

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation ARBONNE CHARITABLE FOUNDATION		A Employer identification number 45-5136989	
Number and street (or P O box number if mail is not delivered to street address) 9400 JERONIMO ROAD		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92618		B Telephone number (see instructions) (949) 770-2610	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 103,582		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input type="checkbox"/> Cash <input checked="" 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)	438,881			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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 . . . . .	438,881	0	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	102,718	0	0	102,718
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	102,718	0	0	102,718
	25 Contributions, gifts, grants paid . . . . .	458,274			461,487
	26 Total expenses and disbursements. Add lines 24 and 25	560,992	0	0	564,205
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-122,111			
	b Net investment income (if negative, enter -0-)		0		
c Adjusted net income(if negative, enter -0-)				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 . . . . .	233,957	87,185	87,185
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	16,397	16,397	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	233,957	103,582	103,582	
Liabilities	17	Accounts payable and accrued expenses . . . . .	7,006	3,497	
	18	Grants payable . . . . .	5,250	2,037	
	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 ▶ _____)	1,542	0	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	13,798	5,534	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	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	220,159	98,048	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	220,159	98,048		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	233,957	103,582		

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	220,159
2	Enter amount from Part I, line 27a . . . . .	2	-122,111
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	98,048
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	98,048

**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 )
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	
<b>3</b> 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	<b>3</b>	

**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))
2016	583,367	183,483	3 179406
2015	308,065	178,702	1 723903
2014	305,733	125,847	2 429402
2013	342,821	151,389	2 264504
2012	88,742	66,634	1 331783
<b>2 Total</b> of line 1, column (d)			<b>2</b> 10 928998
<b>3</b> 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			<b>3</b> 2 185800
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 231,550
<b>5</b> Multiply line 4 by line 3			<b>5</b> 506,122
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 0
<b>7</b> Add lines 5 and 6			<b>7</b> 506,122
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 564,205

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	0
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	0
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	0
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	0
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <b>▶</b> <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> See Additional Data Table		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>  . . . . .	<b>10</b>	Yes

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW ARBONNEFOUNDATION ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>CARY OKAWA</b> Telephone no <b>(949) 460-1357</b>			


Located at **9400 JERONIMO ROAD IRVINE CA**ZIP+4 **92618**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2017? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2017?	<b>4b</b>		<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(2)</b> 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		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(4)</b> 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		
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?	<b>5b</b>		
	Organizations relying on a current notice regarding disaster assistance check here. 			
<b>c</b>	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?			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>6b</b>	<b>No</b>	
	<i>If "Yes" to 6b, file Form 8870</i>			
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>		

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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

3

Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO PROVIDE SUPPORT FOR PROGRAMS AND OPPORTUNITIES THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENAGE GIRLS AND BOYS THIS SUPPORT MAY BE IN THE NATURE OF PERSONAL CARE PRODUCT DONATIONS OR GRANTS TO TAX-EXEMPT ORGANIZATIONS CLASSIFIED AS PUBLIC CHARITIES, AND VOLUNTEER SERVICES	102,718
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3 . . . . . ▶

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	235,076
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	235,076
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	235,076
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	3,526
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	231,550
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	11,578

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	11,578
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	11,578
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	11,578
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	11,578

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	564,205
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	564,205
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	564,205

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				11,578
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .	85,820			
<b>b</b> From 2013. . . . .	335,252			
<b>c</b> From 2014. . . . .	299,441			
<b>d</b> From 2015. . . . .	299,130			
<b>e</b> From 2016. . . . .	574,193			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	1,593,836			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 564,205				
<b>a</b> Applied to 2016, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				11,578
<b>e</b> Remaining amount distributed out of corpus	552,627			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,146,463			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	85,820			
<b>9</b> <b>Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .	2,060,643			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .	335,252			
<b>b</b> Excess from 2014. . . . .	299,441			
<b>c</b> Excess from 2015. . . . .	299,130			
<b>d</b> Excess from 2016. . . . .	574,193			
<b>e</b> Excess from 2017. . . . .	552,627			

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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.)

