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

Name of foundation THE HENRY MAYO NEWHALL FOUNDATION C/O KRAMER BLUM AND ASSOCIATES INC		A Employer identification number 94-6073084	
Number and street (or P.O. box number if mail is not delivered to street address) 57 POST STREET No 510		Room/suite	B Telephone number (see instructions) (415) 981-2966
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,856,975		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	71	71		
	4 Dividends and interest from securities	1,111,283	1,111,283		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-67,036			
	b Gross sales price for all assets on line 6a _____ 20,900,717				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,044,318	1,111,354		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	35,488	26,616		8,872
	c Other professional fees (attach schedule)	342,203	192,110		150,093
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,707	2,005		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,135	0		21,135
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,001	138		7,863
	24 Total operating and administrative expenses. Add lines 13 through 23	419,534	220,869		187,963
	25 Contributions, gifts, grants paid	2,032,740			2,032,740
	26 Total expenses and disbursements. Add lines 24 and 25	2,452,274	220,869		2,220,703
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,407,956			
	b Net investment income (if negative, enter -0-)		890,485		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,944,798	1,351,287	1,351,287
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	858,277	706,224	704,512
	b	Investments—corporate stock (attach schedule)	11,956,841	12,497,033	21,427,019
	c	Investments—corporate bonds (attach schedule)	5,228,086	4,632,600	4,591,017
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,614,838	11,007,738	11,783,140
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,602,840	30,194,882	39,856,975	
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 (attach schedule)			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	31,602,840	30,194,882	
	30	Total net assets or fund balances (see instructions)	31,602,840	30,194,882	
31	Total liabilities and net assets/fund balances (see instructions) .	31,602,840	30,194,882		

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	31,602,840
2	Enter amount from Part I, line 27a	2	-1,407,956
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	30,194,884
5	Decreases not included in line 2 (itemize) ▶ _____	5	2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	30,194,882

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-67,036
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,094,075	41,399,629	0 050582
2014	2,195,757	41,214,465	0 053276
2013	2,120,348	38,376,276	0 055252
2012	1,982,617	36,306,309	0 054608
2011	1,886,066	36,059,538	0 052304
2 Total of line 1, column (d)			2 0 266022
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 053204
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 38,633,714
5 Multiply line 4 by line 3			5 2,055,468
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,905
7 Add lines 5 and 6			7 2,064,373
8 Enter qualifying distributions from Part XII, line 4			8 2,220,703

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,905
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	8,905
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	8,905
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20,568
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	20,568
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	11,663
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 11,663 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.newhallfoundation.org</u>	13	Yes	
14	The books are in care of ► <u>KRAMER BLUM AND ASSOCIATES INC</u> Telephone no ► <u>(415) 981-2966</u>			

Located at ► 57 POST STREET San Francisco CA ZIP+4 ► 94104

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Atlantic Trust Private Wealth Management 4675 Mac Arthur Court Suite 1150 Newport Beach, CA 92660	Investment Management	192,110
KramerBlum and Associations 57 Post Street San Francisco, CA 94104		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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	37,097,834
b	Average of monthly cash balances.	1b	2,124,211
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	39,222,045
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	39,222,045
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	588,331
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	38,633,714
6	Minimum investment return. Enter 5% of line 5.	6	1,931,686

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	1,931,686
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	8,905
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,905
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,922,781
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,922,781
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	1,922,781

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	2,220,703
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	2,220,703
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	8,905
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,211,798

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				1,922,781
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				125,779
b From 2012.				208,474
c From 2013.				241,444
d From 2014.				187,042
e From 2015.				73,567
f Total of lines 3a through e.	836,306			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,220,703</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,922,781
e Remaining amount distributed out of corpus	297,922			
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	1,134,228			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	125,779			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,008,449			
10 Analysis of line 9				
a Excess from 2012.				208,474
b Excess from 2013.				241,444
c Excess from 2014.				187,042
d Excess from 2015.				73,567
e Excess from 2016.				297,922

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

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

THE HENRY MAYO NEWHALL FOUNDATION C
57 Post Street
San Francisco, CA 94104
(415) 986-2966

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

Proposals should include a description of the charity, the amount of the request, and a written description of the project with budget. The Charity's annual return and tax exempt paperwork should be included with the request

