



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .	67,718	100,665	100,665
	2 Savings and temporary cash investments . . . . .	1,101,956	3,530,763	3,530,763
	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) . . . . .	46,631,891	40,299,351	48,405,108
	c Investments—corporate bonds (attach schedule) . . . . .	18,595,804	18,184,816	18,013,233
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	21,702,456	26,161,500	27,331,475
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	0	19,964	19,964	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	88,099,825	88,297,059	97,401,208	
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 ▶ _____)	150	6,903	
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	150	6,903	
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 . . . . .	41,681,917	41,681,917	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	46,417,758	46,608,239	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	88,099,675	88,290,156		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	88,099,825	88,297,059		

**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	88,099,675
2 Enter amount from Part I, line 27a . . . . .	2	167,696
3 Other increases not included in line 2 (itemize) ▶ _____	3	22,785
4 Add lines 1, 2, and 3 . . . . .	4	88,290,156
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	88,290,156

**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>1 a</b> JP MORGAN	P		2017-09-30
<b>b</b> AG OPPORTUNISTIC WHOLE LOAN SELECT, L P	P		
<b>c</b>			
<b>d</b>			
<b>e</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> 34,335,182		30,994,225	3,340,957
<b>b</b>			13,012
<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>			3,340,957
<b>b</b>			13,012
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	3,353,969
<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))
2015	4,485,256	87,738,916	0 051120
2014	4,814,043	93,716,403	0 051368
2013	1,769,323	103,462,171	0 017101
2012	1,961,578	45,314,886	0 043288
2011	1,477,763	31,132,397	0 047467

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 210344
<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>	0 042069
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	93,148,035
<b>5</b> Multiply line 4 by line 3	<b>5</b>	3,918,645
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	49,644
<b>7</b> Add lines 5 and 6	<b>7</b>	3,968,289
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	4,709,722

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>	49,644
<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>	49,644
<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>	49,644
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	57,429
<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>	8,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	65,429
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<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>	
<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>	15,785
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <b>▶</b> 15,785 <b>Refunded</b> <b>▶</b>	<b>11</b>	0

**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>0</b> <b>(2)</b> On foundation managers <b>▶</b> \$ _____ <b>0</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>0</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> CA _____		
<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 2016 or the taxable year beginning in 2016 (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>	No

**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 ► <u>WWW.ZABLEFOUNDATION.ORG</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>WARREN MAGILL</u> Telephone no ► <u>(858) 564-9500</u>			

Located at ► 10731 TREENA STREET SUITE 102 SAN DIEGO CA ZIP+4 ► 92131

<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 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?	<b>16</b>	<b>Yes</b>	<b>No</b>
	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.**

<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <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)? . . . . .	<b>1b</b>		<b>No</b>
	Organizations relying on a current notice regarding disaster assistance check here. . . . .			
<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 2016? . . . . .	<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 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>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) . . . . .	<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 ► 20____, 20____, 20____, 20____			
<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 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). . . . .	<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 2016?	<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 <ul style="list-style-type: none"> <li><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></li> <li><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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></li> <li><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></li> <li><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></li> <li><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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></li> </ul> <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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> Organizations relying on a current notice regarding disaster assistance check here. <span style="float: right;">▶ <input type="checkbox"/></span>	<b>5b</b>		
<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? <span style="float: right;"><input type="checkbox"/> Yes <input type="checkbox"/> No</span> <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <i>If "Yes" to 6b, file Form 8870</i>	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>7b</b>		

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
WARREN MAGILL 10731 TREENA STREET SUITE 102 SAN DIEGO, CA 92131	PRESIDENT/DIRECTOR 20 00	258,750	0	0
KATHRYN M STARR 10731 TREENA STREET SUITE 102 SAN DIEGO, CA 92131	SECRETARY/DIRECTOR 1 15	22,000	0	0
WILLIAM W BOYLE 10731 TREENA STREET SUITE 102 SAN DIEGO, CA 92131	DIRECTOR 1 15	22,000	0	0
JOHN D THOMAS 10731 TREENA STREET SUITE 102 SAN DIEGO, CA 92131	TREASURER/DIRECTOR 1 15	22,000	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000.</b> <span style="float: right;">▶</span>				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JPMORGAN CHASE BANK NA 2029 CENTURY PARK EAST 39TH FLOOR LOS ANGELES, CA 90067	INVESTMENT SERVICES	458,710
<b>Total</b> 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
<b>1</b> _____ _____ _____	
<b>2</b> _____ _____ _____	
<b>3</b> _____ _____ _____	
<b>4</b> _____ _____ _____	

