2949129701904 5

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation
L.L.W.W. FOUNDATION

A Employer identification number
95-3464689

Number and street (or P O box number if mail is not delivered to street address)
625 FAIR OAKS AVENUE, SUITE 360

Room/suite

B Telephone number (see instructions)
(626) 441-5188

City or town, state or province, country, and ZIP or foreign postal code
SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ 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) ▶ $ 21,724,233.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

6 094 3/4

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	12.	12.		ATCH 1
	4 Dividends and interest from securities	288,716.	288,716.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	400,820.			
	b Gross sales price for all assets on line 6a 2,625,914.				
	7 Capital gain net income (from Part IV, line 2)		521,196.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 3		48,676.		
	12 **Total.** Add lines 1 through 11	689,548.	858,600.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [4]	177,250.	35,450.		123,027.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	11,229.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1,802.	343.		1,287.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	190,281.	35,793.		124,314.
	25 Contributions, gifts, grants paid	416,174.			464,965.
	26 **Total expenses and disbursements** Add lines 24 and 25	606,455.	35,793.		589,279.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	83,093.			
	b **Net investment income** (if negative, enter -0-)		822,807.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
OCT 20 2015
OGDEN, UT

SCANNED FEB 22 2016

JSA **For Paperwork Reduction Act Notice, see instructions.**
4E1410 1 000

644 2

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	110,233.	72,426.	72,426.
	2	Savings and temporary cash investments	339,128.	395,338.	395,338.
	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 7		11,619.	11,619.
	10 a	Investments - U S and state government obligations (attach schedule)[8]	101,555.	109,234.	109,234.
	b	Investments - corporate stock (attach schedule) ATCH 9	8,128,751.	13,477,664.	13,477,664.
	c	Investments - corporate bonds (attach schedule) ATCH 10	550,290.	467,356.	467,356.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	5,045,053.	7,165,880.	7,165,880.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)		24,716.	24,716.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,275,010.	21,724,233.	21,724,233.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable		99,370.	
	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 13)		124,628.	
	23	**Total liabilities** (add lines 17 through 22)	0	223,998.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	14,275,010.	21,500,235.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	14,275,010.	21,500,235.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,275,010.	21,724,233.	

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	14,275,010.
2	Enter amount from Part I, line 27a	2	83,093.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	7,350,347.
4	Add lines 1, 2, and 3	4	21,708,450.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15	5	208,215.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,500,235.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	521,196.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	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 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	821,680.	18,566,135.	0.044257
2012	571,762.	16,255,904.	0.035173
2011	1,032,283.	16,184,843.	0.063781
2010	336,157.	14,716,272.	0.022843
2009	913,923.	12,915,202.	0.070763

2	**Total** of line 1, column (d)	2	0.236817
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047363
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	20,742,396.
5	Multiply line 4 by line 3	5	982,422.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,228.
7	Add lines 5 and 6	7	990,650.
8	Enter qualifying distributions from Part XII, line 4	8	589,279.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	16,456.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	16,456.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	16,456.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	20,367.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	30,367.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	13,911.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 13,911. **Refunded** ▶			11	

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
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *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*	1b		X
c	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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	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*	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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no ▶ (626)441-5188

Located at ▶ 625 FAIR OAKS AVE., SUITE 360 SOUTH PASADENA, CA ZIP+4 ▶ 91030

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

			Yes	No
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?	16		X
	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 ▶			

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.

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		
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)*

			Yes	No
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)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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 16		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 17		176,405.
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)

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	20,674,280.
b	Average of monthly cash balances	1b	347,655.
c	Fair market value of all other assets (see instructions)	1c	36,335.
d	**Total** (add lines 1a, b, and c)	1d	21,058,270.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,058,270.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	315,874.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,742,396.
6	**Minimum investment return.** Enter 5% of line 5	6	1,037,120.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,037,120.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,456.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,456.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,020,664.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,020,664.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,020,664.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	589,279.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	589,279.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	589,279.