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				2,032,740
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				527,000

Enter gross amounts unless otherwise indicated

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

[illegible]

Part XVII

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

[illegible]

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

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

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

**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.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name Robert A Houston	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00184427
Firm's name ▶ BPM LLP				Firm's EIN ▶ 81-4234542
Firm's address ▶ 2001 North Main Street Suite 360 Walnut Creek, CA 94596				Phone no (925) 296-1040

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
2160 SHS SPDR S&P MIDCAP 400 ETF	D	2008-12-19	2016-01-19
169 SHS AMAZON COM INC	P	2014-10-07	2016-01-12
132,875 984 SHS AT MID CAP EQUITY FUND	P	2015-07-08	2016-01-19
1,910 SHS ISHARES RUSSELL MIDCAP GROWTH ETF	P	2015-01-28	2016-01-19
136,375 754 SHS ANGEL OAK MULTI-STRATEGY INCOME FUND CLASS I	P	2014-09-30	2016-01-20
3,525 SHS TYCO INTL PLC	P	2015-04-02	2016-01-29
965 SHS POWERSHARES QQQ TR UNIT	P	2015-12-10	2016-02-03
2,765 SHS VANGUARD INDEX FDS TOTAL STK MKT ETF	P	2015-12-10	2016-02-03
4,060 SHS TYCO INTL PLC	P	2015-10-30	2016-02-10
251,509 054 SHS T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND	P	2015-11-04	2016-02-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
494,481		204,790	289,691
104,402		54,191	50,211
1,350,000		1,515,059	-165,059
157,380		179,473	-22,093
1,553,300		1,662,054	-108,754
121,276		152,885	-31,609
98,748		109,397	-10,649
267,226		291,421	-24,195
140,007		155,234	-15,227
2,416,982		2,500,050	-83,068

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			289,691
			50,211
			-165,059
			-22,093
			-108,754
			-31,609
			-10,649
			-24,195
			-15,227
			-83,068

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
375,000 SHS JP MORGAN CHASE & CO NT 3 45%	P	2014-10-08	2016-03-01
1,900 SHS EQT CORP COM	P	2009-01-28	2016-03-07
300,000 SHS FEDERAL NATL MTG ASSN 5%	P	2010-08-23	2016-03-15
6,250 833 SHS TWEEDY BROWNE GLOBAL VALUE FUND	P	2015-03-02	2016-03-30
40,300 SHS DEUTSCH X TRKS MSCI EAF	P	2015-12-03	2016-04-04
18,770 SHS ISHARES MSCI EAFE ETF	P	2015-12-03	2016-04-04
1,070 SHS ISHARES RUSSELL 1000 GROWTH ETF IV	P	2013-08-30	2016-04-04
400,000 SHS COSTCO WHSL CORP 1 25%	P	2014-10-08	2016-05-06
250,000 SHS PEPSICO INC NT 4 5%	P	2012-06-13	2016-05-06
300,000 SHS WAL MART STORES NT 3 25%	P	2014-10-08	2016-05-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
375,000		389,415	-14,415
109,459		71,678	37,781
300,000		348,640	-48,640
150,000		167,779	-17,779
1,041,615		1,133,510	-91,895
1,084,187		1,143,794	-59,607
107,976		80,361	27,615
401,428		398,195	3,233
277,165		286,685	-9,520
323,663		315,814	7,849

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-14,415
			37,781
			-48,640
			-17,779
			-91,895
			-59,607
			27,615
			3,233
			-9,520
			7,849

