Net gain or (loss) from sale of assets not on line 10	-3,154,643			
	b Gross sales price for all assets on line 6a 126,135,006				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule) SEE SCH. (1)	8,327,711	3,511,709			
12 Total. Add lines 1 through 11	30,416,160	28,212,339			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	36,713,018	7,876,413		18,831,207	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-6,296,858				
b Net investment income (if negative, enter -0-)		20,335,926			
c Adjusted net income (if negative, enter -0-)					



FOR LINES 13-26
SEE FOLLOWING PAGE

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

HTA

953 13

SCANNED NOV 17 2017

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	11,458	16,196	16,196
	2	Savings and temporary cash investments	8,917,948	19,727,159	19,727,159
	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) ▶ 15,668,266			
		Less allowance for doubtful accounts ▶ SEE SCH (8)	12,500,000	15,668,266	15,668,266
	8	Inventories for sale or use	456,869	471,129	471,129
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule) SCH (9)		1,484,063	1,443,105
	b	Investments—corporate stock (attach schedule) SEE SCH (10)	26,739,429	48,362,536	49,420,387
	c	Investments—corporate bonds (attach schedule) SEE SCH (11)	117,531,572	94,494,152	91,008,853
Liabilities	11	Investments—land, buildings, and equipment, basis ▶ 168,234,311			
		Less accumulated depreciation (attach schedule) ▶ SCH (12) 15,026,609	151,257,055	153,207,702	153,207,702
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE SCHEDULE (13))	152,620,748	129,362,216	123,650,739
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	470,035,079	462,793,419	454,613,536
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	516,038	494,322	
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule) SEE SCH (14)	8,757,526	8,383,000	
	22	Other liabilities (describe ▶ SEE SCHEDULE (15))	1,600,505	1,051,945	
	23	Total liabilities (add lines 17 through 22)	10,874,069	9,929,267	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24	Unrestricted	459,161,010	452,864,152	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	459,161,010	452,864,152	
	31	Total liabilities and net assets/fund balances (see instructions)	470,035,079	462,793,419	

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	459,161,010
2	Enter amount from Part I, line 27a	2	-6,296,858
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	452,864,152
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	452,864,152

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 Publicly Traded Securities - See Sch. (17)		P		
b 2011 Cadillac Escalade (Investment Portion)		P	6/1/2011	5/2/2016
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 126,133,656		129,753,687	-3,620,031
b 1,350	797	3,620	-1,473
c			
d			
e			

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

(i) FMV 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			-3,620,031
b			-1,473
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-3,621,504
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 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	10,233,463	309,230,943	0.033093
2014	24,302,661	309,199,758	0.078599
2013	28,246,707	308,790,532	0.091475
2012	16,167,190	302,114,650	0.053513
2011	15,970,470	309,829,493	0.051546

2 Total of line 1, column (d)	2	0.308226
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	0.061645
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	331,701,811
5 Multiply line 4 by line 3	5	20,447,758
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	203,359
7 Add lines 5 and 6	7	20,651,117
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	18,897,268

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	406,719
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	406,719
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	406,719
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	481,538
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	481,538
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	74,819
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 74,819 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		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 <input type="checkbox"/> \$ <u>NONE</u> (2) On foundation managers <input type="checkbox"/> \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>NONE</u>		
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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AL, AZ, CA, CO, GA, MI</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ The H N and Frances C. Berger Foundation Telephone no ▶ (760) 341-5293 Located at ▶ 75-200 Classic Club Blvd 2nd Floor, Palm Desert, CA ZIP+4 ▶ 92211-5143			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year N/A ▶ 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 ▶ 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	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 ▶ 20 _____, 20 _____, 20 _____, 20 _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b N/A
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b N/A

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	(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 SCHEDULE (18)		2,747,750	209,653	NONE

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	(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
Ruel C Ortiz-Luis 75-200 Classic Club Blvd, Palm Desert, CA 92211	Accounting Mgr 36 00	101,400	25,718	NONE
Jennifer D. Brock 75-200 Classic Club Blvd, Palm Desert, CA 92211	Executive Assistant 36 00	64,272	19,947	NONE
Total number of other employees paid over \$50,000				NONE

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
SEE SCHEDULE (19)		642,553
Total number of others receiving over \$50,000 for professional services		NONE

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 The Foundation owns real estate which is leased to public charities for a charitable purpose consistent with Rev. Ruling 69-572, C.B. 1969-2-119. See Schedule (20) for tenant listing.	1,174,531
2 The Foundation also owns and operates a senior citizen housing facility, with approximately 208 residents, which use is consistent with Rev. Ruling 79-18, C.B. 1979-194.	518,390
3 Charitable Golf Facilities total expenses over revenues. See Schedule (21) for statement.	2,218,079
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	NONE

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	143,552,850
b	Average of monthly cash balances	1b	10,946,871
c	Fair market value of all other assets (see instructions)	1c	190,810,252
d	Total (add lines 1a, b, and c)	1d	345,309,973
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets SEE SCHEDULE (22)	2	8,556,865
3	Subtract line 2 from line 1d	3	336,753,108
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	5,051,297
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	331,701,811
6	Minimum investment return. Enter 5% of line 5	6	16,585,091

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	16,585,091
2a	Tax on investment income for 2016 from Part VI, line 5	2a	406,719
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	12,848
c	Add lines 2a and 2b	2c	419,567
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,165,524
4	Recoveries of amounts treated as qualifying distributions SEE SCHEDULE (23)	4	1,235,432
5	Add lines 3 and 4	5	17,400,956
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	17,400,956

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	18,831,207
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes SEE SCHEDULE (24)	2	66,061
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	18,897,268
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,897,268

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				17,400,956
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				1,318,325
c From 2013				12,737,584
d From 2014				8,915,583
e From 2015				
f Total of lines 3a through e	22,971,492			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 18,897,268				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				17,400,956
e Remaining amount distributed out of corpus	1,496,312			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,767,804			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	24,767,804			
10 Analysis of line 9				
a Excess from 2012				1,318,325
b Excess from 2013				12,737,584
c Excess from 2014				8,915,583
d Excess from 2015				
e Excess from 2016				1,496,312

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

N/A

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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 e-mail address of the person to whom applications should be addressed

N/A

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

N/A

- c Any submission deadlines

N/A

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

N/A

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 SEE SCHEDULE (25)				10,301,012
Total			3a	10,301,012
b Approved for future payment SEE SCHEDULE (26)				3,308,987
Total			3b	3,308,987