**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
<b>1</b> _____ _____ _____	
<b>2</b> _____ _____ _____	
All other program-related investments. See instructions.	
<b>3</b> _____ _____ _____	
<b>Total.</b> 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>	91,822,057
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	2,744,476
<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>	94,566,533
<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>	94,566,533
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,418,498
<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>	93,148,035
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	4,657,402

**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>	4,657,402
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	49,644
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	49,644
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	4,607,758
<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>	4,607,758
<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>	4,607,758

**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>	4,709,722
<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>	4,709,722
<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>	49,644
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	4,660,078

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				4,607,758
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			4,160,244	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,709,722</u>				
<b>a</b> Applied to 2015, but not more than line 2a			4,160,244	
<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 2016 distributable amount. . . . .				549,478
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<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 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				4,058,280
<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 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

**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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<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 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 e-mail address of the person to whom applications should be addressed WARREN MAGILL 10731 TREENA STREET SUITE 102 SAN DIEGO, CA 92131 (858) 564-9500	
<b>b</b> The form in which applications should be submitted and information and materials they should include WRITTEN	
<b>c</b> Any submission deadlines NONE	
<b>d</b> 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>			<b>▶ 3a</b>	4,389,800
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	0

Enter gross amounts unless otherwise indicated

<b>13 Total.</b> Add line 12, columns (b), (d), and (e).										<b>13</b>	5,496,431
(See worksheet in line 13 instructions to verify calculations)											

<b>Line No.</b> ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
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Form **990-PF** (2016)

## Part XVII

- |   |    |    |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . . | 1c | No |
|---|----|----|

[illegible]

- 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**


Title

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


LA JOLLA, CA 92037

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 REASON TO SURVIVE 200 EAST 12TH ST NATIONAL CITY, CA 91950		PUBLIC CHARITY	GENERAL ASSISTANCE	15,000
ABC YOUTH FOUNDATION 3131 MARKET ST SAN DIEGO, CA 92102		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
ALLIANCE FOR HOPE INTERNATIONAL 101 W BROADWAY 1770 SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
ALZHEIMER'S ASSOCIATION 6632 CONVOY COURT SAN DIEGO, CA 92111		PUBLIC CHARITY	SUPPORT FAMILY SERVICES PROGRAMS	51,000
AMERICAN DIABETES ASSOCIATION 5060 SHOREHAM PL 100 SAN DIEGO, CA 92122		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

**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>				
ANGELS FOSTER FAMILY NETWORK 9295 FARNHAM ST 200 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
ARMED SERVICES YMCA 3293 SANTO RD SAN DIEGO, CA 92124		PUBLIC CHARITY	GENERAL ASSISTANCE	124,800
ASELTINE SCHOOL 4027 NORMAL STREET SAN DIEGO, CA 92103		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
AUTISM SOCIETY SAN DIEGO 4699 MURPHY CANYON RD SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
AUTISM TREE PROJECT INC 2845 NIMITZ BLVD SAN DIEGO, CA 92106		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
<b>Total . . . . .</b> 				4,389,800
<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>				
BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY 4305 UNIVERSITY AVE 300 SAN DIEGO, CA 92105		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
BOYS & GIRLS CLUB OF GREATER SAN DIEGO 835 W 15TH AVENUE ESCONDIDO, CA 92025		PUBLIC CHARITY	GENERAL ASSISTANCE	40,000
BOYS & GIRLS CLUB OF NORTH COUNTY 445 E IVY STREET FALLBROOK, CA 92028		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
BOYS & GIRLS CLUB OF SAN DIEGUITO 14125 MANGO DR DEL MAR, CA 92014		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
BOYS & GIRLS CLUB OF VISTA 410 WEST CALIFORNIA AVENUE VISTA, CA 92083		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
<b>Total . . . . .</b> 				4,389,800
<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>				
BURN INSTITUTE 8825 AERO DRIVE SUITE 200 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
CASA DE AMPARO 325 BUENA CREEK ROAD SAN MARCOS, CA 92069		PUBLIC CHARITY	GENERAL ASSISTANCE WITH CHILD ABUSE PREVENTION	250,000
CENTER FOR COMMUNITY SOLUTIONS 4508 MISSION BAY DR SAN DIEGO, CA 92109		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET SAN DIEGO, CA 92121		PUBLIC CHARITY	GENERAL ASSISTANCE TO VETERANS WITH PERMANENT PHYSICAL DISABILITIES	25,000
COMMUNITY RESOURCE CENTER 650 SECOND STREET ENCINITAS, CA 92024		PUBLIC CHARITY	GENERAL ASSISTANCE	30,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

