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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation M.B. AND EDNA ZALE FOUNDATION		A Employer identification number 75-6037429
Number and street (or P.O. box number if mail is not delivered to street address) 6360 LBJ FREEWAY, SUITE 205	Room/suite	B Telephone number (214) 855-0627
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75240		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, 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		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 31,216,705. (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received	131,008.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	538,270.	538,270.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	839,634.			
	b Gross sales price for all assets on line 6a	8,936,365.			
	7 Capital gain net income (from Part IV, line 2)		839,634.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,508,912.	1,377,904.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	178,973.	44,743.		134,230.
	14 Other employee salaries and wages	54,500.	27,250.		27,250.
	15 Pension plans, employee benefits	86,886.	26,815.		60,071.
	16a Legal fees STMT 2	3,000.	1,500.		1,500.
	b Accounting fees STMT 3	22,008.	11,004.		11,004.
	c Other professional fees STMT 4	51,624.	51,624.		0.
	17 Interest				
	18 Taxes STMT 5	36,967.	15,249.		9,936.
	19 Depreciation and depletion	7,161.	3,581.		
	20 Occupancy	19,411.	9,705.		9,706.
	21 Travel, conferences, and meetings	57,044.	11,409.		45,635.
	22 Printing and publications				
	23 Other expenses STMT 6	<6,324.>	<3,164.>		<3,160.>
	24 Total operating and administrative expenses. Add lines 13 through 23	511,250.	199,716.		296,172.
	25 Contributions, gifts, grants paid	1,421,196.			1,250,069.
26 Total expenses and disbursements. Add lines 24 and 25	1,932,446.	199,716.		1,546,241.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<423,534.>				
b Net investment income (if negative, enter 0)		1,178,188.			
c Adjusted net income (if negative, enter 0)			N/A		

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	15,766.			
	2 Savings and temporary cash investments	385,321.	2,460,734.	2,460,734.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	1,950.	11,966.	11,966.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	5,077,582.	2,682,220.	2,682,220.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 9		24,790,248.	26,012,482.	26,012,482.	
14 Land, buildings, and equipment: basis ▶ 65,855.					
Less: accumulated depreciation ▶ 41,676.		27,068.	24,179.	24,179.	
15 Other assets (describe ▶ STATEMENT 10)		20,171.	25,124.	25,124.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		30,318,106.	31,216,705.	31,216,705.	
17 Accounts payable and accrued expenses		11,195.	5,477.		
18 Grants payable		355,290.	527,284.		
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶ STATEMENT 11)	9,176.	116,004.			
23 Total liabilities (add lines 17 through 22)	375,661.	648,765.			
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	29,942,445.	30,567,940.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	29,942,445.	30,567,940.			
31 Total liabilities and net assets/fund balances	30,318,106.	31,216,705.			

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	29,942,445.
2 Enter amount from Part I, line 27a	2	<423,534.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,049,029.
4 Add lines 1, 2, and 3	4	30,567,940.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,567,940.

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 SALES OF MARKETABLE SECURITIES	P		
b SALES OF MARKETABLE SECURITIES	P		
c OTHER - LT CAPITAL GAIN DISTRIBUTIONS	P		
d OTHER - UNRECAPTURED SECTION 1250 GAIN	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 7,160,569.		6,733,042.	427,527.
b 1,399,299.		1,363,689.	35,610.
c 375,395.			375,395.
d 1,102.			1,102.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			427,527.
b			35,610.
c			375,395.
d			1,102.
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	839,634.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,622,850.	31,834,193.	.050978
2014	1,614,058.	33,041,508.	.048849
2013	1,588,119.	30,960,156.	.051296
2012	1,482,297.	28,966,504.	.051173
2011	1,467,420.	29,636,346.	.049514

2 Total of line 1, column (d)	2	.251810
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	.050362
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	29,839,985.
5 Multiply line 4 by line 3	5	1,502,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,782.
7 Add lines 5 and 6	7	1,514,583.
8 Enter qualifying distributions from Part XII, line 4	8	1,546,241.

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	11,782.
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	11,782.
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	11,782.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,391.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	16,891.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	9.	
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	5,100.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 5,100. Refunded ☒ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ► **WWW.ZALEFOUNDATION.ORG**

14 The books are in care of ► **LEONARD R. KRASNOW, PRESIDENT** Telephone no. ► **214-855-0627**
 Located at ► **6360 LBJ FREEWAY, SUITE 205, DALLAS, TX** ZIP+4 ► **75240**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
 15 N/A

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16		X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		178,973.	44,743.	3,791.

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

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

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

0

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	29,046,009.
b	Average of monthly cash balances	1b	1,211,670.
c	Fair market value of all other assets	1c	36,722.
d	Total (add lines 1a, b, and c)	1d	30,294,401.
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	30,294,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	454,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,839,985.
6	Minimum investment return. Enter 5% of line 5	6	1,491,999.

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	1,491,999.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,782.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,782.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,480,217.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,480,217.
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	1,480,217.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,546,241.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,546,241.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	11,782.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,534,459.

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				1,480,217.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	11,225.			
b From 2012	57,876.			
c From 2013	85,545.			
d From 2014	12,921.			
e From 2015	70,190.			
f Total of lines 3a through e	237,757.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	1,546,241.			
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				1,480,217.
e Remaining amount distributed out of corpus	66,024.			
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	303,781.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	11,225.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	292,556.			
10 Analysis of line 9:				
a Excess from 2012	57,876.			
b Excess from 2013	85,545.			
c Excess from 2014	12,921.			
d Excess from 2015	70,190.			
e Excess from 2016	66,024.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				1,250,069.
Total			3a	1,250,069.
b Approved for future payment				
SEE ATTACHED SCHEDULE				527,284.
Total			3b	527,284.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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						
4 Dividends and interest from securities			14	538,270.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	839,634.		
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.		1,377,904.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,377,904.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization

M.B. AND EDNA ZALE FOUNDATION

Employer identification number

75-6037429

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

Name of organization	Employer identification number
M.B. AND EDNA ZALE FOUNDATION	75-6037429

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARBARA AND DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 202.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	CAROL AND DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 1,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	DANA AND QUIN GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	JULIE AND GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	KAREN AND STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 17,706.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
6	MARGIE AND MAURICE D. PLOUGH, JR 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
M.B. AND EDNA ZALE FOUNDATION	75-6037429

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	RUTH AND ANDREW SUZMAN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	SHERYL AND GORDON BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 19,150.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9	BOBBIE & LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 8,100.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10	JULIE AND DAVID FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 9,150.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
11	AMY AND WADE ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 2,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
12	KAREN AND STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	\$ 23,700.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

Employer identification number

75-6037429

Part II

[illegible]

Name of organization	Employer identification number
M.B. AND EDNA ZALE FOUNDATION	75-6037429

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

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BALANCED FUNDS	35,263.	0.	35,263.	35,263.	
COMMODITIES FUND	2,598.	0.	2,598.	2,598.	
GOLDEN	50,144.	0.	50,144.	50,144.	
OTHER	397,806.	0.	397,806.	397,806.	
SMITH GROUP	18,030.	0.	18,030.	18,030.	
STATE OF ISRAEL BONDS	34,429.	0.	34,429.	34,429.	
TO PART I, LINE 4	538,270.	0.	538,270.	538,270.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,000.	1,500.		1,500.
TO FM 990-PF, PG 1, LN 16A	3,000.	1,500.		1,500.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	22,008.	11,004.		11,004.
TO FORM 990-PF, PG 1, LN 16B	22,008.	11,004.		11,004.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY AND CUSTODIAN FEES	51,624.	51,624.		0.
TO FORM 990-PF, PG 1, LN 16C	51,624.	51,624.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	11,782.	0.		0.
FOREIGN TAXES	10,312.	10,312.		0.
PAYROLL TAXES	14,873.	4,937.		9,936.
TO FORM 990-PF, PG 1, LN 18	36,967.	15,249.		9,936.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO, GAS & PARKING	671.	335.		336.
INSURANCE	10,689.	5,344.		5,345.
MEMBERSHIPS & SUBSCRIPTIONS	2,024.	1,012.		1,012.
OFFICE EXPENSE	9,240.	4,620.		4,620.
TELEPHONE	5,433.	2,716.		2,717.
LESS OVERHEAD REIMBURSEMENT				
- ABE ZALE FOUNDATION	<39,138.>	<19,569.>		<19,569.>
CONTRACT LABOR	4,757.	2,378.		2,379.
TO FORM 990-PF, PG 1, LN 23	<6,324.>	<3,164.>		<3,160.>

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
NET UNREALIZED GAIN ON INVESTMENTS - BROKERAGE ACCOUNTS	1,049,029.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,049,029.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,682,220.	2,682,220.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,682,220.	2,682,220.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES FUND	FMV	0.	0.
STATE OF ISRAEL BONDS	FMV	1,244,560.	1,244,560.
MUTUAL FUNDS	FMV	24,600,476.	24,600,476.
MASSACHUSETTS MUTUAL LIFE	FMV	62,896.	62,896.
MPM BIOVENTURES 2014, L.P	FMV	104,550.	104,550.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,012,482.	26,012,482.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED RECEIVABLES (AT COST)	20,171.	24,799.	24,799.
OTHER RECEIVABLES	0.	325.	325.
TO FORM 990-PF, PART II, LINE 15	20,171.	25,124.	25,124.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	8,309.	4,591.
HELEN SUZMAN EXHIBIT - DIRECT		
CHARITABLE ACTIVITIES PAYABLE	867.	0.
CHECKS IN EXCESS OF CASH	0.	111,413.
TOTAL TO FORM 990-PF, PART II, LINE 22	9,176.	116,004.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEONARD KRASNOW 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	PRESIDENT 40.00	178,973.	44,743.	3,791.
DONALD ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
SHERYL FIELDS BOGEN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
LEO FIELDS 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
GLORIA LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
DANA GERARD 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
DAVID ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.

M.B. AND EDNA ZALE FOUNDATION

75-6037429

GEORGE TOBOLOWSKY 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	SECRETARY/TREASURER 0.00	0.	0.	0.
KAREN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	VICE CHAIRMAN/DIRECTOR 0.00	0.	0.	0.
MAURICE D. PLOUGH, JR. 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
STEVEN SELTZER 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
RUTH SUZMAN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JEFFREY LANDSBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
OLIVIA ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
MOLLY OXMAN 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
AMY ROSENBERG 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.
JANET ZALE 6360 LBJ FREEWAY, SUITE 205 DALLAS, TX 75240	DIRECTOR 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

178,973.	44,743.	3,791.
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FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LEONARD R. KRASNOW, PRESIDENT
6360 LBJ FREEWAY, SUITE 205
DALLAS, TX 75240

TELEPHONE NUMBER

214-855-0627

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION SHOULD BE IN THE FORM OF A LETTER. GRANT GUIDELINES ARE
AVAILABLE ON THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

GRANT DECISIONS ARE USUALLY MADE TWICE A YEAR. DEADLINES FOR SUBMISSION
ARE NOTED ON THE FOUNDATION'S WEBSITE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS ON AWARDS; HOWEVER, PREFERENCE IS GIVEN TO
DALLAS, TX; NEW YORK, NY; AND PALM BEACH COUNTY, FL. FOR SPECIFICS, PLEASE
REFER TO GRANT GUIDELINES ON THE FOUNDATION'S WEBSITE.