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452

Form 990-PF, Dec. 31, 2016

Attachment to Page 1, Part I, Lines 13 to 26 - Analysis of Expenses

OPERATING AND ADMINISTRATIVE EXPENSES

Line	Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Allocation of column (d)	
					Charitable Administrative Expenses	Direct Charitable Programs
13	Compensation of officers, directors, trustees, etc.	2,747,750	749,919	1,997,831	1,997,831	-
14	Other employee salaries and wages	352,692	126,063	226,629	164,958	61,671
15	Pension plans, employee benefits (Note A)	1,931,144	544,877	1,386,267	1,351,124	35,143
16a	Legal fees - See Schedule (2)	331,145	75,583	255,562	255,001	561
16b	Accounting fees - See Schedule (3)	228,110	-	228,110	228,110	-
16c	Other professional fees - See Schedule (4)	268,020	268,020	-	-	-
18	Taxes - See Schedule (5)	1,199,792	350,436	377,761	17,888	359,873
19	Depreciation and depletion - See Schedule (6)	6,435,938	4,024,525	-	-	-
21	Travel, conferences, and meetings	55,142	7,168	45,381	45,381	-
23	Other expenses - See Schedule (7)	12,862,273	1,729,822	4,012,654	558,902	3,453,752
24	Total operating and administrative expenses	26,412,006	7,876,413	8,530,195	4,619,195	3,911,000
25	Contributions, gifts, grants paid - See Sch. (25)	10,301,012	-	10,301,012		
26	Total expenses and disbursements	36,713,018	7,876,413	18,831,207		

Note A - The contribution to the defined benefit pension plan in 2016 was \$1,494,429.
The contribution was made to accelerate reaching an adjusted funding target attainment percentage of 100%.

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (1), Part 1, Line 11

OTHER INCOME:	<u>PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSE</u>
Other interest - notes receivables	3,242,284	3,242,284	
Miscellaneous	145,763	145,763	
Income from LLC	321,322	123,662	
Golf facilities	4,618,342		
	<u> </u>	<u> </u>	<u> </u>
TOTALS	<u>8,327,711</u>	<u>3,511,709</u>	<u> </u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (2), Part 1, Line 16a

LEGAL FEES:	<u>PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSE</u>
Barton, Klugman, & Otting 350 So. Grand Ave., Ste 2200 Los Angeles, CA 90071-3485 Service: Legal	816	255	561
Mitchell, Silberberg, & Knupp, LLC 11377 West Olympic Blvd. Los Angeles, CA 90064 Service: Legal	12,523	-	12,523
Rover Armstrong, A.P.C. 75100 Mediterranean Palm Desert, CA 92211 Service: Legal	317,806	75,328	242,478
Totals	<u>331,145</u>	<u>75,583</u>	<u>255,562</u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (3), Part 1, Line 16b

ACCOUNTING FEES:	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
Ernst & Young, LLP 725 South Figueroa St., Los Angeles, CA 90017 Service: Tax Return Review	19,210	-	19,210
Deloitte & Touche LLP 555 West 5th Street, Suite #2700 Los Angeles, CA 90013-1010 Service: Audit	208,900	-	208,900
	<u>228,110</u>	<u>-</u>	<u>228,110</u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (4), Part I, Line 16c

OTHER PROFESSIONAL FEES	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
Goldman, Sachs, & Co. 2121 Avenue of the Stars, Suite 2600 Los Angeles, CA 90067-5050 Service: Investment Management	268,020	268,020	-

The H. N. and Frances C. Berger Foundation
P O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990 PF, Dec. 31, 2016
Schedule (5), Part I, Line 18

TAXES:	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
Property Taxes	728,197	350,436	377,761
Federal - IRC 4940 Excise Tax	471,595	-	-
	<u>1,199,792</u>	<u>350,436</u>	<u>377,761</u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN. 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (6), Part I, Line 19

DEPRECIATION AND DEPLETION

DESCRIPTION	COST	ACCUMULATED DEPRECIATION	DEPRECIATION EXPENSE
Investment Assets:			
Land improvements	3,834,238	2,044,814	480,160
Buildings	109,766,593	12,493,969	2,858,882
Equipment	56,270	36,576	5,627
Charitable Rental Properties:			
Land improvements	11,109,959	2,956,575	420,103
Buildings	62,969,707	17,456,989	1,792,841
Furnitures & fixtures	2,901,876	2,309,173	284,320
Equipment	3,045,441	1,517,408	324,558
Auto	22,375	11,561	4,475
Corporate Fixed Assets: (Charitable & Investment)			
Building	6,055,016	1,419,144	151,375
Furnitures & fixtures	629,291	234,138	24,031
Equipment	995,707	1,021,901	69,531
Auto	342,763	39,700	20,035
Column (a) - Per books	201,729,236	41,541,948	6,435,938
Less Depreciation related to:			
Golf facilities			(2,031,836)
Charitable portion of corporate fixed assets			(173,711)
Unrelated Business Income rental property			(205,866)
Total non-deductible			(2,411,413)
Column (b) - Net investment income			4,024,525

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (7), Part 1, Line 23

OTHER EXPENSES:	PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSE
Rental and Other Property Expenses (Investment)	1,840,022	1,505,930	-
Rental and Other Property Expenses (Charitable)	10,239,456	-	3,453,751
Administrative Expenses:			
Appraisal Fee	17,500	-	17,500
Auto Expenses	32,457	7,919	24,538
Employee Auto Reimbursement	(40,040)	(14,014)	(26,026)
Bank Charges	465	465	-
Community Outreach	120,000	-	120,000
Computer Expenses	15,346	-	15,346
Corporation Fees	202	202	-
Insurance	71,228	24,210	47,018
Overhead Reimbursement	29,855	10,449	19,406
Miscellaneous Operating Expenses	11,128	11,128	-
Office Supplies	7,539	1,772	5,767
Outside Services	48,664	16,838	31,826
Repairs & Maintenance	340,495	120,334	220,161
Subscription	653	209	444
Telephone	5,510	1,876	3,634
Utilities	121,426	42,499	78,927
Other	367	5	362
Sub-total	782,795	223,892	558,903
TOTALS	12,862,273	1,729,822	4,012,654

The H. N. and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990 PF, Dec. 31, 2016
Schedule (8), Part II, Line 7

OTHER NOTES AND LOAN RECEIVABLES:

<u>DESCRIPTION</u>	<u>Balance Due</u>	<u>Fair Market Value</u>
Russell Clarke Relationship to borrower: None	1,500,000	1,500,000
Old Town La Quinta Relationship to borrower: None	11,000,000	11,000,000
Imperial Hardware Relationship to borrower: None	3,168,266	3,168,266
TOTAL	<u>15,668,266</u>	<u>15,668,266</u>

The H. N. and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

EIN. 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (9), Part II, Line 10a

DESCRIPTION	ENDING COST
-------------	----------------

GOVERNMENT & AGENCY

US TREASURY NOTE	1,484,063
------------------	-----------

TOTAL	<u>1,484,063</u>
-------	------------------

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (10), Part II, Line 10b

DESCRIPTION	ENDING COST
-------------	----------------

COMMON STOCKS

BLACKSTONE GROUP LP	226,643
EXXON MOBIL CORP	3,117,937
WELLS FARGO & COM	1,010,976
WMI HLDGS CORP WASHINGTON MUTUAL	341,505
ZTO EXPRESS CAYMAN INC	39,000
EM EQ MGRS: PORT 1	160,109
SOUTHERNSUN (027-28472-8)	875,582
ROTHSCHILD: LCV	1,633,429
DELAWARE: NON US EQUITY	622,514
CAPITAL GROUP PCS: GBL EQ	1,527,132
HARDING LOEVNER	477,675
DELAWARE:LCG	(31,851)
SUB-TOTAL	10,000,651

