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Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

WHH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

333 SOUTH HOPE STREET

Room/suite

54

City or town, state or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90071-1406

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

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

J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 17593957. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		998875.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		156.	156.		Statement 2
4 Dividends and interest from securities		430697.	430697.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		272936.			Statement 1
b Gross sales price for all assets on line 6a	2980143.				
7 Capital gain net income (from Part IV, line 2)			1271282.		RECEIVED
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		1702664.	1702135.		
13 Compensation of officers, directors, trustees, etc		77000.	24100.		52900.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		25093.	17934.		7159.
c Other professional fees Stmt 5		18171.	8171.		10000.
17 Interest					
18 Taxes Stmt 6		22158.	1825.		4113.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		20912.	10456.		10456.
22 Printing and publications					
23 Other expenses Stmt 7		19439.	9722.		9717.
24 Total operating and administrative expenses. Add lines 13 through 23		182773.	72208.		94345.
25 Contributions, gifts, grants paid		772010.			771810.
26 Total expenses and disbursements Add lines 24 and 25		954783.	72208.		866155.
27 Subtract line 26 from line 12:		747881.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1629927.		
c Adjusted net income (if negative, enter -0-)				N/A	

423501
11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
			12990.	8404.	8404.
1	Cash - non-interest-bearing		1907449.	2018248.	2018248.
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				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations Stmt 8		650057.	650057.	660932.
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other Stmt 9		11284685.	11926353.	14906373.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		13855181.	14603062.	17593957.
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			
Net Assets or Fund Balances	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	0.	0.	
	30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds	13855181.	14603062.	
	32	Total net assets or fund balances	13855181.	14603062.	
	33	Total liabilities and net assets/fund balances	13855181.	14603062.	

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	13855181.
2	Enter amount from Part I, line 27a	2	747881.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	14603062.
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	14603062.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 130095.402 AMERICAN HIGH-INCOME TRUST			P		05/30/14
b 25000 YAHOO INC.			D	01/17/14	01/17/14
c Capital Gains Dividends					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1500000.		1708332.	-208332.		
b 998779.		529.	998250.		
c 481364.			481364.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					-208332.
b					998250.
c					481364.
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		1271282.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8					
			3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1087710.	15354164.	.070841
2012	743299.	13397201.	.055482
2011	801128.	12831903.	.062433
2010	649933.	11567876.	.056184
2009	528952.	9397324.	.056288

2 Total of line 1, column (d)

2 .301228

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .060246

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 17789440.

5 Multiply line 4 by line 3

5 1071743.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 16299.

7 Add lines 5 and 6

7 1088042.

8 Enter qualifying distributions from Part XII, line 4

8 866155.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	32599.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2		2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	32599.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6 Credits/Payments:		5	32599.
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41537.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	41537.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	13.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	8925.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ►		11	0.
			8925. Refunded ►

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	X
1c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b		4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>		
8b	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> ? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► W.H.H. FOUNDATION.ORG		
14	The books are in care of ► CHRISTINA BOYLE, CPA	Telephone no. ► (310) 283-1949
Located at ► 1550 LOMA DRIVE, UNIT C, HERMOSA BEACH, CA ZIP+4 ► 90254		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	► 16 Yes No X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/>	Yes <input 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2014 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 2014.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here **N/A** Yes No **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?
If "Yes," attach the statement required by Regulations section 53.4945-5(d). **N/A** Yes No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870 Yes No **7b** **N/A**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		77000.	0.	11628.

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

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

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

► 0

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

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

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

►

0
Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17123989.
b	Average of monthly cash balances	1b	936356.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	18060345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18060345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270905.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17789440.
6	Minimum investment return Enter 5% of line 5	6	889472.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	889472.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32599.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32599.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	856873.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	856873.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	856873.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	866155.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	866155.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	866155.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				856873.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	84716.			
b From 2010	99977.			
c From 2011	189537.			
d From 2012	102727.			
e From 2013	357556.			
f Total of lines 3a through e	834513.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 866155.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				856873.
e Remaining amount distributed out of corpus	9282.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	843795.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	84716.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	759079.			
10 Analysis of line 9:				
a Excess from 2010	99977.			
b Excess from 2011	189537.			
c Excess from 2012	102727.			
d Excess from 2013	357556.			
e Excess from 2014	9282.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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
- b 85% of line 2a
- c Qualifying distributions from Part XII, line 4 for each year listed
- d Amounts included in line 2c not used directly for active conduct of exempt activities
- e Qualifying distributions made directly for active conduct of exempt activities