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					1,020,664.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20 12 ,20 11 ,20 10					
3 Excess distributions carryover, if any, to 2014					
a From 2009	272,453.				
b From 2010					
c From 2011	231,845.				
d From 2012					
e From 2013					
f Total of lines 3a through e		504,298.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 589,279.					
a Applied to 2013, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2014 distributable amount					589,279.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*		431,385.			431,385.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		72,913.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					
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)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		72,913.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011	72,913.				
c Excess from 2012					
d Excess from 2013					
e Excess from 2014					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a 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 Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the 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))

NONE

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

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
a *Paid during the year*				
ATCH 18				
Total . . . . ▶ **3a**				464,965.
b *Approved for future payment*				
ATCH 19				
Total . . . . ▶ **3b**				100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	12.	
4 Dividends and interest from securities			14	288,716.	
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			18	400,820.	
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)				689,548.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 689,548.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Laura Lu N Woods Oct 6 2015 ▶ DIRECTOR

Signature of officer or trustee Date Title

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 ☐ if self-employed	PTIN
ROBIN M PAULE	Robin Paule	09/22/2015		P00358939

Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP

Firm's EIN ▶ 95-4345526

Firm's address ▶ 3011 TOWNSGATE ROAD, SUITE 400
WESTLAKE VILLAGE, CA 91361

Phone no 805-374-8555

L.L.W.W. FOUNDATION 95-3464689

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6,641.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					113,735.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
339,384.		337,500.					1,884.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
560,064.		554,675.					5,389.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
249,888.		244,978.					4,910.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
180,248.		172,594.					7,654.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
708,314.		512,635.					195,679.	
		PUBLICLY TRADED SECURITIES				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
467,640.		282,336.					185,304.	
TOTAL GAIN(LOSS)							521,196.	

Balance Sheet
December 31, 2013

Cash and Cash Equivalents	449,361
Investments	13,825,649
Total Assets	**14,275,010**
Net Assets	**14,275,010**

Income Statement
for the Year Ended December 31, 2013

Interest and Dividends	302,006
Gain on Sale of Investments	575,787
Other Income	1,683
Miscellaneous Income	9
Net Income on Investments Held in Equity Fund Partnerships	35,382
Grants	(716,598)
Administrative Expense	(149,810)
Federal Excise Taxes	(45,000)
Total Income (Loss)	**3,459**

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY	12.	12.
TOTAL	12.	12.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY		288,716.	288,716.
	TOTAL	288,716.	288,716.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		48,676.
TOTALS		48,676.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE		177,250.	35,450.	123,027.
	TOTALS	177,250.	35,450.	123,027.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES	11,229.
TOTALS	11,229.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE	85.		85.
INSURANCE	1,717.	343.	1,202.
TOTALS	1,802.	343.	1,287.

L.L.W.W. FOUNDATION 95-3464689

ATTACHMENT 7

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	11,619.	11,619.
TOTALS	11,619.	11,619.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOV'T OBLIGATIONS	109,234.	109,234.
US OBLIGATIONS TOTAL	109,234.	109,234.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCKS -73		
COMMON STOCK - 82		
COMMON STOCK - 00		
STICJ WARRANTS & RIGHTS		
PREFERRED STOCK - SEE ATTACHED	138,011.	138,011.
2,368 SHS CITIGROUP INC	128,132.	128,132.
1,715 SHS ISHARES RUSL 2000	205,148.	205,148.
3,590 SHS SPDR S&P 500	737,889.	737,889.
US LARGE CAP EQ-SEE ATTACHED	1,417,078.	1,417,078.
US EQUITIES - SEE ATTACHED	10,625,570.	10,625,570.
NON-US EQUITIES - SEE ATTACHED	225,836.	225,836.
TOTALS	13,477,664.	13,477,664.