PREFERRED STOCK

AMTRUST FINANCIAL	75,000
AXIS CAP HOLDINGS LTD	125,000
BREITBURN EGY PARTN LP	250,000
CAPITAL ONE FINANCIAL	500,000
COLONIAL BANC INC	474,410
COLONY CAPITAL INC	500,000
CUSTOMERS BANCORP INC	175,000
DDR CORP	34,100
DOMINION RESOURCE	1,000,000
ENTERGY ARKANSAS	1,210,550
FANNIE MAE	1,000,000
GATX CORPORATION	479,650
GENERAL MOTORS ESCROW	5
HERCULES CAPITAL	252,474
INVESCO MTG CAP INC	236,650
KKR & CO LP	500,000
KKR & CO LP	500,000
LEGACY RES LP FXD/FLT	250,000
LEGG MASON	625,000

The H. N. and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (10), Part II, Line 10b

DESCRIPTION	ENDING COST
-------------	----------------

PREFERRED STOCK (continued)

NEXTERA ENERGY CA	250,000
PS BUSINESS PARKS INC	337,500
QWEST CORPORATION	1,000,000
RESOURCE CAPITAL CORP	250,000
SAFE BULKERS	500,000
TELE DATA	30,850
THE SOUTHERN COMP	750,000
UNITED STATES CELLULAR	500,000
VALIDUS HOLDINGS LTD	250,000
SUB-TOTAL	12,056,189

MUTUAL FUNDS

FIRST EAGLE GLOBAL	2,818,373
G.S. HIGH YIELD	2,418,570
VANGUARD FTSE EMERGING MKTS ETP	400,504
GS TACTICAL TILT IMPLM. FND	1,412,550
ISHARES MSCI EAFE INDEX FUND	1,098,958
ISHARES RUSSELL 1000 GROWTH ETF	1,550,578
ISHARES RUSSELL 1000 VALUE ETF	649,480
SPDR S&P 500 ETP TRUST DE DISCRETION	5,756,488
DEUTSCHE X-TRACKERS MSCI EAFE	276,915
THORNBURG FUNDS INVT INCOME BUILDER FD	819,720
TOTAL MUTUAL FUNDS	17,202,136

HEDGE FUNDS

BALYASNY ATLAS ENHANCED	5,050,000
MILLENNIUM INTL LTD	2,000,000
CO INVESTMENT PARTNER OFFSHORE	157,130
GS STRATEGIC ASIA CONCENTRATED PARTNERS	42,299
GS HEDGE FUND OPPORTUNITIES 1	495,719
GS HEDGE FUND OPPORTUNITIES 65	416,744
GS INVESTMENT PARTNERS / GLOBAL LONG SHORT PART	931,668
VINTAGE VII LP	10,000
SUB-TOTAL	9,103,560

TOTAL 48,362,536

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN. 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (11), Part II, Line 10c

DESCRIPTION	ENDING COST
-------------	----------------

CORPORATE BONDS

AEGON NV	1,373,575
ALLY FIN INC	2,052,506
ALLY FIN INC	1,025,006
AMERICAN GREETINGS	1,035,212
BAC CAP TR XIV	1,654,706
BANK OF AMERICA	1,552,506
BUNGE LTD FINANCE	1,016,692
CAPITAL ONE FINL	1,506,811
CITIGROUP INC	1,396,044
CITIGROUP INC	1,524,756
CITIGROUP INC	1,500,006
CITIZENS COMM CO	850,004
CITIZENS FINANCIAL	1,475,631
DISCOVER BANK	511,986
DISCOVER FINANCIAL	984,506
E*TRADE FUND	2,605,012
EBAY INC	1,049,406
EMC CORP	991,256
EXCO RESOURCES	1,052,506
EXPRESS SCRIPTS	1,026,986
GS CAPITAL II	2,092,601
GULFMARK OFFSHORE	1,537,500
HSBC BANK PLC	620,006
HSBC BANK PLC	477,875
ILFC E-CAP REG S	2,942,524
ING BANK	1,030,006
JEFFERIES GROUP	101,506
JPMORGAN CHASE	2,571,258
MORGAN STANLEY	2,018,946
MORGAN STANLEY-H	(4,542)
RESOLUTE FOREST P	1,284,258
SEARS ROEBUCK	406,005
SYNCHRONY FINAN	2,024,952
SYNOVUS FINANCIAL	2,047,506
WELLS FARGO CO	1,035,000
AGILENT TECHNOLOGIES INC	877,048
ALTRIA GROUP INC	623,340
APPLIED MATERIALS	401,404

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (11), Part II, Line 10c

DESCRIPTION	ENDING COST
-------------	----------------

CORPORATE BONDS (continued)

AT&T INC.	1,000,642
BECTON, DICKINSON & CO.	763,328
CHEVRON CORP	475,000
CISCO SYSTEMS INC	1,069,713
CVS HEALTH CORP	692,959
DR PEPPER SNAPPLE GROUP INC	511,295
FORD MOTOR CREDIT COMPANY LLC	670,254
GENERAL ELECTRIC CAP CORP	942,624
INGERSOLL-RAND LUXEMBOURG	474,687
JPMORGAN CHASE & CO	995,950
MEDTRONIC INC	1,047,870
MERCK SHARP & DOHME CORP	499,905
NETAPP INC	495,241
OMNICOM GROUP INC	738,458
ORACLE CORPORATION	908,978
PEPSICO INC	1,059,444
PHILIP MORRIS	1,079,604
THE TJX COMPANIES	917,550
UNITEDHEALTH GROUP INC	1,051,239
VERIZON COMMUNICATION INC	766,759
VISA INC	374,681
XILINX	763,665

TOTAL CORPORATE BONDS

65,572,152

STRUCTURED NOTES

GS CIAUTO ON C	245,000
CS CI AUTO bx	1,200,000
CS CI WO INDX	3,000,000
CS WOAUTO INDEX	975,000
GS CI WO INDICES	2,600,000
GS CI WO INDICES	1,000,000
GS CI WO INDICES	750,000
GS CI WO INDICES	2,000,000
GS CI WO INDICES	950,000
HSBC CI WO INDEX	2,500,000
HSBC DDTRIGP SPX	825,000
JPM CI WO INDICES	412,000