3 Subtract line 2d from line 2c

Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1. Information Regarding Foundation Managers:

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

See Statement 11

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

None

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

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

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

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

c. Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SCHEDULE ATTACHED	NONE	SEC. 501(C)(3) PUBLIC CHARITY	ANNUAL GIVING	771810.
Total				► 3a 771810.
<i>b Approved for future payment</i>				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.		0.
13 Total Add line 12, columns (b), (d), and (e)				13	703789.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

423821
11-24-14

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2014**Name of the organization****WHD FOUNDATION****Employer identification number****20-0775264****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 organizationForm 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 Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

WHH FOUNDATION

Employer identification number

20-0775264

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	<u>WILLIAM H. & SARAH S. HURT</u> <u>333 S. HOPE STREET, 54TH FLOOR</u> <u>LOS ANGELES, CA 90071-1406</u>	\$ <u>998875.</u>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II for noncash contributions)

Name of organization

WHH FOUNDATION

Employer identification number

20-0775264

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
1	25,000 SHARES YAHOO INC - SOLD ON 1/17/14	\$ 998875.	01/17/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

W.H.H. FOUNDATION

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 info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
130095.402 AMERICAN HIGH-INCOME TRUST		Purchased		05/30/14
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1500000.	1708332.	0.	0.	-208332.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
25000 YAHOO INC.		Donated	01/17/14	01/17/14
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
998779.	998875.	0.	0.	-96.

Capital Gains Dividends from Part IV	481364.
Total to Form 990-PF, Part I, line 6a	272936.

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 2	
Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
MORGAN STANLEY SMITH BARNEY	156.	156.	
Total to Part I, line 3	156.	156.	

Form 990-PF

Dividends and Interest from Securities

Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
AMCAP FUND	77817.	77638.	179.	179.	
AMERICAN BALANCED FUND	33744.	27987.	5757.	5757.	
AMERICAN HIGH-INCOME TRUST	138431.	0.	138431.	138431.	
AMERICAN MUTUAL FUND	68238.	43183.	25055.	25055.	
CAPITAL INCOME BUILDER	77590.	0.	77590.	77590.	
CAPITAL WORLD GROWTH & INCOME FUND	28506.	0.	28506.	28506.	
EMERGING MARKETS GROWTH FUND	35274.	22989.	12285.	12285.	
EUROPACIFIC GROWTH FUND	10862.	0.	10862.	10862.	
FUNDAMENTAL INVESTORS	100294.	79012.	21282.	21282.	
INTERNATIONAL GROWTH AND INCOME FUND	32841.	14417.	18424.	18424.	
MORGAN STANLEY SMITH BARNEY	43500.	0.	43500.	43500.	
NEW WORLD FUND	54500.	44789.	9711.	9711.	
SMALLCAP WORLD FUND	90896.	90896.	0.	0.	
THE BOND FUND OF AMERICA	33796.	0.	33796.	33796.	
THE NEW ECONOMY FUND	85772.	80453.	5319.	5319.	
To Part I, line 4	912061.	481364.	430697.	430697.	

Form 990-PF

Accounting Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALFRIDA P. KING	3218.	1609.		1609.
PAYCHEX	1475.	443.		1032.
TERESA A. BOYLE, CPA	2400.	1680.		720.
CHRISTINA BOYLE, CPA	18000.	14202.		3798.
To Form 990-PF, Pg 1, ln 16b	25093.	17934.		7159.

Form 990-PF

Other Professional Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
JOSHUA JULIAN	1628.	326.		1302.
DEBORAH F. KELLAWAY	11580.	5745.		5835.
DENISE DUNBAR	4963.	2100.		2863.
To Form 990-PF, Pg 1, ln 16c	18171.	8171.		10000.

