

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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**2019**

**Open to Public Inspection**

For calendar year **2019** or tax year beginning , **2019**, and ending , **20**

Name of foundation <b>CALLAWAY GOLF COMPANY FOUNDATION</b>		<b>A Employer identification number</b> 33-0590291
Number and street (or P.O. box number if mail is not delivered to street address) <b>2180 RUTHERFORD ROAD</b>	Room/suite	<b>B Telephone number (see instructions)</b> (760) 931-1771
City or town, state or province, country, and ZIP or foreign postal code <b>CARLSBAD, CA 92008</b>		<b>C</b> If exemption application is pending, check here. . . . . <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here. . . . . <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>5,869,557.</b>	<b>J</b> 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.)	
<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>		
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>Revenue</b>				
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .	750,000.			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .	10,508.	10,508.		
<b>4</b> Dividends and interest from securities . . . . .	119,164.	119,164.		
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) _____				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-23,593.			
<b>b</b> Gross sales price for all assets on line 6a <b>1,978,544.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		0.		
<b>8</b> Net short-term capital gain. . . . .				
<b>9</b> Income modifications . . . . .				
<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less: Cost of goods sold . . . . .				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11 . . . . .	856,079.	129,672.		
<b>Operating and Administrative Expenses</b>				
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	0.			
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach schedule) . . . . .				
<b>c</b> Other professional fees (attach schedule) . [1]	27,175.	27,175.		
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions). . . . .				
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .				
<b>22</b> Printing and publications . . . . .				
<b>23</b> Other expenses (attach schedule) <b>ATCH 2.</b>	14,646.			14,646.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23. . . . .	41,821.	27,175.		14,646.
<b>25</b> Contributions, gifts, grants paid . . . . .	411,428.			611,428.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	453,249.	27,175.		626,074.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements	402,830.			
<b>b</b> Net investment income (if negative, enter -0-)		102,497.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	1,173,295.	35,564.	35,564.
	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 . . . . . ATCH 3	10,948.	4,333.	4,333.
	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) . . . . . ATCH 4	4,255,892.	5,594,324.	5,829,660.
	14	Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____ ATCH 5 )		235,336.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,440,135.	5,869,557.	5,869,557.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		26,226.	
	18	Grants payable . . . . .	800,000.	675,000.	
	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 ▶ _____ ATCH 6 )	277,328.	3,215.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,077,328.	704,441.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions . . . . .			
	25	Net assets with donor restrictions . . . . . Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds . . . . .			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund. . . . .			
	28	Retained earnings, accumulated income, endowment, or other funds . .	4,362,807.	5,165,116.	ATCH 7
	29	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,362,807.	5,165,116.	
30	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,440,135.	5,869,557.		

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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 4,362,807.
2	Enter amount from Part I, line 27a . . . . .	2 402,830.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3 631,911.
4	Add lines 1, 2, and 3 . . . . .	4 5,397,548.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5 132,421.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29 . . . .	6 5,265,127.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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> SEE PART IV SCHEDULE				
<b>b</b>				
<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>				
<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.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	-23,593.
<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>	0.

**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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	416,113.	4,825,054.	0.086240
2017	1,139,769.	4,460,210.	0.255542
2016	470,463.	3,318,762.	0.141759
2015	167,948.	2,925,922.	0.057400
2014	117,175.	3,160,984.	0.037069
<b>2</b>	<b>Total</b> of line 1, column (d) . . . . .		<b>2</b> 0.578010
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .		<b>3</b> 0.115602
<b>4</b>	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 . . . . .		<b>4</b> 4,832,625.
<b>5</b>	Multiply line 4 by line 3. . . . .		<b>5</b> 558,661.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		<b>6</b> 1,025.
<b>7</b>	Add lines 5 and 6. . . . .		<b>7</b> 559,686.
<b>8</b>	Enter qualifying distributions from Part XII, line 4. . . . . 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.		<b>8</b> 626,074.

**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>	1,025.
<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>	
<b>3</b>	Add lines 1 and 2 . . . . .	<b>3</b>	1,025.
<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>	1,025.
<b>6</b>	Credits/Payments:		
<b>a</b>	2019 estimated tax payments and 2018 overpayment credited to 2019. . . . .	<b>6a</b>	4,333.
<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>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	4,333.
<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>	
<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>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>10</b>	3,308.
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> <input type="checkbox"/> 3,308. <b>Refunded</b> <input type="checkbox"/>	<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? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
<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? If "Yes," attach a conformed copy of the changes . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by <i>General Instruction T</i> .		X
<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? . . . . .	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> 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 <i>General Instruction G</i> ? If "No," attach explanation . . . . .	X	
<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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV. . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	X	

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 11: At any time during the year, did the foundation, directly or indirectly, own a controlled entity... Row 12: Did the foundation make a distribution to a donor advised fund... Row 13: Did the foundation comply with the public inspection requirements... Row 14: The books are in care of JENNIFER THOMAS... Row 15: Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF... Row 16: At any time during calendar year 2019, 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?

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 1a: During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange... (2) Borrow money from... (3) Furnish goods, services... (4) Pay compensation... (5) Transfer any income... (6) Agree to pay money... Row 1b: If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions... Row 1c: Did the foundation engage in a prior year in any of the acts described in 1a... Row 2: Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a) At the end of tax year 2019, did the foundation have any undistributed income... b) Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)... c) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Row 3a: Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Row 3b: If "Yes," did it have excess business holdings in 2019 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... Row 4a: Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Row 4b: 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 2019?

**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>Yes</b>	<b>No</b>
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.			<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes	<input checked="" 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? If "Yes" to 6b, file Form 8870.			<b>6b</b>
				X
<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>
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

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

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

**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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**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
ATCH 11		27,175.

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses
1 N/A
2
3
4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount
1 NONE
2
All other program-related investments. See instructions.
3 NONE

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

**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>	4,748,112.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	158,106.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	4,906,218.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	4,906,218.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	73,593.
<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>	4,832,625.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	241,631.

**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>	241,631.
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5 . . . . .	<b>2a</b>	1,025.
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,025.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	240,606.
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	240,606.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<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>	240,606.

**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>	626,074.
<b>b</b>	Program-related investments - total from Part IX-B. . . . .	<b>1b</b>	
<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>	626,074.
<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>	1,025.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	625,049.