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> 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	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed	
<b>b</b> The form in which applications should be submitted and information and materials they should include	
<b>c</b> Any submission deadlines	
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . . <b>► 3a</b>				461,487
<b>b</b> <i>Approved for future payment</i> KIC-IT 592 IRONWOOD DR FRANKLIN, IN 46131		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,037
<b>Total</b> . . . . . <b>► 3b</b>				2,037

Enter gross amounts unless otherwise indicated

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

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

[illegible]

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

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

**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

<b>Sign Here</b>	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.		
	*****	2018-05-02	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	JAMES A BERMUDEZ		2018-05-03		P00099878
	Firm's name <b>▶</b> ALMICH & ASSOCIATES				Firm's EIN <b>▶</b> 33-0526284
Firm's address <b>▶</b> 26463 RANCHO PARKWAY SOUTH LAKE FOREST, CA 92630					Phone no (949) 600-7550


Form 990PF Part VII-A Line 8a

Enter the states to which the foundation reports or with which it is registered	AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI , MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY
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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
KATHERINE ZANOTTI	PRESIDENT 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
ASHLEY GOOD	DIRECTOR, ACTING CHAIR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
BERNADETTE CHALA	DIRECTOR, SECRETARY 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
STIAN MORCK	DIRECTOR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
COURTNEY JANES	EXECUTIVE DIRECTOR 40 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
JULIA SMART	FOUNDATION DEVELOPMENT COO 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
MICHAEL DARMINIO	DIRECTOR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
NALLELY PRATZ	FOUNDATION ADMINISTRATOR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
KAEI BENVENUTO	FUNDRAISING & DEVELOPMENT MANAGER 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
CARY OKAWA	DIRECTOR, TREASURER 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				

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)				
<b>a</b> <i>Paid during the year</i>				
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
AHA ATTITUDE HARMONY ACHIEVEMENT 1209 DE LA VINA ST SUITE A SANTA BARBARA, CA 93101		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
AHWATUKEE YMCA 1030 E LIBERTY LANE PHOENIX, AZ 85048		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
ARIZONA FRIENDS OF FOSTER CHILDREN FOUNDATION 1645 E MISSOURI AVE SUITE 450 PHOENIX, AZ 85016		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
ASSISTANCE LEAGUE OF SAN LUIS OBISPO COUNTY 667 A MARSH STREET SAN LUIS OBISPO, CA 93406		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
BARABOO RIVER EQUINE-ASSISTED THERAPIES INC E12570 COUNTY RD W BARABOO, WI 53913		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
BAY AREA WILDERNESS TRAINING 1050 EAST 8TH STREET OAKLAND, CA 94606		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BBBS OF MONMOUTH & MIDDLESEX COUNTIES 305 BOND STREET ASBURY PARK, NJ 07712		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,000
BIG BROTHERS BIG SISTERS OF GREATER PITTSBURGH 5989 CENTRE AVENUE PITTSBURGH, PA 15206		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BIG BROTHERS BIG SISTERS OF SOUTHWEST WASHINGTON 1802 BLACK LAKE BLVD SW SUITE 102 OLYMPIA, WA 98512		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> <b>3a</b>				461,487


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)				
<b>a</b> <i>Paid during the year</i>				
BLUEMONT CONCERT SERIES LTD PO BOX 802 BERRYVILLE, VA 22611		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
BOYS & GIRLS AID 018 SW BOUNDARY COURT PORTLAND, OR 97239		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BOYS & GIRLS CLUB OF BURBANK AND GREATER EAST VALLEY 2244 N BUENA VISTA ST BURBANK, CA 91504		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BOYS & GIRLS CLUBS OF DUNDEE TOWNSHIP 20 S GROVE ST SUITE 201 CARPENTERSVILLE, IL 60110		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BOYS & GIRLS CLUBS OF THE COLORADO RIVER 2250 HIGHLAND RD BULLHEAD CITY, AZ 86442		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> <b>3a</b>				461,487