ATTACHMENT TO FORM 990-PF
Part II, Line 14

M. B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
Leasehold Improvements, Equipment, and Furniture
December 31, 2016

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Ending Book Value</u>
<u>Leasehold Improvements</u>	15,241.31	15,241.31	0.00
<u>Automobile</u>			
2014 Nissan	32,999.99	13,200.00	19,799.99
<u>Office Furniture</u>			
Refrigerator	550.00	550.00	0.00
Workstation, Desk, Files	3,865.00	3,865.00	0.00
Conf. Table & 9 Chairs	3,411.00	3,411.00	0.00
Desk & 2 Credenzas	<u>2,550.00</u>	<u>2,550.00</u>	<u>0.00</u>
Sub-Total	10,376.00	10,376.00	0.00
<u>Office Equipment</u>			
Conference Phone	567.84	567.84	0.00
Dell Computer - MP	1,225.24	81.68	1,143.56
Dell Computer - LK	1,297.94	1,297.94	0.00
Epson Projector	534.87	534.87	0.00
Microsoft Surface	3,048.00		3,048.00
HP LaserJet Pro 300 Printer	<u>564.99</u>	<u>376.80</u>	<u>188.19</u>
Sub-Total	7,238.88	2,859.13	4,379.75
Totals	<u>65,856.18</u>	<u>41,676.44</u>	<u>24,179.74</u>

M. B. and Edna Zale Foundation
EIN: 75-6037429
Form 990-PF, Pg 3, Pt IV
Summary of Broker proceeds
YE: 12/31/2016

Source	Proceeds	Cost	Gain/loss
Short Term			
Northern Trust Co. - acct 0190	290,511.31	280,071.77	10,439.54
Northern Trust Co. - acct 7742	3,809.54	3,670.01	139.53
Northern Trust Co. - acct 3775	1,104,978.31	1,079,947.95	25,030.36
Total ST	1,399,299.16	1,363,689.73	35,609.43
Long Term			
Northern Trust Co. - acct 0190	691,709.42	684,266.64	7,442.78
Northern Trust Co. - acct 7742	4,659,949.81	4,700,196.59	(40,246.78)
Northern Trust Co. - acct 3775	1,808,910.11	1,348,579.09	460,331.02
Total LT	7,160,569.34	6,733,042.32	427,527.02
Grand Total	8,559,868.50	8,096,732.05	463,136.45
LT Capital Gain Distributions			
Northern Trust Co. - acct 0190	939.85		939.85
Northern Trust Co. - acct 7742	332,356.27		332,356.27
Northern Trust Co. - acct 2109	42,098.70		42,098.70
Total LTCG Distributions	375,394.82		375,394.82
Unrecaptured Section 1250 Gain			
Northern Trust Co. - acct 0190	144.26		144.26
Northern Trust Co. - acct 7742	957.98		957.98
Total Unrecap Section 1250 Gain	1,102.24		1,102.24
Grand Total			839,633.51

2016 Tax Information Statement

Page 6 of 34

Ref: JMO

Recipient's Name and Address:

M B AND EDNA ZALE FOUNDATION

6360 LBJ FWY. STE. 205

DALLAS, TX 75240-6479

Account Number:

26-00190

Recipient's Tax ID Number:

XX-XXX7429

☐ Corrected
 ☐ FATCA
 ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

2016 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
64.0 AT&T INC											
00206R102		02/23/2016	12/17/2015	2,347.78	2,199.51			148.27		0.00	0.00
16.0 AIR PRODUCTS & CHEMICALS INC COM											
009158106		02/23/2016	09/29/2015	2,099.23	2,006.01			93.22		0.00	0.00
3.0 ALPHABET INC CAP STK CL C CAP STK CL C											
02079K107		02/23/2016	01/25/2016	2,089.67	2,176.20			-86.53		0.00	0.00
26.0 AMSURG CORP											
03232P405		02/23/2016	09/29/2015	1,868.94	2,034.02			-165.08		0.00	0.00
36.0 AVERY DENNISON CORP											
053611109		02/23/2016	Various	2,305.92	2,244.14			61.78		0.00	0.00
52.0 CDW CORP COM											
12514G108		02/23/2016	09/29/2015	2,013.65	2,068.35			-54.70		0.00	0.00
33.0 ELECTRONIC ARTS											
285512109		02/23/2016	Various	2,051.07	1,803.04			248.03		0.00	0.00
68.0 GEN MTRS CO COM											
37045V100		02/23/2016	01/25/2016	2,002.89	1,995.30			7.59		0.00	0.00
186.0 HUNTINGTON BANCSHARES INC											
446150104		02/23/2016	08/12/2015	1,596.74	2,140.77			-544.03		0.00	0.00

This is important tax information and is being furnished to you.

2016 Tax Information Statement

Recipient's Name and Address:

M B AND EDNA ZALE FOUNDATION

6360 LBJ FWY. STE. 205

DALLAS, TX 75240-6479

Account Number: 26-00190

Recipient's Tax ID Number: XX-XXX7429

Corrected ☐ FATCA ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
34.0 J P MORGAN CHASE & CO	46625H100	02/23/2016	05/20/2015	1,920.42	2,271.34			-350.92	0.00	0.00
90.0 JABIL CIRCUIT INC	466313103	02/23/2016	12/17/2015	1,873.28	2,145.66			-272.38	0.00	0.00
25.0 ORBITAL ATK INC COM	68557N103	02/23/2016	12/17/2015	2,112.58	2,232.90			-120.32	0.00	0.00
24.0 PRUDENTIAL FINL INC	744320102	02/23/2016	08/12/2015	1,555.04	2,122.01			-566.97	0.00	0.00
26.0 SKYWORKS SOLUTIONS INC	83088M102	02/23/2016	02/23/2015	1,635.47	2,220.34			-584.87	0.00	0.00
52.0 SUNTRUST BANKS INC	867914103	02/23/2016	11/05/2015	1,762.50	2,254.29			-491.79	0.00	0.00
26.0 TARGET CORP	87612E106	02/23/2016	07/08/2015	1,929.78	2,184.91			-255.13	0.00	0.00
114.0 TERADYNE INC	880770102	02/23/2016	07/08/2015	2,123.18	2,176.10			-52.92	0.00	0.00
55.0 #REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG	2ETDA92	12-02-2016								
88164L100	02/23/2016	03/17/2015		1,573.78	2,194.68			-620.90	0.00	0.00

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2016 Tax Information Statement

Account Number: 26-00190

Recipient's Tax ID Number: XX-XXX7429

Recipient's Name and Address:

M B AND EDNA ZALE FOUNDATION

6360 LBJ FWY. STE. 205

DALLAS, TX 75240-6479

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

☐ Corrected

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☐ 2nd TIN notice

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20.0 UNITEDHEALTH GROUP INC	91324P102	02/23/2016	Various	2,424.44	2,326.34			98.10	0.00	0.00
48.0 WESTN REFNG INC COM	959319104	02/23/2016	03/17/2015	1,221.33	2,312.13			-1,090.80	0.00	0.00
70.0 AVERY DENNISON CORP	053611109	05/12/2016	06/11/2015	5,327.02	4,361.08			965.94	0.00	0.00
70.0 AVERY DENNISON CORP	053611109	05/12/2016	06/11/2015	5,316.10	4,361.08			955.02	0.00	0.00
43.0 AFLAC INC	001055102	05/20/2016	05/12/2016	2,954.24	2,977.00			-22.76	0.00	0.00
91.0 AT&T INC	00206R102	05/20/2016	12/17/2015	3,496.59	3,127.42			369.17	0.00	0.00
23.0 AIR PRODUCTS & CHEMICALS INC COM	009158106	05/20/2016	09/29/2015	3,252.46	2,883.64			368.82	0.00	0.00
4.0 ALPHABET INC CAP STK CL C CAP STK CL C	02079K107	05/20/2016	01/25/2016	2,838.79	2,901.60			-62.81	0.00	0.00
38.0 AMSURG CORP	03232P405	05/20/2016	09/29/2015	2,773.72	2,972.80			-199.08	0.00	0.00

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43.0 AVERY DENNISON CORP	053611109	05/20/2016	Various	3,151.19	2,678.74			472.45		0.00	0.00
74.0 CDW CORP COM	12514G108	05/20/2016	09/29/2015	3,157.12	2,943.42			213.70		0.00	0.00
96.0 GEN MTRS CO COM	37045V100	05/20/2016	01/25/2016	2,932.25	2,816.90			115.35		0.00	0.00
36.0 HCA HLDGS INC COM	40412C101	05/20/2016	05/12/2016	2,775.35	2,859.58			-84.23		0.00	0.00
265.0 HUNTINGTON BANCSHARES INC	446150104	05/20/2016	Various	2,704.26	3,049.35			-345.09		0.00	0.00
48.0 J P MORGAN CHASE & CO	46625H100	05/20/2016	05/20/2015	3,047.21	3,206.60			-159.39		0.00	0.00
128.0 JABIL CIRCUIT INC	466313103	05/20/2016	12/17/2015	2,246.99	3,041.37			-794.38		0.00	0.00
71.0 KROGER CO	501044101	05/20/2016	Various	2,456.18	2,806.46			-350.28		0.00	0.00
66.0 LINEAR TECHNOLOGY	535678106	05/20/2016	05/12/2016	3,003.24	2,917.28			85.96		0.00	0.00

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6360 LBJ FWY, STE. 205
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81.0 NVIDIA CORP										
67066G104	05/20/2016	04/14/2016		3,588.63	2,984.32			604.31	0.00	0.00
36.0 ORBITAL ATK INC COM										
68557N103	05/20/2016	12/17/2015		3,132.83	3,215.38			-82.55	0.00	0.00
35.0 PRUDENTIAL FINL INC										
744320102	05/20/2016	08/12/2015		2,717.51	3,094.60			-377.09	0.00	0.00
75.0 SUNTRUST BANKS INC										
867914103	05/20/2016	11/05/2015		3,189.30	3,251.38			-62.08	0.00	0.00
38.0 TARGET CORP										
87612E106	05/20/2016	07/08/2015		2,608.05	3,193.33			-585.28	0.00	0.00
163.0 TERADYNE INC										
880770102	05/20/2016	07/08/2015		3,068.40	3,111.44			-43.04	0.00	0.00
242.0 AT&T INC										
00206R102	06/16/2016	Various		9,770.63	8,316.22			1,454.41	0.00	0.00
62.0 TERADYNE INC										
880770102	06/16/2016	07/08/2015		1,180.43	1,183.49			-3.06	0.00	0.00
1472.0 TERADYNE INC										
880770102	06/16/2016	Various		27,978.71	28,065.56			-86.85	0.00	0.00