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
3,970 SHS WILLIAMS COS INC COM	P	2014-10-10	2016-06-07
3,930 SHS WILLIAMS COS INC COM	P	2009-05-07	2016-06-16
41,756 179 SHS HARBOR INTERNATIONAL FUND INSTL CL	P	2016-04-14	2016-06-27
3,887 843 SHS TWEEDY BROWNE GLOBAL VALUE FUND	P	2016-01-01	2016-06-27
40,793 92 SHS TWEEDY BROWNE GLOBAL VALUE FUND	P	2015-01-01	2016-06-27
3,065 SHS CITRIX SYSTEMS INC	P	2015-01-01	2016-07-01
5 SHS FORTIVE CORPORATION	P	2012-06-06	2016-07-05
1,845 SHS VERIZON COMMUNICATIONS	P	2014-09-05	2016-07-12
2,265 SHSH MACYS INC	P	2016-02-03	2016-08-22
13,455 SHS EMC CORP MASS COM	P	2015-03-16	2016-09-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
93,873		147,790	-53,917
82,652		48,863	33,789
2,310,354		2,515,000	-204,646
91,363		95,000	-3,637
958,643		1,069,036	-110,393
246,038		185,648	60,390
24			24
102,201		92,051	10,150
89,222		91,501	-2,279
394,378		330,181	64,197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-53,917
			33,789
			-204,646
			-3,637
			-110,393
			60,390
			24
			10,150
			-2,279
			64,197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
695 SHS DELL TECHNOLOGIES INC COM CL V	P	2015-03-16	2016-09-08
352,189 781 SHS PRUDENTIAL HIGH YIELD FUND CLASS	P	2016-06-27	2016-10-04
5,570 SHS VERIZON COMMUNICATION	P	2014-09-05	2016-09-28
1,401 SHS CAPITAL ONE FINL CORP COM	P	2015-01-23	2016-11-10
837 SHS HOME DEPOT INC	P	2013-11-13	2016-11-14
1,391 SHS TJX COS INC	P	2014-08-08	2016-11-14
218,372 152 SHS PRUDENTIAL HIGH YIELD FUND CLASS Z	P	2016-04-01	2016-11-17
400,000 SHS BERKSHIRE HATHAWAY FIN CORP 5 40%	P	2014-10-08	2016-11-17
150,000 SHS DU PONT E I DE NEMOURS & CO NT 5 25%	P	2014-10-08	2016-11-17
400,000 SHS GENERAL ELEC CAP CORP MEDIUM 5 625%	P	2011-10-21	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
35		33	2
1,930,000		1,826,896	103,104
289,377		266,658	22,719
110,943		93,880	17,063
106,483		64,602	41,881
103,069		61,586	41,483
1,170,475		1,123,104	47,371
422,883		438,583	-15,700
150,394		164,208	-13,814
424,151		432,545	-8,394

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2
			103,104
			22,719
			17,063
			41,881
			41,483
			47,371
			-15,700
			-13,814
			-8,394

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,935 SHS APPLE INC COM	D	2008-12-19	2016-11-18
1,468 SHS MEDTRONIC PLC	P	2015-01-27	2016-11-29
400,000 SHS UNITED TECHNOLOGIES CORP NT 5 375%	P	2014-10-08	2016-12-01
1,016 SHS DANAHER CORP DEL	P	2014-08-08	2016-12-12
100,000 SHS DU PONT E I DE NEMOURS & CO NT 5 25%	P	2014-10-08	2016-12-15
CHARLES SCHWAB CAPITAL GAINS DISTRIBUTION	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
212,772		24,557	188,215
107,626		112,963	-5,337
417,486		424,809	-7,323
105,390		88,362	17,028
100,000		109,472	-9,472
6,590			6,590

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			188,215
			-5,337
			-7,323
			17,028
			-9,472
			6,590