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (11), Part II, Line 10c

DESCRIPTION	ENDING COST
<u>STRUCTURED NOTES (continued)</u>	
JPM CI WO INDICES	540,000
JPM WO AUTO INDEX	1,000,000
MS CIAUTO ON JPM	1,600,000
RBC CI WO INDICES	6,000,000
JPMORGAN CHASE	700,000
JPMORGAN CHASE LINKED TO BASKET	2,000,000
WELLS FARGO & COMPANY LINKED TO EURO	250,000
WELLS FARGO & COMPANY LNKD TO MSCI	375,000
 TOTAL STRUCTURED NOTES	 <u>28,922,000</u>
 TOTAL	 <u><u>94,494,152</u></u>

The H N and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (12), Part II, Line 11

INVESTMENTS-LAND, LAND IMPROVEMENTS, BUILDINGS, AND EQUIPMENT:

DESCRIPTION	COST	ACCUMULATED DEPRECIATION	NET BOOK VALUE	TOTAL FAIR MARKET VALUE
LAND	53,896,659		53,896,659	
LAND IMPROVEMENTS	3,834,238	2,044,815	1,789,423	
BUILDINGS	109,766,592	12,493,969	97,272,623	
EQUIPMENT, FURN. & FIX	640,715	456,568	184,147	
AUTOS	96,107	31,257	64,850	
TOTAL AMOUNT	168,234,311	15,026,609	153,207,702	158,575,141

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (13), Part II, Line 15

OTHER ASSETS:

	NET BOOK VALUE	FAIR MARKET VALUE
Accrued Bond Interest	57,118	57,118
Deposits	342,665	342,665
Due from Related Entities	54,999	54,999
Investment in Partnerships	3,935,446	5,111,766
Investment in Wholly Owned Subsidiaries	14,172,890	6,351,394
Other Receivables	616,627	616,627
Prepaid Expenses	339,538	339,538
Charitable and Held for Charitable Purposes Assets:		
Rental Properties	22,925,292	47,729,000
Charitable Golf Facilities	42,454,338	11,257,566
Notes Receivables	27,603,975	27,603,975
Vacant Land	11,399,365	16,395,000
Fiber Optic Equipment	381,372	381,372
Foundation Office Building	4,635,872	6,967,000
Furniture & Fixtures	204,506	204,506
Auto & Trucks	238,213	238,213
Totals	129,362,216	123,650,739

The H N and Frances C Berger Foundation
P O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (14), Part II, Line 21

	<u>BOOK VALUE</u>
MORTGAGES AND NOTES PAYABLE	
EverBank 6464 185th Avenue NE, Suite 200 Redmond, WA 98052-5048	8,383,000
Purpose of loan: loan assumption related to acquisition of a rental property	
Relationship of lender to Foundation: None	
Total	<u><u>8,383,000</u></u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (15), Part II, Line 22

	<u>BOOK VALUE</u>
OTHER LIABILITIES:	
Tenant Deposits	155,261
Tenant Impound Accounts	273,644
Deposit - Sale of Property	50,000
Accounts Payable	170,576
Accrued Expenses	<u>402,464</u>
Total	<u><u>1,051,945</u></u>

The H.N. and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (17), Part IV, Line 1a

Gross Sales Price	Cost or Other Basis	Gain/(Loss)
----------------------	------------------------	-------------

ACQUIRED BY PURCHASE - LINE 1a:

CORPORATE BONDS	66,169,929	71,148,275	(4,978,346)
PREFERRED STOCKS	17,448,604	17,401,540	47,064
COMMON STOCKS	42,515,123	41,203,872	1,311,251
TOTAL	126,133,656	129,753,687	(3,620,031)

The H.N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, December 31, 2016
Schedule (18), Part VIII, Line 1
Page 1

All amounts paid to officers represents Foundation allocated share of total salary and benefits paid under a common paymaster arrangement as authorized by Employment Tax Reg. 31.3121(s)-1(a) and (b). Fairfield Homes Title Holding Company, Inc. serves as the paymaster

<u>Compensation - Officers</u>	<u>Amount</u>	<u>Title and Time</u>
Ronald M. Auen	\$ 894,177	President, estimated 50-60+ hours per week
Darrell Burrage	\$ 278,937	Vice President, estimated 35-40+ hours per week
Joan C. Kalimanis	\$ 242,794	Secretary-Treasurer, estimated 29+ hours per week
Christopher M. McGuire	\$ 523,342	Vice President, Asst. Secretary, estimated 40-50+ hours per week
Douglass Vance	\$ 442,826	Vice President, estimated 50-60+ hours per week

Other compensation from The H.N. and Frances C. Berger Foundation

Ronald M. Auen	\$ 54,000	Director, 72 hours per year plus additional time as needed
Darrell Burrage	\$ 27,000	Director, 36 hours per year plus additional time as needed
Joan C. Kalimanis	\$ 27,000	Director, 36 hours per year plus additional time as needed
Tom Kalimanis	\$ 27,000	Director, 36 hours per year plus additional time as needed
Christopher M. McGuire	\$ 27,000	Director, 36 hours per year plus additional time as needed
Catharine Reed	\$ 27,000	Director, 36 hours per year plus additional time as needed
Catharine Reed	\$ 68,674	Senior Programs Manager, estimated 15-20+ hours per week
Douglass Vance	\$ 27,000	Director, 36 hours per year plus additional time as needed
Lewis Webb, Jr.	\$ 27,000	Director, 36 hours per year plus additional time as needed
Mike Rover	\$ 27,000	Director, 36 hours per year plus additional time as needed
Francis Wong	\$ 27,000	Director, 36 hours per year plus additional time as needed
Total	<u>\$ 2,747,750</u>	

The H.N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, December 31, 2016
Schedule (18), Part VIII, Line 1

Page 2

Contributions to Employee Benefit Plans

Benefit Plans Available to all Employees: Premiums for Health, Life, Dental, Vision, Long Term Disability,
Worker's Compensation Insurance

Ronald M. Auen	\$	25,935
Darrell Burrage	\$	45,816
Joan C. Kalimanis	\$	38,174
Christopher M. McGuire	\$	37,537
Douglass Vance	\$	52,427
Catharine Reed	\$	9,764
	\$	<u>209,653</u>

Expense Account

NONE

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (19), Part VIII, Line 3

<u>PROFESSIONAL SERVICES</u>	<u>AMOUNT</u>
Rover Armstrong, A.P.C. 75100 Mediterranean Palm Desert, CA 92211 Service: Legal	313,653
CV Strategies, Inc 45025 Manitou Drive, Suite 13 Indian Wells, CA 92210 Service: Consulting	120,000
Deloitte & Touche LLP 555 West 5th Street, #2700 Los Angeles, CA 90013 Service: Audit	<u>208,900</u>
Totals	<u><u>\$ 642,553</u></u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (20), Part IX-A, Line 1

LIST OF CHARITABLE ORGANIZATION TENANTS:

ABILITY FIRST
ALISA ANN RUCH BURN FOUNDATION
AMERICAN CANCER SOCIETY
AUEN FOUNDATION
BETH SHALOM JEWISH CTR
BIG BROTHERS & SISTERS
BOYS & GIRLS CLUB OF C.V
BRANDMAN UNIVERSITY
DESERT COMMUNITY FOUNDATION
EASTER SEALS
GARDEN FELLOWSHIP
GLORY CROWN ASSEMBLY OF GOD
MISSION AMERICA COALITION
OAK GROVE CENTER
PACIFIC CLINICS
PALM SPRINGS FRIENDS OF PHILHARMONIC
PASADENA COMMUNITY COLLEGE
UMBRELLA MINISTRIES
VISITING NURSES ASSOCIATION
WEBB FOUNDATION
Y.W.C.A.