**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>				
DON DIEGO SCHOLARSHIP FOUNDATION 2260 JIMMY DURANTE BLVD DEL MAR, CA 92014		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
EAST COUNTY YOUTH SYMPHONY PO BOX 25 EL CAJON, CA 92022		PUBLIC CHARITY	GENERAL ASSISTANCE, INCLUDING SUPPORT TO FREE AFTER-SCHOOL MUSIC PROGRAM	3,000
ELDER LAW & ADVOCACY 5151 MURPHY CANYON RD SUITE 110 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
ELDERHELP 3860 CALLE FORTUNADA 101 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
EMILIO NARES FOUNDATION 2650 TRUXTON ROAD SUITE 202 SAN DIEGO, CA 92106		PUBLIC CHARITY	GENERAL ASSISTANCE	15,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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>				
FEEDING AMERICA SAN DIEGO 9455 WAPLES STREET SUITE 135 SAN DIEGO, CA 92121		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
FERN STREET COMMUNITY ARTS INC 4265 FAIRMOUNT AVENUE SUITE 120-B SAN DIEGO, CA 92105		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
FRIENDS OF BALBOA PARK 2125 PARK BLVD SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	100,000
FRIENDS OF VISTA GRANDE ELEMENTARY FOUNDATION 5606 ANTIGUA BLVD SAN DIEGO, CA 92124		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
FRIENDS OF VISTA HILL 8910 CLAIREMONT MESA BLVD SAN DIEGO, CA 92123		PUBLIC CHARITY	SUPPORT PARENTCARE FAMILY RECOVERY PROGRAM	50,000
<b>Total</b> . . . . . 				4,389,800
<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>				
GENERATEHOPE INC 4025 CAMINO DEL RIO SOUTH SUITE 300 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
GIRLS RISING PO BOX 161218 SAN DIEGO, CA 92176		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
GREATER SAN DIEGO SCIENCE & ENGINEERING FAIR INC PO BOX 15547 SAN DIEGO, CA 92175		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
HORSE OF THE SUN RANCH PO BOX 1595 PINE VALLEY, CA 91962		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
HUNTINGTONS DISEASE SOCIETY OF AMERICA INC 505 EIGHTH AVENUE SUITE 902 NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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>				
INJURED MARINE SEMPER FI FUND BOX 555193 CAMP PENDLETON, CA 92055		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
INTERFAITH SHELTER NETWORK OF SAN DIEGO  3530 CAMINO DEL RIO NORTH SUITE 301 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
JULIAN UNION HIGH SCHOOL DISTRICT PO BOX 417 1656 HIGHWAY 78 JULIAN, CA 92036		PUBLIC CHARITY	GENERAL ASSISTANCE	6,000
JUNIOR ACHIEVEMENT 4756 MISSION GORGE PLACE SAN DIEGO, CA 92120		PUBLIC CHARITY	GENERAL ASSISTANCE	100,000
JUST IN TIME FOR FOSTER YOUTH 4560 ALVARADO CANYON ROAD SUITE 2G SAN DIEGO, CA 92120		PUBLIC CHARITY	GENERAL ASSISTANCE	333,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