LLWW FOUNDATION

Account Holdings as of 12/31/2014

Cusip No	Security Name	Shares / Par			Market Value
	PREFERRED STOCK				
04010L509	ARES CAP 7 02/15/22	625 0000	15,625 00	25 40	15,875 00
19075Q862	COBANK ACB 6 20%	100 0000	10,000 00	100 00	10,000 00
48126E750	JPMORGAN 5 50	625 0000	15,625 00	24 05	15,031 25
81721M208	SENIOR HOUSING 5 625	625 0000	15,625 00	24 09	15,056 25
857477889	STATE STREET 6%	2,000 0000	50,000 00	25 24	50,480 00
929042851	VORNADO 5 7	625 0000	15,625 00	24 06	15,037 50
929042869	VORNADO REALTY	625 0000	15,625 00	26 45	16,531 25
Total	**PREFERRED STOCK**	**5,225.0000**	**138,125.00**		**138,011.25**

LLWW FOUNDATION

Account Holdings as of 12/31/2014

Cusip No	Security Name	Shares / Par	Market Value
EQUITIES			
	US LARGE CAP EQUITIES		
00206R102	AT&T INC	605 0000	20,321 95
013817101	ALCOA	605 0000	9,552 95
025816109	AMERICAN EXPRESS	605 0000	56,289 20
060505104	BANK OF AMERICA	605 0000	10,823 45
097023105	BOEING CO	605 0000	78,637 90
149123101	CATERPILLAR INC	605 0000	55,375 65
166764100	CHEVRON	605 0000	67,868 90
17275R102	CISCO SYS INC	605 0000	16,828 08
191216100	COCA COLA CO	1,210 0000	51,086 20
254687106	DISNEY WALT CO	605 0000	56,984 95
263534109	DU PONT	605 0000	44,733 70
30231G102	EXXON-MOBIL	605 0000	55,932 25
369604103	GENERAL ELECTRIC	605 0000	15,288 35
428236103	HEWLETT-PACKARD	605 0000	24,278 65
437076102	HOME DEPOT	605 0000	63,506 85
458140100	INTEL CORP	605 0000	21,955 45
459200101	I B M	605 0000	97,066 20
46625H100	JP MORGAN CHASE	605 0000	37,860 90
478160104	JOHNSON & JOHNSON	605 0000	63,264 85
580135101	MCDONALDS CORP	605 0000	56,688 50
58933Y105	MERCK & CO	605 0000	34,357 95
594918104	MICROSOFT CORP	605 0000	28,102 25
717081103	PFIZER INC	605 0000	18,845 75
742718109	PROCTER & GAMBLE	605 0000	55,109 45
88579Y101	3M CO COM	605 0000	99,413 60
89417E109	TRAVELERS	605 0000	64,039 25
913017109	UTD TECHNOLOGIES	605 0000	69,575 00
91324P102	UNITED HEALTH	605 0000	61,159 45
92343V104	VERIZON COMM	645 0000	30,173 10
931142103	WAL MART STORES	605 0000	51,957 40
Total	**US LARGE CAP EQUITIES**	**18,795.0000**	**1,417,078.13**