The H. N. and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

FIN 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (21), Part IX-A, Line 3

Golf Course - Direct Charitable Activity

In 2005, the Foundation, by a grant agreement, donated the Classic Club Golf Course ("Course") to Bob Hope Classic Charities ("BHCC"), a public charity recognized under Code Section 501(c)(3). The grant agreement gave BHCC the right to rescind the grant in certain circumstances. BHCC exercised that right and returned the course to the Foundation on February 1, 2009. The Foundation determined that maintaining ownership of the course and operating it for charitable purposes is the best use of this asset to further the Foundation's charitable purposes by supporting charity golf tournaments, providing other support to Coachella Valley charities, providing internship and other educational opportunities in partnership with schools and colleges, supporting school athletic programs, promoting environmental responsibility in the golf community and increasing access to golf facilities for residents of the Coachella Valley. This determination was ratified by the Board of Directors of the Foundation, and these programs were implemented in phases during 2009.

The H N and Frances C. Berger Foundation
P O Box 13390
Palm Desert, California 92255-3390

EIN 52-1757452
Form 990 PF, Dec 31, 2016
Schedule (22), Part X, Line 2

<u>ACQUISITION INDEBTEDNESS</u>	Loans Payable
	California Property
<u>Average acquisition debt</u>	
Jan-16	8,727,325
Feb-16	8,696,943
Feb-16	8,666,380
Mar-16	8,635,635
Apr-16	8,604,708
May-16	8,573,596
Jul-16	8,542,300
Aug-16	8,510,817
Sep-16	8,479,147
Oct-16	8,447,288
Nov-16	8,415,240
Dec-16	<u>8,383,001</u>
	102,682,380
Number of months	<u>12</u>
Average acquisition debt	<u><u>8,556,865</u></u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN. 52-1757452
Form 990-PF, Dec. 31, 2016
Schedule (23), Part XI, Line 4

Amount previously claimed as qualifying distribution,
recovered in 2016, which must be redistributed in 2017
per IRC 4942(d)(1) and 4942(f)(2)(c)

	<u>AMOUNT</u>
Charitable loan principal repayments:	
Haven House	166,532
Temple Sinai	<u>1,043,250</u>
Sub-total	1,209,782
Amounts recovered previously taken as qualifying distribution	<u>25,650</u>
Total	<u><u>1,235,432</u></u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990-PF, Dec 31, 2016
Schedule (24), Part XII, Line 2

	<u>AMOUNT</u>
Amounts paid to acquire assets used directly in carrying out charitable purposes - additions and improvements to charitable buildings	638,332
Golf Course 2016 QD adjustment	<u>(572,271)</u>
Total	<u><u>66,061</u></u>

The H.N. and Frances C. Berger Foundation

EIN: 52-1757452, Form 990PF, December 2016

Schedule (25), Part XV, Line 3A - Grants and Contributions Paid During Year

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
January 2016					
James Carter Elementary School <i>CBS Spotlight Grant - To support Updates of Library Books, and to provide needed materials and supplies</i>	16-02	1/6/2016 CK#29824	\$25,000.00	33-0732199	74-251 Hovley Lane Palm Desert, CA 92211
Southern California Grantmakers <i>Annual Membership</i>	16-21	1/6/2016 CK#Credit Card	\$8,000 00	952831058	1000 North Alameda Suite 230 Los Angeles, CA 90012
<i>Total January 2016 (2 items)</i>			<u>\$33,000.00</u>		
February 2016					
American Cancer Society, Inc. (Desert Palms Area) <i>CBS Spotlight Grant - support for healthy living and public health services and policies</i>	16-03	2/3/2016 CK#29873	\$25,000.00	131788491	73-161 Fred Waring Drive Suite 100 Palm Desert, CA 92260
Barbara Sinatra Children's Center at Eisenhower <i>support for Programs and Services</i>	16-12	2/3/2016 CK#29881	\$40,000 00	330136550	39000 Bob Hope Drive Rancho Mirage, CA 92270
Betty Ford Center at Eisenhower <i>support for Children's Center Programs</i>	16-06	2/3/2016 CK#29879	\$25,000.00	953863994	39000 Bob Hope Dr. Rancho Mirage, CA 92270
Cancer Partners <i>funding for core programs and services for seniors</i>	16-13	2/3/2016 CK#29889	\$50,000.00	330911108	73555 Alessandro Drive Palm Desert, CA 92260
Coronado Hospital Foundation <i>support for 2 annual fundraising events</i>	16-05	2/3/2016 CK#29883	\$50,000 00	953273985	250 Prospect Place Coronado, CA 92118
Hawaiian Legacy Reforestation Initiative <i>capital and operating expenses</i>	16-09	2/3/2016 CK#29890	\$15,000 00	465002476	PO Box 22435 Honolulu, HI 96823

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
Opera Arts <i>2016 Festival of Opera and Arts</i>	16-04	2/3/2016 CK#29894	\$2,500.00	300540629	PO Box 5722 Palm Springs, CA 92263
Our Lady of Malibu School <i>operating expenses</i>	16-08	2/3/2016 CK#29895	\$2,000.00		3625 South Winter Canyon Road Malibu, CA 90265
Parkinson Alliance, Inc. <i>funding for Parkinson research</i>	16-14	2/3/2016 CK#29897	\$3,000.00	223683309	6412 Broadway Whittier, CA 90606
Sacred Heart Church <i>operating expenses</i>	16-11	2/3/2016 CK#29905	\$5,000.00		43-775 Deep Canyon Rd. Palm Desert, CA 92260
Senior Advocates of the Desert <i>CBS Spotlight Grant - 50% of funding for more senior community advocating, 50% of funding for emergency financial assistance for seniors facing immediate crisis</i>	16-07	2/3/2016 CK#29902	\$25,000.00	454219977	PO Box 2827 Cathedral City, CA 92235
SFP - Scholarship Foundation of the Pacific <i>operating and scholarship expenses</i>	16-10	2/3/2016 CK#29903	\$2,500.00	461470931	43301 17th Street West Lancaster, CA 93534
Total February 2016 (12 items)			\$245,000.00		
March 2016					
AFAF - American Friends of our Armed Forces <i>operating expenses</i>	16-19	3/2/2016 CK#29945	\$20,000.00	201961737	232 Wild Horse Drive Palm Desert, CA 92211
Alisa Ann Ruch California Burn Foundation <i>support for SoCal burn prevention education and burn survivor services</i>	16-15	3/2/2016 CK#29942	\$10,000.00	237162017	50 N Hill Suite 305 Pasadena, CA 91106
American Heritage Education Foundation <i>National Honor Society, Escondido Charter School for services to assist at Town & Country Park</i>	16-27	3/30/2016 CK#30002	\$8,000.00	330907776	Escondido Charter School District 1868 East Valley Parkway Escondido, CA 92027
Coachella Valley Boxing Club <i>support for programs and services offered</i>	16-28	3/16/2016 CK#29973	\$35,000.00	330355106	P.O. Box 927 Coachella, CA 92236