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	5718.	1715.		4003.
FOREIGN TAX WITHHELD	6220.	0.		0.
FILING FEES	220.	110.		110.
EXCISE TAX	10000.	0.		0.
To Form 990-PF, Pg 1, ln 18	22158.	1825.		4113.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	152.	76.		76.
DUES AND SUBSCRIPTIONS	9001.	4501.		4500.
INSURANCE	675.	338.		337.
SUPPLIES	633.	317.		316.
EDUCATION	7540.	3770.		3770.
EQUIPMENT	846.	423.		423.
WEBSITE FEES	493.	247.		246.
MISCELLANEOUS	99.	50.		49.
To Form 990-PF, Pg 1, ln 23	19439.	9722.		9717.

Form 990-PF

U.S. and State/City Government Obligations

Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US TREASURY BOND	X		650057.	660932.
Total U.S. Government Obligations			650057.	660932.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			650057.	660932.

Form 990-PF

Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
AMERICAN HIGH-INCOME TRUST	COST	1997047.	1990764.
EUROPACIFIC GROWTH FUND	COST	466909.	699854.
SMALLCAP WORLD FUND	COST	567321.	862365.
FUNDAMENTAL INVESTORS	COST	742789.	1154136.
EMERGING MARKETS GROWTH FUND	COST	650000.	594919.
NEW WORLD FUND	COST	478629.	910068.
CAPITAL WORLD GROWTH & INCOME FUND	COST	1121609.	1256626.
AMCAP FUND	COST	589991.	834182.
CAPITAL INCOME BUILDER	COST	1610469.	1817525.
AMERICAN MUTUAL FUND	COST	907551.	1249074.
BOND FUND OF AMERICA	COST	1354259.	1596267.

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NEW ECONOMY FUND	COST	491001.	978199.
INTERNATIONAL GROWTH AND INCOME	COST		
FUND		448778.	471128.
AMERICAN BALANCED FUND	COST	500000.	491266.
Total to Form 990-PF, Part II, line 13		11926353.	14906373.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
WILLIAM H. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	VICE PRESIDENT 2.00	0.	0.	189.
SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
KELLEY A. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	TREASURER 1.00	0.	0.	2849.
KATHLEEN C. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	519.
COURTNEY D. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
MARK L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	CHAIR 2.00	0.	0.	0.
TERRANCE A. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
MICHAEL T. KERR 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
BERNADETTE GLENN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	PRES & CHIEF OPERATING OFF 40.00	72000.	0.	1319.

WHH FOUNDATION

20-0775264

ELIZABETH MURRAY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

SECRETARY
2.00
5000. 0. 0.

ANDREW F. BARTH
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 0.

DOUGLAS S. MURRAY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 980.

JAMES R. MURRAY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 0.

EVE-LYNNE G. MURRAY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 1181.

OTIS M. HEALY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 0.

J. DALE HARVEY
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 0.

KATHARINE J. GOOD
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 2051.

MARY L. PURNELL
333 S. HOPE STREET, 54TH FLOOR
LOS ANGELES, CA 90071-1406

DIRECTOR
1.00
0. 0. 2540.