LLWW FOUNDATION

Account Holdings as of 12/31/2014

Cusip No	Security Name	Shares / Par	Market Value
EQUITIES			
	US LARGE CAP EQUITIES		
002824100	ABBOTT LABS	1,915 0000	86,213 30
00507V109	ACTIVISION	4,538 0000	91,440 70
023135106	AMAZON COM	445 0000	138,105 75
025537101	AMERICAN ELECT POWER	1,655 0000	100,491 60
025816109	AMERICAN EXPRESS	681 0000	63,360 24
03027X100	AMER TOWER	946 0000	93,512 10
030420103	AMERICAN WTR WORKS	2,220 0000	118,326 00
036752103	ANTHEM, INC	454 0000	57,054 18
037833100	APPLE COMPUTER	3,486 0000	384,784 68
04010L103	ARES CAPITAL	1,967 0000	30,695 04
084670702	BERKSHIRE CLB	771 0000	115,765 65
09247X101	BLACKROCK INC	235 0000	84,026 60
125269100	CF IND	331 0000	90,210 74
126650100	CVS CORP	1,390 0000	133,870 90
13057Q107	CALIFORNIA RESOURCES	0 4000	2 20
14040H105	CAPITAL ONE	649 0000	53,574 95
14149Y108	CARDINAL HEALTH INC	839 0000	67,732 47
149123101	CATERPILLAR INC	806 0000	73,773 18
151020104	CELGENE CORP	972 0000	108,727 92
156782104	CERNER	874 0000	56,512 84
166764100	CHEVRON	1,475 0000	165,465 50
172967424	CITIGROUP INC	2,216 0000	119,907 76
23918K108	DAVITA HEALTHCARE	572 0000	43,323 28
254687106	DISNEY WALT CO	1,488 0000	140,154 72
257651109	DONALDSON INC	1,525 0000	58,910 75
26875P101	EOG RESOURCES INC	1,008 0000	92,806 56
30231G102	EXXON-MOBIL	1,886 0000	174,360 70
316773100	FIFTH THIRD BANCORP	3,175 0000	64,690 63
345370860	FORD MOTOR COMPANY	5,040 0000	78,120 00
369604103	GENERAL ELECTRIC	3,027 0000	76,492 29
375558103	GILEAD SCIENCES	1,246 0000	117,447 96
38141G104	GOLDMAN SACHS	345 0000	66,871 35
38259P508	GOOGLE INC CL A	158 0000	83,844 28
38259P706	GOOGLE INC -CL C	158 0000	83,171 20
384802104	W W GRAINGER	274 0000	69,839 86
438516106	HONEYWELL INTL	1,420 0000	141,886 40
458140100	INTEL CORP	2,689 0000	97,583 81
459200101	I B M	460 0000	73,802 40
464287200	ISHARES S&P 500	7,965 0000	1,647,719 55
46625H100	JP MORGAN CHASE	4,201 0000	262,898 58
478160104	JOHNSON & JOHNSON	1,225 0000	128,098 25

LLWW FOUNDATION

Account Holdings as of 12/31/2014

Cusip No	Security Name	Shares / Par	Market Value
544147101	LORILLARD INC	2,353 0000	148,097 82
548661107	LOWES COS	1,560 0000	107,328 00
58155Q103	MCKESSON HBOC INC	820 0000	170,215 60
58933Y105	MERCK & CO	1,355 0000	76,950 45
594918104	MICROSOFT CORP	1,577 0000	73,251 65
609207105	MONDELEZ INTL	2,370 0000	86,090 25
628530107	MYLAN LABS	1,054 0000	59,413 98
654106103	NIKE	1,027 0000	98,746 05
655844108	NORFOLK SOUTHN	1,341 0000	146,987 01
674599105	OCCIDENTAL PETE	481 0000	38,773 41
68389X105	ORACLE SYSTEMS	3,170 0000	142,554 90
704326107	PAYCHEX INC	1,161 0000	53,603 37
713448108	PEPSICO INC	1,255 0000	118,672 80
717081103	PFIZER INC	3,185 0000	99,212 75
742718109	PROCTER & GAMBLE	1,581 0000	144,013 29
744320102	PRUDENTIAL FIN	1,095 0000	99,053 70
747525103	QUALCOMM INC	734 0000	54,558 22
75281A109	RANGE RESOUR	1,028 0000	54,946 60
78462F103	SPDR S&P 500	8,195 0000	1,684,400 30
79466L302	SALESFORCE COM	726 0000	43,059 06
806857108	SCHLUMBERGER LTD	1,395 0000	119,146 95
855244109	STARBUCKS CORP	1,198 0000	98,295 90
872540109	TJX COMPANIES	985 0000	67,551 30
88579Y101	3M CO COM	965 0000	158,568 80
91324P102	UNITED HEALTH	475 0000	48,017 75
92343V104	VERIZON COMM	2,424 0000	113,394 72
92826C839	VISA INC	715 0000	187,473 00
928563402	VMWARE INC	734 0000	60,569 68
931142103	WAL MART STORES	1,250 0000	107,350 00
949746101	WELLS FARGO	2,630 0000	144,176 60
966837106	WHOLE FOODS	1,198 0000	60,403 16
988498101	YUM! BRANDS	856 0000	62,359 60
H0023R105	ACE LIMITED	554 0000	63,643 52
H84989104	TE CONNECTIVITY LTD	1,567 0000	99,112 75
Total	**US LARGE CAP EQUITIES**	**119,741.4000**	**10,625,569.81**
	NON-US EQUITIES		
088606108	BHP LTD ADR	928 0000	43,912 96
G29183103	EATON CORP PLC	1,462 0000	99,357 52
N53745100	LYONDELLBASELL INDU	1,040 0000	82,565 60
Total	**NON-US EQUITIES**	**3,430.0000**	**225,836.08**