**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 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7 . . . . .				240,606.
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .				
<b>b</b> Total for prior years: 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
<b>3</b> Excess distributions carryover, if any, to 2019:				
<b>a</b> From 2014 . . . . .				
<b>b</b> From 2015 . . . . .				22,983.
<b>c</b> From 2016 . . . . .				305,246.
<b>d</b> From 2017 . . . . .				920,725.
<b>e</b> From 2018 . . . . .				180,156.
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	1,429,110.			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>626,074.</u>				
<b>a</b> Applied to 2018, but not more than line 2a . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2019 distributable amount. . . . .				240,606.
<b>e</b> Remaining amount distributed out of corpus. . .	385,468.			
<b>5</b> Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .				
<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	1,814,578.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020. . . . .				
<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) . . . . .				
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . .				
<b>9</b> <b>Excess distributions carryover to 2020.</b> Subtract lines 7 and 8 from line 6a . . . . .	1,814,578.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015 . . . . .				22,983.
<b>b</b> Excess from 2016 . . . . .				305,246.
<b>c</b> Excess from 2017 . . . . .				920,725.
<b>d</b> Excess from 2018 . . . . .				180,156.
<b>e</b> Excess from 2019 . . . . .				385,468.

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling . . . . . ▶

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

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

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

**1 Information Regarding Foundation Managers:**

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

N/A

**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.

N/A

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

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

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year VARIOUS (SEE STATEMENT) 2180 RUTHERFORD ROAD  CARLSBAD, CA 92008			VARIOUS	411,428.
<b>Total</b> ..... ▶ <b>3a</b>				411,428.
<b>b</b> Approved for future payment				
<b>Total</b> ..... ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and Subtotal.

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

Table with 2 columns: Line No. and 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.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Includes a row with 'N/A' in column (d).

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here: JENNIFER THOMAS, Signature of officer or trustee; 05/08/2020, Date; CFO, Title. Box: May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed if PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					29,703.	
4,006.		GLOBAL REA PROPERTY TYPE: SECURITIES 3,788.				P	01/23/2017	07/15/2019 218.
1,775.		GLOBAL REA PROPERTY TYPE: SECURITIES 1,705.				P	02/29/2016	07/15/2019 70.
11,362.		ISHARES RU PROPERTY TYPE: SECURITIES 10,542.				P	02/20/2019	07/15/2019 820.
1,359.		ISHARES RU PROPERTY TYPE: SECURITIES 1,358.				P	06/19/2019	06/19/2019 1.
1,230.		ISHARES RU PROPERTY TYPE: SECURITIES 1,178.				P	02/20/2019	06/19/2019 52.
1,014.		ISHARES RU PROPERTY TYPE: SECURITIES 990.				P	03/22/2019	04/10/2019 24.
3,793.		ISHARES RU PROPERTY TYPE: SECURITIES 3,670.				P	02/20/2019	04/10/2019 123.
27.		ISHARES MS PROPERTY TYPE: SECURITIES 28.				P	06/19/2019	08/09/2019 -1.
4,937.		ISHARES MS PROPERTY TYPE: SECURITIES 5,126.				P	06/19/2019	08/07/2019 -189.
229,558.		ISHARES MS PROPERTY TYPE: SECURITIES 240,504.				P	03/21/2019	08/07/2019 -10,946.
4,737.		ISHARES MS PROPERTY TYPE: SECURITIES 4,714.				P	03/21/2019	07/15/2019 23.
		ISHARES CO				P	01/05/2017	08/20/2019

**FORM 990-PF - PART IV  
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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
172.		PROPERTY TYPE: SECURITIES 168.					4.	
		ISHARES CO				P	01/23/2017	08/20/2019
19,142.		PROPERTY TYPE: SECURITIES 18,274.					868.	
		ISHARES CO				P	03/31/2018	06/19/2019
127.		PROPERTY TYPE: SECURITIES 125.					2.	
		ISHARES CO				P	02/06/2018	06/19/2019
322.		PROPERTY TYPE: SECURITIES 317.					5.	
		ISHARES CO				P	01/17/2018	06/19/2019
412.		PROPERTY TYPE: SECURITIES 403.					9.	
		ISHARES CO				P	01/17/2018	06/19/2019
14,154.		PROPERTY TYPE: SECURITIES 13,850.					304.	
		ISHARES CO				P		06/19/2019
		ISHARES CO				P		06/19/2019
101.		PROPERTY TYPE: SECURITIES 101.						
		ISHARES CO				P	01/05/2017	06/19/2019
		ISHARES CO				P		06/19/2019
67.		PROPERTY TYPE: SECURITIES 68.					-1.	
		ISHARES CO				P	08/06/2016	06/19/2019
155.		PROPERTY TYPE: SECURITIES 155.						
		ISHARES CO				P	11/09/2016	06/19/2019
871.		PROPERTY TYPE: SECURITIES 851.					20.	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,130.		PIMCO ALL PROPERTY TYPE: SECURITIES 1,114.				P	01/23/2017	12/12/2019 16.
852.		PIMCO ALL PROPERTY TYPE: SECURITIES 843.				P	09/12/2019	12/12/2019 9.
13,324.		PIMCO ALL PROPERTY TYPE: SECURITIES 13,276.				P	06/13/2019	12/12/2019 48.
1,033.		PIMCO ALL PROPERTY TYPE: SECURITIES 1,021.				P	06/11/2019	12/12/2019 12.
35,170.		PIMCO ALL PROPERTY TYPE: SECURITIES 35,044.				P	03/14/2019	12/12/2019 126.
5,960.		PIMCO ALL PROPERTY TYPE: SECURITIES 6,254.				P	02/01/2019	12/12/2019 -294.
272.		PIMCO ALL PROPERTY TYPE: SECURITIES 285.				P	01/27/2018	12/12/2019 -13.
54,638.		PIMCO ALL PROPERTY TYPE: SECURITIES 56,524.				P	03/16/2017	12/12/2019 -1,886.
648.		PIMCO ALL PROPERTY TYPE: SECURITIES 658.				P	01/23/2017	12/12/2019 -10.
568.		PIMCO ALL PROPERTY TYPE: SECURITIES 592.				P	09/28/2016	12/12/2019 -24.
664.		PIMCO ALL PROPERTY TYPE: SECURITIES 640.				P	06/21/2015	12/12/2019 24.
56,784.		PIMCO ALL PROPERTY TYPE: SECURITIES 52,266.				P	03/17/2016	12/12/2019 4,518.