Totals included on 990-PF, Page 6, Part VIII

77000. 0. 11628.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 11

Name of Manager

WILLIAM H. HURT
SARAH S. HURT

WILLIAM H. HURT FOUNDATION
2014 GRANTEES LIST
PREPARED ON 11/9/15

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
4 Paws for Ability	253 Dayton Avenue	Xenia, OH 45385	Community/Health	5,000.00
AIDS Service Center	909 S Fair Oaks Ave	Pasadena, CA 91105	Community	100.00
Alameda County Community Food Bank	PO Box 2599	Oakland, CA 94614	Community	5,000.00
Alexander & Duke De Rego Foundation	P O Box 2128	Kamuela, Hawaii 96743	Education/Health/Community	2,500.00
American Tinnitus Association	Unit 20, PO Box 4900	Portland, OR 97208-4900	Health	1,000.00
Artrony Center for the Arts	145 N Raymond Ave	Pasadena, CA 91103	Arts	1,000.00
Aspen Hope Center	P O Box 1115	Basalt, CO 81621	Health/Community	5,000.00
Aspen Public Radio/KAJX	110 E Hallam St, #134	Aspen, CO 81611-1467	Community/Arts/Education	2,500.00
Aspen Santa Fe Ballet	0245 Sage Way	Aspen, CO 81611	Arts	10,000.00
Aspen Sports Medicine Foundation	0401 Castle Creek Road, Suite 2100	Aspen, CO 81611	Health	15,000.00
Aspen Youth Center	POB 8266	Aspen, CO 81612	Community/Youth	1,500.00
Athenaeum Preservation Fund	551 South Hill Avenue	Pasadena, CA 91106	Community	1,000.00
Backpacks in Bend	1826 NW Rimrock Road	Bend, OR 97701	Community/Health	1,000.00
Bend North Little League	P O Box 7784	Bend, OR 97708	Community	1,000.00
Bethlehem Inn	P O Box 8540	Bend, OR 97708	Community	5,000.00
Boy Scouts/SGV Council	3450 East Sierra Madre Blvd	Pasadena, CA 91107	Community	1,000.00
Boys & Girls Club of Pasadena	3320 E Del Mar Ave	Pasadena, CA 91107	Community	2,500.00
California Council Science (CCST)	5005 La Mart Drive, Suite 105	Riverside, CA 92507	Education	20,000.00
Caltech	1200 E California Blvd	Pasadena, CA 91106-9935	Education	250.00
Camino Nuevo Charter Academy	3435 West Temple Street	Los Angeles, CA 90026	Education	10,000.00
Camp Kesem UCLA	P O Box 24463	Los Angeles, CA 90024	Community	650.00
Camp Kesem UCLA		per Camp Kesem		200.00
Cancer Support Community Pasadena	200 E Del Mar Boulevard	Pasadena, CA 91105	Community	5,000.00
CASA of Central Oregon	1435 NE 4th Street, Suite C	Bend, OR 97701	Community	20,233.00
Catholic Charities Laboure Center	275 West Broadway	South Boston, MA 02127	Education	20,000.00
Center for Study of the Presidency	1020 19th Street, NW, Ste 250	Washington, DC 20036	Community/Education	10,000.00
Children's Hospital of LA	4650 Sunset Blvd #29	Los Angeles, CA 90027	Health	7,526.00
Compass for Lifelong Discovery	P O Box 336	Woody Creek, CO 81656	Education	3,500.00
Court Appointed Special Advocates (CASA)	201 Centre Plaza Drive, Suite 3	Monterey Park, CA 91754	Community/Education	30,000.00
Deschutes County Children's Foundation	1010 NW 14th Street	Bend, OR 97701	Education/Health/Community	2,000.00
Education Fdn Bend-La Pine Schools	PO Box 6566	Bend, OR 97708	Education	1,800.00
English in Action	P O Box 4856	Basalt, CO 81621	Community	1,000.00
ExplorOcean	600 E Bay Ave	Newport Beach, CA 92661	Arts	100.00
Exponent Philanthropy	1720 N Street, NW	Washington, DC 20036	Community	500.00
Family Access Network Foundation	2125 NE Daggett Lane	Bend, OR 97701	Community	1,500.00
Flintridge Center	238 W Mountain St	Pasadena, CA 91103	Community	20,000.00
Foothill Family Service	2500 E Foothill Blvd, Suite 300	Pasadena, CA 91107	Community	30,000.00
Friends of the Future	P O Box 2655	Kamuela, Hawaii 96743	Education/Health	5,000.00
Girl Scouts - Mt. Wilson Vista Council	101 E Wheeler Avenue	Arcadia, CA 91006	Community	100.00