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TERADYNE INC	1039.0										
880770102		06/16/2016	07/08/2015	19,771.53	19,833.06			-61.53		0.00	0.00
LINEAR TECHNOLOGY	69.0										
535678106		09/14/2016	05/12/2016	4,011.78	3,049.89			961.89		0.00	0.00
NVIDIA CORP	221.0										
67066G104		09/14/2016	04/14/2016	13,315.40	8,111.90			5,203.50		0.00	0.00
ORBITAL ATK INC COM	147.0										
68557N103		09/14/2016	Various	10,853.07	13,103.38			-2,250.31		0.00	0.00
ORBITAL ATK INC COM	103.0										
68557N103		09/14/2016	12/17/2015	7,606.55	9,199.55			-1,593.00		0.00	0.00
ORBITAL ATK INC COM	97.0										
68557N103		09/14/2016	Various	7,117.34	8,578.00			-1,460.66		0.00	0.00
ORBITAL ATK INC COM	48.0										
68557N103		09/14/2016	12/17/2015	3,556.22	4,246.82			-690.60		0.00	0.00
ORBITAL ATK INC COM	100.0										
68557N103		09/15/2016	Various	7,372.77	8,829.14			-1,456.37		0.00	0.00
ORBITAL ATK INC COM	76.0										
68557N103		09/15/2016	12/17/2015	5,595.02	6,706.96			-1,111.94		0.00	0.00

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1076.0 AT&T INC										
00206R102		10/27/2016	12/17/2015	39,511.14	36,952.53			2,558.61	0.00	0.00
117.0 AT&T INC										
00206R102		10/27/2016	12/17/2015	4,296.32	4,018.07			278.25	0.00	0.00
217.0 NVIDIA CORP										
67066G104		11/17/2016	Various	20,329.28	8,014.39			12,314.89	0.00	0.00
Total Short Term Sales				290,511.31	280,071.77	0.00	0.00	10,439.54	0.00	0.00
Long Term Sales										
44.0 CISCO SYS INC										
17275R102		01/25/2016	06/15/2012	1,031.77	751.67			280.10	0.00	0.00
42.0 CISCO SYS INC										
17275R102		01/25/2016	06/15/2012	984.87	717.51			267.36	0.00	0.00
42.0 CISCO SYS INC										
17275R102		01/25/2016	06/15/2012	985.02	717.50			267.52	0.00	0.00
562.0 CISCO SYS INC										
17275R102		01/25/2016	06/15/2012	13,124.20	9,600.87			3,523.33	0.00	0.00

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	1110.0	CISCO SYS INC								
	17275R102	01/25/2016	06/02/2009	25,921.46	21,799.96			4,121.50	0.00	0.00
	152.0	MAGNA INTERNATIONAL CL A COMMON								
	559222401	01/25/2016	06/04/2013	5,212.15	5,115.16			96.99	0.00	0.00
	427.0	MAGNA INTERNATIONAL CL A COMMON								
	559222401	01/25/2016	06/04/2013	14,641.13	14,369.55			271.58	0.00	0.00
	14.0	MAGNA INTERNATIONAL CL A COMMON								
	559222401	01/25/2016	06/04/2013	487.87	471.13			16.74	0.00	0.00
	169.0	MAGNA INTERNATIONAL CL A COMMON								
	559222401	01/25/2016	06/04/2013	5,875.81	5,687.25			188.56	0.00	0.00
	436.0	MAGNA INTERNATIONAL CL A COMMON								
	559222401	01/25/2016	06/04/2013	14,967.08	14,672.42			294.66	0.00	0.00
	62.0	NORTHROP GRUMMAN CORP								
	666807102	01/25/2016	01/23/2014	11,336.85	7,407.78			3,929.07	0.00	0.00
	21.0	AETNA INC NEW								
	00817Y108	02/23/2016	06/12/2014	2,251.05	1,694.49			556.56	0.00	0.00
	23.0	AMERISOURCE BERGEN CORP								
	03073E105	02/23/2016	01/21/2015	2,008.42	2,136.34			-127.92	0.00	0.00

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13.0 AMGEN INC	031162100	02/23/2016	01/21/2015	1,918.82	2,054.07			-135.25	0.00	0.00
23.0 APPLE COMPUTER INC	037833100	02/23/2016	07/16/2010	2,187.13	826.50			1,360.63	0.00	0.00
25.0 CVS CORP	126650100	02/23/2016	08/25/2010	2,431.07	700.64			1,730.43	0.00	0.00
35.0 CENTENE CORP DELAWARE COM	15135B101	02/23/2016	11/12/2014	2,021.02	1,702.24			318.78	0.00	0.00
37.0 COMCAST CORP CL A COM	20030N101	02/23/2016	02/15/2011	2,136.52	887.89			1,248.63	0.00	0.00
20.0 DST SYS INC	233326107	02/23/2016	02/25/2013	2,112.65	1,355.23			757.42	0.00	0.00
53.0 DELTA AIR LINES INC DEL COM NEW COM NEW	247361702	02/23/2016	07/09/2013	2,601.98	1,028.35			1,573.63	0.00	0.00
43.0 DOW CHEMICAL CO	260543103	02/23/2016	10/08/2013	2,015.14	1,671.17			343.97	0.00	0.00
19.0 EXXON MOBIL CORP	30231G102	02/23/2016	01/24/2002	1,546.08	734.16			811.92	0.00	0.00

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34.0 FOOT LOCKER INC										
344849104		02/23/2016	11/12/2014	2,264.50	1,898.38			366.12	0.00	0.00
98.0 FORD MOTOR CO DEL										
345370860		02/23/2016	08/05/2013	1,220.54	1,685.04			-464.50	0.00	0.00
24.0 GILEAD SCIENCES INC										
375558103		02/23/2016	03/10/2014	2,126.47	1,920.89			205.58	0.00	0.00
12.0 GOLDMAN SACHS GROUP INC										
38141G104		02/23/2016	08/27/2014	1,741.22	2,131.41			-390.19	0.00	0.00
22.0 HOME DEPOT INC										
437076102		02/23/2016	03/31/2009	2,755.08	508.51			2,246.57	0.00	0.00
59.0 INTEL CORP										
458140100		02/23/2016	01/21/2015	1,695.32	2,161.08			-465.76	0.00	0.00
24.0 LEAR CORP COM NEW										
521865204		02/23/2016	09/19/2013	2,416.14	1,721.44			694.70	0.00	0.00
47.0 LINCOLN NATIONAL CORP IND										
534187109		02/23/2016	04/23/2013	1,692.66	1,517.07			175.59	0.00	0.00
34.0 LOWES COMPANIES INC										
548661107		02/23/2016	10/29/2013	2,336.91	1,715.01			621.90	0.00	0.00

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11.0 MCKESSON HBOC INC	58155Q103	02/23/2016	10/20/2009	1,699.07	682.74			1,016.33	0.00	0.00
34.0 MERCK & CO INC	58933Y105	02/23/2016	10/08/2014	1,725.61	2,044.40			-318.79	0.00	0.00
51.0 MICROSOFT CORP COM	594918104	02/23/2016	02/10/2003	2,618.02	1,198.89			1,419.13	0.00	0.00
13.0 NORTHROP GRUMMAN CORP	666807102	02/23/2016	01/23/2014	2,487.95	1,553.25			934.70	0.00	0.00
54.0 PINNACLE FOODS INC DEL COM	72348P104	02/23/2016	12/11/2014	2,262.26	1,879.58			382.68	0.00	0.00
55.0 SOUTHWEST AIRLINES CO	844741108	02/23/2016	02/06/2014	2,255.77	1,153.18			1,102.59	0.00	0.00
44.0 SPIRIT AEROSYSTEMS HOLDINGS INC COM STK USD0.01 CLASS 'A'	848574109	02/23/2016	10/08/2014	1,996.01	1,627.37			368.64	0.00	0.00
47.0 TRINITY INDS INC	896522109	02/23/2016	06/12/2014	742.34	1,916.20			-1,173.86	0.00	0.00
33.0 VALERO ENERGY CORP NEW	91913Y100	02/23/2016	04/30/2014	1,900.59	1,892.73			7.86	0.00	0.00

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VOYA FINL INC COM	51.0									
02/23/2016 01/16/2014	929089100			1,464.93	1,850.41			-385.48	0.00	0.00
DELTA AIR LINES INC DEL COM NEW COM NEW	131.0									
02/26/2016 07/09/2013	247361702			6,280.22	2,541.77			3,738.45	0.00	0.00
HOME DEPOT INC	9.0									
02/26/2016 03/31/2009	437076102			1,138.17	208.03			930.14	0.00	0.00
HOME DEPOT INC	50.0									
02/26/2016 03/31/2009	437076102			6,302.35	1,155.70			5,146.65	0.00	0.00
NORTHROP GRUMMAN CORP	25.0									
02/26/2016 01/23/2014	666807102			4,813.75	2,987.01			1,826.74	0.00	0.00
TRINITY INDS INC	277.0									
02/26/2016 Various	896522109			4,376.77	11,281.88			-6,905.11	0.00	0.00
TRINITY INDS INC	187.0									
02/26/2016 06/12/2014	896522109			2,955.63	7,616.10			-4,660.47	0.00	0.00
TRINITY INDS INC	319.0									
02/26/2016 06/12/2014	896522109			5,043.79	12,993.54			-7,949.75	0.00	0.00
TRINITY INDS INC	49.0									
02/26/2016 Various	896522109			776.59	1,996.97			-1,220.38	0.00	0.00

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Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479
Ref: JMO

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
59.0 DELTA AIR LINES INC DEL COM NEW COM NEW	247361702	02/29/2016	07/09/2013	2,815.75	1,144.77			1,670.98	0.00	0.00
31.0 HOME DEPOT INC	437076102	02/29/2016	03/31/2009	3,925.06	716.53			3,208.53	0.00	0.00
22.0 NORTHROP GRUMMAN CORP	666807102	02/29/2016	01/23/2014	4,230.12	2,628.57			1,601.55	0.00	0.00
188.0 TRINITY INDS INC	896522109	02/29/2016	Various	2,963.18	7,654.14			-4,690.96	0.00	0.00
59.0 TRINITY INDS INC	896522109	02/29/2016	06/12/2014	928.91	2,402.94			-1,474.03	0.00	0.00
52.0 TRINITY INDS INC	896522109	02/29/2016	06/12/2014	818.56	2,115.15			-1,296.59	0.00	0.00
13.0 SOUTHWEST AIRLINES CO	844741108	04/14/2016	02/06/2014	610.21	272.57			337.64	0.00	0.00
181.0 SOUTHWEST AIRLINES CO	844741108	04/14/2016	02/06/2014	8,478.26	3,795.01			4,683.25	0.00	0.00
63.0 #REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG	881641100	04/14/2016	03/17/2015	1,887.16	2,513.91			-626.75	0.00	0.00