**FORM 990-PF - PART IV  
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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,107.		PIMCO ALL PROPERTY TYPE: SECURITIES 7,384.				P	12/23/2015	12/12/2019 723.
4,033.		PIMCO ALL PROPERTY TYPE: SECURITIES 3,722.				P	02/29/2016	12/12/2019 311.
9,479.		PIMCO ALL PROPERTY TYPE: SECURITIES 9,036.				P	12/30/2015	12/12/2019 443.
510.		PIMCO ALL PROPERTY TYPE: SECURITIES 622.				P	12/23/2015	12/12/2019 -112.
5,252.		PIMCO ALL PROPERTY TYPE: SECURITIES 5,788.				P	06/19/2014	12/12/2019 -536.
883.		PIMCO ALL PROPERTY TYPE: SECURITIES 1,051.				P	12/30/2014	12/12/2019 -168.
4,495.		PIMCO ALL PROPERTY TYPE: SECURITIES 5,385.				P	03/20/2014	12/12/2019 -890.
1,150.		PIMCO ALL PROPERTY TYPE: SECURITIES 1,433.				P	12/30/2013	12/12/2019 -283.
6,732.		PIMCO ALL PROPERTY TYPE: SECURITIES 8,122.				P	09/19/2013	12/12/2019 -1,390.
922.		PIMCO ALL PROPERTY TYPE: SECURITIES 1,178.				P	12/28/2011	12/12/2019 -256.
83.		ISHARES TR PROPERTY TYPE: SECURITIES 83.				P	12/31/2010	09/12/2019
332.		ISHARES TR PROPERTY TYPE: SECURITIES 332.				P	08/07/2019	09/10/2019

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ISHARES TR PROPERTY TYPE: SECURITIES				P	09/05/2019	09/10/2019
231,293.		ISHARES TR PROPERTY TYPE: SECURITIES 231,339.				P	-46.	09/10/2019
10.		ISHARES TR PROPERTY TYPE: SECURITIES 9.				P	1.	08/07/2019 03/25/2019
479.		ISHARES TR PROPERTY TYPE: SECURITIES 478.				P	1.	12/20/2018 03/21/2019
368.		ISHARES TR PROPERTY TYPE: SECURITIES 367.				P	1.	03/05/2019 03/21/2019
50,162.		ISHARES TR PROPERTY TYPE: SECURITIES 50,101.				P	61.	02/05/2019 03/21/2019
345.		ISHARES TR PROPERTY TYPE: SECURITIES 345.				P		02/01/2019 03/21/2019
386.		ISHARES TR PROPERTY TYPE: SECURITIES 386.				P		12/20/2018 03/21/2019
379.		ISHARES TR PROPERTY TYPE: SECURITIES 378.				P	1.	12/06/2018 03/21/2019
368.		ISHARES TR PROPERTY TYPE: SECURITIES 367.				P	1.	11/05/2018 03/21/2019
350.		ISHARES TR PROPERTY TYPE: SECURITIES 350.				P		10/03/2018 03/21/2019
334.		ISHARES TR PROPERTY TYPE: SECURITIES 333.				P	1.	09/06/2018 03/21/2019

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
306.		ISHARES TR PROPERTY TYPE: SECURITIES 305.				P	08/03/2018	03/21/2019 1.
192,582.		ISHARES TR PROPERTY TYPE: SECURITIES 192,392.				P	07/05/2018	03/21/2019 190.
3,401.		STRATEGIC PROPERTY TYPE: SECURITIES 2,922.				P	06/21/2018	07/15/2019 479.
9,158.		STRATEGIC PROPERTY TYPE: SECURITIES 8,031.				P	01/23/2017	06/19/2019 1,127.
594.		STRATEGIC PROPERTY TYPE: SECURITIES 592.				P	01/23/2017	04/10/2019 2.
467.		STRATEGIC PROPERTY TYPE: SECURITIES 413.				P	01/19/2018	04/10/2019 54.
1,847.		STONE RIDG PROPERTY TYPE: SECURITIES 2,022.				P	01/23/2017	08/20/2019 -175.
235.		STONE RIDG PROPERTY TYPE: SECURITIES 257.				P	12/01/2016	08/20/2019 -22.
335.		STONE RIDG PROPERTY TYPE: SECURITIES 367.				P	12/01/2016	08/20/2019 -32.
4,017.		STONE RIDG PROPERTY TYPE: SECURITIES 4,428.				P	04/08/2016	08/20/2019 -411.
141.		STONE RIDG PROPERTY TYPE: SECURITIES 156.				P	11/13/2015	08/20/2019 -15.
9,216.		STONE RIDG PROPERTY TYPE: SECURITIES 10,162.				P	06/27/2013	08/20/2019 -946.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
741.		PIMCO EMER PROPERTY TYPE: SECURITIES 728.				P	03/22/2013	06/11/2019 13.
669.		PIMCO EMER PROPERTY TYPE: SECURITIES 656.				P	05/31/2019	06/11/2019 13.
700.		PIMCO EMER PROPERTY TYPE: SECURITIES 687.				P	04/30/2019	06/11/2019 13.
606.		PIMCO EMER PROPERTY TYPE: SECURITIES 595.				P	03/29/2019	06/11/2019 11.
26,447.		PIMCO EMER PROPERTY TYPE: SECURITIES 26,116.				P	02/28/2019	06/11/2019 331.
497.		PIMCO EMER PROPERTY TYPE: SECURITIES 490.				P	02/01/2019	06/11/2019 7.
578.		PIMCO EMER PROPERTY TYPE: SECURITIES 620.				P	01/31/2019	06/11/2019 -42.
613.		PIMCO EMER PROPERTY TYPE: SECURITIES 572.				P	03/09/2018	06/11/2019 41.
143.		PIMCO EMER PROPERTY TYPE: SECURITIES 152.				P	10/31/2018	06/11/2019 -9.
226.		PIMCO EMER PROPERTY TYPE: SECURITIES 281.				P	11/13/2017	06/11/2019 -55.
547.		PIMCO EMER PROPERTY TYPE: SECURITIES 549.				P	06/18/2013	06/11/2019 -2.
468.		PIMCO EMER PROPERTY TYPE: SECURITIES 460.				P	02/28/2017	06/11/2019 8.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,466.		PIMCO EMER PROPERTY TYPE: SECURITIES 19,110.				P	01/31/2017 356.	06/11/2019
551.		PIMCO EMER PROPERTY TYPE: SECURITIES 534.				P	01/23/2017 17.	06/11/2019
488.		PIMCO EMER PROPERTY TYPE: SECURITIES 465.				P	12/30/2016 23.	06/11/2019
416.		PIMCO EMER PROPERTY TYPE: SECURITIES 420.				P	11/30/2016 -4.	06/11/2019
538.		PIMCO EMER PROPERTY TYPE: SECURITIES 548.				P	10/31/2016 -10.	06/11/2019
478.		PIMCO EMER PROPERTY TYPE: SECURITIES 482.				P	09/30/2016 -4.	06/11/2019
454.		PIMCO EMER PROPERTY TYPE: SECURITIES 456.				P	08/31/2016 -2.	06/11/2019
236.		PIMCO EMER PROPERTY TYPE: SECURITIES 243.				P	07/29/2016 -7.	06/11/2019
690.		PIMCO EMER PROPERTY TYPE: SECURITIES 701.				P	08/28/2015 -11.	06/11/2019
465.		PIMCO EMER PROPERTY TYPE: SECURITIES 421.				P	08/15/2015 44.	06/11/2019
36,788.		PIMCO EMER PROPERTY TYPE: SECURITIES 33,351.				P	02/29/2016 3,437.	06/11/2019
397.		PIMCO EMER PROPERTY TYPE: SECURITIES 357.				P	02/29/2016 40.	06/11/2019