Harvard Magazine P O Box 414946
 Hathaway-Sycamores Fund Development Dept, 210 S Delacey Ave
 Here to Serve 162 Webster Way
 Hill-Harbinson House 1841 Alhambra Road, PMB 807
 Hillside's Home for Children 940 Avenue 64
 Hoag Hospital Foundation 500 Superior Avenue, Suite 250
 J Bar J Youth Services 62895 Hamby Road
 KCRW 1900 Pico Blvd
 Kempie Memorial Children's Dental Clinic Community Justice Center, 63360 NW Britta St , Bldg # 1
 KKJZ Cal State Long Beach, PO Box 251469
 Kohala Center PO Box 437462
 LA Theatre Works 681 Venice Blvd
 LA's Best 200 North Spring Street, M120
 Lake Forest Elementary School 21801 Pittsford Drive
 Library Foundation of Los Angeles 630 W Fifth St
 Los Angeles County Museum of Art 5905 Wilshire Boulevard
 Los Angeles Philharmonic 151 South Grand Ave
 Los Angeles Regional Food Bank 1734 East 41st Street
 Malai Culinary Garden of Waimea Mid Sch P O Box 543
 Mountain Star Family Relief Nursery 2125 NE Dagger Lane
 Natural History Museum Foundation 900 Exposition Blvd
 Nature Conservancy 67-1243 Laiekaloha Street
 Newport Beach Public Library Fdn 1000 Avocado Avenue
 Nomad Charities P O Box 1447
 Norton Simon Museum 411 West Colorado Blvd
 Orange County Museum of Art 850 San Clemente Dr
 Oregon Episcopal School 6300 SW Nicol Rd
 Oregon State University Foundation 850 SW 35th Street
 Oxbow School 530 Third Street
 Pacific Asia Museum 46 North Los Robles Avenue
 Para Los Ninos 500 Lucas Avenue
 Parker School 65-1224 Lindsey Road
 Partnership for Children and Youth 1611 Telegraph Avenue, Ste 404
 Pasadena Art Alliance 464 E Walnut St, STE 226
 Pasadena Arts Council - Ben Proudfoot 65 South Grand Ave
 Pasadena Arts Council - WCCW 65 South Grand Ave
 Pasadena Conservatory Of Music 100 North Hill Ave
 Pasadena Educational Foundation 351 South Hudson Avenue
 Pasadena Guild of Childrens Hospital 665 S Raymond Ave
 Pasadena Humane Society 361 S Raymond Ave
 Pasadena Museum of California Art (PMCA) 495 E Colorado Blvd ,
 Pasadena Planned Parenthood 1045 N Lake Ave
 Pasadena Public Library Foundation 285 E Walnut Street
 PCC Foundation 1570 E Colorado Blvd
 Planned Parenthood of Los Angeles 400 W 30th Street
 Project Pooch P O Box 305
 Rotary Foundation One Rotary Center, 1560 Sherman Ave

Boston, MA 02241-4946 Pasadena, CA 91105-2006 Education
 100.00 1,000.00
 Education
 Education
 Sierra Madre, CA 91024 Community
 7,000.00 1,000.00
 Community
 San Marino, CA 91108 Education/Community
 1,000.00 1,000.00
 Education/Community
 San Marino, CA 91105 Health
 10,000.00 10,000.00
 Health
 Newport Beach, CA 92663
 Bend, OR 97701 Community
 9,000.00 250.00
 Community
 Santa Monica, CA 90405 Health
 Bend, OR 97701 Community
 1,500.00 1,500.00
 Health
 Los Angeles, CA 90025 Arts
 100.00 35,000.00
 Arts
 Kamuela, Hawaii, 96743 Education/Health/Community
 10,000.00 10,000.00
 Education/Health/Community
 Venice, CA 90291 Arts
 5,000.00 5,000.00
 Education
 Los Angeles, CA 90012 Education
 20,000.00 20,000.00
 Education
 Lake Forest, CA 92630
 Los Angeles, CA 90071 Education/Community
 50,000.00 10,200.00
 Education/Community
 Los Angeles, CA 90036 Education/Arts
 3,501.00 3,501.00
 Education/Arts
 Los Angeles, CA 90012-3034 Arts
 2,500.00 14,000.00
 Arts
 Los Angeles, CA 90058 Education
 27,000.00 27,000.00
 Education
 Kamuela, Hawaii, 96743 Community/Health
 Bend, OR 97701 Arts
 80.00 80.00
 Arts
 Los Angeles, CA 90099-4873 Education/Community
 2,500.00 100.00
 Education
 Kamuela, Hawaii 96743 Education/Health/Community
 Bend, OR 97709 Arts
 1,000.00 1,000.00
 Education/Health/Community
 Pasadena, CA 91105-1825 Arts
 75.00 75.00
 Education
 Newport Beach, CA 92660 Education
 Bend, OR 97709 Arts
 Pasadena, CA 91105-1825 Arts
 100.00 4,869.00
 Education
 Portland, OR 97223 Education
 Corvallis, OR 97333-4015 Education
 Napa, CA 94559 Education
 Pasadena, CA 91101 Arts/Community
 Los Angeles, CA 900117 Community
 Kamuela, Hawaii 96743 Education
 Oakland, CA 94612 Education
 Pasadena, CA 91101 Arts
 11,350.00 5,000.00
 Education
 Pasadena, CA 91105 Arts
 Pasadena, CA 91105 Arts
 Pasadena, CA 91106 Arts
 Pasadena, CA 91109 Education
 Pasadena, CA 91105 Health
 Pasadena, CA 91105 Community
 Pasadena, CA 91101 Arts
 Pasadena, CA 91104 Education/Health
 Pasadena, CA 91101 Education
 Pasadena, CA 91106 Education
 Los Angeles, CA 90007 Education
 Lake Oswego, OR 97034 Community
 Evanston, IL 60201 Health

