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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 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 05/01 **, 2014, and ending** 04/30 **, 20**15

Name of foundation: L.K. WHITTIER FOUNDATION

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

Room/suite:

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

A Employer identification number: 95-6027493

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

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)* ▶ $ 109,215,863.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 .	152,423.	152,423.		ATCH 1
	4 Dividends and interest from securities	1,102,840.	1,102,840.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss) ______				
	6a Net gain or (loss) from sale of assets not on line 10	3,583,515.			
	b Gross sales price for all assets on line 6a 25,684,388.				
	7 Capital gain net income (from Part IV, line 2) .		4,407,494.		
	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) AT	3.	270,589.		
	12 **Total.** Add lines 1 through 11	4,838,781.	5,933,346.		
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) ATCH 4	12,000.	2,400.		8,400.
	c Other professional fees (attach schedule) . [5]	765,441.	153,088.		535,809.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6].	22,133.	155.		160.
	19 Depreciation (attach schedule) and depletion .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7 . .	3,075.	615.		2,153.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	802,649.	156,258.		546,522.
	25 Contributions, gifts, grants paid	3,398,060.			7,757,631.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,200,709.	156,258.	0	8,304,153.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements** . .	638,072.			
	b **Net investment income** (if negative, enter -0-)		5,777,088.		
	c **Adjusted net income** (if negative, enter -0-) . .				

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JSA **For Paperwork Reduction Act Notice, see instructions.**

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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	400,976.		
	2	Savings and temporary cash investments	2,675,337.	2,391,399.	2,391,399.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)[8]	1,802,445.	3,433,741.	3,433,741.
	b	Investments - corporate stock (attach schedule) ATCH 9	53,724,396.	54,513,093.	54,513,093.
	c	Investments - corporate bonds (attach schedule) ATCH 10	3,352,764.	3,621,820.	3,621,820.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	45,858,627.	45,165,821.	45,165,821.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)	107,847.	89,989.	89,989.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	107,922,392.	109,215,863.	109,215,863.
Liabilities	17	Accounts payable and accrued expenses		125,066.	
	18	Grants payable	14,783,260.	10,423,691.	
	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)	599,504.	695,393.	
	23	**Total liabilities** (add lines 17 through 22)	15,382,764.	11,244,150.	
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	92,539,628.	97,971,713.	
	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)	92,539,628.	97,971,713.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	107,922,392.	109,215,863.	

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	92,539,628.
2	Enter amount from Part I, line 27a	2	638,072.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	4,794,013.
4	Add lines 1, 2, and 3	4	97,971,713.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	97,971,713.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	4,407,494.
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	7,962,245.	102,764,331.	0.077481
2012	9,132,249.	93,106,908.	0.098083
2011	7,459,009.	95,098,034.	0.078435
2010	5,775,781.	94,969,403.	0.060817
2009	4,353,905.	87,702,727.	0.049644

2	**Total** of line 1, column (d)	2	0.364460
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	0.072892
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	105,565,298.
5	Multiply line 4 by line 3	5	7,694,866.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	57,771.
7	Add lines 5 and 6	7	7,752,637.
8	Enter qualifying distributions from Part XII, line 4	8	8,304,153.

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	57,771.
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	57,771.
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	57,771.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	15,124.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	90,124.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	849.
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	31,504.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 31,504. **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)?	1b		X
	*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		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 AVENUE, STE 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

				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**		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? *If "Yes" to 6b, file Form 8870*	6b		X
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 15		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 16		765,441.
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	104,982,900.
b	Average of monthly cash balances	1b	2,092,362.
c	Fair market value of all other assets (see instructions)	1c	97,629.
d	**Total** (add lines 1a, b, and c)	1d	107,172,891.
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	107,172,891.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,607,593.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	105,565,298.
6	**Minimum investment return.** Enter 5% of line 5	6	5,278,265.

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	5,278,265.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	57,771.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	57,771.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,220,494.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,220,494.
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	5,220,494.

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	8,304,153.
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	8,304,153.
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	57,771.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,246,382.

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					5,220,494.
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					
b From 2010					
c From 2011	515,105.				
d From 2012	4,623,644.				
e From 2013	2,944,152.				
f **Total** of lines 3a through e		8,082,901.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 8,304,153.					
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					5,220,494.
e Remaining amount distributed out of corpus		3,083,659.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		11,166,560.			
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		11,166,560.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011	515,105.				
c Excess from 2012	4,623,644.				
d Excess from 2013	2,944,152.				
e Excess from 2014	3,083,659.				

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 17				
Total . . . . ▶ **3a**				7,757,631.
b *Approved for future payment*				
ATCH 18				
Total . . . . ▶ **3b**				10,560,000.