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
682.		PIMCO EMER PROPERTY TYPE: SECURITIES 620.				P	01/29/2016	06/11/2019 62.
456.		PIMCO EMER PROPERTY TYPE: SECURITIES 428.				P	12/31/2015	06/11/2019 28.
432.		PIMCO EMER PROPERTY TYPE: SECURITIES 414.				P	11/30/2015	06/11/2019 18.
484.		PIMCO EMER PROPERTY TYPE: SECURITIES 447.				P	10/30/2015	06/11/2019 37.
449.		PIMCO EMER PROPERTY TYPE: SECURITIES 434.				P	09/30/2015	06/11/2019 15.
470.		PIMCO EMER PROPERTY TYPE: SECURITIES 564.				P	08/31/2015	06/11/2019 -94.
468.		PIMCO EMER PROPERTY TYPE: SECURITIES 570.				P	09/13/2014	06/11/2019 -102.
483.		PIMCO EMER PROPERTY TYPE: SECURITIES 508.				P	08/29/2014	06/11/2019 -25.
450.		PIMCO EMER PROPERTY TYPE: SECURITIES 481.				P	03/31/2015	06/11/2019 -31.
490.		PIMCO EMER PROPERTY TYPE: SECURITIES 524.				P	02/27/2015	06/11/2019 -34.
787.		PIMCO EMER PROPERTY TYPE: SECURITIES 849.				P	01/30/2015	06/11/2019 -62.
567.		PIMCO EMER PROPERTY TYPE: SECURITIES 696.				P	12/31/2014	06/11/2019 -129.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
541.		PIMCO EMER PROPERTY TYPE: SECURITIES 648.				P	10/31/2013	06/11/2019 -107.
498.		PIMCO EMER PROPERTY TYPE: SECURITIES 593.				P	04/30/2014	06/11/2019 -95.
503.		PIMCO EMER PROPERTY TYPE: SECURITIES 591.				P	03/31/2014	06/11/2019 -88.
550.		PIMCO EMER PROPERTY TYPE: SECURITIES 629.				P	02/28/2014	06/11/2019 -79.
1,093.		PIMCO EMER PROPERTY TYPE: SECURITIES 1,294.				P	01/31/2014	06/11/2019 -201.
19.		PIMCO EMER PROPERTY TYPE: SECURITIES 23.				P	12/31/2013	06/11/2019 -4.
531.		PIMCO EMER PROPERTY TYPE: SECURITIES 634.				P	12/11/2013	06/11/2019 -103.
459.		PIMCO EMER PROPERTY TYPE: SECURITIES 555.				P	11/29/2013	06/11/2019 -96.
561.		PIMCO EMER PROPERTY TYPE: SECURITIES 656.				P	09/30/2013	06/11/2019 -95.
452.		PIMCO EMER PROPERTY TYPE: SECURITIES 551.				P	08/30/2013	06/11/2019 -99.
190.		PIMCO EMER PROPERTY TYPE: SECURITIES 232.				P	07/31/2013	06/11/2019 -42.
46,559.		PIMCO EMER PROPERTY TYPE: SECURITIES 58,011.				P	06/28/2013	06/11/2019 -11,452.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,984.		STONE RIDG PROPERTY TYPE: SECURITIES 2,000.				P	06/18/2013	08/20/2019 -16.
10,789.		STONE RIDG PROPERTY TYPE: SECURITIES 10,679.				P	05/07/2019	06/19/2019 110.
39,613.		STONERIDGE PROPERTY TYPE: SECURITIES 38,145.				P	05/07/2019	05/07/2019 1,468.
12,901.		STONERIDGE PROPERTY TYPE: SECURITIES 15,655.				P	02/01/2019	05/07/2019 -2,754.
6,385.		STONERIDGE PROPERTY TYPE: SECURITIES 7,390.				P	01/17/2018	05/07/2019 -1,005.
6,108.		STONERIDGE PROPERTY TYPE: SECURITIES 7,069.				P	12/05/2017	05/07/2019 -961.
30.		STONERIDGE PROPERTY TYPE: SECURITIES 35.				P	12/05/2017	05/07/2019 -5.
4,999.		STONERIDGE PROPERTY TYPE: SECURITIES 5,973.				P	12/05/2017	05/07/2019 -974.
5,842.		STONERIDGE PROPERTY TYPE: SECURITIES 6,680.				P	07/06/2017	05/07/2019 -838.
47,870.		STONERIDGE PROPERTY TYPE: SECURITIES 52,345.				P	12/09/2016	05/07/2019 -4,475.
1,124.		STONERIDGE PROPERTY TYPE: SECURITIES 1,249.				P	03/15/2016	05/07/2019 -125.
401.		STONERIDGE PROPERTY TYPE: SECURITIES 425.				P	12/11/2015	05/07/2019 -24.