**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)				
<b>a</b> <i>Paid during the year</i>				
BOYS AND GIRLS CLUB OF THE LONG BEACH PENINSULA PO BOX 1172 LONG BEACH, WA 98631		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
BREAK THE BARRIERS8555 N CEDAR FRESNO, CA 93720		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
BRECKENRIDGE OUTDOOR EDUCATION CENTER 524 WELLINGTON ROAD BRECKENRIDGE, CO 80424		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
BROWNSBORO ALLIANCEPO BOX 516 CRESTWOOD, KY 40014		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CAMP CHALLENGE INC 510 DONALDSON DRIVE DEBARY, FL 32713		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
CAMP FIRE CENTRAL COAST 340 POMEROY AVE PISMO BEACH, CA 93449		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
CAMP FIRE NEW JERSEY 535 E FRANKLIN STREET TRENTON, NJ 08610		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,000
CAMP TLC (TOGETHER LIVING A CHALLENGE) 300 WEST OCEAN BLVD LONG BEACH, CA 90802		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
CANCER SUPPORT COMMUNITY ARIZONA 360 EAST PALM LANE PHOENIX, AZ 85004		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CARRYING HOPE 9600 ESCARPMENT BLVD SUITE 745-239 AUSTIN, TX 78749		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
CASA OF ORANGE COUNTY 1505 E 17TH ST SUITE 214 SANTA ANA, CA 92705		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,750
CENTRAL AMERICAN REFUGEE COMMITTEE 4848 INTERNATIONAL BLVD OAKLAND, CA 94601		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CHALLENGE UNLIMITED INC 450 LOWELL STREET ANDOVER, MA 01810		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CHEHALEM YOUTH & FAMILY SERVICES 504 VILLA RD SUITE 3 NEWBERG, OR 97132		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CHICAGO TRAINING CENTER PO BOX 7076 CHICAGO, IL 60680		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,000
<b>Total . . . . .</b> ► <b>3a</b>				461,487


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)				
<b>a</b> <i>Paid during the year</i>				
CHILDHOOD NOW 25 LESMILL ROAD UNIT 2 TORONTO, ONTARIO CA		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	9,319
CIRCESTEEM4730 N SHERIDAN RD CHICAGO, IL 60640		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,000
CIRCESTEEM4730 N SHERIDAN RD CHICAGO, IL 60640		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE SOCIAL CONTEST	1,000
CONTACT WE CARE INC DBA CARING CONTACT PO BOX 2376 WESTFIELD, NJ 07091		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,800
COVENANT HOUSE ALASKA 755 A STREET ANCHORAGE, AK 99501		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total</b> . . . . . 				461,487
<b>3a</b>				

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)				
<b>a</b> <i>Paid during the year</i>				
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE LOS ANGELES, CA 90027		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
CRISPIN'S HOUSE COALITION FOR YOUTH PO BOX 411 GOFFSTOWN, NH 03045		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
DIAMOND IN THE RAW 5315 S CHARITON AVE LOS ANGELES, CA 90056		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
DRIVE HOPE FOUNDATION 13636 VENTURA BLVD SUITE 273 SHERMAN OAKS, CA 91423		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
EASTER SEALS SOCIETY OF IOWA 401 NE 66TH AVENUE DES MOINES, IA 50313		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total</b> . . . . . 				461,487
<b>3a</b>				

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)				
<b>a</b> <i>Paid during the year</i>				
EDACTS GLOBAL INC3444 ALDER PL CHINO HILLS, CA 91709		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
ETERNAL HEIRS ETERNAL HEIRESS 2371 BROADWAY ST NOLENSVILLE, TN 37135		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
EXCELSIOR15001 E OXFORD AVENUE AURORA, CO 80014		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
EXTENDED HANDS OF HOPE PO BOX 1938 BROOMFIELD, CO 80038		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
FITGIRL INC 4611 SOUTH 96TH STREET SUITE 135 OMAHA, NE 68127		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
FREDERICK DOUGLASS FAMILY INITIATIVES PO BOX 421211 ATLANTA, GA 30324		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
FRIENDS OF WOMEN'S RIGHTS NATIONAL HISTORICAL PARK 136 FALL ST SENECA FALLS, NY 13148		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
GAY AND LESBIAN COMMUNITY SERVICES CENTER OF ORANGE COUNTY (LGBT CENTER OC) 1605 N SPURGEON STREET SANTA ANA, CA 92701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GIRL SCOUTS OF ALASKA 3911 TURNAGAIN BLVD EAST ANCHORAGE, AL 99517		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GIRL SCOUTS OF ORANGE COUNTY 9500 TOLEDO WAY IRVINE, CA 92618		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
GIRL SCOUTS--ARIZONA CACTUS-PINE COUNCIL 119 E CORONADO RD PHOENIX, AZ 85004		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GIRLS EMPOWERMENT NETWORK PO BOX 3122 AUSTIN, TX 78704		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GIRLS INCORPORATED OF ORANGE COUNTY 1815 ANAHEIM AVENUE COSTA MESA, CA 92627		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GIRLS LIVING LIFE OF PURPOSE INC 2225 AVENUE J ARLINGTON, TX 76006		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,940
GIRLS ON THE RUN OF CINCINNATI INC 3330 ERIE AVE SUITE 8 CINCINNATI, OH 45208		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> 				461,487
<b>3a</b>				