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Ref: JMO

Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	1,081.14	1,436.52			-355.38	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	330.32	438.94			-108.62	0.00	0.00
SOUTHWEST AIRLINES CO										
844741108	04/15/2016	02/06/2014		1,498.53	670.94			827.59	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	4,466.46	5,985.49			-1,519.03	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	3,156.70	4,229.75			-1,073.05	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	774.29	1,037.49			-263.20	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	3,520.83	4,703.01			-1,182.18	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	03/17/2015	4,953.34	6,623.94			-1,670.60	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
88164L100	2E1DA92	12-02-2016	Various	1,074.18	1,435.67			-361.49	0.00	0.00

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6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
18.0	88164L100	2E1DA92 12-02-2016	03/17/2015	537.01	716.36			-179.35	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
32.0	88164L100	2E1DA92 12-02-2016	03/17/2015	948.87	1,273.53			-324.66	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
196.0	88164L100	2E1DA92 12-02-2016	Various	5,805.78	7,811.54			-2,005.76	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
51.0	88164L100	2E1DA92 12-02-2016	03/17/2015	1,497.32	2,029.69			-532.37	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
8.0	88164L100	2E1DA92 12-02-2016	03/17/2015	236.58	318.38			-81.80	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
8.0	88164L100	2E1DA92 12-02-2016	03/17/2015	236.19	318.38			-82.19	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
52.0	88164L100	2E1DA92 12-02-2016	03/17/2015	1,529.27	2,069.49			-540.22	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
89.0	88164L100	2E1DA92 12-02-2016	03/17/2015	2,589.62	3,542.00			-952.38	0.00	0.00
#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
6.0	88164L100	2E1DA92 12-02-2016	03/17/2015	174.61	238.79			-64.18	0.00	0.00

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Ref: JMO

Recipient's Name and Address:
M B AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-00190
Recipient's Tax ID Number: XX-XXX7429

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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#REORG/TESSERA TECHNOLOGIES STOCK MERGER TESSERA HLDG										
52.0	88164L100	04/22/2016	Various	1,522.90	2,058.47			-535.57	0.00	0.00
35.0	88164L100	04/22/2016	03/17/2015	1,025.12	1,388.88			-363.76	0.00	0.00
67.0	88164L100	04/22/2016	Various	1,962.48	2,664.03			-701.55	0.00	0.00
104.0	AMERISOURCE BERGEN CORP	05/12/2016	Various	7,833.26	9,659.94			-1,826.68	0.00	0.00
235.0	AMERISOURCE BERGEN CORP	05/12/2016	01/21/2015	17,642.30	21,827.79			-4,185.49	0.00	0.00
105.0	AMERISOURCE BERGEN CORP	05/12/2016	01/21/2015	7,869.31	9,751.76			-1,882.45	0.00	0.00
103.0	AMERISOURCE BERGEN CORP	05/12/2016	01/21/2015	7,725.45	9,566.01			-1,840.56	0.00	0.00
108.0	LEAR CORP COM NEW	05/12/2016	09/19/2013	12,376.67	7,746.46			4,630.21	0.00	0.00
521865204	SKYWORKS SOLUTIONS INC	05/12/2016	Various	37,865.69	51,643.99			-13,778.30	0.00	0.00
605.0	83088M102	05/12/2016	Various							

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2016 Tax Information Statement

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M B AND EDNA ZALE FOUNDATION

6360 LBJ FWY, STE. 205

DALLAS, TX 75240-6479

Account Number: 26-00190

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26.0 SKYWORKS SOLUTIONS INC										
83088M102		05/12/2016	02/23/2015	1,615.20	2,218.64			-603.44	0.00	0.00
51.0 UNITEDHEALTH GROUP INC										
91324P102		05/12/2016	Various	6,634.03	5,930.31			703.72	0.00	0.00
186.0 VOYA FINL INC COM										
929089100		05/12/2016	01/16/2014	5,654.41	6,746.41			-1,092.00	0.00	0.00
243.0 VOYA FINL INC COM										
929089100		05/12/2016	01/16/2014	7,359.01	8,813.85			-1,454.84	0.00	0.00
554.0 VOYA FINL INC COM										
929089100		05/12/2016	Various	16,817.53	20,093.66			-3,276.13	0.00	0.00
246.0 VOYA FINL INC COM										
929089100		05/12/2016	Various	7,455.16	8,923.91			-1,468.75	0.00	0.00
30.0 AETNA INC NEW										
00817Y108		05/20/2016	06/12/2014	3,318.35	2,420.69			897.66	0.00	0.00
19.0 AMGEN INC										
031162100		05/20/2016	01/21/2015	2,852.87	3,002.10			-149.23	0.00	0.00
33.0 APPLE COMPUTER INC										
037833100		05/20/2016	07/16/2010	3,141.37	1,185.84			1,955.53	0.00	0.00

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6360 LBJ FWY. STE. 205

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35.0 CVS CORP	126650100	05/20/2016	08/25/2010	3,480.14	980.89			2,499.25		0.00	0.00
50.0 CENTENE CORP DELAWARE COM	15135B101	05/20/2016	11/12/2014	2,860.66	2,431.77			428.89		0.00	0.00
53.0 COMCAST CORP CL A COM	20030N101	05/20/2016	02/15/2011	3,271.88	1,271.84			2,000.04		0.00	0.00
28.0 DST SYS INC	233326107	05/20/2016	02/25/2013	3,361.18	1,897.32			1,463.86		0.00	0.00
65.0 DELTA AIR LINES INC DEL COM NEW COM NEW	247361702	05/20/2016	07/09/2013	2,799.81	1,261.18			1,538.63		0.00	0.00
61.0 DOW CHEMICAL CO	260543103	05/20/2016	10/08/2013	3,131.37	2,370.73			760.64		0.00	0.00
48.0 ELECTRONIC ARTS	285512109	05/20/2016	03/17/2015	3,508.00	2,621.60			886.40		0.00	0.00
27.0 EXXON MOBIL CORP	30231G102	05/20/2016	01/24/2002	2,422.24	1,043.28			1,378.96		0.00	0.00
48.0 FOOT LOCKER INC	344849104	05/20/2016	Various	2,627.70	2,679.37			-51.67		0.00	0.00

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140.0 FORD MOTOR CO DEL	345370860	05/20/2016	08/05/2013	1,843.05	2,407.20			-564.15	0.00	0.00
35.0 GILEAD SCIENCES INC	375558103	05/20/2016	03/10/2014	2,891.45	2,801.30			90.15	0.00	0.00
17.0 GOLDMAN SACHS GROUP INC	38141G104	05/20/2016	08/27/2014	2,626.19	3,019.50			-393.31	0.00	0.00
26.0 HOME DEPOT INC	437076102	05/20/2016	03/31/2009	3,427.35	600.96			2,826.39	0.00	0.00
83.0 INTEL CORP	458140100	05/20/2016	01/21/2015	2,500.31	3,040.16			-539.85	0.00	0.00
27.0 LEAR CORP COM NEW	521865204	05/20/2016	09/19/2013	3,083.46	1,936.61			1,146.85	0.00	0.00
67.0 LINCOLN NATIONAL CORP IND	534187109	05/20/2016	04/23/2013	2,985.78	2,162.63			823.15	0.00	0.00
49.0 LOWES COMPANIES INC	548661107	05/20/2016	10/29/2013	3,909.87	2,471.63			1,438.24	0.00	0.00
16.0 MCKESSON HBOC INC	581550103	05/20/2016	10/20/2009	2,916.17	993.07			1,923.10	0.00	0.00

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DALLAS, TX 75240-6479THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680☐ Corrected☐ FATCA☐ 2nd TIN noticeSales are listed at Gross Proceeds less commissions and option premiums.
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48.0 MERCK & CO INC	58933Y105	05/20/2016	10/08/2014	2,644.02	2,886.21			-242.19		0.00	0.00
72.0 MICROSOFT CORP COM	594918104	05/20/2016	02/10/2003	3,642.76	1,692.56			1,950.20		0.00	0.00
15.0 NORTHROP GRUMMAN CORP	666807102	05/20/2016	01/23/2014	3,190.35	1,792.21			1,398.14		0.00	0.00
77.0 PINNACLE FOODS INC DEL COM	72348P104	05/20/2016	12/11/2014	3,218.14	2,680.14			538.00		0.00	0.00
65.0 SOUTHWEST AIRLINES CO	844741108	05/20/2016	02/06/2014	2,740.67	1,362.85			1,377.82		0.00	0.00
63.0 SPIRIT AEROSYSTEMS HOLDINGS INC COM STK USD0.01 CLASS 'A'	848574109	05/20/2016	10/08/2014	2,932.26	2,330.11			602.15		0.00	0.00
25.0 UNITEDHEALTH GROUP INC	91324P102	05/20/2016	02/23/2015	3,272.80	2,906.98			365.82		0.00	0.00
47.0 VALERO ENERGY CORP NEW	91913Y100	05/20/2016	04/30/2014	2,636.87	2,695.71			-58.84		0.00	0.00
68.0 WESTN REFNG INC COM	959319104	05/20/2016	03/17/2015	1,577.90	3,275.52			-1,697.62		0.00	0.00

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115.0 ELECTRONIC ARTS										
285512109		06/16/2016	03/17/2015	8,491.41	6,280.92			2,210.49	0.00	0.00
47.0 UNITEDHEALTH GROUP INC										
91324P102		06/16/2016	02/23/2015	6,449.69	5,465.12			984.57	0.00	0.00
321.0 WESTN REFNG INC COM										
959319104		06/16/2016	Various	5,988.82	15,223.54			-9,234.72	0.00	0.00
751.0 WESTN REFNG INC COM										
959319104		06/16/2016	Various	13,998.70	35,846.34			-21,847.64	0.00	0.00
101.0 FORD MOTOR CO DEL										
345370860		09/14/2016	08/05/2013	1,224.75	1,736.62			-511.87	0.00	0.00
2109.0 FORD MOTOR CO DEL										
345370860		09/14/2016	08/05/2013	25,657.95	36,262.79			-10,604.84	0.00	0.00
131.0 PINNACLE FOODS INC DEL COM										
72348P104		09/14/2016	Various	6,532.53	4,559.42			1,973.11	0.00	0.00
20.0 PINNACLE FOODS INC DEL COM										
72348P104		09/14/2016	12/11/2014	998.02	696.04			301.98	0.00	0.00
87.0 PINNACLE FOODS INC DEL COM										
72348P104		09/14/2016	12/11/2014	4,335.64	3,027.77			1,307.87	0.00	0.00

