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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
Colburn Foundation

% LAYNE PINKERNELL

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6311 ROMAINE STREET SUITE 7138

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90038

A Employer identification number
95-4693145

B Telephone number (see instructions)
(323) 464-4640

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 153,934,186

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

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

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)	500			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	4,678,556	5,922,120		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	9,360,904			
	b	Gross sales price for all assets on line 6a 59,717,525				
	7	Capital gain net income (from Part IV, line 2)		6,902,714		
	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)	2,885	1,035,583		
	12	**Total.** Add lines 1 through 11	14,042,845	13,860,417		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	346,300			346,300
	14	Other employee salaries and wages	60,828			60,828
	15	Pension plans, employee benefits	37,293			37,293
	16a	Legal fees (attach schedule)	11,000	0	0	11,000
	b	Accounting fees (attach schedule)	51,174	0	0	51,174
	c	Other professional fees (attach schedule)	1,215,738	251,272		1,955
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	249,751	17,557		22,323
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	44,067			44,067
	21	Travel, conferences, and meetings	3,792			3,792
	22	Printing and publications	900			900
	23	Other expenses (attach schedule)	63,019	656,125		63,019
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,083,862	924,954	0	642,651
	25	Contributions, gifts, grants paid	31,745,593			5,900,063
	26	**Total expenses and disbursements.** Add lines 24 and 25	33,829,455	924,954	0	6,542,714
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-19,786,610			
	b	**Net investment income** (if negative, enter -0-)		12,935,463		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	13,149	39,449	39,449
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,531	2,531	2,531
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	150,410,144	153,892,206	153,892,206
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	70,968	7,093	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	150,496,792	153,941,279	153,934,186
Liabilities	17 Accounts payable and accrued expenses	9,256	12,029	
	18 Grants payable	6,983,992	32,805,064	
	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 ▶)	555,482	519,228	
	23 **Total liabilities** (add lines 17 through 22)	7,548,730	33,336,321	
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	142,948,062	120,604,958	
	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)	142,948,062	120,604,958	
	31 **Total liabilities and net assets/fund balances** (see instructions)	150,496,792	153,941,279	

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	142,948,062
2	Enter amount from Part I, line 27a	2	-19,786,610
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	123,161,452
5	Decreases not included in line 2 (itemize) ▶	5	2,556,494
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	120,604,958

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	6,902,714
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	6,814,120	138,760,732	0 049107
2012	6,563,852	127,540,370	0 051465
2011	6,940,842	129,596,374	0 053557
2010	6,579,099	119,458,385	0 055074
2009	7,031,946	107,876,866	0 065185

2	**Total** of line 1, column (d).	2	0 274388
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 054878
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	150,548,267
5	Multiply line 4 by line 3.	5	8,261,788
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	129,355
7	Add lines 5 and 6.	7	8,391,143
8	Enter qualifying distributions from Part XII, line 4.	8	6,542,714

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 page 18 of the 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	258,709
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	258,709
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	258,709
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 301,731		
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	301,731
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	473
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	42,549
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 42,549 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www colburnfoundation org

14 The books are in care of ▶LAYNE PINKERNELL Telephone no ▶(323) 464-4640

Located at ▶6311 ROMAINE STREET SUITE 7138 LOS ANGELES CA ZIP+4 ▶90038

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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 ▶ 20____ , 20____ , 20____ , 20____			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	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		No
	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
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	(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
KRISTIN RUNNELS 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	0 36 0	60,256	8,664	

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
ANGELES INVESTMENT ADVISORS LLC 429 SANTA MONICA BLVD SUITE 650 SANTA MONICA, CA 90401	INVESTMENT	251,272
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 N/A	
2	
All other program-related investments See instructions	
3	
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	152,799,260
b	Average of monthly cash balances	1b	37,561
c	Fair market value of all other assets (see instructions)	1c	4,059
d	**Total** (add lines 1a, b, and c)	1d	152,840,880
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	0
3	Subtract line 2 from line 1d	3	152,840,880
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,292,613
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	150,548,267
6	**Minimum investment return.** Enter 5% of line 5	6	7,527,413

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	7,527,413
2a	Tax on investment income for 2014 from Part VI, line 5	2a	258,709		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	258,709
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,268,704
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,268,704
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	7,268,704

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	6,542,714
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,542,714
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,542,714