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS		
100,000 SHS WELLS 3.625 4/15	100,891.	100,891.
1,494 SHS ISHARES AGG BONDS	164,519.	164,519.
1,920 SHS ISHARES 1-3 YR INV C	201,946.	201,946.
TOTALS	467,356.	467,356.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARTNERSHIP INVESTMENTS		
WHITTIER VALUE FUND	3,011,081.	3,011,081.
WHITTIER INTERNATIONAL FUND A	1,515,449.	1,515,449.
WHITTIER SMALL CAP FUND	2,637,143.	2,637,143.
7.94 SHS OWENS WTS EX SER B	2,207.	2,207.
TOTALS	7,165,880.	7,165,880.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	24,716.	24,716.
TOTALS	24,716.	24,716.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ACCRUED EXPENSES	14,153.
DEFERRED EXCISE TAX	110,475.
TOTALS	124,628.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN INVESTMENTS - CURRENT YEAR	959,162.
UNREALIZED APPRECIATION IN INVESTMENTS - PRIOR YEARS	6,391,185.
TOTAL	7,350,347.

ATTACHMENT 15

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

DESCRIPTION	AMOUNT
CASH TO ACCRUAL SECT 481(A) ADJUSTMENT	208,215.
TOTAL	208,215.

L.L.W.W. FOUNDATION

95-3464689

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAURA-LEE W. WOODS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 1.00	0	0	0
JIM JEFFS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 1.00	0	0	0
LINDA J. BLINKENBERG 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY/DIRECTOR 1.00	0	0	0
GREG E. CUSTER 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS	176,405.
TOTAL COMPENSATION		176,405.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER 10899 WILSHIRE BOULEVARD LOS ANGELES, CA 90024-4201	NONE PC	SUPPORT EXHIBITION - TAKE IT OR LEAVE IT INSTITUTION, IMAGE, IDEOLOGY BY ANNE ELLEGOOD	50,000
THE ARMITAGE FOUNDATION LTD PRODUCTION OFFICE 888 NEWARK AVENUE JERSEY CITY, NJ 07306	NONE PC	"FABLES ON GLOBAL WARMING" PROJECT	10,000
MUSIC ASSOCIATES OF ASPEN, INC 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE PC	FINANCIAL AID TO STUDENTS	20,000
BARD COLLEGE CENTER FOR CURATORIAL STUDIES P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	NONE PC	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT	50,000
BYRD HOFFMAN WATERMILL FOUNDATION 115 WEST 29TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE PC	PROGRAM SUPPORT FOR "ONE THOUSAND NIGHTS AND ONE NIGHT SLEEPLESSNIGHTS OF SHEHERAZADE"	10,000
CALIFORNIA HERITAGE MUSEUM 2612 MAIN STREET SANTA MONICA, CA 90405	NONE PC	TO SUPPORT 2014 EDUCATIONAL & COMMUNITY PROGRAMMING 1 1 CHALLENGE GRANT	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLEAGUE HELPERS IN PHILANTHROPIC SERVICES 149 S BARRINGTON AVENUE, #301 LOS ANGELES, CA 90049	NONE PC	THE C H I P S 2014 SPRING BENEFIT	550
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE PC	2014 ANNUAL SPRING BENEFIT	425
EDITH WHARTON RESTORATION, INC 2 PLUNKETT STREET BOX 974 LENOX, MA 01240-0974	NONE PC	PROGRAM SUPPORT	1,500
FRIENDS OF ALTA P O BOX 8126 ALTA, UT 84092	NONE PC	PROGRAM SUPPORT	5,000
FRIENDS OF ALTA P O BOX 8126 ALTA, UT 84092	NONE PC	GENERAL OPERATING SUPPORT	1,000
SOLOMON R GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128-0173	NONE PC	EXHIBITION ZERO COUNTDOWN TO TOMORROW, 1950'S-60'S	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIRSHHORN MUSEUM AND SCULPTURE GARDEN-SMITHSONIAN 7TH STREET AND INDEPENDENCE AVE SW P O BOX 37012 MRC 358 WASHINGTON, DC 20013-7012	NONE PC	ROBERT IRWIN ALL THE RULES WILL CHANGE EXHIBITION	10,000
THE INT'L COUNCIL OF THE MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	PROGRAM SUPPORT	7,500
THE INT'L COUNCIL OF THE MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	60TH ANNIVERSARY FUND	50,000
THE INT'L COUNCIL OF THE MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	PROGRAM SUPPORT	7,500
LOS ANGELES OPERA COMPANY 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	270
LOS ANGELES OPERA COMPANY 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	18,470