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
David S Newhall	President / Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Angelica C Simmons	Vice President / Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Roger B Newhall	Treasurer / Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Anthony Newhall	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Scott Dunham	Secretary / Treasurer 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Caroline Conroy	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Francine Woods	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Marion Hill	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Prudence J Noon	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
George Newhall	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Donna Chesebrough	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
Natasha Hunt	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				
jennifer pont	Director 1 00	0	0	0
57 Post Street Suite 510 San Francisco, CA 94104				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
3rd Street Youth Center & Clinic 1728 Bancroft Avenue San Francisco, CA 94124	None	PC	For the Health Corps youth program	25,000
AAUW Santa Clarita Valley Branch PO Box 800354 Valencia, CA 91380	None	PC	For Tech Trek camp scholarships	6,300
Aim High PO Box 410715 San Francisco, CA 94141	None	PC	For the Future Leaders Fellowship Award program	30,000
Alvarado Elementary School PTA 625 Douglass Street San Francisco, CA 94114	None	PC	For the all-school Science Program	15,000
Alvarado Elementary School PTA 625 Douglass Street San Francisco, CA 94114	None	PC	For launching the school-wide literacy initiative	35,050
Angel Island Immigration Station Fdn 5 Third Street Ste 700 San Francisco, CA 94103	None	PC	For the Across Generations Video Project	23,200
Animals in Need 525 Sandysdale Drive Nipomo, CA 93444	None	PC	For the treatment and adoption of homeless dogs and cats	10,000
Argonne Early Education School 750 16th Avenue San Francisco, CA 94118	None	Government	For the outdoor play space upgrade project	18,140
ARTree Community Arts Center PO Box 220801 Newhall, CA 913220801	None	PC	For expanding arts classes for underserved students	5,000
The Basic Fund 268 Bush Street Ste 2717 San Francisco, CA 94104	None	PC	For the Scholars Program	30,000
Bay Area Wilderness Training 1050 East 8th Street Oakland, CA 94606	None	PC	For the outdoor equipment gear library	25,000
Bay Area Women's & Children Center 318 Leavenworth Street San Francisco, CA 94102	None	PC	For the Tenderloin Community School tech initiative	25,000
Bayview Senior Services 1753 Carroll Avenue San Francisco, CA 94124	None	PC	For the Nurse Navigator Program	30,000
Boys & Girls Club Santa Clara Valley PO Box 152 Santa Paula, CA 93061	None	PC	For the Fillmore Clubhouse Art Program	9,000
Boys & Girls Club Santa Clara Valley PO Box 152 Santa Paula, CA 93061	None	PC	For the Piru Clubhouse Art Program	17,500
Total ►				2,032,740
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys & Girls Club Santa Clarita Valley PO Box 220639 Santa Clarita, CA 91322	None	PC	For a challenge grant to increase donor giving	20,000
Boys & Girls Club Santa Clarita Valley PO Box 220639 Santa Clarita, CA 91322	None	PC	For core programs and new Homework Cafe	30,000
Boys & Girls Club of Santa Maria Valley 901 N Railroad Avenue Santa Maria, CA 93458	None	PC	For a challenge grant to increase donor giving	25,000
BRAVA for Women in the Arts 2781 24th Street San Francisco, CA 94110	None	PC	For the subsidized rental program for artists and arts groups	25,000
Bridge to Home 23752 Newhall Avenue Santa Clarita, CA 91321	None	PC	For expanding the continuum of services for the homeless	25,000
California Historical Society 678 Mission Street San Francisco, CA 94105	None	PC	For the Digital Asset Management System	50,000
California Poly State San Luis Obispo College of Agriculture San Luis Obispo, CA 93407	None	Government	For the Newhall Internship Program	30,000
Camp Fire Central Coast of California 340 Pomeroy Avenue Pismo Beach, CA 93449	None	PC	For the summer day camp program	7,500
Canal Baseball Academy 35 Robinhood Drive San Rafael, CA 94901	None	PC	For baseball coaching and skills training for Canal District youth	8,000
Carousel Ranch 34289 Rocking Horse Road Agua Dulce, CA 91390	None	PC	For the Ready for Work for young adults with disabilities	25,000