San Gabriel Valley Fdn for Dental Health	P O Box 99	Temple City, CA 91780	Health
San Marino Firefighters Assn	2200 Huntington Dr	San Marino, CA 91108	Community
San Marino Police Officers Assn	2304 Huntington Drive, Ste 202	San Marino, CA 91108	Community
Schiff Dance Collective	855 West Dillon Road, H106	Louisville, CO 80027	Arts/Education
Sierra Madre Search and Rescue Team	P O Box 24	Sierra Madre, CA 91025	Community
SIGN Fracture Care International	451 Hills Street, Suite B	Richland, WA 99354	Health
SMART	520 NW Wall Street, Room 105	Bend, OR 97701	Education/Community
South Pasadena San Marino YMCA	1605 Garfield Avenue	South Pasadena, CA 91030	Community
Spellbinders	312F Aspen Business Center	Aspen, CO 81611	Community
Teach for America	606 S. Olive Street, Ste 300	Los Angeles, CA 90014	Education
TFGAA/NPF	2870 Benedict Canyon Drive	Beverly Hills, CA 90210	Education
The Long Now Foundation	Fort Mason Center Building A	San Francisco, CA 94123	Arts/Education/Community
Tower Theatre	835 NW Wall St	Bend, OR 97709	Arts/Community/Education
UCLA Foundation	10920 Wilshire Boulevard, Suite 1400	Los Angeles, CA 90024	Education/Community
UCSF Foundation	44 Montgomery St, Ste 220	San Francisco, CA 94104	Education/Health
Union Station Homeless Services	825 E. Orange Grove Blvd	Pasadena, CA 91104	Community
USC - Troy Camp	1028 Marine Drive	Laguna Beach, CA 92651	Community
USC PCASF Swim With Mike	USC, Heritage Hall MC 0602	Los Angeles, CA 90089-0602	Health
Valley Partnership for Drug Prevention	0405 Castle Creek Road, Suite 4	Aspen, CO 81611	Health/Education
Value Schools	5015 Eagle Rock Boulevard, Suite 300	Los Angeles, CA 90041	Education
Women at Work	50 N Hill Avenue	Pasadena, CA 91106	Education
Women's Foundation of California	340 Pine Street, No 302	San Francisco, CA 94104	Education
YES, Virginia Fund	260 S Los Robles Ave , Ste 119	Pasadena, CA 91101	Community
YMCA Columbia Willamette Camp Collins	3001 SE Oxbow Parkway	Gresham, OR 97080	Community
Young and Healthy	37 N Holliston Ave	Pasadena, CA 91106	Health

TOTAL

772,010.00