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	152,423.	
4 Dividends and interest from securities			14	1,102,840.	
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	3,583,515.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	3.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,838,781.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 4,838,781.

(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

▶ 12/15/15 ▶ 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		12/09/2015		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.K. WHITTIER FOUNDATION 95-6027493

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					36,826.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					779,475.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
12607188.		12529002.					78,186.	
		5,000 SHS MARKWEST ENERGY PARTNERS LP PROPERTY TYPE: SECURITIES				P	05/09/2012	09/18/2014
390,818.		166,054.					224,764.	
		4,000 SHS PLAINS ALL AMERICAN PIPELINE PROPERTY TYPE: SECURITIES				P	03/06/2012	09/18/2014
237,360.		159,215.					78,145.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,750,335.		2,707,825.					42,510.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
8,475,803.		5,409,565.					3,066,238.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
19,023.		11,196.					7,827.	
		4,534 SHS INTEL CORP PROPERTY TYPE: SECURITIES				P	11/20/2013	04/28/2015
148,760.		111,334.					37,426.	
		3,430 SHS QUALCOMM INC. PROPERTY TYPE: SECURITIES				P	04/05/2011	04/28/2015
238,800.		182,703.					56,097.	
TOTAL GAIN(LOSS)							4,407,494.	

L.K. WHITTIER FOUNDATION

95-6027493

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY	152,423.	152,423.
TOTAL	152,423.	152,423.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY	1,102,840.	1,102,840.
TOTAL	1,102,840.	1,102,840.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET INCOME FROM PARTNERSHIPS		270,589.
OTHER INCOME	3.	
TOTALS	3.	270,589.

ATTACHMENT 3

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	12,000.	2,400.		8,400.
TOTALS	12,000.	2,400.		8,400.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMIN EXPENSE		765,441.	153,088.	535,809.
	TOTALS	765,441.	153,088.	535,809.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEES	160.		160.
FOREIGN TAX PAID	155.	155.	
FEDERAL EXCISE TAX	21,818.		
TOTALS	22,133.	155.	160.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE EXPENSE		3,054.	611.	2,138.
MISC EXPENSE		21.	4.	15.
	TOTALS	3,075.	615.	2,153.

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

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT BONDS	3,204,321.	3,204,321.
US OBLIGATIONS TOTAL	3,204,321.	3,204,321.
MUNICIPAL BONDS	229,420.	229,420.
STATE OBLIGATIONS TOTAL	229,420.	229,420.
US AND STATE OBLIGATIONS TOTAL	3,433,741.	3,433,741.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK		
PREFERRED STOCK - SEE ATTACHED	1,258,487.	1,258,487.
2,930 SHS ISHARES RUSL 2000	355,058.	355,058.
14,895 SHS S&P 500	3,105,012.	3,105,012.
33.06 SHS OWENS CORNING NEW *W	9,182.	9,182.
3 SHS VISTEON CORP *W EXP 10/0	130.	130.
US LARGE CAP EQ - SEE ATTACHED	8,135,010.	8,135,010.
4,420 SHS AMER TOWER	417,823.	417,823.
US LARGE CAP EQ - SEE ATTACHED	34,787,293.	34,787,293.
NON-US EQUITIES - SEE ATTACHED	1,108,769.	1,108,769.
5 SHS ORCHARD SUPPLY PREFERRED	18.	18.
70 SHS LAMAR ADVERTISING	4,057.	4,057.
502 SHS LIBERTY GLOBAL	25,750.	25,750.
US LARGE CAP EQ - SEE ATTACHED	5,221,918.	5,221,918.
NON-US EQUITIES - SEE ATTACHED	84,586.	84,586.
TOTALS	54,513,093.	54,513,093.

L.K. WHITTIER FOUNDATION

95-6027493

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS- SEE ATTACHED	3,614,181.	3,614,181.
ACCRUED PURCHASED INTEREST	7,639.	7,639.
TOTALS	3,621,820.	3,621,820.