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				7,268,704
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			3,541,107	
b Total for prior years 2012 , 2011 , 2010				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 6,542,714				
a Applied to 2013, but not more than line 2a			3,541,107	
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.				3,001,607
e Remaining amount distributed out of corpus	0			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				4,267,097
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	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . . 0				

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

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 organization 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 organization 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

Kristin Runnels
6311 ROMAINE STREET SUITE 7138
LOS ANGELES,CA 90038
(323) 464-4640

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

PLEASE NOTE THAT WE STRONGLY URGE ALL GRANT SEEKERS TO CONTACT US AT 323-464-4640 BEFORE SUBMITTING A LETTER OF INTENT OR AN APPLICATION AFTER A CONVERSATION, WE MAY ENCOURAGE YOU TO SUBMIT A LETTER OF INTENT IF WE ARE UNFAMILIAR WITH YOUR ORGANIZATION OR PROGRAM, WE WILL LIKELY WANT TO MEET WITH YOU AND/OR OBSERVE YOUR PROGRAM BEFORE ENCOURAGING YOU TO TAKE FURTHER STEPS MOST OF OUR GRANTS ARE IN THE FORM OF GENERAL OPERATING SUPPORT WE HAVE AN ONLINE APPLICATION PROCESS AND WILL WALK YOU THROUGH THAT IF AND WHEN YOU ARE READY TO SUBMIT AN APPLICATION THE APPLICATION REQUIRES THE FOLLOWING -MISSION AND HISTORY OF YOUR ORGANIZATION -A COPY OF PROOF OF 501(C)(3) STATUS -MOST RECENT TWO AUDITS (OR 990'S IN THE CASE THAT YOU ARE NOT AUDITED), IF THIS INFORMATION IS MORE THAN A YEAR OLD, PLEASE ALSO SUBMIT AN INTERNAL FINANCIAL STATEMENT FOR YOUR MOST RECENTLY COMPLETED FISCAL YEAR -CURRENT YEAR BUDGET, IF YOU ARE APPLYING FOR FUNDING FOR A FUTURE YEAR'S ACTIVITY, PLEASE ALSO INCLUD

c Any submission deadlines

NONE

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

GRANTS ARE GENERALLY AWARDED TO ORGANIZATIONS IN THE SOUTHERN CALIFORNIA AREA THE PURPOSE OF THE GRANT MUST BE FOR FURTHERING THE STUDY, TEACHING, AND PERFORMANCE OF CLASSICAL MUSIC AND DANCE

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* See Additional Data Table				
Total . . . . ▶ **3a**				5,900,063
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				36,142,000

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					
4 Dividends and interest from securities. . . .			14	4,678,556	
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	9,360,904	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS INCOME			01	2,885	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				14,042,345	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 14,042,345

(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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

******	2015-11-16	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ROSEMARIE BROWN				P01278077

Firm's name ▶ Grant Thornton LLP	Firm's EIN ▶
Firm's address ▶ 515 S Flower Street 7th Floor Los Angeles, CA 90071	Phone no (213) 627-1717

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CONTRARIAN DISTRESSED REAL ESTATE DEBT FUND II, LP			
DUNE REAL ESTATE FUND III			
HARVEST MLP INCOME FUND LLC			
KAYNE ANDERSON ENERGY FUND VI			
OCH-ZIFF REAL ESTATE PARALLEL			
PATHWAY PRIVATE EQUITY FUND			
VISTA EQUITY PARTNERS V LP			
PUBLICLY TRADED COMPANIES			
CONTRARIAN DISTRESSED REAL ESTATE DEBT FUND II, LP			
DUNE REAL ESTATE FUND III			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			265
			1,474
			69,890
			-9,170
			-8,938
			28,838
			663
			4,236,975
			160,777
			88

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HARVEST MLP INCOME FUND LLC			
KAYNE ANDERSON ENERGY FUND IV			
KAYNE ANDERSON ENERGY FUND VI			
OCH-ZIFF REAL ESTATE PARALLEL			
PATHWAY PRIVATE EQUITY FUND			
ADAGE CAPITAL PARTNERS, LP			
ADAGE CAPITAL PARTNERS, LP			
LONE STAR II			
LONE STAR VIII			
WELLINGTON TRUST COMPANY, NA			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			40,271
			-8,167
			-17,438
			75,805
			290,091
			73,992
			756,751
			4,434
			209,340
			996,773