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)				
<b>a</b> <i>Paid during the year</i>				
GIRLS ON THE RUN RHODE ISLAND PO BOX 72787 PROVIDENCE, RI 02907		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,550
GIRLS ON THE RUN SAGINAW BAY 5647 STATE STREET SUITE A SAGINAW, MI 48603		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,200
GIRLS ON THE RUN ST LOUIS 3155 SUTTON BLVD SUITE 101 ST LOUIS, MO 63143		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
GLAMOUR GALS402 9TH STREET E2F HOBOKEN, NY 07030		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
GLOBAL GLOW1202 N BROADWAY SANTA ANA, CA 92701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	300
<b>Total . . . . .</b> <b>3a</b>				461,487


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)				
<b>a</b> <i>Paid during the year</i>				
GLOBAL GLOW1202 N BROADWAY SANTA ANA, CA 92701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE SOCIAL CONTEST	2,500
GRAHAM WINDHAM540 ATLANTIC AVE BROOKLYN, NY 11217		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
GUNGGANDJI-MANDIN PBC SUPPORT PROJECT NATIVE TITLE RESEARCH UNIT AIATSIS ACTON GPO BOX 553 CANBERRA ACT 2601 CANBERRA, ACT AS		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,000
IEMPATHIZE1200 PEARL ST STE 65 BOULDER, CO 80302		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BOULEVARD SIXTH FLOOR LOS ANGELES, CA 90048		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
JOURNEY TO DREAM 250 N MILL STREET 2 LEWISVILLE, TX 75057		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,500
JUNIOR ACHIEVEMENT (JA) OF ORANGE COUNTY 301 E 17TH ST SUITE 202 COSTA MESA, CA 92627		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,156
JUNIOR LEAGUE OF LONG BEACH 3615 LINDEN AVENUE LONG BEACH, CA 90807		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
JUVENILE ARTHRITIS ASSOCIATION 8549 WILSHIRE BLVD SUITE 103 BEVERLY HILLS, CA 90211		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
KIDS COMMUNITY DENTAL CLINIC 400 W ELMWOOD AVE BURBANK, CA 91506		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	904
<b>Total . . . . .</b> ► <b>3a</b>				461,487

**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)				
<b>a</b> <i>Paid during the year</i>				
KIDS IN CRISIS INTERVENTION TEAM 1015 GRIZZLY CUB DRIVE FRANKLIN, IN 46131		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
KIDSAVE 100 CORPORATE POINTE SUITE 380 CULVER CITY, CA 90230		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	7,500
KIDWORKS1902 W CHESTNUT AVE SANTA ANA, CA 92703		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,270
KLINGBERG FAMILY CENTERS 370 LINWOOD ST NEW BRITAIN, CT 06052		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
LAKE FOREST ELEMENTARY SCHOOL 21801 PITTSFORD DRIVE LAKE FOREST, CA 92630		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,730
<b>Total . . . . .</b> ▶ <b>3a</b>				461,487

**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)				
<b>a</b> <i>Paid during the year</i>				
MARINA DEL REY OUTRIGGER CANOE CLUB PO BOX 9931 MARINA DEL REY, CA 90295		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
MAUI YOUTH AND FAMILY SERIVES 200 IKE DRIVE MAKAWAO, HI 96768		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
MCKAY AVID2440 LANCASTER DR NE SALEM, OR 97305		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,750
MEND10641 N SAN FERNANDO ROAD PACOIMA, CA 91331		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,001
MENTAL HEALTH AMERICA OF LICKING COUNTY 65 MESSIMER DRIVE UNIT 3 NEWARK, OH 43055		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,200
<b>Total . . . . .</b>  <b>3a</b>				461,487

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

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MIDDLE EARTH 520 NORTH BRIDGE STREET BRIDGEWATER, NJ 08807		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
MINDS MATTER1120 6TH AVE NEW YORK, NY 10036		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
MIRACLE DANCER SCHOLARSHIP FOUNDATION 9013 GALENE DRIVE LOUISVILLE, KY 47130		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,300
NEW DAY FOR CHILDRENPO BOX 439 ALAMO, CA 94507		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,950
NEWBERG CATALYST HIGH SCHOOL 1421 DEBORAH RD NEWBERG, OR 97132		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