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
78,498.		STONERIDGE PROPERTY TYPE: SECURITIES 84,058.				P	06/28/2013	05/07/2019 -5,560.
1,779.		ACUITAS IN PROPERTY TYPE: SECURITIES 1,581.				P	05/22/2013	02/25/2019 198.
5,932.		ACUITAS IN PROPERTY TYPE: SECURITIES 7,051.				P	12/28/2018	02/25/2019 -1,119.
17,382.		ACUITAS IN PROPERTY TYPE: SECURITIES 18,623.				P	12/28/2017	02/25/2019 -1,241.
2,169.		ACUITAS IN PROPERTY TYPE: SECURITIES 2,243.				P	01/23/2017	02/25/2019 -74.
30,161.		ACUITAS IN PROPERTY TYPE: SECURITIES 28,566.				P	12/29/2016	02/25/2019 1,595.
167.		ACUITAS IN PROPERTY TYPE: SECURITIES 171.				P	02/29/2016	02/25/2019 -4.
61,447.		ACUITAS IN PROPERTY TYPE: SECURITIES 69,837.				P	12/30/2014	02/25/2019 -8,390.
3,367.		ACUITAS US PROPERTY TYPE: SECURITIES 4,414.				P	07/18/2014	04/10/2019 -1,047.
3,267.		RUSSELL MU PROPERTY TYPE: SECURITIES 3,411.				P	01/17/2018	04/10/2019 -144.
2,399.		RUSSELL MU PROPERTY TYPE: SECURITIES 2,163.				P	12/22/2017	07/15/2019 236.
653.		RUSSELL MU PROPERTY TYPE: SECURITIES 590.				P	10/05/2017	07/15/2019 63.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,101.		RUSSELL MU PROPERTY TYPE: SECURITIES 1,014.				P	12/22/2017	07/15/2019 87.
5,968.		RUSSELL MU PROPERTY TYPE: SECURITIES 5,361.				P	07/05/2018	07/15/2019 607.
6,474.		RUSSELL MU PROPERTY TYPE: SECURITIES 6,014.				P	01/23/2017	06/19/2019 460.
2,811.		RUSSELL MU PROPERTY TYPE: SECURITIES 2,611.				P	12/22/2017	06/19/2019 200.
16,183.		RUSSELL MU PROPERTY TYPE: SECURITIES 15,114.				P	12/22/2017	04/10/2019 1,069.
641.		RUSSELL MU PROPERTY TYPE: SECURITIES 598.				P	12/22/2017	04/10/2019 43.
19,819.		AQR MANAGE PROPERTY TYPE: SECURITIES 25,400.				P	12/22/2017	08/20/2019 -5,581.
729.		AQR MANAGE PROPERTY TYPE: SECURITIES 898.				P	02/29/2016	08/20/2019 -169.
10,724.		AQR MANAGE PROPERTY TYPE: SECURITIES 14,840.				P	12/19/2014	06/19/2019 -4,116.
5,999.		AQR MANAGE PROPERTY TYPE: SECURITIES 8,592.				P	02/29/2016	04/10/2019 -2,593.
11,745.		ELEMENTS U PROPERTY TYPE: SECURITIES 10,998.				P	02/29/2016	07/15/2019 747.
8,800.		ELEMENTS U PROPERTY TYPE: SECURITIES 8,535.				P	01/17/2018	06/19/2019 265.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,210.		ELEMENTS U PROPERTY TYPE: SECURITIES 5,243.				P	01/17/2018	04/10/2019 -33.
10,623.		ELEMENTS U PROPERTY TYPE: SECURITIES 10,334.				P	01/17/2018	04/10/2019 289.
3,983.		ELEMENTS E PROPERTY TYPE: SECURITIES 4,599.				P	01/17/2018	07/15/2019 -616.
3,577.		ELEMENTS E PROPERTY TYPE: SECURITIES 4,129.				P	01/17/2018	07/15/2019 -552.
		ELEMENTS E PROPERTY TYPE: SECURITIES				P	01/17/2018	06/19/2019
9,258.		ELEMENTS E PROPERTY TYPE: SECURITIES 9,272.				P		06/19/2019 -14.
3,825.		ELEMENTS I PROPERTY TYPE: SECURITIES 4,333.				P	02/01/2019	04/10/2019 -508.
73.		SPDR SER T PROPERTY TYPE: SECURITIES 73.				P	01/17/2018	02/22/2019
309.		SPDR SER T PROPERTY TYPE: SECURITIES 308.				P	10/30/2018	02/20/2019 1.
50,351.		SPDR SER T PROPERTY TYPE: SECURITIES 50,305.				P	02/05/2019	02/20/2019 46.
340.		SPDR SER T PROPERTY TYPE: SECURITIES 340.				P	02/01/2019	02/20/2019
358.		SPDR SER T PROPERTY TYPE: SECURITIES 358.				P	11/03/2018	02/20/2019

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
		SPDR SER T PROPERTY TYPE: SECURITIES				P	11/21/2018	02/20/2019	
194,092.		SPDR SER T PROPERTY TYPE: SECURITIES 194,199.				P	-107.	02/20/2019	
		SPDR SER T PROPERTY TYPE: SECURITIES 79.				P	10/30/2018	02/20/2019	
		GOLDMAN SA PROPERTY TYPE: SECURITIES 10,000.				P	10/25/2018	02/15/2019	
		BLACKROCK PROPERTY TYPE: SECURITIES 10,000.				P	04/18/2016	12/10/2019	
		LOWES COS PROPERTY TYPE: SECURITIES 10,007.				P	04/11/2016	12/13/2019 -82.	
		FEDERAL NA PROPERTY TYPE: SECURITIES 10,000.				P	05/12/2016	02/19/2019	
		EBAY INC. PROPERTY TYPE: SECURITIES 10,000.				P	04/25/2016	08/01/2019	
		SYNCHRONY PROPERTY TYPE: SECURITIES 6,000.				P	04/18/2016	07/15/2019 -3.	
		SYNCHRONY PROPERTY TYPE: SECURITIES 4,004.				P	04/05/2016	05/15/2019 -2.	
		WASH SALE ADJUSTMENT PROPERTY TYPE: SECURITIES 150.				P		-150.	
		WASH SALE ADJUSTMENT PROPERTY TYPE: SECURITIES 976.				P		-976.	
TOTAL GAIN(LOSS) .....								<u>-23,593.</u>	

**Schedule of Contributors**

**2019**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Name of the organization CALLAWAY GOLF COMPANY FOUNDATION	Employer identification number 33-0590291
--	--

**Organization type** (check one):

**Filers of:**

**Section:**

- Form 990 or 990-EZ  501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

Name of organization **CALLAWAY GOLF COMPANY FOUNDATION**

Employer identification number  
33-0590291

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CALLAWAY GOLF COMPANY  2180 RUTHERFORD ROAD  CARLSBAD, CA 92008	\$ 750,000.	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.)
		\$ _____	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.)