**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>				
KITCHENS FOR GOOD 404 EUCLID AVE SUITE 101 SAN DIEGO, CA 92114		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
LIVING COAST DISCOVERY CENTER 1000 GUNPOWDER POINT DR CHULA VISTA, CA 91910		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
MAKE A WISH FOUNDATION 2440 HOTEL CIRCLE N SUITE 200 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	160,000
MEALS ON WHEELS 2254 SAN DIEGO AVE SUITE 200 SAN DIEGO, CA 92110		PUBLIC CHARITY	GENERAL ASSISTANCE	30,000
MINGEI INTERNATIONAL MUSEUM 1439 EL PRADO SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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>				
MONARCH SCHOOL 1625 NEWTON AVENUE SAN DIEGO, CA 92113		PUBLIC CHARITY	GENERAL ASSISTANCE TO PROVIDE FOR THE HOMELESS & AT-RISK YOUTH	200,000
NATIONAL FOOTBALL FOUNDATION 433 LAS COLINAS BLVD E STE 1130 IRVING, TX 75039		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY  10089 WILLOW CREEK ROAD SUITE 250 SAN DIEGO, CA 92131		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
NOAH HOMES 12526 CAMPO RD SPRING VALLEY, CA 91978		PUBLIC CHARITY	GENERAL ASSISTANCE	17,500
NORTH COUNTY LIFELINE 200 MICHIGAN AVENUE VISTA, CA 92084		PUBLIC CHARITY	GENERAL ASSISTANCE	250,000
<b>Total</b> . . . . . 				4,389,800
<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>				
NTC FOUNDATION ARTS DISTRICT 2820 ROOSEVELT RD SUITE 201 SAN DIEGO, CA 92106		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
OCEAN DISCOVERY INSTITUTE 2211 PACIFIC BEACH DRIVE SUITE A SAN DIEGO, CA 92109		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
OCEANSIDE MUSEUM OF ART 704 PIER VIEW WAY OCEANSIDE, CA 92054		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
OUTDOOR OUTREACH 5275 MARKET STREET SAN DIEGO, CA 92114		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
PARTNERSHIP WITH INDUSTRY 7540 METROPOLITAN DR SUITE 105 SOLANA BEACH, CA 92108		PUBLIC CHARITY	SUPPORT FOR ADULTS WITH DEVELOPMENTAL & OTHER DISABILITIES	10,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800



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>				
PHYSICIANS ADVOCATES FOR VETERANS 3860 CALLE FORTUNADA 101 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
PLANNED PARENTHOOD 1075 CAMINO DEL RIO SOUTH SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
POWAY CENTER FOR THE PERFORMING ARTS FOUNDATION 15498 ESPOLA RD POWAY, CA 92064		PUBLIC CHARITY	GENERAL ASSISTANCE	7,500
POWAY HIGH FOUNDATION 15500 ESPOLA RD POWAY, CA 92064		PUBLIC CHARITY	SUPPORT AGRICULTURAL PROGRAM	14,000
PRO KIDS GOLF ACADEMY INC 4085 52ND STREET SAN DIEGO, CA 92105		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800


