SCANNED MAY 1 0 2017

CHANGE OF ACCOUNTING PERIOD

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUN 1, 2016 , and ending DEC 31, 2016

Name of foundation: WILLIAM S. & INA LEVINE FOUNDATION INC

A Employer identification number: 86-0866703

Number and street (or P O box number if mail is not delivered to street address): 2201 EAST CAMELBACK ROAD — Room/suite: 650

B Telephone number: (602) 248-8181

City or town, state or province, country, and ZIP or foreign postal code: PHOENIX, AZ 85016

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 ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 24,560,762.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(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			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	714,757.	714,757.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	38,849.			
	b	Gross sales price for all assets on line 6a 44,040.				
	7	Capital gain net income (from Part IV, line 2)		38,849.		
	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	931.	931.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	754,537.	754,537.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	6,619.	6,619.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4				0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	12,476.	12,476.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,099.	19,099.		0.
	25	Contributions, gifts, grants paid	991,725.			991,725.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,010,824.	19,099.		991,725.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-256,287.			
	b	**Net investment income** (if negative, enter -0-)		735,438.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAY 1 0 2017 OGDEN, UT

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,287,302.	2,539,808.	2,539,808.
	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			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	4,470,349.	4,275,638.	5,552,865.
	c	Investments - corporate bonds STMT 7	103,748.	105,559.	64,910.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans STMT 8	8,644,860.	8,040,598.	8,040,598.
	13	Investments - other STMT 9	8,374,120.	8,291,160.	8,362,581.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	23,880,379.	23,252,763.	24,560,762.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	23,880,379.	23,252,763.	
	30	**Total net assets or fund balances**	23,880,379.	23,252,763.	
	31	**Total liabilities and net assets/fund balances**	23,880,379.	23,252,763.	

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	23,880,379.
2	Enter amount from Part I, line 27a	2	-256,287.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,624,092.
5	Decreases not included in line 2 (itemize) ▶ BOOK-TAX DIFFERENCES	5	371,329.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,252,763.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(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				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	44,040.		5,191.	38,849.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				38,849.

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 — 38,849.

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	2,042,721.	25,475,458.	.080184
2014	1,956,258.	27,029,122.	.072376
2013	1,438,950.	27,846,438.	.051674
2012	752,450.	23,176,083.	.032467
2011	281,890.	19,163,641.	.014710

2	**Total** of line 1, column (d)	2	.251411
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	.050282
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	24,598,830.
5	Multiply line 4 by line 3	5	1,236,878.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,354.
7	Add lines 5 and 6	7	1,244,232.
8	Enter qualifying distributions from Part XII, line 4	8	991,725.

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	14,709.
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	14,709.
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	14,709.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	21,712.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	21,712.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,003.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	7,003.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

623531 11-23-16

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NO WEB SITE

14 The books are in care of ▶ WILLIAM S. & INA LEVINE FOUNDATION Telephone no. ▶ (602) 248-8181
Located at ▶ 2201 EAST CAMELBACK ROAD SUITE 650, PHOENIX, AZ ZIP+4 ▶ 85016

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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? SEE BELOW ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

PART VII-B, QUESTION 1(a)(3): Levine Investments, LP, a related party, donated office space and administrative services to William S. and Ina Levine Foundation, Inc. during 2016 at no charge. This act is an excepted act of self-dealing under IRC Section 4941(d)(2)(c).

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 **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

623561 11-23-16

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	5,843,212.
b	Average of monthly cash balances		1b	2,620,814.
c	Fair market value of all other assets		1c	16,509,405.
d	**Total** (add lines 1a, b, and c)		1d	24,973,431.
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	24,973,431.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	374,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	24,598,830.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD		6	721,115.

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	721,115.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 14,709.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	14,709.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	706,406.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	706,406.
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	706,406.

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	991,725.
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	991,725.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	991,725.