Name of organization **CALLAWAY GOLF COMPANY FOUNDATION**

Employer identification number

33-0590291

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization **CALLAWAY GOLF COMPANY FOUNDATION**

Employer identification number  
33-0590291

**Part III** **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____



ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEE	27,175.	27,175.
TOTALS	<u>27,175.</u>	<u>27,175.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
OTHER G&A EXPENSES	10,366.	10,366.
SCHOLARSHIP PROGRAM FEE	4,280.	4,280.
TOTALS	<u>14,646.</u>	<u>14,646.</u>

ATTACHMENT 3FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INCOME TAX PAYMENT	4,333.	4,333.
TOTALS	<u>4,333.</u>	<u>4,333.</u>

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AVAILABLE FOR SALE SECURITIES	5,594,324.	5,829,660.
TOTALS	<u>5,594,324.</u>	<u>5,829,660.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
UNREALIZED INVESTMENT G/L	235,336.
TOTALS	<u>235,336.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
LIABILITY FOR INCOME TAX - FED	3,215.
TOTALS	<u>3,215.</u>

FORM 990PF, PART II - OTHER FUNDS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
UNRESTRICTED FUNDS	-682,594.
ENDOWMENT FUND	5,847,710.
TOTALS	<u>5,165,116.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK REALIZED GAIN ON AVAILABLE-FOR-SALE	500,099.
INTEREST INCOME	10,949.
DIVIDENDS	120,863.
TOTAL	<u>631,911.</u>



ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK REALIZED GAIN ON AVAILABLE-FOR-SALE	24,397.
TAX ADJUSTMENT	108,024.
TOTAL	<u>132,421.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTOPHER O. CARROLL 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	CHAIRMAN OF THE BOARD 0.	0.	0.	0.
JENNIFER THOMAS 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	CHIEF FINANCIAL OFFICER 0.	0.	0.	0.
MARTY HOCHMAN 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	SECRETARY 0.	0.	0.	0.
BRIAN P. LYNCH 2180 RUTHERFORD ROAD CARLSBAD, CA 92008	DIRECTOR 0.	0.	0.	0.
	GRAND TOTALS	<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HALBERT HARGROVE GBL ADV LLC 111 W. OCEAN BLVD., 23RD FLOOR LONG BEACH, CA 90802	INVESTMENT COUNSEL	27,175.
	TOTAL COMPENSATION	<u>27,175.</u>

FOOTNOTES TO FINANCIAL STATEMENTS

FOOTNOTE 7

Contributions Paid by Foundation:

Date	Employee Matching Gifts	Core Grantmaking Program	Scholarship Program	Other	Total	Organization
01/21/19	500				500	American National Red Cross
01/21/19	300				300	Amytrophic Lateral Sclerosis Associaiton
01/21/19	500				500	Birth Choice of San Marcos
01/21/19	250				250	Calavera Hills Middle School PTSA
01/21/19	50				50	Casa De Amparo
01/21/19	300				300	Cystic Fibrosis Foundation
01/21/19	200				200	Donors Choice
01/21/19	4,100				4,100	Griffin & Wong Inst. For Ed. & Training
01/21/19	62				62	Healing Grace Arab World Ministries
01/21/19	208				208	Integrated Community Development
01/21/19	400				400	It's the Pits
01/21/19	125				125	Jacobs & Cushman San Diego Food Bank
01/21/19	84				84	JDRF
01/21/19	1,700				1,700	Kingdom Minded International
01/21/19	840				840	Kitten Rescue
01/21/19	250				250	La Costa Canyon High School Foundation
01/21/19	175				175	La Costa Heights Elementary PTA
01/21/19	50				50	November Foundation
01/21/19	10,000				10,000	Orange County Rescue Mission Inc.
01/21/19	140				140	Paul Ecke Central PTA
01/21/19	2,500				2,500	PC(Project Concern International)
01/21/19	550				550	Pedal the Cause
01/21/19	300				300	Pregnacy Resource Center
01/21/19	250				250	PTA California Congress of Parents
01/21/19	5,000				5,000	Rock n' Roll Camp for Girls San Diego
01/21/19	250				250	San Diego Humane Society and S.P.C.A.
01/21/19	100				100	San Elijo Elementary School PTO
01/21/19	75				75	St. Jude Children's Research Hospital
01/21/19	104				104	Susan G. Komen 3-Day for the Cure
01/21/19	1,800				1,800	Tri-City Christian School
01/21/19	5,000				5,000	Trustees of Columbia University
01/21/19	165				165	Turtle Rock PTA
01/21/19	30				30	Turtleback Education Foundation
01/21/19	25				25	University of San Diego
01/21/19	159				159	Villanova University Development Office
01/21/19	305				305	World Vision
01/21/19		50,000			50,000	Solutions for Change
01/21/19		50,000			50,000	Military Warrior Support Foundation
02/06/19		250			250	PUSE-Parents United Special Needs Edu
02/06/19		250			250	Springfield St. Patrick's Parade
04/12/19	200				200	American Diabetes Association
04/12/19	650				650	American National Red Cross
04/12/19	2,500				2,500	Catholic Charities of Boston
04/12/19	200				200	Cedar Park High School Project Graduation
04/12/19	510				510	Compassion International
04/12/19	450				450	Del Mar Schools Education Foundation
04/12/19	1,047				1,047	Emilio Nares Foundation
04/12/19	200				200	Georgia Tech Foundation
04/12/19	75				75	Griffin & Wong Inst. For Ed. & Training
04/12/19	1,000				1,000	It's the Pits
04/12/19	50				50	Just in Time for Foster Youth
04/12/19	3,100				3,100	Kingdom Minded International
04/12/19	100				100	La Costa Heights Elementary PTA
04/12/19	100				100	Love One International
04/12/19	10,030				10,030	Magdalena Ecke Family YMCA
04/12/19	75				75	Pancreatic Cancer Action Network
04/12/19	1,000				1,000	Planned Parenthood Federation of America
04/12/19	250				250	Saint Xavier High School
04/12/19	5,000				5,000	San Marcos Boosters Club
04/12/19	600				600	Shriners Hospital for Children
04/12/19	150				150	South Bay Community Services
04/12/19	625				625	St. Jude Children's Research Hospital
04/12/19	50				50	The Andrew McDonald B+ Foundation
04/12/19	10,000				10,000	Trustees of Princeton University
04/12/19	30				30	Turtleback Education Foundation
04/12/19	100				100	UC Berkeley Foundation
04/12/19	115				115	University of Wisconsin Foundation
04/12/19		25,000			25,000	Pro Kids, The First Tee of San Diego/Dinner Sponsorship
05/24/19		4,500			4,500	Challenged Athletes Foundation
06/21/19			59,000		59,000	Scholarship America
06/25/19		20,000			20,000	Savvy Giving Design
07/15/19	50				50	Alzheimer's Association
07/15/19	100				100	American Heart Association
07/15/19	225				225	Be Well Therapy Inc.
07/15/19	10,000				10,000	Beacons Inc.
07/15/19	200				200	Calavera Hills Middle School PTSA
07/15/19	5,034				5,034	Children's of the Nations
07/15/19	1,200				1,200	Compassion International
07/15/19	250				250	Del Mar Schools Education Foundation
07/15/19	3,100				3,100	Ecke YMCA
07/15/19	100				100	Frosted Faces Foundation
07/15/19	100				100	Golf Fore Africa, Inc.
07/15/19	550				550	Griffin & Wong Inst. For Ed. & Training
07/15/19	5,000				5,000	Hands in Outreach
07/15/19	93				93	Healing Grace Arab World Ministries
07/15/19	525				525	High Tech High Foundation
07/15/19	1,250				1,250	JDRF
07/15/19	50				50	Just in Time for Foster Youth
07/15/19	27				27	Kitten Rescue
07/15/19	7,500				7,500	Las Patronas
07/15/19	50				50	National Multiple Sclerosis Society
07/15/19	40				40	Point Loma Nazarene University
07/15/19	25				25	St. Jude Children's Research Hospital
07/15/19	6,250				6,250	The Rescue House
07/15/19	100				100	The Tarig Khamisa Foundation
07/15/19	25				25	University of Denver
07/15/19	100				100	University of Norte Dame
07/15/19	750				750	World Vision
07/15/19	100				100	Xaverian Brothers, USA
08/19/19		25,000			25,000	Pro Kids Golf Academy
09/30/19		3,500			3,500	Voices for Children, Inc.
10/09/19	2,000				2,000	National Brain Tumor Society
10/09/19	676				676	World Vision
10/09/19	50				50	Wounded Warrior Project
10/09/19	250				250	Mesa Verde Foundation
10/09/19	1,170				1,170	Spencer Retional Healthcare Foundation
10/09/19	1,705				1,705	The Leukemia and Lymphoma Society, Inc.
10/09/19	10,000				10,000	Villanova University Development Office