**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>				
PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON RD SUITE 320 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
RAMONA JUNIOR FAIR INC PO BOX 618 RAMONA, CA 92065		PUBLIC CHARITY	GENERAL ASSISTANCE	15,000
RISE UP INDUSTRIES 8530 ROLAND ACRES ROAD DRIVE SANTEE, CA 92071		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
ROLF BENIRSCHKE LEGACY FOUNDATION 12790 EL CAMINO REAL SUITE 300 SAN DIEGO, CA 92130		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
RUBEN H FLEET SCIENCE CENTER 1875 EL PRADO SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
<b>Total . . . . .</b> 				4,389,800
<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>				
SALK INSTITUTE 10010 N TORREY PINES RD LA JOLLA, CA 92037		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
SAN DIEGO AIR & SPACE MUSEUM 2001 PAN AMERICAN PLAZA SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
SAN DIEGO CHILDREN'S CHOIR 123 CAMINO DE LA REINA SUITE 202 SOUTH SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
SAN DIEGO COUNTY MEDICAL SOCIETY FOUNDATION 5575 RUFFIN ROAD SUITE 250 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
SAN DIEGO FREEDOM RANCH PO BOX 157 CAMPO, CA 91906		PUBLIC CHARITY	GENERAL ASSISTANCE	4,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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>				
SAN DIEGO HALL OF CHAMPIONS 3840 VIA DE LA VALLE SUITE 300 DEL MAR, CA 92014		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
SAN DIEGO HUNGER COALITION 4305 UNIVERSITY AVE SUITE 545 SAN DIEGO, CA 92105		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
SAN DIEGO JUNIOR THEATER 1650 EL PRADO 208 SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
SAN DIEGO OASIS 5500 GROSSMONT CENTER DRIVE SUITE 269 LA MESA, CA 91942		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
SAN DIEGO RESCUE MISSION 120 ELM STREET SAN DIEGO, CA 92101		PUBLIC CHARITY	SUPPORT PROGRAMS TO HELP HOMELESS	20,000
<b>Total</b> . . . . . 				4,389,800
<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>				
SAN DIEGO SECOND CHANCE PROGRAM 6145 IMPERIAL AVE SAN DIEGO, CA 92114		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
SAN DIEGO STATE UNIVERSITY 5500 CAMPANILE DR SAN DIEGO, CA 92182		PUBLIC CHARITY	GENERAL ASSISTANCE	200,000
SAN DIEGO YOUNG ARTISTS MUSIC ACADEMY INC 4125 ALPHA ST SAN DIEGO, CA 92113		PUBLIC CHARITY	GENERAL ASSISTANCE	5,000
SAN DIEGO YOUTH SYMPHONY 1650 EL PRADO SUITE 207A SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
SAY SAN DIEGO 8755 AERO DRIVE SUITE 100 SAN DIEGO, CA 92123		PUBLIC CHARITY	SUPPORT MILITARY FAMILY RESOURCE CENTER	50,000
<b>Total</b> . . . . . 				4,389,800
<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>				
SOLUTIONS FOR CHANGE 722 W CALIFORNIA AVENUE VISTA, CA 92083		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
STARPAL 4110 54TH STREET SAN DIEGO, CA 92105		PUBLIC CHARITY	GENERAL ASSISTANCE TO PROVIDE FOR YOUTH SERVICES FOR AT-RISK YOUTH	10,000
SUPPORT THE ENLISTED PROJECT (STEP) 9951 BUSINESSPARK AVENUE SUITE A SAN DIEGO, CA 92131		PUBLIC CHARITY	GENERAL ASSISTANCE	200,000
TENDER LOVING CANINES ASSISTANCE DOGS INC 11440 W BERNARDO COURT 300 SAN DIEGO, CA 92127		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
THE CHILDREN'S INITIATIVE 4438 INGRAHAM STREET SAN DIEGO, CA 92109		PUBLIC CHARITY	GENERAL ASSISTANCE TO SUPPORT AFTER SCHOOL PROGRAMS	10,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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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 ELEMENTARY INSTITUTE OF SCIENCE 608 51ST ST SAN DIEGO, CA 92114		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
THE JOHN BROCKINGTON FOUNDATION 1835 FORT STOCKTON DR SAN DIEGO, CA 92103		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
THE NEW CHILDREN'S MUSEUM 200 W ISLAND AVE SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
THE SALVATION ARMY 2320 FIFTH AVE SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE	300,000
THE SCRIPPS MERCY HOSPITAL FOUNDATION 550 WASHINGTON STREET SAN DIEGO, CA 92103		PUBLIC CHARITY	GENERAL ASSISTANCE	14,000
<b>Total . . . . .</b> ► <b>3a</b>				4,389,800

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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 SEANY FOUNDATION 3530 CAMINO DEL RIO N 101 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
THEATER AND ARTS FOUNDATION OF SAN DIEGO COUNTY PO BOX 12039 LA JOLLA, CA 92039		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
TURNING POINT HOME 1315 25TH STREET SAN DIEGO, CA 92102		PUBLIC CHARITY	GENERAL ASSISTANCE	25,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE LA JOLLA, CA 92093		PUBLIC CHARITY	GENERAL ASSISTANCE TO THE CANCER CENTER	15,000
UNITED CEREBRAL PALSY 8525 GIBBS DR 209 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	20,000
<b>Total</b> . . . . . 				4,389,800
<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>				
UNITED THROUGH READING 1455 FRAZEE RD SUITE 500 SAN DIEGO, CA 92108		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110		PUBLIC CHARITY	SUPPORT GENERAL ATHLETICS	5,000
USO SAN DIEGO 303 A STREET SUITE 100 SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL ASSISTANCE FOR LOCAL MILITARY	50,000
VOICES FOR CHILDREN 2851 MEADOW LARK DRIVE SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE TO SUPPORT ADVOCATES FOR ABUSED & NEGLECTED FOSTER CHILDREN	200,000
WALDEN FAMILY SERVICES 8525 GIBBS DR 100 SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	30,000
<b>Total</b> . . . . . 				4,389,800
<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>				
WORDS ALIVE 5111 SANTA FE ST 219 SAN DIEGO, CA 92109		PUBLIC CHARITY	GENERAL ASSISTANCE	10,000
WORKSHOPS FOR WARRIORS 2970 MAIN ST SAN DIEGO, CA 92113		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
YMCA OF SAN DIEGO COUNTY 3708 RUFFIN ROAD SAN DIEGO, CA 92123		PUBLIC CHARITY	GENERAL ASSISTANCE	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				4,389,800