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
CSUSB - California State University Palm Desert Campus Philanthropic Foundation <i>operating expenses</i>	16-24	3/30/2016 CK#30008	\$3,000.00	452255077	37-500 Cook Street Palm Desert, CA 92211-2900
CSUSB - California State University Palm Desert Campus Philanthropic Foundation <i>support for Legacy Scholars Program</i>	16-29	3/30/2016 CK#30007	\$5,000.00	452255077	37-500 Cook Street Palm Desert, CA 92211-2900
FBIAA Memorial College Fund <i>support for Memorial College Fund for children of fallen agents</i>	16-17	3/2/2016 CK#29952	\$50,000.00	133351127	FBI Agents Association 18606 Vintage Street PO Box 7819 Northridge, CA 91327
Fidelity Investments Charitable Gift Fund <i>Grant to Fidelity Charitable Donor Advised Fund</i>	16-22	3/9/2016 CK#Wire #16-012	\$1,000,000.00	110303001	82 Devonshire Street Boston, MA 02109
Partnership for Success <i>2016 Partnership for Success summer programs</i>	16-18	3/2/2016 CK#29956	\$25,000.00	951641456	Polytechnic School 1030 E. California Blvd Pasadena, CA 91106
Paws and Hearts <i>operating support</i>	16-20	3/2/2016 CK#29954	\$35,000.00	912096569	74-854 Velie Way Suite 7 Palm Desert, CA 92260
Rancho Mirage Writer's Festival <i>operating expenses</i>	16-26	3/30/2016 CK#30018	\$5,000.00	371754922	71-100 HWY 111 Rancho Mirage, CA 92270
St. Jude Children's Research Hospital <i>Support for the Genome Research Project</i>	16-25	3/16/2016 CK#29969	\$50,000.00	351044585	12365 Lewis Street, Suite 101 Garden Grove, CA 92840
Tolerance Education Center <i>CBS - Spotlight Grant - to provide education opportunities for students and the community to learn to reduce prejudice</i>	16-23	3/30/2016 CK#30011	\$25,000.00	204903202	35147 Landy Lane Rancho Mirage, CA 92270
Virginia Waring International Piano Competition <i>operational support</i>	16-16	3/2/2016 CK#29965	\$15,000.00	330025613	73-710 Fred Waring Dr., #201 Palm Desert, CA 92260
Total March 2016 (14 items)			\$1,286,000.00		

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
April 2016					
Desert Arc <i>Operating Expenses</i>	16-32	4/13/2016 CK#30049	\$2,000.00	956006700	73-255 Country Club Drive Palm Desert, CA 92260
I Have A Dream Foundation <i>Fundraising and Gala Support</i>	16-33	4/13/2016 CK#30051	\$25,000.00	133355315	322 8th Avenue 2nd Floor New York, NY 10001
Jubilee World Missions, Inc. <i>for purchase of toys for the Christmas Toy Drive</i>	16-31	4/13/2016 CK#30055	\$3,000.00	954090653	C/O Ruben Padilla 43880 Sola Street Indio, CA 92201
MAP - Melanoma Awareness Project of the Desert <i>CBS Spotlight Grant - education about early detection of melanoma through self screening and safe sun habits</i>	16-30	4/13/2016 CK#30058	\$25,000.00	352357066	PO Box 1160 Rancho Mirage, CA 92270
Saint Louis School <i>operating expenses</i>	16-34	4/26/2016 CK#30099	\$10,000.00	952877102	3142 Waialae Avenue Honolulu, HI 96816-1579
Xavier College Preparatory High School <i>Loan Balance Forgiven</i>	16-73	4/13/2016 CK#Balance Forgiven	\$4,894,762.15	710908497	34-200 Cook St Palm Desert, CA 92211
Total April 2016 (6 items)			\$4,959,762.15		
May 2016					
Desert Forum, Inc. <i>to support 2017 speaker series</i>	16-38	5/11/2016 CK#30124	\$100,000.00	330716569	45-200 Club Drive, Suite C Indian Wells, CA 92210
Fidelity Investments Charitable Gift Fund <i>Grant to Fidelity Charitable Donor Advised Fund</i>	16-36	5/9/2016 CK#Wire Trsfr #16-033	\$100,000.00	110303001	82 Devonshire Street Boston, MA 02109
Fidelity Investments Charitable Gift Fund <i>Grant to Fidelity Charitable Donor Advised Fund</i>	16-46	5/24/2016 CK#Wire #16-039	\$100,000.00	110303001	82 Devonshire Street Boston, MA 02109
Friends of the Art Samson Thousand Palms Community Library <i>CBS Spotlight Grant - to support upgrades to library technology</i>	16-40	5/11/2016 CK#30125	\$25,000.00	953868737	31189 Robert Road Thousand Palms, CA 92276

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
Our Lady of Hope Parish <i>funding support for remodel of youth center</i>	16-41	5/25/2016 CK#30168	\$1,000.00	205069030	6885 Del Rosa Avenue San Bernardino, CA 92404
Sacred Heart Retreat Camp <i>Support for cost to build a handicapped ramp</i>	16-42	5/25/2016 CK#30175	\$2,000.00		896 Cienega Road P. O. Box 1795 Big Bear Lake, CA 92315
Saint Andrew Catholic Parish <i>help to remodel Website</i>	16-43	5/25/2016 CK#30172	\$1,000.00		11835 South 3600 West Riverton, UT 84065
Saint Louis Catholic Church <i>Sound System for Youth Group / Parish Choir</i>	16-37	5/11/2016 CK#30148	\$1,000.00	953293901	68-633 "C" Street Cathedral City, CA 92234
Salk Institute for Biological Studies <i>Continued support for Dr. Verma & Dr. Lemke's research</i>	16-45	5/25/2016 CK#30176	\$250,000.00	952160097	10010 N. Torrey Pines Road La Jolla, CA 92037-1002
Shadow Hills High School <i>support for student athletes and club sports also for Graduation activities</i>	16-35	5/11/2016 CK#30147	\$2,000.00		39-225 Jefferson Street Indio, CA 92203
Theresa A. Mike Scholarship Foundation <i>funding for operating and scholarship expenses</i>	16-44	5/25/2016 CK#30179	\$1,000.00	454613889	46-200 Harrison Place Coachella, CA 92236
Well in the Desert <i>support for food program</i>	16-39	5/11/2016 CK#30154	\$25,000.00	330694580	PO Box 5312 Palm Springs, CA 92263
Total May 2016 (12 items)			\$608,000.00		
June 2016					
Association of Fundraising Professionals - Desert Communities Chapter	16-50	6/22/2016 CK#30221	\$5,000.00	371535980	PO Box 2213 Palm Desert, CA 92261
<i>2016 National Philanthropy Day</i>					
CEC/Seabee Historical Foundation <i>Seabee Legacy Gala or Seabee Awards</i>	16-49	6/22/2016 CK#30227	\$10,000.00	581998577	P. O. Box 657 Gulfport, MS 39502-0657
Jim Murray Memorial Foundation <i>to support the Scholarship program</i>	16-47	6/8/2016 CK#30200	\$5,000.00	943331025	PO Box 60753 Pasadena, CA 91116