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120.0	TARGET CORP									
87612E106	09/14/2016	Various		8,256.69	10,051.38			-1,794.69	0.00	0.00
356.0	TARGET CORP									
87612E106	09/14/2016	Various		24,375.13	29,870.53			-5,495.40	0.00	0.00
120.0	TARGET CORP									
87612E106	09/14/2016	Various		8,239.55	10,079.19			-1,839.64	0.00	0.00
183.0	VERSUM MATLS LLC COM									
92532W103	10/06/2016	Various		4,342.61	3,931.78			410.83	0.00	0.00
126.0	DST SYS INC									
233326107	10/27/2016	02/25/2013		12,319.50	8,537.93			3,781.57	0.00	0.00
24.0	DST SYS INC									
233326107	10/27/2016	02/25/2013		2,352.24	1,626.27			725.97	0.00	0.00
33.0	DST SYS INC									
233326107	10/27/2016	02/25/2013		3,232.43	2,236.13			996.30	0.00	0.00
211.0	DST SYS INC									
233326107	10/28/2016	02/25/2013		20,523.50	14,297.65			6,225.85	0.00	0.00
54.0	DST SYS INC									
233326107	10/28/2016	02/25/2013		5,252.01	3,659.12			1,592.89	0.00	0.00

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SOUTHWEST AIRLINES CO										
844741108	12/08/2016	02/06/2014		16,442.73	6,940.04			9,502.69	0.00	0.00
SOUTHWEST AIRLINES CO										
844741108	12/09/2016	Various		10,632.19	4,476.92			6,155.27	0.00	0.00
SOUTHWEST AIRLINES CO										
844741108	12/09/2016	02/06/2014		7,228.14	3,052.79			4,175.35	0.00	0.00
SOUTHWEST AIRLINES CO										
844741108	12/12/2016	02/06/2014		7,480.04	3,178.24			4,301.80	0.00	0.00
SOUTHWEST AIRLINES CO										
844741108	12/12/2016	02/06/2014		9,226.66	3,910.08			5,316.58	0.00	0.00
SOUTHWEST AIRLINES CO										
Total Long Term Sales				691,709.42	684,266.64	0.00	0.00	7,442.78	0.00	0.00

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Recipient's Name and Address:

M.B. AND EDNA ZALE FOUNDATION

6360 LBJ FWY, STE. 205

DALLAS, TX 75240-6479

26-17742

XX-XXX7429

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ FATCA

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

2016 Proceeds from Broker and Barter Exchange Transactions

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss Ordinary	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
582.03										
203999156		10/31/2016	Various	3,592.86	3,444.52			148.34	0.00	0.00
35.1 CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
203999156		10/31/2016	06/30/2016	216.68	225.49			-8.81	0.00	0.00
Total Short Term Sales				3,809.54	3,670.01	0.00	0.00	139.53	0.00	0.00
Long Term Sales										
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD										
34.98										
203999156		01/29/2016	11/30/2005	194.89	384.08			-189.19	0.00	0.00
1900.0 MFC ISHARES TIPS BD ETF PROTECTED SECS FD										
464287176		02/22/2016	Various	211,426.50	199,098.63			12,327.87	0.00	0.00
3240.0 ISHARES MSCI EMERGING MKTS INDEX FUND										
464287234		02/22/2016	05/21/2007	99,809.23	137,734.82			-37,925.59	0.00	0.00
1300.0 MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF										
78463X863		02/22/2016	02/16/2007	49,974.13	88,699.00			-38,724.87	0.00	0.00
3600.0 SPDR CITI INTERNATIONAL GOVERNMENT INFLATION-PROTECTED BOND ETF										
78464A490		02/22/2016	02/09/2010	183,224.50	194,092.93			-10,868.43	0.00	0.00

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6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

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MFC VANGUARD FTSE EMERGING MKTS ETF EMERGING MKTS ETF	1600.0									
	922042858	02/22/2016	02/15/2012	50,015.97	70,549.41			-20,533.44	0.00	0.00
MFC VANGUARD ENERGY ETF ENERGY ETF	630.0									
	92204A306	02/22/2016	08/15/2013	50,254.08	73,434.44			-23,180.36	0.00	0.00
MFC WISDOMTREE TR EMERGING MARKETS LOCALDEBT FD	5845.0									
	97717X867	02/22/2016	08/17/2012	199,299.60	294,369.44			-95,069.84	0.00	0.00
MFO ADVISORS INNER CIRCLE FD WESTWOOD SMIDCAP FD INSTL SHS	15278.84									
	0075W0767	02/23/2016	02/14/2007	200,000.00	192,971.76			7,028.24	0.00	0.00
MFO ALLIANZ FDS ALLIANZGI NFJ SMALL CAP VALUE FD INSTL CL	9813.54									
	018918698	02/23/2016	02/25/2003	200,000.00	188,419.98			11,580.02	0.00	0.00
HARBOR INTERNATIONAL FUND INSTL CL	4483.5									
	411511306	02/23/2016	12/16/2003	250,000.00	162,213.03			87,786.97	0.00	0.00
MFO VANGUARD FENWAY FDS PRIMECAP CORE FDNV SHS	10325.25									
	921921508	02/23/2016	08/23/2005	200,000.00	112,028.96			87,971.04	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	32.71									
	203999156	02/29/2016	11/30/2005	180.66	359.16			-178.50	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	35.01									
	203999156	03/31/2016	11/30/2005	200.53	384.41			-183.88	0.00	0.00

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	33.87								
203999156		04/29/2016	11/30/2005	209.73	371.89		-162.16	0.00	0.00
1100.0									
MFC VANGUARD ENERGY ETF ENERGY ETF	92204A306								
203999156		05/20/2016	08/15/2013	100,068.08	128,218.86		-28,150.78	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	35.0								
203999156		05/31/2016	11/30/2005	215.59	384.30		-168.71	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	33.91								
203999156		06/30/2016	11/30/2005	217.85	372.33		-154.48	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	35.13								
203999156		07/29/2016	11/30/2005	215.10	385.73		-170.63	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	35.12								
203999156		08/31/2016	11/30/2005	211.15	385.62		-174.47	0.00	0.00
ALPHABET INC CAP STK CL A CAP STK CL A	22.0								
02079K305		09/02/2016	11/26/2008	17,426.81	3,208.48		14,218.33	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	33.98								
203999156		09/30/2016	11/30/2005	210.62	373.10		-162.48	0.00	0.00
CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	125734.39								
203999156		10/31/2016	Various	776,154.53	1,344,428.69		-568,274.16	0.00	0.00

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CF COM FD SEC MULTI-STRATEGY COMMODITIESFD	11411.07								
203999156		10/31/2016 Various	70,440.24	102,228.54			-31,788.30	0.00	0.00
MFO ADVISORS INNER CIRCLE FD WESTWOOD SMIDCAP FD INSTL SHS	61881.19								
0075W0767		12/23/2016 Various	1,000,000.01	769,589.75			230,410.26	0.00	0.00
HARBOR INTERNATIONAL FUND INSTL CL	17179 18								
411511306		12/23/2016 Various	1,000,000.01	635,509.25			364,490.76	0.00	0.00
Total Long Term Sales			4,659,949.81	4,700,196.59	0.00	0.00	-40,246.78	0.00	0.00

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 6360 LBJ FWY. STE. 205
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Short Term Sales										
339.0 LYONDELLBASELL IND N V COM USD0.01 CL 'A'										
N53745100		02/17/2016	Various	26,959.77	35,775.78			-8,816.01	0.00	0.00
231.0 LYONDELLBASELL IND N V COM USD0.01 CL 'A'										
N53745100		02/18/2016	06/25/2015	18,329.33	24,455.58			-6,126.25	0.00	0.00
30.0 CINTAS CORP										
172908105		02/22/2016	02/24/2015	2,528.23	2,499.82			28.41	0.00	0.00
90.0 CLOROX CO										
189054109		02/22/2016	02/24/2015	11,506.44	9,831.35			1,675.09	0.00	0.00
10.0 GENERAL DYNAMICS CORP										
369550108		02/22/2016	04/23/2015	1,365.67	1,327.68			37.99	0.00	0.00
150.0 HOLOGIC INC COM										
436440101		02/22/2016	Various	5,177.39	4,789.21			388.18	0.00	0.00
20.0 INTERCONTINENTAL EXCHANGE INC COM COM										
45866F104		02/22/2016	02/24/2015	4,915.49	4,713.96			201.53	0.00	0.00
70.0 NIKE INC CLASS B										
654106103		02/22/2016	07/07/2015	4,213.90	3,846.01			367.89	0.00	0.00
274.0 JABIL CIRCUIT INC										
466313103		03/24/2016	11/18/2015	5,171.93	6,743.44			-1,571.51	0.00	0.00

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JABIL CIRCUIT INC	492.0									
	466313103	03/28/2016	11/18/2015	9,293.82	12,108.66			-2,814.84	0.00	0.00
JABIL CIRCUIT INC	389.0									
	466313103	03/29/2016	Various	7,486.80	9,568.88			-2,082.08	0.00	0.00
JABIL CIRCUIT INC	537.0									
	466313103	03/30/2016	11/19/2015	10,354.85	13,199.09			-2,844.24	0.00	0.00
JABIL CIRCUIT INC	478.0									
	466313103	03/31/2016	11/19/2015	9,209.99	11,748.91			-2,538.92	0.00	0.00
JABIL CIRCUIT INC	250.0									
	466313103	04/01/2016	11/19/2015	4,739.89	6,144.82			-1,404.93	0.00	0.00
JUNIPER NETWORKS INC	1433.0									
	48203R104	04/20/2016	08/24/2015	33,387.17	36,859.63			-3,472.46	0.00	0.00
JUNIPER NETWORKS INC	687.0									
	48203R104	04/21/2016	08/24/2015	16,043.08	17,671.01			-1,627.93	0.00	0.00
ADOBE SYS INC	30.0									
	00724F101	05/20/2016	04/20/2016	2,888.03	2,891.69			-3.66	0.00	0.00
BANK NEW YORK MELLON CORP COM STK	60.0									
	064058100	05/20/2016	08/24/2015	2,469.54	2,362.68			106.86	0.00	0.00