FOOTNOTES TO FINANCIAL STATEMENTS

FOOTNOTE 7

Contributions Paid by Foundation:

Date	Employee Matching Gifts	Core Grantmaking Program	Scholarship Program	Other	Total	Organization
10/09/19	50				50	San Diego Humane Society and S.P.C.A.
10/09/19	5,000				5,000	San Diego Rescue Mission
10/09/19	50				50	ServLife International Inc.
10/09/19	50				50	Leukemia and Lymphoma Society, Inc.
10/09/19	2,000				2,000	Loving Orphans Global
10/09/19	50				50	Paul Ecke Central PTA
10/09/19	3,000				3,000	High Tech High Foundation
10/09/19	50				50	Just in Time for Foster Youth
10/09/19	700				700	La Costa Heights Elementary PTA
10/09/19	250				250	Feed My Starving Children
10/09/19	525				525	Griffin & Wong Inst. For Ed. & Training
10/09/19	155				155	Healing Grace Arab World Ministries
10/09/19	300				300	Duke University
10/09/19	375				375	El Camino Creek Elementary School
10/09/19	600				600	Encinitas Educational Foundation
10/09/19	1,000				1,000	American National Red Cross
10/09/19	250				250	Compassion International
10/09/19	100				100	Doberman Pinscher Rescue
10/09/19	100				100	Alzheimer's Association
10/09/19	50				50	American Cancer Society-San Diego Office
10/09/19	100				100	Armed Services YMCA at Camp Pendleton
10/09/19	100				250	Nourish North Country, Inc./ Dollars for Doers
11/22/19	(1,000)	250			(1,000)	Planned Parenthood Federation of America-Void
12/03/19	(2,000)				(2,000)	Loving Orphans Global-Void
12/03/19	2,000				2,000	Loving Orphans Global
12/31/19	1,700				1,700	Benilde-St. Margaret's School
12/31/19	100				100	Challenged Athletes Inc.
12/31/19	364				364	Compassion International
12/31/19	1,000				1,000	Car Jesu Academy
12/31/19	822				822	Del Mar Schools Education Foundation
12/31/19	300				300	Encinitas Educational Foundation
12/31/19	2,500				2,500	Golf Fights Cancer
12/31/19	375				375	Griffin & Wong Inst. For Ed. & Training
12/31/19	93				93	Healing Grace Arab World Ministries
12/31/19	500				500	High Tech High Foundation
12/31/19	150				150	Humane Society of New York
12/31/19	100				100	It's the Pits
12/31/19	1,075				1,075	Just in Time for Foster Youth
12/31/19	630				630	Meals on Wheels
12/31/19	210				210	Meals on Wheels Greater San Diego
12/31/19	3,000				3,000	Mercury One, Inc.
12/31/19	2,090				2,090	North Cobb Christian School Inc.
12/31/19	100				100	Oak Crest Parent Foundation
12/31/19	690				690	Retrievers and Friends of Southern California Inc.
12/31/19	250				250	Sage Creek High School ASB
12/31/19	100				100	San Diego Coastkeeper
12/31/19	128				128	San Elijo Elementary School PTO
12/31/19	2,100				2,100	ServLife International Inc.
12/31/19	1,000				1,000	St. John Vianney High School
12/31/19	850				850	The Leukemia and Lymphoma Society, Inc.
12/31/19	800				800	Tri-City Christian School
12/31/19	1,065				1,065	Warrior Foundation
12/31/19	4,134				4,134	World Vision
					-	
<b>Sub Total</b>	<u>173,678</u>	<u>178,750</u>	<u>59,000</u>	<u>0</u>	<u>411,428</u>	

Contributions Accrued by Foundation:

Date	Employee Matching Gifts	Core Grantmaking Program	Scholarship Program	Other	Total	Organization
1-Jan-16		300,000			300,000	Century Club of San Diego / Pro Kids
15-Jan-16		(100,000)			(100,000)	Century Club of San Diego / Pro Kids
11-Jan-17		(100,000)			(100,000)	Pro Kids, The First Tee of San Diego
31-Dec-17		(100,000)			(100,000)	Reverse Accrued Contribution/Pro Kids(last payout replaced w/new payout)
31-Dec-17		1,000,000			1,000,000	Accrue New Contributions - Pro Kids
31-Jan-18		(20,000)			(20,000)	The Century Club of San Diego-Champions for Youth
31-Jan-18		(180,000)			(180,000)	Pro Kids, The First Tee of San Diego
21-Jan-19		(200,000)			(200,000)	Pro Kids Golf Academy
					-	
<b>Sub Total</b>	<u>0</u>	<u>600,000</u>	<u>0</u>	<u>0</u>	<u>600,000</u>	