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
S.C.R.A.P. Gallery <i>CBS Spotlight Grant - operational support for services in Coachella Valley Kids Green Team Program</i>	16-52	6/22/2016 CK#30243	\$25,000.00	330717794	31855 Date Palm Drive, Suite 3-110 Cathedral City, CA 92234
The Bianca Rae Foundation <i>support for young women's leadership retreat</i>	16-48	6/8/2016 CK#30214	\$1,000.00	464309544	PO Box 10096 Palm Desert, CA 92255
Thermal Boxing Club <i>2016 Club Operations</i>	16-51	6/22/2016 CK#30247	\$15,000.00	330816374	84-675 Avenue 60 Thermal, CA 92260
Total June 2016 (6 items)			<u>\$61,000.00</u>		
July 2016					
Desert Cancer Foundation <i>Patient Assistance funding</i>	16-56	7/20/2016 CK#30283	\$5,000.00	330648823	74091 Larrea Street Palm Desert, CA 92260
Fidelity Investments Charitable Gift Fund <i>Grant to Fidelity Charitable Donor Advised Fund</i>	16-53	7/13/2016 CK#ACH	\$1,000,000.00	110303001	82 Devonshire Street Boston, MA 02109
Methodist Hospital Foundation <i>Grant 1 of 3, support for the relocation and expansion of the Inpatient Rehabilitation Unit</i>	16-57	7/20/2016 CK#30294	\$200,000.00	953407027	300 W. Huntington Drive P. O. Box 60016 Alhambra, CA 91006-6016
Pacific Heart, Lung & Blood Institute - PHLBI <i>for support of therapy & services offered through Pacific Mesothelioma Center</i>	16-60	7/25/2016 CK#30307	\$50,000.00	383668906	Pacific Mesothelioma Center 10780 Santa Monica Blvd., Suite #101 Los Angeles, CA 90025
The Garden Fellowship <i>Support for Vacation Bible School expenses and the Backpack Drive</i>	16-54	7/20/2016 CK#30288	\$500.00	841681276	79-733 Country Club Drive Bermuda Dunes, CA 92203
University of Arizona Foundation <i>Continued support for development of Entrepreneurial capacity in the 2016-17 academic year</i>	16-55	7/20/2016 CK#30304	\$100,000.00	866050388	111 North Cherry Avenue Marvin D "Swede" Johnson Building PO Box 210109 Tucson, AZ 85721-0109
Total July 2016 (6 items)			<u>\$1,355,500.00</u>		

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
August 2016					
American Legion Riders Chapter 739 <i>Support to provide awards to individual veterans</i>	16-61	8/3/2016 CK#30309	\$5,000.00	911883446	44200 Sun Gold Street Indio, CA 92201
Boys & Girls Club of Palm Springs Inc. <i>operational support</i>	16-59	8/3/2016 CK#30311	\$1,000.00	951957907	450 S. Sunrise Way Palm Springs, CA 92262
Eisenhower Medical Center <i>to be used at the discretion of the board of directors, for the improvement of Healthcare Services and facilities</i>	16-58	8/3/2016 CK#30321	\$1,000,000.00	956130458	39000 Bob Hope Drive Rancho Mirage, CA 92270
Girl Scouts of San Geronio Council <i>CBS Spotlight Grant - support for Coachella Valley Programs, event fees, uniforms, and transportation</i>	16-63	8/31/2016 CK#30392	\$25,000.00	951967727	1751 Plum Lane Redlands, CA 92374-4505
Heartbeat at 22 <i>CBS Spotlight Grant - operational and program support</i>	16-62	8/3/2016 CK#30325	\$25,000.00	454384613	PO Box 1816 44-875 Deep Canyon, Suite 2 Palm Desert, CA 92261
Living Desert Reserve <i>support for educational programs in 2016 - 2017</i>	16-64	8/31/2016 CK#30394	\$200,000.00	953385354	47-900 Portola Avenue Palm Desert, CA 92260
Palm Springs Friends of Philharmonic <i>operating expenses</i>	16-66	8/31/2016 CK#30397	\$5,000.00	237369948	PO Box 12770 Palm Desert, CA 92255-2770
Total August 2016 (7 items)			\$1,261,000.00		
September 2016					
Catholic Charities - San Bernardino & Riverside Counties <i>CBS Spotlight Grant - support for Eastern Coachella Valley Food Distribution Program</i>	16-67	9/28/2016 CK#30439	\$25,000.00		1450 North "D" Street San Bernardino, CA 92405
Indio Police Officers, John Rose Memorial Widows Emergency and Scholarship Fund <i>operating expenses</i>	16-69	9/28/2016 CK#30449	\$1,000.00	880516473	82-085 Hanson Drive Indio, CA 92201

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
Marty and Mel Zajac Memorial Foundation <i>funding for operating and capital expenses</i>	16-70	9/28/2016 CK#30450	\$3,000.00	860625836	C/O Jack N. Ross II 10611 Hayden Road, Suite D-105 Scottsdale, AZ 85260
St. Cecilia Catholic School <i>support for Academic Decathlon</i>	16-68	9/28/2016 CK#30460	\$500.00	931159426	1311 S.E. Sycamore Tustin, CA 92780
The Salvation Army - Cathedral City <i>to help provide better access to educational programs and services</i>	16-65	9/14/2016 CK#30427	\$37,500.00		30-400 Landau Blvd Cathedral City, CA 92234
Total September 2016 (5 items)			\$67,000.00		
October 2016					
Mountains Community Hospital Foundation <i>for purchase of new cardiac monitoring system for the emergency department</i>	16-72	10/12/2016 CK#30497	\$25,000.00	330530904	P. O. Box 1493 Lake Arrowhead, CA 92352
The Girlfriend Factor <i>CBS Spotlight Grant - operational support, to help implement public awareness campaign</i>	16-71	10/12/2016 CK#30517	\$25,000.00	203671083	77-734 Country Club Drive Suite #E Palm Desert, CA
Total October 2016 (2 items)			\$50,000.00		
November 2016					
Californian Patrons of the Arts in the Vatican Museums <i>Funding support for capital and operating budgets</i>	16-84	11/22/2016 CK#30606	\$2,500.00	942909985	301 North Lake Avenue, Suite 900 Pasadena, CA 91101
Desert Classic Charities, Inc. <i>Sponsorship of 2016 Career Builder Challenge</i>	16-80	11/9/2016 CK#30563	\$126,000.00	330826474	39000 Bob Hope Drive Rancho Mirage, CA 92270
Diablo Vista Middle School Foundation <i>capital and operating expenses</i>	16-87	11/22/2016 CK#30611	\$4,000.00	943373022	PO Box 1511 Danville, CA 94526-6511
Eisenhower Medical Center - Desert Diabetes Club <i>Jim Cook Day of Hope 2017</i>	16-74	11/9/2016 CK#30566	\$20,000.00	956130458	39000 Bob Hope Drive Rancho Mirage, CA 92270