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					706,406.
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	643,877.				
b From 2012					
c From 2013	83,144.				
d From 2014	634,486.				
e From 2015	774,986.				
f Total of lines 3a through e		2,136,493.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 991,725.					
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					706,406.
e Remaining amount distributed out of corpus		285,319.			
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		2,421,812.			
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		643,877.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		1,777,935.			
10 Analysis of line 9:					
a Excess from 2012					
b Excess from 2013	83,144.				
c Excess from 2014	634,486.				
d Excess from 2015	774,986.				
e Excess from 2016	285,319.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN FRIENDS OF MUSEE D'ORSAY 1345 AVE OF THE AMERICAS, FLOOR 31 NEW YORK, NY 10105	NONE	PC	PROGRAMS TO RESTORE WORKS OR ART AND PROVIDE ENGLISH TRANSLATIONS	9,000.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON , DC 20001	NONE	PC	EDUCATIONAL AND OUTREACH INITIATIVES	125,000.
BAYIT LEPLETOT,INC 1362 E 21ST ST BROOKLYN, NY 11210	NONE	PC	GIRLS TOWN JERUSALEM PROGRAM	1,000.
BETH JACOB CONGREGATION 4855 COLLEGE AVE SAN DIEGO, CA 92115	NONE	PC	OPERATIONAL SUPPORT	5,000.
BETH JOSEPH CONGREGATION 515 E. BETHANY HOME RD. PHOENIX, AZ 85012	NONE	PC	OPERATIONAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	991,725.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	714,757.	
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			01	931.	
8 Gain or (loss) from sales of assets other than inventory					38,849.
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.		715,688.	38,849.

13 Total. Add line 12, columns (b), (d), and (e) 13 754,537.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
8	CAPITAL GAIN

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 5/11/17 — Title PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
JESSICA A. DUFF	Jessica A. Duff	5/10/17		P00179255

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 2910 N. CENTRAL AVE - 1200
PHOENIX, AZ 85012-2799 — Phone no. 602-234-5100

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	LIBERTY EXPEDIA HOLDINGS SER A	P	09/01/96	11/08/16
b	LIBERTY INTERACT VENTURES NEW "A"	P	09/01/96	11/08/16
c	STARZ SER A LIB CAP COM	P	09/01/96	12/12/16
d	K-1: ARENA SHORT DURATION HIGH YIELD FUND LP	P	VARIOUS	12/31/16
e	K-1: ARENA SHORT DURATION HIGH YIELD FUND LP	P	VARIOUS	12/31/16
f	K-1: STEEL CANYON PARTNERS LP	P	VARIOUS	12/31/16
g	K-1: STEEL CANYON PARTNERS LP	P	VARIOUS	12/31/16
h				
i				
j				
k				
l				
m				
n				
o				

	(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	25.		1.	24.
b	15.			15.
c	7,210.		325.	6,885.
d	734.			734.
e			4,865.	-4,865.
f	12,092.			12,092.
g	23,964.			23,964.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				24.
b				15.
c				6,885.
d				734.
e				-4,865.
f				12,092.
g				23,964.
h				
i				
j				
k				
l				
m				
n				
o				

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	38,849.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BUREAU OF JEWISH EDUCATION 12701 N. SCOTTSDALEL RD SUITE 206 SCOTTSDALE, AZ 85254	NONE	PC	OPERATIONAL SUPPORT	125,000.
BUREAU OF JEWISH EDUCATION 12701 N. SCOTTSDALEL RD SUITE 206 SCOTTSDALE, AZ 85254	NONE	PC	MULTI-MEDIA PROGRAM ON THE YIDDISH THEATRE	16,000.
CHABAD LUBAVITCH OF ARIZONA 2110 E. LINCOLN DRIVE PHOENIX, AZ 85016	NONE	PC	OPERATIONAL SUPPORT	10,000.
CHABAD LUBAVITCH OF ARIZONA 2110 E. LINCOLN DRIVE PHOENIX, AZ 85016	NONE	PC	OPERATIONAL SUPPORT	10,000.
CHAI INSTITUTE 2110 E. LINCOLN DRIVE PHOENIX, AZ 11213	NONE	PC	NEW GIRLS HIGH SCHOOL AND COLLEGE PROGRAM FOR BOYS	2,000.
HOSPICE OF THE VALLEY 1510 E. FLOWER ST. PHOENIX, AZ 85014	NONE	PC	OPERATIONAL SUPPORT	7,500.
JEWISH FEDERATION OF GREATER PHOENIX 6501 E GREENWAY PWY SUITE 105 PHOENIX, AZ 85254	NONE	PC	JEWISH NEWS REVOLVING LINE OF CREDIT FUND	50,000.
JEWISH STUDENT UNION 9831 W PICO BLVD, SUITE 101 LOS ANGELES, CA 90035	NONE	PC	JSU OPERATIONS AT BROPHY	2,500.
LITTLE EGG PUBLISHING 9100 N 55TH STREET PARADISE VALLEY, AZ 85253	NONE	PC	CHILDREN'S BOOKS FOR JEWISH COMMUNITY CENTER	500.
PHOENIX MERCURY C/O PHOENIX SUNS CHARITIES 201 E JEFFERSON STREET PHOENIX, AZ 85004	NONE	PC	SEND UNDERPRIVELEDGED KIDS TO GAMES PROGRAM	500.
Total from continuation sheets				841,725.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHIR HADASH 11 E 86TH STREET, SUITE 7A NEW YORK, NY 10028	NONE	PC	OPERATIONAL SUPPORT	50,000.
TEMPLE SOLEL 6805 E MCDONALD DR PARADISE VALLEY, AZ 85253	NONE	PC	OPERATIONAL SUPPORT	6,325.
VALLEY OF THE SUN JCC 12701 NORTH SCOTTSDALE ROAD, SUITE 201 SCOTTSDALE, AZ 85254	NONE	PC	CAMPUS IMPROVEMENTS / POOL RENOVATION	250,000.
VALLEY OF THE SUN JCC 12701 NORTH SCOTTSDALE ROAD, SUITE 201 SCOTTSDALE, AZ 85254	NONE	PC	OPERATIONAL SUPPORT	300,000.
WESTERN ARKANSAS TENNIS ASSOCIATION 3303 SOUTH M STREET FORTH SMITH, AR 72903	NONE	PC	"FRIENDS OF LUKE" FUNDRAISING CAMPAIGN	5,000.
WORLD JEWISH CONGRESS AMERICAN SECTION PO BOX 11032 LEWISTON, ME 04243	NONE	PC	OPERATIONAL SUPPORT	5,400.
YESHIVA CREDOLAH OF THE FIVE TOWNS (Y G F T) PO BOX 396 WOODMERE, NY 11598		PC	OPERATIONAL SUPPORT	1,000.
Total from continuation sheets				