Contributions Accrued by Foundation:

Date	Employee Matching Gifts	Core Grantmaking Program	Scholarship Program	Other	Total	Organization
1-Jan-19		100,000			100,000	The First Tee Commitment (2019-2022)
21-Jan-19		(25,000)			(25,000)	The First Tee
					-	
<b>Grand Total</b>	<u>\$173,678</u>	<u>\$853,750</u>	<u>\$59,000</u>	<u>\$0</u>	<u>\$1,086,428</u>	

FOOTNOTES TO FINANCIAL STATEMENTS

FOOTNOTE 6

Contributions Received by Foundation

Date	Shares	Amount	Organization			
			Callaway Golf Company	Callaway Golf Employees	PTO - Employee Donations	Other Organization
31-Jan-19		-				
28-Feb-19		-	-			\$0
31-Mar-19		-				
30-Apr-19		-				
31-May-19		-				
30-Jun-19		-				
31-Jul-19		-				
31-Aug-19		-				
30-Sep-19		-				
31-Oct-19		-				
30-Nov-19		-				
31-Dec-19		750,000	750,000			
		<b>\$750,000</b>	<b>\$750,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

**CALLAWAY GOLF COMPANY FOUNDATION  
CALCULATION OF UNREALIZED GAINS/LOSSES  
FOR THE TAX YEAR ENDED DECEMBER 31, 2019**

Investment in Available - for - Sale Securities

Account#xxxxx1050	Market Value	Cost Basis	Unrealized Gain/(Loss)
Name of the Funds	12/31/2019	12/31/2019	12/31/2019
AQR Managed Futures Strategy HV FD CL (QMHRX)	234,716	264,234	(29,518)
Acuitas US Microcap Institutional Fund (AFMCX)	174,358	161,762	12,597
Pimco All Asset All Authority-Instit CL (PAUIX)	-	-	-
PreDEX Fund (PRDEX)	203,419	203,696	(278)
Russell MultiFactor International Equity Y (RTIYX)	203,972	178,631	25,341
Russell Multifactors US Equity CL Y (RTDYX)	436,714	362,889	73,825
Strategic Call Overwriting FD S (ROWSX)	290,681	219,769	70,912
Global Real Estate Secs S (RRESX)	147,618	120,522	27,096
Stoneridge All Asset VAR Risk Prem (AVRPX)	233,641	248,248	(14,607)
Stoneridge Alternvtv Lending Risk (LENDX)	295,074	298,908	(3,834)
Elements EMERG MARKETS (ELMMX)	469,229	456,385	12,844
Elements International SM CAP Port (ELISX)	176,442	165,086	11,356
Stone Ridge US Large Cap (VRLIX)	233,016	222,120	10,895
Elements International Port (ELINX)	204,291	217,198	(12,907)
Elements US Small CAP Port (ELSMX)	173,849	152,831	21,018
Elements US Port (ELUSX)	436,395	395,181	41,213
Pimco All Asset Inst Class (PAAIX)	291,918	291,942	(24)
Stone Ridge High Yld Reinsrnce (SHRIX)	141,695	144,501	(2,806)
Stone Ridge Reinsrnce Rsk Prem (SRRIX)	380,867	450,528	(69,661)
Ishares MSCI Eafe ETF (EFA)	291,239	274,352	16,887
Ishares Russell 1000 ETF (IWB)	290,870	256,149	34,721
Ishares Core U.S. Aggregate Bond ETF (AGG)	209,365	204,002	5,363
	<u>5,519,370</u>	<u>5,288,934</u>	<u>230,435</u>
Cash - HHR	13,896	13,896	-
Total assets available to invest	<u>5,533,265</u>	<u>5,302,830</u>	<u>230,435</u>

Bond Account#xxxxx9725	Market Value	Cost Basis	Unrealized Gain/(Loss)
Name of the Funds	12/31/2019	12/31/2019	12/31/2019
Blackrock Inc Note	-	-	-
Lowes COS Inc Note Call	-	-	-
Autozone Inc Note Call Make	10,114	10,163	(49)
General Elec Cap Corp MTN	10,317	10,213	104
Texas INSTRS Inc Note	10,103	10,128	(25)
Smucker J M Note	10,258	10,232	26
AMGEN Inc Note	10,316	10,302	13
Phillips 66 Note Call Make Whole	10,498	10,394	104
BP Cap MKTS P L C Note	10,322	10,123	199
Qualcomm Inc Note Call	10,253	10,103	149
Washington Real Estate	10,356	10,200	156
Abbvie Inc Note Call Make Whole	10,206	9,796	410
American Elec PWR	10,191	10,143	48
Intel Corp Note	10,248	10,159	89
Wells Fargo Co New Note	10,206	10,022	185
AT&T Note	10,438	10,191	247
Nike Inc Note	10,164	10,147	17
General MTRS Co Note Call	10,733	10,440	292
Intercontinental Exchange Bond	10,665	10,156	509
Leucadia Natl Corp Note	10,876	10,333	543
Synchrony Finl Note Call	10,674	10,601	72
Motorola Solutions Inc.	10,612	10,571	41
Janus Henderson Group PLC Note	10,894	10,450	444
Visa Inc Note	10,573	10,380	193
Southern Co Note Call Make Whole	10,419	10,271	148
United States TREAS NTS Note/912828N48	10,009	9,807	203
Federal Farm CR BKS Bond/3133EJT74	10,263	10,034	229
United States TREAS NTS Note/912828G87	10,105	10,082	23
Federal Natl MTG Assn Note/3135G0T78	10,108	9,824	283
United States Treas Nts Note/9128283C2	10,110	9,846	264
Federal Farm CR BKS Bond/3133EF3E5	10,000	10,005	(5)
United States Treas NTS Note/912828G38	10,262	10,275	(13)
	<u>310,290</u>	<u>305,390</u>	<u>4,900</u>
Cash - HHR	4,155	4,155	-
Total assets available to invest	<u>314,445</u>	<u>309,545</u>	<u>4,900</u>
<b>Total Unrealized Holding Gains/(Losses)</b>			<u><b>235,336</b></u>