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
Friends of Foster Children-San Gabriel Valley <i>Support for scholarship and emancipation programs</i>	16-83	11/9/2016 CK#30567	\$25,000.00	952994439	P O Box 1105 Arcadia, CA 91077-1105
Friends of Monte Vista Choir <i>operating expenses</i>	16-89	11/22/2016 CK#30617	\$2,000.00	271758152	PO Box 280 Alamo, CA 94507
Hawaiian Legacy Reforestation Initiative <i>to match funds raised to supplement capital and operating expenses</i>	16-76	11/9/2016 CK#30568	\$15,000.00	465002476	PO Box 22435 Honolulu, HI 96823
Health Network Foundation <i>operating expenses</i>	16-90	11/22/2016 CK#30618	\$2,000.00	043804600	33 River Street Chagrin Falls, Ohio 44022
Indian Wells Rotary Club <i>CSUSB Scholarship</i>	16-79	11/9/2016 CK#30580	\$5,000.00		74923 Hwy 111, #243 Indian Wells, CA 92210
March of Dimes, Inland Empire Division <i>general operating expenses</i>	16-81	11/9/2016 CK#30574	\$5,000.00	131846366	21804 Cactus Ave., Suite 4 Riverside, CA 92518
Monte Vista Academic Boosters <i>capital and operating support</i>	16-88	11/22/2016 CK#30621	\$4,000.00	680260241	3131 Stone Valley Road Danville, CA 94526
Old Town Artisan Studios <i>CBS Spotlight Grant - support for purchase of a compact delivery van</i>	16-78	11/9/2016 CK#30577	\$25,000.00	264437263	78134 Calle Tampico, Suite 160 La Quinta, CA 92253
Sacred Heart School <i>operating expenses</i>	16-77	11/9/2016 CK#30586	\$5,000.00		43-775 Deep Canyon Rd. Palm Desert, CA 92260
Saint Louis School <i>support for operating and capital expenses</i>	16-91	11/22/2016 CK#30630	\$7,250.00	952877102	3142 Waialae Avenue Honolulu, HI 96816-1579
SOS - Soldiers Organized Services <i>program support - Veteran Transportation, Holiday transport for troops, repair and maintenance on mini vans</i>	16-86	11/22/2016 CK#30631	\$15,000.00	743216955	57539 Santa Rosa Trail La Quinta, CA 92253
St. Christopher Catholic School <i>Operating Expenses</i>	16-75	11/9/2016 CK#30588	\$5,000.00		2278 Booksin Avenue San Jose, CA 95125

Grantee Organization Project Title	Grant No.	Payment Date	Payment Amount	Tax ID#	Address
The Eagle Links Junior Golf Foundation Incorporated <i>program & operating support</i>	16-85	11/22/2016 CK#30612	\$1,500.00	454709630	46-105 Portola Avenue, Suite # 3 Palm Desert, CA 92260
United Cerebral Palsy of the Inland Empire <i>Operational support for after school and summer programs</i>	16-82	11/9/2016 CK#30591	\$15,000.00		35-325 Date Palm Dr Suite 139 Cathedral City, CA 92234
<i>Total November 2016 (18 items)</i>			<u>\$284,250.00</u>		
<u>December 2016</u> 4ShayJ Foundation <i>operational support for your mission to provide education and helmets to all children</i>	16-93	12/20/2016 CK#30676	\$10,000.00	474092232	84573 Anchora Way Indio, CA 92203
Cumberland College <i>Challenge Grant - Center for Excellence</i>	16-01	12/20/2016 CK#30682	\$75,000.00	222609346	6191 College Station Dr Williamsburg, KY 40769-1372
Desert Sands Unified School District Educational Foundation <i>holiday fundraising</i>	16-92	12/7/2016 CK#30651	\$500.00	330452541	PO Box 6584 La Quinta, CA 92248
Father's Heart Ranch <i>support to provide an onsite playground</i>	16-95	12/20/2016 CK#30690	\$2,500.00	472558320	71-175 Aurora Road Desert Hot Springs, CA 92241
The International Fellowship of Christians and Jews <i>operational support where needed most</i>	16-94	12/20/2016 CK#30691	\$2,500.00	363256096	30 North LaSalle Street, Suite 4300 PO Box 96105 Washington, DC 20090-6105 Chicago, IL 60602-2584
<i>Total December 2016 (5 items)</i>			<u>\$90,500.00</u>		
Grand Totals (95 items)			<u>\$10,301,012.15</u>		

The H. N. and Frances C. Beiger Foundation
P. O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990 PF, Dec. 31, 2016
Schedule (26), Part XV, Lines 3b

FORM 990-PF, PART XV, LINE 3b

Grants and Contributions Approved for Future Payment

Desert Aic	\$ 150,000
Methodist Hospital	\$ 800,000
University of Arizona	\$ 200,000
City of Indio	505,051
Pasadena Childcare Center	<u>1,653,936</u>
	<u>\$ 3,308,987</u>

The H. N. and Frances C. Berger Foundation
P.O. Box 13390
Palm Desert, California 92255-3390

EIN: 52-1757452
Form 990 PF, Dec. 31, 2016
Schedule (27), Part XVII, Lines 1b(4) and 1c

FORM 990-PF, PART XVII, LINE 1b(4), 1(c)

<u>Line No.</u>	<u>Amount Involved</u>	<u>Name of Non-Charitable Exempt Organization</u>	<u>Description</u>
b(4)	\$ 3,270,013	The Fairfield Homes Title Holding Co., Inc. {exempt IRC 501 (c)(2)}	Is the paymaster of the Foundation as authorized by Employment Tax Reg 31.3121(s) - 1(a) and (b). Accounting services and other administrative expenses are provided to the Foundation at allocated cost in accordance with an overhead cost sharing agreement.
c	\$ -	The Fairfield Homes Title Holding Co., Inc.	Fairfield shares Foundation facilities
c	\$ -	The Berwood Title Holding Co., Inc. {exempt IRC 501 (c)(2)}	Berwood shares Foundation facilities