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
CITIBANK	77,500.	0.	77,500.	77,500.	
FIRSTWESTERN TRUST	3,014.	0.	3,014.	3,014.	
K-1: ARENA SHORT DURATION HIGH YIELD FUND	68,553.	0.	68,553.	68,553.	
K-1: PACIFIC MARINA COVES LLC	8.	0.	8.	8.	
K-1: PACIFIC PROVING LLC	95.	0.	95.	95.	
K-1: STEEL CANYON PARTNERS LP	2,840.	0.	2,840.	2,840.	
MORTGAGE LOANS	562,747.	0.	562,747.	562,747.	
TO PART I, LINE 4	714,757.	0.	714,757.	714,757.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1: ARENA SHORT DURATION HIGH YEILD FUND LP	2,364.	2,364.	
K-1: PACIFIC MARINA COVES LLC	-1,433.	-1,433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	931.	931.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,619.	6,619.		0.
TO FORM 990-PF, PG 1, LN 16B	6,619.	6,619.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4.	4.		0.
TO FORM 990-PF, PG 1, LN 18	4.	4.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	256.	256.		0.
K-1: ARENA SHORT TERM DURATION HIGH YIELD FUND LP	7,565.	7,565.		0.
K-1: STEEL CANYON PARTNERS LP	4,508.	4,508.		0.
K-1: PACIFIC PROVING LLC	105.	105.		0.
K-1: PACIFIC FH RESORT LLC	42.	42.		0.
TO FORM 990-PF, PG 1, LN 23	12,476.	12,476.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERISOURCEBERGEN CORP	57,973.	196,570.
BARRICK GOLD	43,585.	22,835.
ANALOG DEVICES INC	89,538.	197,817.
AES CORP	93,850.	47,107.
AVALONBAY COMMUNITIES INC.	48,387.	66,786.
BANK OF AMERICA CORPORATION	52,496.	22,431.
BARD C R INC COM	114,965.	304,864.
BAKER HUGHES INC	36,658.	32,550.
BP AMOCO P L C SPONS ADR	136,543.	85,226.
CBS	76,644.	157,269.
CITIGROUP INC	3,656.	4,220.
CHUBB CORP	24,222.	36,994.
COMCAST CORP CLA A	28,987.	71,535.
COMMERCEHUB INC - SERIES A	0.	600.
COMMERCEHUB INC - SERIES B	0.	1,217.
CAMPBELL SOUP CO	23,864.	37,250.
CSS INDS INC	21,312.	17,325.
COMMUNITY HEALTH SYSTEMS	6,543.	883.
QUEST DIAGNOSTICS INC	17,060.	29,592.
D.R.HORTON INC	29,463.	29,790.
DISNEY (WALT) CO	6,542.	19,906.
DISCOVERY COMM INC CMN A	4,633.	8,141.
DISCOVERY COMM INC CMN C	4,633.	23,861.
DEUTSCHE TELEKOM AG SPON ADR	90,527.	87,261.
FRESENIUS MEDICAL CARE ADR	25,326.	45,587.
CORNING INC	37,973.	44,414.
GENIE ENERGY LTD	7,543.	8,848.
HUNTINGTON INGALLS	2,701.	13,630.
HALYARD HEALTH	136.	111.
IDT CORP CL B	7,798.	21,988.
JDS UNIPHASE CORP	13,796.	0.
JP MORGAN CHASE	21,786.	40,211.
KIMBERLY-CLARK CORP	1,598.	2,739.
COCA-COLA CO	23,585.	40,050.
LIBERTY BROADBAND CORP "A"	5,484.	7,246.
LIBERTY BROADBAND CORP "C"	10,880.	19,258.
RTS LIBERTY BROADBANK CORP	0.	0.
LIBERTY EXPEDIA HOLDINGS	0.	6,466.
LIBERTY GLOBAL PLC LILAC CL "A"	0.	1,098.
LIBERTY GLOBAL PLC LILAC CL "C"	0.	3,260.
LIBERTY GLOBAL PLC CL A	8,205.	8,932.
LIBERTY GLOBAL PLC CL C	8,087.	26,255.
LIBERTY MEDIA CORP DEL A	33,591.	819.
LIBERTY MEDIA CORP DEL C	37,600.	3,135.
LIBERTY MEDIA HOLDING	32,655.	0.
LIBERTY SIRIUS XM GROUP A	0.	13,808.
LIBERTY MEDIA CORP DEL COMM SER "C" BRAVES	0.	2,903.
LIBERTY MEDIA CORP DEL COMM SER "C" MEDIA	0.	6,266.
LIBERTY MEDIA CORP DEL COMM SER "C"	0.	27,136.
LIBERTY TRIP ADVISOR HOLDINGS	7,082.	2,980.
LIBERTY VENTURES SER A	3,403.	9,033.
LIBERTY INTERACTIVE CORP QVC GROUP	33,591.	29,710.