Central Coast Aquarium PO Box 460 Avila Beach, CA 93424	None	PC	For the hands-on marine science education program	8,000
Central Coast Grown PO Box 3736 San Luis Obispo, CA 93403	None	PC	For Phase 4 of the SLO City Farm Project	25,000
Central Coast Rescue Mission 1297 N McClelland Street Santa Maria, CA 93454	None	PC	For the Rescue SOS and Residential Recovery Programs	10,000
Child & Family Center Foundation 21545 Center Pointe Parkway Santa Clarita, CA 91350	None	PC	For the IT upgrade project	25,000
College of the Canyons Foundation 26455 Rockwell Canyon Rd Santa Clarita, CA 91355	None	PC	For the Nature Explore Outdoor Classrooms	50,250
Total ►				2,032,740
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Cuyama Valley Family Resource Center PO Box 5 4689 Hiway 166 New Cuyama, CA 93254	None	PC	For family empowerment programs for children, young families and seniors	25,000
Dana Adobe Cultural Center 671 W Oakglen Avenue Nipomo, CA 93444	None	PC	For the Historic Park Development Program	100,000
Dixon Samuel Family Health Centers 2515 Avenue Stanford Valencia, CA 91355	None	PC	For a challenge grant to increase donor giving	30,000
Domestic Violence Center of Santa Clarita PO Box 220037 Newhall, CA 91322	None	PC	For domestic violence community education programs	10,000
DonorsChooseorg 134 W 37th Street New York, NY 10018	None	PC	For Santa Maria and Santa Clarita Valley public school classroom projects	12,000
Education Outside 135 Van Ness Avenue San Francisco, CA 94102	None	PC	For the green schoolyard program in K-5 schools	30,000
Environmental Traveling Companions Fort Mason Center Bldg C San Francisco, CA 94123	None	PC	For the Youth LEAD and Fellowship program	30,000
ESCAPE Theatre 28442 Alder Peak Avenue Canyon Country, CA 91387	None	PC	For children and youth theatre training and performance	10,000
Food Bank of Santa Barbara County 4554 Hollister Avenue Santa Barbara, CA 93110	None	PC	For the Santa Maria Valley food purchases and education programs	25,000
Garden for the Environment 1663 Mission Street Ste 320 San Francisco, CA 94103	None	PC	For adult environmental education programs	20,000
Gen Span Foundation 1418 E Main Street 120 Santa Maria, CA 93454	None	PC	For the volunteer in-classroom mentoring program	10,000
Girls on the Run 2543 18th Street Ste 31 San Francisco, CA 94110	None	PC	For the 2017 curriculum-based running program at seven school sites	20,000
GirlVentures 3543 18th Street 18 San Francisco, CA 94110	None	PC	For a challenge grant to increase donor giving	30,000
Good Shepherd Gracenter 1310 Bacon Street San Francisco, CA 94134	None	PC	For transitional housing and recovery program	10,000
Guadalupe Kids Come First Foundation PO Box 788 Guadalupe, CA 93434	None	PC	For the Advancement Via Individual Determination Tutoring Program	8,300
Total ►				2,032,740
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Hart Museum and Ranch 24151 Newhall Avenue Newhall, CA 91321	None	PC	For the Youth Silent Filmmaking Workshop	9,000
Hart Museum and Ranch 24151 Newhall Avenue Newhall, CA 91321	None	PC	For the School and Teacher Program	10,000
The Hatch Community 5543 Fremont Street Apt C Oakland, CA 94608	None	PC	For doula vocational trainings and peer support for young parents	25,000
Hearing and Speech Center 1234 Divisadero Street San Francisco, CA 94115	None	PC	For Health Through Hearing program	20,000
Helmers Charles Elementary School PTA 27300 Highland Avenue Valencia, CA 91354	None	PC	For the School Garden Program	8,000
Huckleberry Youth Program 3310 Geary Blvd San Francisco, CA 94118	None	PC	For the Huckleberry Wellness Academy	25,000
Ignite 510 16th Street Oakland, CA 94612	None	PC	For training young women in civic engagement and leadership	20,000
Life Learning Academy 651 8th Street Bldg 229 San Francisco, CA 94130	None	PC	For the Life Learning Boarding Academy project	25,000
Loved Twice 4123 Broadway Ste 15 Oakland, CA 94611	None	PC	For the baby clothing distribution program	20,000
Mechanics' Institute Library 57 Post Street Ste 504 San Francisco, CA 94104	None	PC	For the Youth Chess Outreach Program	30,000
Meritus College Fund PO Box 29024 San Francisco, CA 94129	None	PC	For Connections Program	25,000
My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361	None	PC	For the distribution oif duffel bags to children entering foster care and crisis shelters	20,000
New Beginnings Counseling Center 324 E Carrillo Street Ste C Santa Barbara, CA 93101	None	PC	For Supportive Services for Veterans Families program	25,000