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	

Form 990PF Part VIII Line 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
RUTH ELIEL 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	EXECUTIVE DIRECTOR/SECRETARY 32 0	177,900	17,287	
LAYNE PINKERNELL 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	CONTROLLER/TREASURER 24 0	96,400	11,356	
EDMUND EDELMAN 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	24,000		
GAIL EICHENTHAL 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	6,000		
EUGENE KRIEGER 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR/PRESIDENT 1 0	18,000		
ROBERT ATTIYEH 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	24,000		
RICHARD COLBURN 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	0		
CAROL COLBURN GRIGOR 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	0		
DAVID D COLBURN 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	DIRECTOR 1 0	0		

Form 990PF Part XV Line 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*				
Los Angeles Chamber of Orchestra 350 S FIGUROA ST SUITE 183 Los Angeles, CA 90071	NONE	PC	Classical Arts	294,000
Los Angeles Master Chorale 135 N Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	150,000
Los Angeles Opera Company 135 N Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	750,000
Music Academy of the West 1070 Fairway Rd Santa Barbara, CA 93108	NONE	PC	Classical Arts	20,000
USC Thornton School of Music PO BOX 77913 Los Angeles, CA 90007	NONE	PC	classical arts	100,000
California Institute of the Arts 24700 Mcbean Parkway Valencia, CA 91355	NONE	PC	Classical Arts	100,000
The Colburn School (shares issued) 200 S Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	58,423
Los Angeles Philharmonic 151 S Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	750,000
Heart of Los Angeles 2701 Wilshire Blvd suite 100 Los Angeles, CA 90057	NONE	PC	Classical Arts	13,500
Long Beach Central Area Association PO Box 6502 Long Beach, CA 90806	NONE	PC	Classical Arts	4,000
The Somerset Foundation 329 SYCAMORE RD SANTA MONICA, CA 90402	NONE	PC	Classical Arts	8,000
American Youth Symphony 2365 WESTWOOD BLVD 23 Los Angeles, CA 90064	NONE	PC	Classical Arts	20,000
Idyllwild Arts Foundation PO BOX 38 IDYLLWILD, CA 92549	NONE	PC	Classical Arts	20,000
KUSC PO BOX 77913 LOS ANGELES, CA 90007	NONE	PC	Classical Arts	42,500
Monday Evening Concerts 3710 s robertson blvd suite 200 CULVER CITY, CA 90232	NONE	PC	Classical Arts	15,000
Total . . . . ▶ **3a**				5,900,063

Form 990PF Part XV Line 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*				
Ojai Festivals Ltd PO BOX 185 OJAI, CA 93024	NONE	PC	Classical Arts	24,000
Philharmonic Society Of Orange County 2082 BUSINESS CENTER DRIVE STE 100 IRVINE, CA 92612	NONE	PC	Classical Arts	15,000
Jacaranda 1626 N BENTON WAY LOS ANGELES, CA 90026	NONE	PC	Classical Arts	22,000
LA's Best 200 N SPRING ST Los Angeles, CA 90012	NONE	PC	Classical Arts	5,000
Madison Project (the board stage) 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	PC	Classical Arts	35,000
The Music Guild 3637 MOTOR AVE SUITE 240 LOS ANGELES, CA 90034	NONE	PC	Classical Arts	5,000
Pasadena Conservatory of Music 100 N HILL AVE PASADENA, CA 91106	NONE	PC	classical Arts	15,000
Segerstrom Center of the Arts 600 TOWN CENTER DR COSTA MESA, CA 92626	NONE	PC	Classical Arts	25,000
Young Concert Artists 250 WEST 57 ST SUITE 1222 NEW YORK, NY 10019	NONE	PC	Classical Arts	10,000
Los Angeles Music & Art School 3630 e 3rd st LOS ANGELES, CA 90063	NONE	PC	Classical Arts	20,000
Museum Associates (Sunday Live) 5905 WILSHIRE BLVD Los Angeles, CA 90063	NONE	PC	Classical Arts	15,000
Los Angeles Children's Chorus 585 E COLORADO BLVD Pasadena, CA 91101	NONE	PC	Classical Arts	10,000
The Colburn School 200 S GRAND AVE LOS ANGELES, CA 90012	NONE		Classical Arts	3,036,498
Musica Angelica 1223 Wilshire Blvd 287 Santa Monica, CA 90403	NONE	PC	Classical Arts	50,000
CAP UCLA CO REGENTS OF THE UNIVERSITY OF CALIFOR 11000 KINROSS AVE SUITE 102 LOS ANGELES, CA 90095	NONE	PC	Classical Arts	10,000
Total . . . . ▶ 3a				5,900,063