LIONSGATE	7,115.	6,650.
LUMENTIUM HOLDINGS, INC	0.	5,913.
MICROSOFT CORP	16,102.	34,550.
NORTHROP GRUMMAN COR	29,873.	103,498.
REALTY INCOME CORP	895,960.	1,149,600.
PROCTER & GAMBLE CO	32,712.	43,049.
QUORUM HEALTH CORPORATION	1,069.	284.
ROVI CORPORATION	7,592.	0.
BOSTON BEER COMPANY INC. A	66,610.	308,108.
SEALED AIR CORP NEW	31,087.	44,796.
STRAIGHT PATH COMMUNICATIONS	2,876.	20,109.
STARZ-SER A LIB CAP COM	0.	0.
AT & T CORP	26,018.	127,377.
THERMO ELECTRON SCIENTIFIC	11,848.	36,968.
RTS/TEJON RANCH	288,050.	178,010.
TIVO INC COM	528.	6,061.
TRAVELERS COS	2,549.	5,999.
UNIVERSAL HLTH SVCS	112,004.	432,328.
US BANCORP NEW	118,358.	178,562.
VALEANT PHARMACEUTICALS	305,480.	110,337.
VIAVI SOLUTIONS, INC.	166.	6,290.
WELLS FARGO & CO NEW	47,932.	83,877.
WAL-MART STORES INC	47,425.	70,572.
VIACOM CLASS B	889,380.	710,775.
ZEDGE	0.	1,236.
OTHER INVESTMENT	3.	3.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,275,638.	5,552,865.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUTNUM HIGH YIELD TRUST FUND	105,559.	64,910.
TOTAL TO FORM 990-PF, PART II, LINE 10C	105,559.	64,910.

FORM 990-PF MORTGAGE LOANS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BRIDGE FINANCE LLC - SEAN DAYANI	350,000.	350,000.
DYNATECH/MAZON	2,425.	2,425.
MARBUCK	18,323.	18,323.
DESERT SKY#3 / PACIFIC CASA	9,444.	9,444.
YORKSHIRE DEVELOPMENT # 4	937.	937.
JOHN & DEBORAH ROUWENHORST	3,342.	3,342.
STEELE - VANDERBILT #13	127,757.	127,757.
VANDY VINEYARD TOWN CENTER	0.	0.
PORTER 20, LLC	21,792.	21,792.