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C H ROBINSON WORLDWIDE INC COM NEW COM NEW											
120.0	12541W209	05/20/2016	08/24/2015	8,901.30	7,910.88			990.42		0.00	0.00
340.0											
127387108		05/20/2016	02/17/2016	8,277.62	7,131.26			1,146.36		0.00	0.00
90.0											
177376100		05/20/2016	11/18/2015	7,434.73	6,420.88			1,013.85		0.00	0.00
50.0											
594918104		05/20/2016	11/18/2015	2,552.94	2,681.25			-128.31		0.00	0.00
40.0											
654106103		05/20/2016	07/07/2015	2,261.95	2,197.72			64.23		0.00	0.00
30.0											
756577102		05/20/2016	10/02/2015	2,190.55	2,180.38			10.17		0.00	0.00
90.0											
874054109		05/20/2016	03/24/2016	3,294.82	3,165.58			129.24		0.00	0.00
585.0											
594918104		05/24/2016	Various	30,166.09	31,452.41			-1,286.32		0.00	0.00
465.0											
594918104		05/25/2016	11/19/2015	24,218.62	25,203.61			-984.99		0.00	0.00

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ADOBE SYS INC	560.0	06/07/2016	Various	55,464.21	54,021.51			1,442.70		0.00	0.00
BANK NEW YORK MELLON CORP COM STK	1300.0	06/07/2016	08/24/2015	54,906.64	51,191.40			3,715.24		0.00	0.00
C H ROBINSON WORLDWIDE INC COM NEW COM NEW	720.0	06/07/2016	08/24/2015	52,618.97	47,465.28			5,153.69		0.00	0.00
CADENCE DESIGN SYS INC	2210.0	06/07/2016	Various	54,846.80	46,332.85			8,513.95		0.00	0.00
CAMPBELL SOUP CO	127387108	06/07/2016	02/17/2016	54,282.67	53,333.98			948.69		0.00	0.00
CENTENE CORP DELAWARE COM	870.0	06/07/2016	01/13/2016	58,089.41	53,191.10			4,898.31		0.00	0.00
CENTURYTEL INC	1810.0	06/07/2016	02/17/2016	49,467.49	53,771.12			-4,303.63		0.00	0.00
CITRIX SYS INC	156700106	06/07/2016	11/18/2015	56,252.89	46,373.01			9,879.88		0.00	0.00
FACEBOOK INC CL A CL A	440.0	06/07/2016	05/24/2016	51,932.24	51,748.97			183.27		0.00	0.00

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NIKE INC CLASS B	950.0										
06/07/2016 07/07/2015	654106103			51,173.20	52,195.80			-1,022.60		0.00	0.00
RED HAT INC	730.0										
06/07/2016 10/02/2015	756577102			57,479.09	53,055.89			4,423.20		0.00	0.00
SM ENERGY CO COM	850.0										
06/07/2016 01/13/2016	78454L100			29,366.26	11,097.52			18,268.74		0.00	0.00
SUNTRUST BANKS INC	1210.0										
06/07/2016 Various	867914103			52,819.21	52,794.10			25.11		0.00	0.00
SYSCO CORP	1060.0										
06/07/2016 Various	871829107			51,626.81	51,646.46			-19.65		0.00	0.00
TAKE-TWO INTERACTIVE SOFTWARE INC	1460.0										
06/07/2016 Various	874054109			58,236.08	54,124.76			4,111.32		0.00	0.00
USG CORP NEW	1800.0										
06/07/2016 Various	903293405			51,076.40	52,722.03			-1,645.63		0.00	0.00
Total Short Term Sales				1,104,978.31	1,079,947.95	0.00	0.00	25,030.36		0.00	0.00

Long Term Sales

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ALLERGAN PLC. COM STK COMMON STOCK	210.0										
G0177J108		01/13/2016	07/09/2010	60,488.58	8,923.37			51,565.21		0.00	0.00
BOEING CO	420.0										
097023105		02/17/2016	07/16/2013	48,828.93	43,912.30			4,916.63		0.00	0.00
KIMBERLY CLARK CORP	520.0										
494368103		02/17/2016	Various	67,923.93	43,459.37			24,464.56		0.00	0.00
ALASKA AIR GROUP INC	130.0										
011659109		02/22/2016	07/05/2012	9,383.89	2,429.26			6,954.63		0.00	0.00
C R BARD INC	70.0										
067383109		02/22/2016	Various	13,232.51	10,264.99			2,967.52		0.00	0.00
HOME DEPOT INC	90.0										
437076102		02/22/2016	09/14/2011	11,025.65	2,933.42			8,092.23		0.00	0.00
JOHNSON & JOHNSON	10.0										
478160104		02/22/2016	07/03/2012	1,045.87	679.63			366.24		0.00	0.00
KROGER CO	200.0										
501044101		02/22/2016	03/08/2012	7,637.83	2,426.59			5,211.24		0.00	0.00
QUINTILES IMS HOLDINGS INC COM USD0.01	30.0										
74876Y101		02/22/2016	11/19/2014	1,869.55	1,730.09			139.46		0.00	0.00

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STARBUCKS CORP	270.0									
855244109		02/22/2016	Various	15,837.85	9,553.63			6,284.22	0.00	0.00
THE TRAVELERS COMPANIES INC.	60.0									
89417E109		02/22/2016	05/10/2012	6,535.65	3,880.97			2,654.68	0.00	0.00
ALASKA AIR GROUP INC	10.0									
011659109		05/20/2016	07/05/2012	658.48	186.87			471.61	0.00	0.00
ASPEN TECHNOLOGY INC COM	40.0									
045327103		05/20/2016	10/22/2014	1,478.26	1,486.90			-8.64	0.00	0.00
C R BARD INC	70.0									
067383109		05/20/2016	03/21/2014	15,404.56	10,285.09			5,119.47	0.00	0.00
CISCO SYS INC	250.0									
17275R102		05/20/2016	05/19/2014	7,014.84	6,105.20			909.64	0.00	0.00
CINTAS CORP	130.0									
172908105		05/20/2016	Various	11,989.44	10,851.40			1,138.04	0.00	0.00
CLOROX CO	60.0									
189054109		05/20/2016	02/24/2015	7,756.03	6,554.23			1,201.80	0.00	0.00
COACH INC	100.0									
189754104		05/20/2016	04/23/2015	3,892.41	4,269.19			-376.78	0.00	0.00

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2016 Tax Information Statement

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Ref: JMO

Recipient's Name and Address:

M.B. AND EDNA ZALE FOUNDATION
6360 LBJ FWY. STE. 205
DALLAS, TX 75240-6479

Account Number: 26-33775

Recipient's Tax ID Number: XX-XXX7429

Corrected ☐ FATCA ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.
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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
40.0 FACTSET RESH SYS INC	303075105	05/20/2016	01/27/2015	6,180.66	5,832.58			348.08	0.00	0.00
70.0 GENERAL DYNAMICS CORP	369550108	05/20/2016	04/23/2015	10,100.07	9,293.78			806.29	0.00	0.00
270.0 GENTEX CORP COM	371901109	05/20/2016	05/07/2013	4,294.90	3,294.88			1,000.02	0.00	0.00
110.0 HOLOGIC INC COM	436440101	05/20/2016	02/25/2015	3,677.21	3,520.66			156.55	0.00	0.00
80.0 HOME DEPOT INC	437076102	05/20/2016	09/14/2011	10,614.96	2,607.49			8,007.47	0.00	0.00
40.0 INTERCONTINENTAL EXCHANGE INC COM COM	45868F104	05/20/2016	02/24/2015	10,568.96	9,427.91			1,141.05	0.00	0.00
90.0 JOHNSON & JOHNSON	478160104	05/20/2016	07/03/2012	10,152.67	6,116.64			4,036.03	0.00	0.00
20.0 KROGER CO	501044101	05/20/2016	03/08/2012	695.38	242.66			452.72	0.00	0.00
140.0 QUINTILES IMS HOLDINGS INC COM USD0.01	74876Y101	05/20/2016	11/19/2014	9,206.60	8,073.74			1,132.86	0.00	0.00

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2016 Tax Information Statement

Account Number: 26-33775
 Recipient's Tax ID Number: XX-XXX7429
 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY. STE. 205
 DALLAS, TX 75240-6479

THE NORTHERN TRUST COMPANY
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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss Ordinary	Federal Income Tax Withheld	State Tax Withheld
SM ENERGY CO COM	50.0	05/20/2016	02/24/2015	1,423.95	2,319.05			-895.10	0.00	0.00
STARBUCKS CORP	40.0									
	855244109	05/20/2016	08/21/2013	2,202.35	1,415.02			787.33	0.00	0.00
THE TRAVELERS COMPANIES INC.	70.0									
	89417E109	05/20/2016	05/10/2012	7,832.12	4,527.80			3,304.32	0.00	0.00
APPLE COMPUTER INC	393.0									
	037833100	05/24/2016	10/23/2013	38,469.62	29,398.31			9,071.31	0.00	0.00
INTERCONTINENTAL EXCHANGE INC COM COM	113.0									
	45866F104	05/24/2016	Various	30,616.01	26,690.02			3,925.99	0.00	0.00
KROGER CO	596.0									
	501044101	05/24/2016	03/08/2012	21,147.99	7,231.23			13,916.76	0.00	0.00
APPLE COMPUTER INC	107.0									
	037833100	05/25/2016	10/23/2013	10,584.31	8,004.12			2,580.19	0.00	0.00
INTERCONTINENTAL EXCHANGE INC COM COM	87.0									
	45866F104	05/25/2016	02/25/2015	23,545.09	20,701.19			2,843.90	0.00	0.00
KROGER CO	422.0									
	501044101	05/25/2016	03/08/2012	14,757.43	5,120.10			9,637.33	0.00	0.00

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2016 Tax Information Statement

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Ref: JMO

Recipient's Name and Address:

M.B. AND EDNA ZALE FOUNDATION

6360 LBJ FWY, STE. 205

DALLAS, TX 75240-6479

26-33775

XX-XXX7429

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P.O. BOX 803878

CHICAGO, IL 60680

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
KROGER CO	522.0									
	501044101	05/26/2016	03/08/2012	18,501.25	6,333.40			12,167.85	0.00	0.00
ALASKA AIR GROUP INC	820.0									
	011659109	06/07/2016	07/05/2012	54,375.72	15,323.00			39,052.72	0.00	0.00
ASPEN TECHNOLOGY INC COM	1450.0									
	045327103	06/07/2016	Various	57,089.60	54,405.05			2,684.55	0.00	0.00
C R BARD INC	240.0									
	067383109	06/07/2016	03/21/2014	53,414.36	35,263.15			18,151.21	0.00	0.00
CHEVRONTEXACO CORP	400.0									
	166764100	06/07/2016	Various	41,349.85	41,392.51			-42.66	0.00	0.00
CISCO SYS INC	1910.0									
	17275R102	06/07/2016	05/19/2014	55,408.27	46,643.73			8,764.54	0.00	0.00
CINTAS CORP	580.0									
	172908105	06/07/2016	Various	55,142.35	48,641.63			6,500.72	0.00	0.00
CLOROX CO	410.0									
	189054109	06/07/2016	Various	53,123.20	44,785.46			8,337.74	0.00	0.00
COACH INC	1380.0									
	189754104	06/07/2016	Various	53,947.71	58,789.42			-4,841.71	0.00	0.00