**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)				
<b>a</b> <i>Paid during the year</i>				
NORTH STAR YOUTH PARTNERSHIP A PROGRAM OF CATHOLIC CHARITIES 434 W GURLEY STREET PRESCOTT, AZ 86301		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
OASIS - A HAVEN FOR WOMEN AND CHILDREN 59 MILL STREET PATERSON, NJ 07501		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,500
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER 2390 EAST ORANGEWOOD AVENUE SUITE 300 ANAHEIM, CA 92806		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
ORANGE COUNTY SCHOOL OF THE ARTS 1010 N MAIN STREET SANTA ANA, CA 92701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
ORANGEWOOD FOUNDATION 1575 E 17TH STREET SANTA ANA, CA 92705		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> ► <b>3a</b>				461,487

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE 11TH FLOOR NEW YORK, NY 100275788		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,000
PATHWAY CARING FOR CHILDREN 4895 DRESSLER ROAD NW SUITE A CANTON, OH 44718		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
PEI KIDS231 LAWRENCE ROAD LAWRENCEVILLE, NJ 08648		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
PRIMA TAPPA ATHLETIC CLUB 4140 FALLING WATER COURT FLOWERY BRANCH, GA 30542		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
PURE GAME22372 WOODBLUFF ROAD LAKE FOREST, CA 92630		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,000
<b>Total . . . . .</b> <b>3a</b>				461,487


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
RAD CAMP INC 17921 SKY PARK CIRCLE STE G IRVINE, CA 92614		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
REINDANCER THERAPEUTIC RIDING CENTER 31 ARCHERTOWN RD NEW EGYPT, NJ 08533		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
RE-MEMBER5 SAINT ANNES RD PINE RIDGE, SD 57770		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
ROCK TO THE FUTUREPO BOX 29324 PHILADELPHIA, PA 19125		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
ROSELAND CHARTER SCHOOL RUP BUILDING FUND 2910 FULTON ST SAN FRANCISCO, CA 94118		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ROSES AND RAINBOWS MINISTRIES PO BOX 1461 HUNT VALLEY, MD 21030		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,000
SAFE PASSAGE 7120 HAYVENHURST SUITE 314 VAN NUYS, CA 91406		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
SISTER CITIES GIRLCHOIR PO BOX 15277 PHILADELPHIA, PA 19125		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,000
SKY CARES FOUNDATION 5500 W HOWARD ST SKOKIE, IL 60077		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
ST JOSEPH'S VILLA8000 BROOK ROAD RICHMOND, VA 23227		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> ► <b>3a</b>				461,487

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STEP UP20 N WACKER DR STE 1330 CHICAGO, IL 60606		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
STORYCATCHERS THEATRE 544 W OAK STREET SUITE 1005 CHICAGO, IL 60610		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
SUNNY SHORES SEA CAMP 12525 79TH STREET FELLSMERE, FL 32948		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
TEACH ONE TO LEAD ONEPO BOX 790 VANCOUVER, WA 98666		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
TEEN ESTEEMPO BOX 966 DANVILLE, CA 94526		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> <b>3a</b>				461,487

**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)				
<b>a</b> <i>Paid during the year</i>				
TEEN LIVING PROGRAMS 162 W HUBBARD SUITE 400 CHICAGO, IL 60654		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
THE BOYS & GIRLS CLUB OF BUENA PARK 7758 KNOTT AVENUE BUENA PARK, CA 90620		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,300
THE CORRAL RIDING ACADEMY 3620 KILDAIRE FARM RD CARY, NC 27518		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,000
THE CRYSTAL LAKE TEEN CENTER-THE BREAK 6292 NORTHWEST HIGHWAY CRYSTAL LAKE, IL 60014		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	4,822
THE EMILY SHANE FOUNDATION 2893 SEARIDGE ST MALIBU, CA 90265		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> 				461,487
<b>3a</b>				