**TY 2016 Accounting Fees Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	19,156	4,789		14,367

**TY 2016 General Explanation Attachment****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	PERCENTAGE INTEREST IN PARTNERSHIP AFTER TRANSFER	FORM 8865	THE OWNERSHIP PERCENTAGE IN CERTAIN PARTNERSHIPS AFTER TRANSFER IS NOT AVAILABLE AT THE TIME OF FILING IT IS ASSUMED THAT THE OWNERSHIP PERCENTAGE IN THESE PARTNERSHIPS IS LESS THAN 10%

## TY 2016 Investments Corporate Bonds Schedule

**Name:** WALTER J & BETTY C ZABLE FOUNDATION

**EIN:** 31-1540383

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN FIXED INCOME	18,184,816	18,013,233

## TY 2016 Investments Corporate Stock Schedule

**Name:** WALTER J & BETTY C ZABLE FOUNDATION

**EIN:** 31-1540383

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN SECURITIES	40,299,351	48,405,108

**TY 2016 Investments - Other Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
JP MORGAN REAL ESTATE & ALTERNATIVE INFRASTRUCTURE	AT COST	21,573,808	22,287,201
AQR EQUITY MARKET NEUTRAL	AT COST	1,000,000	1,070,698
BRIDGEWATER PRIVATE INVESTORS	AT COST	900,000	885,291
ETON PARK OVERSEAS FUND LTD	AT COST	275,000	260,693
HMLP MULTI-STRAT PI LTD - CLASS E	AT COST	1,900,000	2,236,793
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME	AT COST	512,692	590,799

**TY 2016 Legal Fees Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	12,150	3,038		9,112



**TY 2016 Other Assets Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM JP MORGAN	0	17,982	17,982
RENT DEPOSIT	0	1,982	1,982

**TY 2016 Other Expenses Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE ASSISTANCE	3,551	0		3,551
AUTO EXPENSE	493	0		493
DUES & SUBSCRIPTIONS	9,288	0		9,288
INSURANCE	4,291	0		4,291
INVESTMENT MANAGEMENT FEES	458,710	458,710		0
MEALS & ENTERTAINMENT	203	0		203
MISCELLANEOUS	17	0		17
OFFICE EXPENSE	12,962	0		12,962
ONLINE GRANT MANAGEMENT FEES	6,864	0		6,864
TELEPHONE	1,804	0		1,804

**TY 2016 Other Income Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AG OPPORTUNISTIC WHOLE LOAN SELECT, L P - OTHER INCOME	52,986	52,986	52,986
PARTNERSHIP BOOK INCOME ADJ - NOT TAXABLE	-65,998	0	-65,998
PARTNERSHIP DISTRIBUTIONS	494,274	494,274	494,274
TAX REFUND	42,429		42,429

**TY 2016 Other Increases Schedule**

**Name:** WALTER J & BETTY C ZABLE FOUNDATION

**EIN:** 31-1540383

Description	Amount
PRIOR PERIOD ADJUSTMENT	22,785

**TY 2016 Other Liabilities Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD	150	6,903

**TY 2016 Other Professional Fees Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL PROCESSING FEES	1,250	312		938
PAYCHEX 401K ADMINISTRATION	2,175	544		1,631
FROM K-1 AG OPPORTUNISTIC WHOLE LOAN SELECT, L P	0	130		0

**TY 2016 Taxes Schedule****Name:** WALTER J & BETTY C ZABLE FOUNDATION**EIN:** 31-1540383

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL TAXES	63,520	0		0
PAYROLL TAXES	11,862	2,966		8,897
FRANCHISE TAX BOARD FEE	160	0		160
FOREIGN TAXES	3,948	3,948		0
SOS FILING	20	0		20