Form 990PF Part XV Line 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*				
Da Camera Society 10 Chester Place Los Angeles, CA 90007	NONE	PC	Classical Arts	50,000
The Chamber Music Society of Lincoln Center 70 Lincoln CENTER PLAZA New York, NY 10023	NONE	PC	Classical Arts	5,000
Calder Performing Arts 3270 descano dr los angeles, CA 90026	NONE	PC	Classical Arts	5,000
California State UNIVERSITY OF Northridge 18111 Nordhoff Street Northridge, CA 91330	NONE	PC	Classical Arts	20,000
Long Beach Opera 507 Pacific Ave Long Beach, CA 90802	NONE	PC	Classical Arts	27,000
Marlboro School of Music 1528 WALNUT ST SUITE 301 PHILADELPHIA, PA 19102	NONE	PF	Classical Arts	10,000
Taos School of Music po box 2630 taos, NM 87571	NONE	PC	classical Arts	8,000
Center Stage Strings PO BOX 1203 three rivers, CA 93271	NONE	PC	Classical arts	3,000
Los Angeles County Arts Commission 1055 Wilshire Blvd suite 800 Los Angeles, CA 90017	NONE	PC	Classical arts	8,000
Santa Cecilia Opera and Orchestra Association 2759 w broadway Los Angeles, CA 90041	NONE	PC	Classical arts	5,000
New School University 55 WEST 13TH ST 7TH FLOOR New York, NY 10011	NONE	PC	Classical arts	10,000
The Performing Arts Center of Los Angeles County 135 n grand ave los angeles, CA 90012	NONE	PC	Classical arts	5,000
Contribution from Kayne IV passthru K-1 6311 ROMAINE STREET SUITE 7138 Los Angeles, CA 90038	NONE	NC	Available upon request	201
Contribution from Kayne VI passthru K-1 6311 ROMAINE STREET SUITE 7138 Los Angeles, CA 90038	NONE	NC	Available upon request	252
Contributions from Och-Ziff II passthru K-1 6311 ROMAINE STREET SUITE 7138 Los Angeles, CA 90038	NONE	NC	Available upon request	6
Total . . . . ▶ **3a**				5,900,063

Form 990PF Part XV Line 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*				
Contributions from Pathway 2007 PASSTHRU K-1 6311 ROMAINE STREET SUITE 7138 Los Angeles, CA 90038	NONE	PC	Available upon request	83
AMERICAN FRIENDS OF THE ACADEMY OF ST MARTIN 240 s reynolds st 203 alexandria, VA 22304	NONE	PC	CLASSICAL ARTS	10,000
PIANO SPHERES 149 SOUTH WINDSOR BLVD LOS ANGELES, CA 90004	NONE	PC	CLASSICAL ARTS	10,000
PASADENA ARTS COUNCIL 65 s grand avenue pasadena, CA 91105	NONE	PC	CLASSICAL ARTS	5,100
ELEMENTAL STRINGS 1831 stanford street suite 111 santa monica, CA 90404	NONE	PC	CLASSICAL ARTS	7,500
BOYLE HEIGHTS YOUTH ORCHESTRA 6311 romaine street suite 7138 los angeles, CA 90038	NONE	PC	CLASSICAL ARTS	2,500
THE INDUSTRY PRODUCTION 846 1/2 sanborn avenue LOS ANGELES, CA 90029	NONE	PC	CLASSICAL ARTS	10,000
NEIGHBORHOOD MUSIC SCHOOL 358 south boyle avenue LOS ANGELES, CA 90033	NONE	PC	CLASSICAL ARTS	5,000
PACIFIC SYMPHONY 3631 s harbor blvd suite 100 santa ana, CA 92704	none	PC	CLASSICAL ARTS	25,000
RENAISSANCE ARTS ACADEMY 1800 colorado blvd eagle rock, CA 90041	none	PC	CLASSICAL ARTS	10,000
ETM-LA INC 847 n hollywood way suite 206 burbank, CA 91505	none	PC	CLASSICAL ARTS	7,500
FRACTURED ATLAS 248 west 35th street 10th floor new york, NY 10001	NONE	PC	CLASSICAL ARTS	5,000
SHUMEI ARTS COUNCIL OF AMERICA 2430 e colorado blvd pasadena, CA 91107	NONE	PC	CLASSICAL ARTS	3,000
Total . . . . ▶ **3a**				5,900,063