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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)				
<b>a</b> <i>Paid during the year</i>				
THE EMMA ALYSON & KATE HANCE FAMILY FOUNDATION 165 PLAINFIELD AVENUE ELMONT, NY 11003		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
THE FRIENDS OF LEADERSHIP & PUBLIC SERVICE 11 E 61ST STREET NEW YORK, NY 10065		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
THE GABRIELLA FOUNDATION 639 S COMMONWEALTH AVE SUITE B LOS ANGELES, CA 90005		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
THE ORANGE COUNTY BAR FOUNDATION (OCBF) 313 N BIRCH STREET 2ND FLOOR SANTA ANA, CA 92701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
THE PEACE CENTER 102 W MAPLE AVENUE LANGHORNE, PA 19047		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

**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)				
<b>a</b> <i>Paid during the year</i>				
THE PROMETHEAN PROJECT 67 HARMON AVE SPRINGFIELD, MA 01118		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,000
THE VIOLA PROJECT 1020 W BRYN MAWR AVE CHICAGO, IL 60660		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,325
THREE AND A HALF ACRES YOGA FOUNDATION 406 WEST 147TH STREET NEW YORK, NY 10031		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
TOGETHER WE RISE580 W LAMBERT RD BREA, CA 92821		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	1,670
VANGAURD UNIVERSITY55 FAIR DR COSTA MESA, CA 92626		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
<b>Total . . . . .</b> ► <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
VISTA MARIA20651 W WARREN AVE DEARBORN HEIGHTS, MI 48127		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
WHALEY CHILDREN'S HOME 2455 LINDSAY LANE GRAND BLANC, MI 48439		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,500
YMCA OF FREDERICK COUNTY 1000 N MARKET STREET FREDERICK, MD 21701		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
YOUNG LIFE IMPACTING HEARTS ORANGE COUNTY 13938 TAFT ST 4 GARDEN GROVE, CA 92843		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
YOUTH FUTURES2760 ADAMS AVE OGDEN, UT 84403		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	3,000
<b>Total . . . . . ▶</b> <b>3a</b>				461,487

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)				
<b>a</b> <i>Paid during the year</i>				
YOUTH MENTORING CONNECTION 1818 S WESTERN AVE 505 LOS ANGELES, CA 90006		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	5,000
BIG BROTHERS BIG SISTERS OF BUCKS COUNTY 2875 YORK ROAD JAMISON, PA 18929		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,750
GIRLS ON THE RUN OF NOVA 10560 MAIN STREET SUIT 514 FAIRFAX, VA 22030		PC	EMPOWERING TEENS AND BUILDING CONFIDENCE	2,500
<b>Total . . . . .</b> ► <b>3a</b>				461,487

## TY 2017 Other Assets Schedule

**Name:** ARBONNE CHARITABLE FOUNDATION

**EIN:** 45-5136989

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM AFFILIATES	0	16,397	16,397

**TY 2017 Other Expenses Schedule****Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FUNDRAISING EXPENSE	102,718	0	0	102,718

**TY 2017 Other Liabilities Schedule****Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO AFFILIATES	1,542	0

**TY 2017 Substantial Contributors  
Schedule****Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989

Name	Address
ARBONNE INTERNATIONAL	9400 JERONIMO ROAD IRVINE, CA 92618
FUSION PACKAGING I LP	13628A BETA ROAD SUITE A DALLAS, TX 752444531

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF)  Department of the Treasury Internal Revenue Service	<b>Schedule of Contributors</b>  ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>	OMB No 1545-0047  <b>2017</b>
	<b>Name of the organization</b> ARBONNE CHARITABLE FOUNDATION	<b>Employer identification number</b> 45-5136989

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

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

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<b>Part I</b> <b>Contributors</b> (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRESOR PARIS	\$ 20,200	Person <input checked="" type="checkbox"/>
	7 GREVILLE ST		Payroll <input type="checkbox"/>
	HATTON GARDEN, LONDON EC1N 8PQ UK		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	GRETCHEN PRICE	\$ 5,195	Person <input checked="" type="checkbox"/>
	835 QUIVERA STREET		Payroll <input type="checkbox"/>
	LAGUNA BEACH, CA 92651		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	DDESIGNS	\$ 9,118	Person <input checked="" type="checkbox"/>
	2451 W BUENA VISTA ST		Payroll <input type="checkbox"/>
	SPRINGFIELD, MO 65810		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

45-5136989

## Part II

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

<b>Name of organization</b> ARBONNE CHARITABLE FOUNDATION	<b>Employer identification number</b> 45-5136989
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
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	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
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	<div></div> <div></div>	<div></div> <div></div>	