New Door Ventures 3221 20th Street San Francisco, CA 94110	None	PC	For the New Door Academy	25,000
Oakland Museum of California 1000 Oak Street Oakland, CA 94607	None	PC	For the Gallery of California History exhibition of land use and agriculture	20,000
Total ►				2,032,740
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Oasis Senior Center 420 Soares Avenue Orcutt, CA 93455	None	PC	For social, educational and cultural senior programs	10,000
One Step a la Vez PO Box 192 Fillmore, CA 93016	None	PC	For the teen afterschool program and wellness drop-in center	10,000
Openhouse PO Box 14610 San Francisco, CA 94114	None	PC	For the Health & Wellness Program	30,000
Orcutt Academy PTSA 480 Centennial Rd Los Alamos, CA 93429	None	PC	For the School Garden Program	10,000
Planting Justice 1124 64th Street Oakland, CA 94608	None	PC	For the start-up and operation of the organic nursery	50,000
Ronald McDonald House-San Francisco 1640 Scott Street San Francisco, CA 94115	None	PC	For the Parent Support Events	25,000
San Cayetano Elementary School 514 Mountain View Street Fillmore, CA 93015	None	Government	For the Art Enrichment Program	8,500
San Francisco Arts Education Project 135 Van Ness Avenue San Francisco, CA 94102	None	PC	For the Minnesota Street art studio program	50,000
San Francisco Botanical Garden Society 1199 Ninth Avenue San Francisco, CA 94122	None	PC	For the Youth Education Program	25,000
San Francisco Conservatory of Music 50 Oak Street San Francisco, CA 94102	None	PC	For the Collegiate Division Community Engagement Program	25,000
San Francisco Maritime Nat'l Park Assn Bldg E Fort Mason San Francisco, CA 94123	None	PC	Forth the Voyage of Transformation Program	20,000
San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103	None	PC	For the new education initiatives to engage SFUSD students and teachers	25,000
San Francisco Suicide Prevention PO Box 191350 San Francisco, CA 941191350	None	PC	For the Youth Risk Reduction Program	10,000
San Francisco Youth Theatre 113 Bartlett Street San Francisco, CA 94110	None	PC	For the performing arts programs	25,000
Santa Barbara Bicycle Coalition PO Box 92047 Santa Barbara, CA 931902047	None	PC	For the Santa Maria Valley earn-a-bike classes and bicycle repair shop	20,000
Total ►				2,032,740
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Santa Clara Valley Hospice Home Support PO Box 365 Santa Paula, CA 93061	None	PC	For the non-emergency transportation services	10,000
Santa Clarita Valley Education Foundation PO Box 221295 Santa Clarita, CA 91322	None	PC	For the Read with Me Literacy programs	10,000
Santa Clarita Valley Food Pantry 24133 Railroad Avenue Newhall, CA 91321	None	PC	For challenge grant to increase donor giving	10,000
Santa Clarita Valley Senior Center 22900 Market Street Santa Clarita, CA 91321	None	PC	For the Handyworker Program	37,500
Santa Maria Discovery Museum 705 S McClelland Street Santa Maria, CA 93454	None	PC	For the weekly education programming for families and children	30,000
Santa Maria Future Farmers of America 901 South Broadway Santa Maria, CA 93455	None	PC	For increased student participation in chapter and state leadership programs	14,000
Santa Maria Valley YMCA 3400 Skyway Drive Santa Maria, CA 93455	None	PC	For the electrical, camera and fire system upgrades	25,000
Saugus Union School District 24939 Avenue Stanford Santa Clarita, CA 91355	None	Government	For the STEM enrichment activities	22,500
Seven Teepees Youth Program 317 17th Street San Francisco, CA 94110	None	PC	For afterschool mentoring program	25,000
Streetside Stories 3130 20th Street Ste 311 San Francisco, CA 94110	None	PC	For the Storytelling Art Project	10,000
Sulphur Springs Union School District 27000 Weyerhaeuser Way Santa Clarita, CA 91351	None	Government	For playground equipment to accommodate medically and mobility challenged students	25,000
Sunset Youth Services 3918 Judah Street San Francisco, CA 94122	None	PC	For the Digital Arts abnd Technology Training Program	20,000
Swords to Plowshares 1060 Howard Street San Francisco, CA 94103	None	PC	For the Frontline Drop-in Center	40,000
Transitions-Mental Health Assn PO Box 15408 San Luis Obispo, CA 93406	None	PC	For the Santa Maria Growing Grounds Vocational Program	40,000
Women's Audio Mission 542-544 Natoma St C1 San Francisco, CA 94103	None	PC	For the Amplify! Capital Campaign	25,000
Total ►				2,032,740
3a				