VESTAR DRM SOLAR	136.	136.
ROBSON HOLDINGS LLC	543,000.	543,000.
BOND INTEREST	9,449.	9,449.
VESTAR CHARMING CHARLIES	1,377.	1,377.
LARRY GUNNING #3	24,388.	24,388.
MADIA-IYENGAR-6361 W DEER VALLEY	0.	0.
BARRA INVESTMENTS, LLC	0.	0.
LARRY GUNNING #4	60,000.	60,000.
BLACKWATER HOLDINGS LLLP	414.	414.
ARTEMIS-GRANITE UPTOWN-NM	0.	0.
PRIMESTAR LENDING #4	227,200.	227,200.
DECO EDSION CENTRAL LLLP	150,000.	150,000.
MADIA-LEGIT-4423 E MOCKINGBIRD	91,286.	91,286.
MADIA-EAST OF EPICENTER LLC	95.	95.
GREY LAND INVSTORS	172.	172.
MADIA CROWE 5728 MONTEROSA	0.	0.
RISI - OLD PORT LLC	326,183.	326,183.
GOULD-ACV TWO LLC - MANOR 38	0.	0.
MADIA-EQUITABLE-5442 E. FLOWER	2,237.	2,237.
RISI-431 W. 9TH STREET-TEMPE	100,000.	100,000.
WVSV HOLDINGS, LLC	700,000.	700,000.
HOSS - 4585 E. CALLE TUBERIA	71,000.	71,000.
HOSS - 7813 N. 12TH AVE	0.	0.
HOSS - 3902 E. SOLANO DR.	48,667.	48,667.
SIR - HOME HOLDINGS, LLC	0.	0.
TRES POINTS, LLC	450,000.	450,000.
JERRY MOYES - PALM BEACH	1,050,000.	1,050,000.
GOULD - 5414 E. LAFAYETTE BLVD.	0.	0.
TRUE HOMES, LLC	0.	0.
RISI - 1020 E. SPENCE AVE.	25,000.	25,000.
ARTEMIS - AVALON	0.	0.
ARTEMIS - ARTHAUS	0.	0.
HOSS - TWO HAWKS - 5846 N. 46TH ST.	261,250.	261,250.
GOULD - 5311 N. PALO CRISTI RD.	0.	0.
GOULD - 5130 E. EXETER BLVD.	0.	0.
MOYES - BAHIA LIVE/WORK LOFTS	1,051,462.	1,051,462.
RISI - 5648 N. DELOS CIRCLE	0.	0.
GOULD - 4220 E. GLENROSA	0.	0.
GOULD - 3842 E. CRITTENDEN LN.	26,679.	26,679.
SIR - 3BSNA, LLC (HEINTZELMAN)	0.	0.
HOSS - TWO HAWKS - 6530 E. LAFAYETTE BLVD	181,500.	181,500.
ENCANTA HOMES	100,000.	100,000.
DI-MOR BUSINESS FORMS, INC.	200,000.	200,000.
KACHINA DEV, LLC - MALCOMB DR	500,500.	500,500.
GAMMA / KALIKOW - 56 LEONARD STREET	100,000.	100,000.
ARTEMIS - GREEN VALLEY HOSPITAL	400,000.	400,000.
PRIDE TRAVEL CENTERS, LLC IV - 2440 W BETHANY	100,000.	100,000.
ENCANTA HOMES, LLC #2 - 5414 E LAFAYETTE BLVD	200,000.	200,000.
MADIA - LUXIAN VILLAS ON CAMELBACK, LLC	504,583.	504,583.
TOTAL TO FORM 990-PF, PART II, LINE 12	8,040,598.	8,040,598.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STEEL CANYON PARTNERS	COST	447,349.	518,760.
PACIFIC PROVING	COST	6,612,817.	6,612,827.
ARENA SHORT DURATION HIGH YIELD F	COST	1,118,331.	1,118,331.
PACIFIC FH RESORT LLC	COST	6,936.	6,936.
PACIFIC MARINA COVES LLC	COST	105,727.	105,727.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,291,160.	8,362,581.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM S. LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016	PRESIDENT/DIRECTOR 0.25	0.	0.	0.
JAY DAVID LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016	DIRECTOR 0.10	0.	0.	0.
JONATHAN LEVINE 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016	DIRECTOR 0.10	0.	0.	0.
JULIE SCHOEN 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016	DIRECTOR 0.10	0.	0.	0.
ANDREW COHN 2201 EAST CAMELBACK ROAD SUITE 650 PHOENIX, AZ 85016	DIRECTOR 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.