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6360 LBJ FWY. STE. 205

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CHICAGO, IL 60680

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
DISCOVER FINL SVCS COM STK	910.0										
254709108		06/07/2016	06/19/2013	52,422.95	43,685.64			8,737.31		0.00	0.00
EXXON MOBIL CORP	490.0										
30231G102		06/07/2016	Various	44,423.51	29,471.47			14,952.04		0.00	0.00
FACTSET RESH SYS INC	350.0										
303075105		06/07/2016	Various	55,977.74	51,099.67			4,878.07		0.00	0.00
GENERAL DYNAMICS CORP	370.0										
369550108		06/07/2016	Various	52,180.96	49,518.77			2,662.19		0.00	0.00
GENTEX CORP COM	3360.0										
371901109		06/07/2016	05/07/2013	55,302.71	41,002.91			14,299.80		0.00	0.00
GILEAD SCIENCES INC	560.0										
375558103		06/07/2016	Various	49,293.54	45,901.71			3,391.83		0.00	0.00
HELMERICH & PAYNE INC	590.0										
423452101		06/07/2016	02/17/2010	39,603.59	25,823.77			13,779.82		0.00	0.00
HOLOGIC INC COM	1610.0										
436440101		06/07/2016	Various	55,311.80	51,665.75			3,646.05		0.00	0.00
HOME DEPOT INC	400.0										
437076102		06/07/2016	09/14/2011	52,151.58	13,037.44			39,114.14		0.00	0.00

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2016 Tax Information Statement

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Account Number: 26-33775
 Recipient's Tax ID Number: XX-XXX7429
 Recipient's Name and Address:
 M.B. AND EDNA ZALE FOUNDATION
 6360 LBJ FWY, STE. 205
 DALLAS, TX 75240-6479
 Ref: JMO

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss Ordinary	Federal Income Tax Withheld	State Tax Withheld
JOHNSON & JOHNSON	480.0									
478160104		06/07/2016	07/03/2012	55,570.49	32,622.10			22,948.39	0.00	0.00
MCKESSON HBOS INC	280.0									
58155Q103		06/07/2016	08/04/2009	52,000.60	15,150.55			36,850.05	0.00	0.00
QUINTILES IMS HOLDINGS INC COM USD0.01	810.0									
74876Y101		06/07/2016	Various	54,422.47	46,792.88			7,629.59	0.00	0.00
SM ENERGY CO COM	1050.0									
78454L100		06/07/2016	Various	36,275.96	51,235.85			-14,959.89	0.00	0.00
STARBUCKS CORP	970.0									
855244109		06/07/2016	Various	53,947.31	34,424.90			19,522.41	0.00	0.00
THE TRAVELERS COMPANIES INC.	480.0									
89417E109		06/07/2016	05/10/2012	55,127.99	31,047.74			24,080.25	0.00	0.00
VOYA FINL INC COM	1410.0									
929089100		06/07/2016	Various	44,687.70	55,788.75			-11,101.05	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	730.0									
98310W108		06/07/2016	Various	49,782.36	54,982.16			-5,199.80	0.00	0.00
Total Long Term Sales				1,808,910.11	1,348,579.09	0.00	0.00	460,331.02	0.00	0.00

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**Attachment to Form 990-PF
Part XV, 3a, 3b**

**M.B. & EDNA ZALE FOUNDATION
EIN: 75-6037429
DECEMBER 31, 2016**

Name	Address	City	State	Zip	Purpose of Grant	BALANCE 12/31/16	NEW GRANTS	GRANTS PAID	BALANCE 12/31/16
14th Ave Baptist Church Outreach	2501 Buchanan Street	Nashville	TN	37208	Educational		200 00	200 00	0 00
A Child's Place of Charlotte, Inc	601 E 5th Street, Suite 230	Charlotte	NC	28202	Social Service		100 00	100 00	0 00
Adelphi University	1 South Ave, P O Box 701	Garden City	NY	11530	Educational		3,000 00	3,000 00	0 00
Agape Clinic	4101 Junius Street	Dallas	TX	75246	Health / Medical		500 00	500 00	0 00
AIDS Interfaith Network	2707 N Stemmons Frwy, Suite 120	Dallas	TX	75207	Hunger Relief		5,000 00	2,500 00	2,500 00
Alph Institute	9540 Collins Ave	Surfside	FL	33154	Social Service		1,000 00	1,000 00	0 00
All Stars Project, Inc	543 West 42nd Street	New York	NY	10036	Social Service		2,750 00	2,750 00	0 00
Alley's House	4113 Junius Street	Dallas	TX	75246	Social Service	5,000 00	0 00	5,000 00	0 00
American Civil Liberties Union Fdn	125 Broad Street, 18th Floor	New York	NY	10004	Civic		500 00	500 00	0 00
American College of Surgeons Foundation	633 N Saint Clair Street	Chicago	IL	60611	Health / Medical		2,000 00	2,000 00	0 00
American Jewish Committee	12720 Hillcrest Plaza Dr #210	Dallas	TX	75230	Religious		400 00	400 00	0 00
Ark House Foundation	P O Box 833656	Richardson	TX	75083	Social Service	2,500 00	0 00	2,500 00	0 00
Austin College	900 North Grand Avenue	Sherman	TX	75080	Educational	70,000 00	7,500 00	77,500 00	0 00
B'nai Brith Hillel Fdn - OSU	46 E 16th Ave	Columbus	OH	43201	Educational		500 00	500 00	0 00
B'nai Brith Youth Organization	800 Eighth Street Northwest	Washington	DC	20001	Religious	30,000 00	250 00	30,250 00	0 00
Baylor Health Care Sys Fdn	3600 Gaston Avenue Barnett Tower Suite 100	Dallas	TX	75246	Health / Medical		5,500 00	5,500 00	0 00
Biblical Arts Center	7500 Park Lane	Dallas	TX	75225	Arts / Cultural		15,000 00	15,000 00	0 00
Boca Helping Hands, Inc	1500 NW 1st Ct	Boca Raton	FL	33432	Social Service		15,000 00	7,500 00	7,500 00
Brander University	P O Box 549110	Waltham	MA	02454	Civic		21,000 00	11,000 00	10,000 00
Brearey School	610 East 83rd Street	New York	NY	10028	Educational		200 00	200 00	0 00
Bridge Breast Center	4000 Junius Street	Dallas	TX	75246	Health / Medical		1,500 00	1,500 00	0 00
Bridge Steps dba The Bridge	1818 Corsicana St	Dallas	TX	75201	Social Service		50,000 00	25,000 00	25,000 00
C R O S Ministries	301 First Avenue South	Lake Worth	FL	33460	Hunger Relief		10,000 00	5,000 00	5,000 00
Captain Hope's Kids	10480 Shady Trail Suite 104	Dallas	TX	75220	Social Service	5,000 00	0 00	5,000 00	0 00
Cat Adoption Team	14175 SW Galbreath Dr	Sherwood	OR	97140	Civic		200 00	200 00	0 00
Catholic Charities of Dallas, Inc	9461 LBJ Freeway Suite 128	Dallas	TX	75243	Hunger Relief	2,500 00	0 00	2,500 00	0 00
Central Synagogue	652 Lexington Ave	New York	NY	10022	Religious		1,000 00	1,000 00	0 00
Children at Risk	PO Box 478015	Chicago	IL	60647	Social Service		500 00	500 00	0 00
Community Chest of Port Washington	2900 Live Oak St	Dallas	TX	75204	Health / Medical		20,000 00	10,000 00	10,000 00
Community Foundation of Acadiana	382 Main Street	Port Washington	NY	11050	Civic		500 00	500 00	0 00
Congregation Shearith Israel	1035 Camellia Blvd #100	Lafayette	LA	70508	Social Service		5,000 00	5,000 00	0 00
CPS Community Partners, Inc	9401 Douglas Ave	Dallas	TX	75225	Religious		1,000 00	1,000 00	0 00
Crossroads Community Services	1215 Skiles Street	Dallas	TX	75204	Social Service		200 00	200 00	0 00
Dallas CASA	1822 Young St	Dallas	TX	75201	Hunger Relief		5,000 00	2,500 00	2,500 00
Dallas Foundation	2757 Swiss Ave	Dallas	TX	75204	Social Service		31,000 00	11,000 00	20,000 00
Dallas Furniture Bank	3963 Maple Avenue Suite 390	Dallas	TX	75219	Social Service / Civic	25,000 00	5,000 00	30,000 00	0 00
Dallas Holocaust Museum	P O Box 815788	Dallas	TX	75381	Social Service		164,500 00	14,500 00	150,000 00
Dallas Jewish Historical Society	211 N Record Street #100	Dallas	TX	75202	Religious		500 00	500 00	0 00
	7900 Northaven Road	Dallas	TX	75230	Religious		250 00	250 00	0 00