TY 2016 Accounting Fees Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,488	15,366		5,122
Audit Fees	15,000	11,250		3,750

TY 2016 Distribution from Corpus Election

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Election: SEC. 53.4942(A)-3(D)(2) ELECTIONORGANIZATION HEREBY
ELECTS UNDER IRC REG. SECTION 53-4942(a)-3(d)(2)TO TREAT
\$190,386 OF THE QUALIFYING DISTRIBUTIONS FOR 2007 AS
HAVINGBEEN DISTRIBUTED OUT OF CORPUS.

TY 2016 Investments Corporate Bonds Schedule**Name:** THE HENRY MAYO NEWHALL FOUNDATION

C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Name of Bond	End of Year Book Value	End of Year Fair Market Value
400,000 Berkshire Health Fin 5.4% 5/15/18	0	0
400,000 United Tech Corp 5.375% 12/15/17	0	0
150,000 E I Du Pont De Nemours 6% 7/15/18	0	0
400,000 GEN ELEC CAP 5.625%	0	0
400,000 Costco Wholesale 1.125% 12/15/17	0	0
375,000 JP Morgan Chase 3.45% 3/1/16	0	0
100,000 E I Du Pont De Nemours 5.25% 12/15/16	157,916	251,867
250,000 Morgan Stanley 4.75% 3/22/17	254,028	414,758
400,000 Wells Fargo 5.625% 12/11/17	415,108	417,262
400,000 JP Morgan Chase Co 6% 1/15/18	425,591	420,378
400,000 Goldman Sachs 6.15% 4/1/18	424,461	158,996
150,000 Morgan Stanley 5.625% 9/23/19	164,543	162,306
250,000 Oracle 2.25% 10/8/19	250,666	252,459
400,000 Blackrock Inc 5% 12/10/19	435,074	434,320
150,000 Pepsico Inc 4.5% 1/15/20	160,076	161,036
100,000 Wal-Mart Stores 3.25% 10/25/20	103,137	103,610
250,000 Intel Corporation 3.3% 10/1/21	257,912	259,399
400,000 Verizon Communications 3.5% 11/1/21	421,365	411,732
300,000 AT&T Inc 3% 2/15/22	298,825	297,406
200,000 Comcast Corporation 3.125% 7/15/22	210,299	203,881

Name of Bond	End of Year Book Value	End of Year Fair Market Value
150,000 Oracle Corporation 3.625% 7/15/23	162,306	156,335
375,000 Pfizer Inc 3.4% 5/15/24	392,573	387,092
100,000 Pepsico Incorporated 2.85% 2/24/26	98,720	98,180

TY 2016 Investments Corporate Stock Schedule**Name:** THE HENRY MAYO NEWHALL FOUNDATION

C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,065 Citrix Systems Inc	0	0
1,900 EQT Corp	0	0
13,455 E M C Corp Mass	0	0
7,585 Tyco Intl	0	0
7,415 Verizon Communications	0	0
7,900 Williams Companies	0	0
3,450 Aetna Inc	100,585	427,835
2,056 Allergan PLC	556,295	431,781
852 Alliance Data Systems	47,512	194,682
296 Alphabet Inc Class A (fka Google Class A)	80,305	234,565
966 Alphabet Inc Class C (fka Google Class C)	469,746	745,578
1,115 Amazon.com Inc	415,346	836,105
4,675 American Express Company	347,664	346,324
5,996 ANADARKO PETROLEUM CORP	370,838	418,101
12,605 APPLE COMPUTER INC	159,833	1,459,911
6,475 Auto Data Processing	294,853	665,501
966 Blackrock Inc	218,494	367,602
2,220 Boeing Co	166,610	345,610
3,474 Capital One Financial	180,432	303,072
1,655 Cigna Corp	232,182	220,760
13,275 CISCO SYSTEMS INC	249,574	401,170
5,180 Citigroup Inc	193,794	307,847
4,918 Colgate-Palmolive Co	321,692	321,834
7,910 COMCAST CORP	255,499	546,186
3,955 CVS CAREMARK INC	129,465	312,089
4,655 Danaher Corp Del	126,028	362,345
1,499 Dell Technologies Inc	70,753	82,400
4,375 Dollar General Corp	195,152	324,056
2,110 EOG Resources Inc	176,719	213,321
4,818 EXPRESS SCRIPTS INC	204,514	331,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,531 Fidelity Natl Info Svcs	67,718	267,085
3,220 Fiserv Inc.	77,724	342,222
2,327 Fortive Corporation	39,210	124,797
16,040 General Electric Co	275,126	506,864
3,018 Home Depot Inc	231,450	404,653
3,680 Johnson & Johnson	283,454	423,973
6,715 JP MORGAN	230,447	579,437
14,709 Kinder Morgan Inc	307,177	304,623
5,280 Macy's Inc	213,301	189,077
1,315 McKesson Corporation	248,438	184,692
5,649 Medtronic Inc	302,483	402,378
5,424 Merck & Co Inc.	161,282	319,311
11,150 Microsoft Corp	319,240	692,861
2,170 Nextera Energy Inc	231,771	259,228
2,745 Omnicom Group Inc	194,284	233,627
11,220 Oracle Corporation	248,283	431,409
3,695 Pepsico Incorporated	269,681	386,608
597 Pioneer Natural Resources	103,126	107,502
2,665 PRAXAIR INC	223,684	312,311
5,135 Prudential Financial Inc	348,744	428,623
5,489 Qualcomm Inc	306,487	357,883
3,420 Stryker Corp	181,051	409,750
1,835 Thermo Fisher Scntfc	246,377	258,919
2,529 TJX Cos Inc.	54,372	190,004
8,715 U S Bancorp	314,005	447,690
2,995 Union Pacific Corp	201,215	310,522
2,765 UNITED TECHNOLOGIES	142,038	303,099
3,445 United Health Group Inc	81,825	551,338
3,470 VF Corp	64,405	185,125
6,234 Visa Inc.	338,995	486,377