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE PC	SUPPORT CURATOR'S CIRCLE	10,000
MUSEUM OF CONTEMPORARY ART SAN DIEGO 700 PROSPECT STREET LA JOLLA, CA 92037	NONE PC	2014 - 2015 EXHIBITION JACK WHITTEN FIVE DECADES OF PAINTING	10,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	ANNUAL FUND	15,000
PASADENA POLICE FOUNDATION 530 S LAKE AVE #849 PASADENA, CA 91101	NONE PC	K-9 DOG HOUSE	500
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	1,800
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	50TH ANNIVERSARY CELEBRATION PROGRAM SUPPORT	9,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PHILIP GLASS CNTR FOR ART, SCIENTIFC & THE ENV 225 CROSS ROADS BLVD #392 CARMEL, CA 93923	NONE PC	SUPPORT "DAYS AND NIGHTS FESTIVAL"	10,000
READING IS FUNDAMENTAL OF SOUTHERN CALIFORNIA, INC 7250 BANDINI BLVD. SUITE 209 LOS ANGELES, CA 90040	NONE PC	MOTIVATIONAL READING PROGRAM	10,000
SANTA BARBARA FOUNDATION 1111 CHAPALA STREET, SUITE 200 SANTA BARBARA, CA 93101-1100	NONE PC	CASA DORINDA 2014 CHRISTMAS FUND	1,000
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL ROAD SANTA BARBARA, CA 93105-2936	NONE PC	SUPPORT BUTTERFLIES ALIVE' PROGRAM	10,000
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE, BUILDING G1 SANTA MONICA, CA 90404	NONE PC	PRECOGNITO INCOGNITO 10 YEAR ANNIVERSARY PROGRAM SUPPORT	10,950
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE, BUILDING G1 SANTA MONICA, CA 90404	NONE PC	"ROBERT SWAIN THE FORM OF COLOR" EXHIBITION SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN ALLEGHENIES MUSEUM OF ART P.O BOX 9 LORETTO, PA 15940	NONE PC	SAMA ARTS-IN-EDUCATION PROGRAM	7,500
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE PC	PROGRAM SUPPORT	1,000
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE PC	GENERAL OPERATING SUPPORT	1,000
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	NONE PC	FLORA MILLER BIDDLE FUND FOR ARTIST ARCHIVES	50,000
		TOTAL CONTRIBUTIONS PAID	464,965

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BARD COLLEGE 30 CAMPUS ROAD ANNANDALE-ON-HUDSON, NY 12504	NONE PC	"NEXT DECADE" CAPITAL CAMPAINGN SUPPORT PAYABLE OVER 5 YEARS	100,000
		TOTAL CONTRIBUTIONS APPROVED	100,000