TY 2014 Accounting Fees Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	51,174			51,174

TY 2014 All Other Program Related Investments Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category	Amount
N/A	

TY 2014 Depreciation Schedule

Name: Colburn Foundation

EIN: 95-4693145

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320039855

TY 2014 Investments - Other Schedule

Name: Colburn Foundation
EIN: 95-4693145

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASSETS HELD AT CHARLES SCHWAB	FMV	85,749,925	85,749,925
ADAGE CAPITAL PARTNERS, LP	FMV	9,688,197	9,688,197
WELLINGTON GLOBAL PERSPECTIVE	FMV	6,989,730	6,989,730
ANGELES ABSOLUTE RETURN FUND	FMV	23,363,200	23,363,200
CANYON STRUCTURED ASSETS FUND	FMV	0	0
CONTRARIAN DISTRESSED REAL ESA	FMV	1,967,295	1,967,295
DOVER STREET VIII	FMV	2,575,942	2,575,942
HIGHLAND CREDIT STRATEGIES	FMV	1,592,982	1,592,982
KAYNE ANDERSON ENGERY FUND IV	FMV	1,126,425	1,126,425
LONE STAR REAL ESTATE FUND	FMV	904,508	904,508
OCH-ZIFF REAL ESTATE FUND II	FMV	1,492,290	1,492,290
PATHWAY PRIVATE EQUITY FUND 20	FMV	3,890,216	3,890,216
RAMIUS MULTI STRATEGY FUND	FMV	26,195	26,195
FAIRBANKS COMPANY	FMV	0	0
KAYNE ANDERSON ENERGY FUND VI	FMV	789,481	789,481
LONESTAR FUND VIII, III, IX	FMV	3,987,134	3,987,134
BAIN CAPITAL XI	FMV	463,707	463,707
HARVEST MLP	FMV	8,316,938	8,316,938
OCH-ZIFF REAL ESTATE FUND III	FMV	21,374	21,374
VISTA EQUITY	FMV	280,528	280,528
DUNE RE III	FMV	666,139	666,139

TY 2014 Legal Fees Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARILYN B O'TOOLE, ESQ	11,000			11,000

TY 2014 Other Assets Schedule

Name: Colburn Foundation

EIN: 95-4693145

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL EXCISE TAX RECEIVABLE	70,968	7,093	0

TY 2014 Other Decreases Schedule

Name: Colburn Foundation

EIN: 95-4693145

Description	Amount
UNREALIZED LOSS ON INVESTMENT	2,556,494

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TY 2014 Other Expenses Schedule

Name: Colburn Foundation

EIN: 95-4693145

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL SERVICE FEES	1,785			1,785
INSURANCE EXPENSE	23,230			23,230
SUPPLIES EXPENSE	2,144			2,144
MEMBERSHIPS	12,150			12,150
TELEPHONE	3,600			3,600
POSTAGE SHIPPING EXPENSE	1,507			1,507
PARKING EXPENSE	9,678			9,678
OFFICE FURNITURE & EQUIPMENT	1,343			1,343
EQUIPMENT MAINTENANCE EXPENSE	5,122			5,122
OFFSITE STORAGE	778			778
BUSINESS MEALS	923			923
OTHER EXPENSES	291			291
OPERATING FEES	180			180
PROGRAM COMMITTEE EXPENSES	67			67
SITE VISITS	221			221
OTHER K-1 DEDUCTIONS		656,125		

TY 2014 Other Income Schedule

Name: Colburn Foundation

EIN: 95-4693145

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	2,885		
K-1 INCOME		1,035,583	

TY 2014 Other Professional Fees Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGERS	1,213,783	251,272		0
OTHER	1,955			1,955

TY 2014 Taxes Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	22,323			22,323
FEDERAL EXCISE TAXES	220,772			
STATE UBI TAXES	6,656			
FOREIGN TAXES PAID		17,557		