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,605 Walgreens Boots Alli	301,679	298,350
9,555 Wells Fargo & Co	324,076	526,576

TY 2016 Investments Government Obligations Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

**US Government Securities - End
of Year Book Value:**

706,224

**US Government Securities - End
of Year Fair Market Value:**

704,512

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Investments - Other Schedule**Name:** THE HENRY MAYO NEWHALL FOUNDATION

C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
40,300 Deutsch X Trk Msci Eafe	AT COST	0	0
18,770 Ishares Msci Eafe Etf	AT COST	0	0
1,910 Ishares Russell Growth MidCap	AT COST	0	0
965 Powershares QQQ Trust	AT COST	0	0
251,509.054 T Rowe Price Inst Floating Rate FD	AT COST	0	0
47,044.753 Tweedy Browne Global	AT COST	0	0
2,765 Vanguard Total Stock Market Etf	AT COST	0	0
177,247.544 Angel Oak Multi Strategy Inc	AT COST	1,950,000	1,986,945
458,110.388 Ridgeworth Seix Float Rate High Inc	AT COST	3,920,000	4,008,466
175,750.451 AT Mid Cap Eqty Fd Inst	AT COST	465,041	493,056
77,032.856 Vulcan Value Partners Small Cap	AT COST	1,250,000	1,442,679
3,391 American Tower Corp	AT COST	379,022	358,361
3,060 Ishares Corp S&P Small Cap	AT COST	402,480	420,811
3,690 Ishares Core S&P 500	AT COST	801,203	830,213
4,100 Ishares Russell Mid Cap Growth ETF	AT COST	398,806	399,299
1,000 Ishares TR Russell 1000 Growth	AT COST	100,187	112,030
28,050 JP Morgan Chase Alerian	AT COST	1,035,039	1,170,518
100,000 Lehman Bros Hldg	AT COST	0	5,500
1,410 Simon PPTY Group New REIT	AT COST	210,202	250,515
1,010 SPDR S&P 400 ETF	AT COST	95,758	304,747

TY 2016 Other Decreases Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Description	Amount
Unrealized gains / losses	2

TY 2016 Other Expenses Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	138	138		0
Filing FEES	160	0		160
Office Expenses	4,740	0		4,740
Insurance	2,963	0		2,963

TY 2016 Other Professional Fees Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	192,110	192,110		0
MANAGEMENT FEES	149,768	0		149,768
Outside Services	325	0		325

TY 2016 Taxes Schedule

Name: THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER BLUM AND ASSOCIATES INC

EIN: 94-6073084

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Income Taxes	10,702	0		0
Foreign Taxes Withheld	2,005	2,005		0