Dallas Opera	2403 Flora Street, Suite 500	Dallas	TX	75201	Arts / Cultural	3,000.00	3,000.00	0.00
Dallas SPARK	1409 S Lamar St #004	Dallas	TX	75215	Educational	5,000.00	5,000.00	0.00
Deborah's Place	2822 West Jackson	Chicago	IL	60612	Social Service	100.00	100.00	0.00
DME Exchange of Dallas	12015 Shiloah Rd	Dallas	TX	75228	Health / Medical	35,000.00	20,000.00	15,000.00
Dorot, Inc	171 W 85th St	New York	NY	10024	Hunger Relief	15,000.00	7,500.00	7,500.00
Edna Y Schwartz Scholarship Fund	80 Cliffwood St	Lenox	MA	01240	Educational	250.00	250.00	0.00
Emory University	201 Dowman Dr	Atlanta	GA	30322	Religious	60,000.00	30,000.00	30,000.00
Family Compass	4210 Junius St	Dallas	TX	75246	Social Service	100.00	100.00	0.00
Family Place	PO Box 7999	Dallas	TX	75209	Health / Medical	5,000.00	5,000.00	0.00
Freedom Institute Inc	515 Madison Ave #13	New York	NY	10022	Health / Medical	1,000.00	1,000.00	0.00
Gateway Community Outreach	281 Southeast First Terrace	Deerfield Beach	FL	33441	Social Service	10,000.00	5,000.00	5,000.00
Green Guenillas, Inc	232 East 11th Street	New York	NY	10003	Civic	125,000.00	125,000.00	0.00
Greenhill School	4141 Spring Valley Rd	Addison	TX	75001	Educational	1,500.00	1,500.00	0.00
Hadassah	40 Wall Street Eighth Floor	New York	NY	10005	Health / Medical	1,000.00	1,000.00	0.00
Hearts of Gold Pit Rescue	P O Box 3728	Memphis	TN	38173	Civic	500.00	500.00	0.00
Highland Park ISD Education Foundation	4201 Grassmere Lane	Dallas	TX	75205	Educational	1,000.00	1,000.00	0.00
Hillels of North Texas	1920 North Cort Road, Suite 200314	Richardson	TX	75080	Religious	1,000.00	1,000.00	0.00
Hobart & William Smith Colleges	300 Pulteney Street	Geneva	NY	14456	Educational	200.00	200.00	0.00
Hope Supply Co	10480 Shady Trail Suite 104	Dallas	TX	75220	Social Service	200.00	200.00	0.00
Humane Society of Tampa Bay	3607 North Armenia	Tampa	FL	33607	Civic	100.00	100.00	0.00
Interfaith Nutrition Network	211 Fulton Avenue	Hempstead	NY	11550	Hunger Relief	500.00	8,000.00	0.00
Island Harvest	15 Grumman Rd W	Bethpage	NY	11714	Hunger Relief	7,000.00	3,500.00	3,500.00
JAFECO Respite & Family Resource Center	5100 N Nob Hill Road	Sunrise	FL	33351	Social Service	1,000.00	1,000.00	0.00
Jake E's Riding Round Up	10626 Farm to Market 429	Kaufman	TX	75142	Health / Medical	1,000.00	1,000.00	0.00
Jewish Adoption and Foster Care Options	4200 North University Drive	Sunrise	FL	33351	Religious	20,000.00	0.00	20,000.00
Jewish Children's Regional Service	3500 N Causeway Blvd Site 1120	Melaine	LA	70002	Religious	0.00	12,000.00	0.00
Jewish Community Center of Dallas	7900 Northaven Road	Dallas	TX	75230	Religious	500.00	500.00	0.00
Jewish Family Service - Dallas	5402 Arapaho Road	Dallas	TX	75248	Social Service / Hunger Relief	88,340.00	85,840.00	32,500.00
Jewish Federation of Greater Dallas	7800 Northaven Road	Dallas	TX	75230	Religious	1,800.00	1,800.00	0.00
JOIN	1435 NE 81st Avenue, Suite 100	Portland	OR	97213	Social Service	12,000.00	6,000.00	6,000.00
Legal Aid Society	2021 2nd Ave N	Birmingham	AL	35203	Social Service	500.00	500.00	0.00
Leukemia & Lymphoma Society, Inc	8111 Lyndon D Johnson Fwy #425	Dallas	TX	75251	Health / Medical	200.00	200.00	0.00
Literacy Instruction for Texas	1610 S Malcoln X Blvd	Dallas	TX	75226	Educational	50,000.00	25,000.00	25,000.00
McAllen International Museum	1900 W Nolana Ave	McAllen	TX	78504	Arts / Cultural	11,000.00	11,000.00	0.00
Memorial Hermann Foundation	929 Gessner Drive, Suite 2600	Houston	TX	77024	Health / Medical	500.00	500.00	0.00
Methodist Hospital Foundation	1707 Sunset Boulevard	Houston	TX	77005	Health / Medical	0.00	25,000.00	0.00
Metro Dallas Homeless Alliance	2816 Swiss Ave	Dallas	TX	75204	Social Service	15,000.00	15,000.00	0.00
Metropolitan Museum of Art	1000 5th Ave	New York	NY	10028	Arts / Cultural	50,000.00	50,000.00	0.00
Middlesex School	1400 Lowell Road	Concord	MA	01742	Educational	200.00	200.00	0.00
Morsh House	Leichtang Commons, 441 Saxony Road, Barn 2	Encinitas	CA	92024	Religious	18,000.00	9,000.00	9,000.00
N Shore-LIJ Health System Fdn	125 Community Drive	Great Neck	NY	11021	Health / Medical	7,500.00	7,500.00	0.00
National Center for Family Philanthropy	1101 Connecticut Avenue Northwest Suite 220	Washington	DC	20036	Civic	1,000.00	1,000.00	0.00
National Council of Jewish Women	6025 Royal Ln #219-9	Dallas	TX	75230	Religious	500.00	500.00	0.00
National Museum of American Jewish Hist	101 South Independence Mall E	Philadelphia	PA	19106	Civic	15,000.00	15,000.00	0.00
Neighborhood House	7780 Southwest Capitol Highway	Portland	OR	97219	Hunger Relief	5,000.00	2,500.00	2,500.00
New Alternatives for LGBT Homeless Youth	410 W 40th St	New York	NY	10018	Social Service	100.00	100.00	0.00

New York City Center	130 West 56th Street	New York	NY	10019	Arts / Cultural	1,750 00	1,750 00	0 00
North Texas Food Bank	4500 S Cockrell Hill Road	Dallas	TX	75236	Hunger Relief	5,000 00	5,000 00	0 00
Oravay Zion Synagogue	2048 Edgewater Ct	Lexington	KY	40502	Religious	200 00	200 00	0 00
Open Books, Ltd	651 W Lake St	Chicago	IL	60661	Educational	500 00	500 00	0 00
Operation Warm, Inc	6 Dickinson Drive, Suite 314	Chadds Ford	PA	19317	Social Service	5,000 00	5,000 00	0 00
Oregon Community Warehouse, Inc	3969 NE MLK Jr Blvd	Portland	OR	97212	Social Service	5,000 00	5,000 00	0 00
Parker Jewish Institute	271-11 76th Avenue	New Hyde Park	NY	11040	Health / Medical	10,200 00	10,200 00	0 00
Passion for Children's, Inc	4300 MacArthur Ave #255	Dallas	TX	75209	Health / Medical	200 00	200 00	0 00
PedPlace	502 South Old Orchard Lane Suite 126	Lewisville	TX	75067	Health / Medical	500 00	500 00	0 00
P E F Israel Endowment Funds	630 3rd Ave	New York	NY	10017	Hunger Relief	0 00	5,000 00	0 00
Philanthropy Southwest	8350 North Central Expressway, Suite M-1012	Dallas	TX	75206	Educational	2,500 00	2,500 00	0 00
Planned Parenthood of Nassau Co Fdn	540 Fulton Avenue	Hempstead	NY	11550	Social Service / Health / Medical	18,500 00	11,000 00	7,500 00
Planned Parenthood of North Texas, Inc	7424 Greenville Avenue Suite 206	Dallas	TX	75231	Health / Medical	685 00	685 00	0 00
Portland State University Foundation	P O Box 243	Portland	OR	97207	Religious	0 00	18,000 00	0 00
Port Washington Education Foundation	P O Box 909	Port Washington	NY	11050	Educational	750 00	750 00	0 00
Prison Entrepreneurship Program	P O Box 926274	Houston	TX	77282	Social Service	0 00	85,000 00	85,000 00
Punch	109 E 14th St	Davenport	IA	52803	Civic	0 00	867 08	0 00
Reach Education Inc	218 "D" Street Southeast 1st Floor	Washington	DC	20003	Educational	350 00	350 00	0 00
Reading Partners	2810 Swiss Ave	Dallas	TX	75204	Educational	30,000 00	30,000 00	0 00
Resource Center of Dallas, Inc	5750 Cedar Springs Rd	Dallas	TX	75235	Hunger Relief	10,000 00	5,000 00	5,000 00
Richardson Community Band	PO Box 832964	Richardson	TX	75083	Arts / Cultural	200 00	200 00	0 00
Room to Read	465 California Street, Suite 1000	San Francisco	CA	94104	Educational	500 00	500 00	0 00
Rural Health Collaborative	4110 SE Hawthorne Blvd #233	Portland	OR	97214	Health / Medical	250 00	250 00	0 00
SEARCH Homeless Services	2905 Fannin	Houston	TX	77002	Social Service	0 00	5,000 00	0 00
Senior Citizens of Greater Dallas	3910 Harry Hines Boulevard	Dallas	TX	75219	Social Service	1,000 00	1,000 00	0 00
Shelter Ministries of Dallas	PO Box 151085	Dallas	TX	75315	Social Service	0 00	10,000 00	0 00
Sisters of the Road	133 Northwest Sixth Avenue	Portland	OR	97209	Social Service / Hunger Relief	15,500 00	8,000 00	7,500 00
Southern Methodist University	PO Box 750261	Dallas	TX	75275	Educational	1,000 00	1,000 00	0 00
Southern Poverty Law Center	400 Washington Avenue	Montgomery	AL	36104	Educational	1,000 00	1,000 00	0 00
Southwestern Medical Foundation	3889 Maple Avenue, Suite 100	Dallas	TX	75219	Health / Medical	5,000 00	5,000 00	0 00
St John's Bread & Life Program	795 Lexington Avenue	Brooklyn	NY	11221	Hunger Relief	0 00	2,500 00	0 00
Susan G. Komen Foundation	5005 LBJ Freeway, Suite 250	Dallas	TX	75244	Health / Medical	250 00	250 00	0 00
Temple Beth-El of Boca Raton	333 SW 4th Ave	Boca Raton	FL	33432	Religious	15,000 00	15,000 00	0 00
Temple Emanuel-El	8500 Hillcrest Road	Dallas	TX	75225	Religious	54,450 00	54,450 00	0 00
Texas A & M Foundation	401 George Bush Dr	College Station	TX	77840	Educational	25,000 00	25,000 00	0 00
Texas A&M Hillel Foundation	800 George Bush Drive	College Station	TX	77840	Religious	250 00	250 00	0 00
Texas Fdn for Educational Advancement	10909 Midway Road	Dallas	TX	75229	Educational	2,500 00	2,500 00	0 00
Texas Friends of Chabad-Lubavitch, Inc	10900 Fondren Road	Houston	TX	77096	Religious	250 00	250 00	0 00
Texas Hillel Foundation	2105 San Antonio Street	Austin	TX	78705	Religious	30,000 00	17,500 00	12,500 00
The Innocence Project, Inc	40 Worth Street, Suite 701	New York	NY	10013	Social Service	500 00	500 00	0 00
The Library Foundation	PO Box 13201	Austin	TX	78711	Educational	20,000 00	20,000 00	0 00
The Philanthropy Roundtable	1730 "M" Street Northwest Suite 601	Washington	DC	20036	Civic	500 00	500 00	0 00
Tno Animal Foundation	516 N Ogden Ave #199	Chicago	IL	60642	Civic	200 00	200 00	0 00
Tulane University	6823 St. Charles Avenue	New Orleans	LA	70118	Educational / Religious	12,500 00	12,500 00	0 00
United Way of Metropolitan Dallas	1800 North Lamar Street	Dallas	TX	75202	Social Service	12,000 00	12,000 00	0 00
Visiting Nurse Association of Texas	1600 Viceroy Drive, Suite 400	Dallas	TX	75235	Health / Medical	200 00	200 00	0 00

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