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
	CORPORATE BONDS & NOTES		
00209TAB1	CMCSA 9 455 11/15/22	100,000 0000	144,373 00
03027XAE0	AMERICA 3 45 9/15/21	150,000 0000	152,029 50
037833AR1	APPLE 2 85 5/6/21	150,000 0000	155,260 50
053332AM4	AUTOZONE 3 7 4/15/22	150,000 0000	155,904 00
06406HBY4	BONY 3 55 9/23/2021	100,000 0000	106,159 00
10138MAK1	BOTTLI 5 125 1/15/19	100,000 0000	112,163 00
12189LAB7	BURLING 3 6 09/01/20	200,000 0000	214,062 00
3134G3L73	FHLMC 1 50 12/26/19	100,000 0000	99,696 00
3134G5GY5	FHLMC 2 09/19/2019	150,000 0000	150,360 00
3134G6ER0	FHLMC 1 08/25/2017	200,000 0000	200,426 00
31358BAA6	FNMA 0 02/01/2019	90,000 0000	84,384 00
3135G0SG9	FNMA 2 36 12/14/2022	100,000 0000	99,310 00
3136G2CK1	FNMA 2 01/30/2020	200,000 0000	200,006 00
428236BF9	HEWLETT 3 75 12/1/20	150,000 0000	158,113 50
46625HHX1	JPM 3 45 3/1/16	200,000 0000	204,398 00
481165AJ7	JOY 5 125 10/15/21	200,000 0000	223,580 00
52602EAD4	LEND 5 75 04/15/2023	100,000 0000	106,250 00
61745EF30	MORGAN VAR 08/30/15	200,000 0000	201,364 00

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
708062AA2	PENNANT 4 5 10/1/19	100,000 0000	101,221 00
76110G2H3	RES 5 5 12/25/17	225,020 8600	226,771 52
767201AJ5	RIO 1 875 11/02/15	100,000 0000	100,610 00
893830BA6	TRANS 5 05 12/15/16	200,000 0000	207,760 00
92976GAH4	WELLS FAR 6 11/15/17	100,000 0000	111,311 00
94986RCE9	WELLS FARG 2 1/31/21	100,000 0000	98,669 00
Total	**CORPORATE BONDS & NOTES**	**3,465,020.8600**	**3,614,181.02**
PREFERRED STOCK			
035710805	ANNALY CAPITAL 7 5	6,535 0000	164,355 25
172967358	CITI CRP	3,945 0000	109,434 30
19624R403	COLONY 7 125 PFD	20,000 0000	489,600 00
48126E750	JPMORGAN 5 50	2,500 0000	61,500 00
81721M208	SENIOR HOUSING 5 625	2,500 0000	61,625 00
929042851	VORNADO 5 7	2,500 0000	61,250 00
929042869	VORNADO REALTY	2,500 0000	64,622 50
Y8565J135	TEEKAY 8 5 PFD	10,000 0000	246,100 00
Total	**PREFERRED STOCK**	**50,480.0000**	**1,258,487.05**

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
EQUITIES			
	US LARGE CAP EQUITIES		
00206R102	AT&T INC	2,925 0000	101,322 00
025816109	AMERICAN EXPRESS	2,925 0000	226,541 25
097023105	BOEING CO	2,925 0000	419,269 50
149123101	CATERPILLAR INC	2,925 0000	254,124 00
166764100	CHEVRON	2,925 0000	324,850 50
17275R102	CISCO SYS INC	2,925 0000	84,327 75
191216100	COCA COLA CO	2,925 0000	118,638 00
254687106	DISNEY WALT CO	2,925 0000	318,006 00
263534109	DU PONT	2,925 0000	214,110 00
30231G102	EXXON-MOBIL	2,925 0000	255,557 25
369604103	GENERAL ELECTRIC	2,925 0000	79,209 00
38141G104	GOLDMAN SACHS	2,925 0000	574,528 50
437076102	HOME DEPOT	2,925 0000	312,916 50
458140100	INTEL CORP	2,925 0000	95,208 75
459200101	I B M	2,925 0000	501,023 25
46625H100	JP MORGAN CHASE	2,925 0000	185,035 50
478160104	JOHNSON & JOHNSON	2,925 0000	290,160 00
580135101	MCDONALDS CORP	2,925 0000	282,408 75
58933Y105	MERCK & CO	2,925 0000	174,213 00
594918104	MICROSOFT CORP	2,925 0000	142,272 00
654106103	NIKE	2,925 0000	289,107 00
717081103	PFIZER INC	2,925 0000	99,245 25
742718109	PROCTER & GAMBLE	2,925 0000	232,566 75
88579Y101	3M CO COM	2,925 0000	457,440 75
89417E109	TRAVELERS	2,925 0000	295,746 75
913017109	UTD TECHNOLOGIES	2,925 0000	332,718 75
91324P102	UNITED HEALTH	2,925 0000	325,845 00
92343V104	VERIZON COMM	2,925 0000	147,537 00
92826C839	VISA INC	11,700 0000	772,785 00
931142103	WAL MART STORES	2,925 0000	228,296 25
Total	**US LARGE CAP EQUITIES**	**96,525.0000**	**8,135,010.00**

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
EQUITIES			
	US LARGE CAP EQUITIES		
002824100	ABBOTT LABS	8,929 0000	414,484 18
00507V109	ACTIVISION	21,206 0000	483,814 89
023135106	AMAZON COM	2,088 0000	880,676 64
025537101	AMERICAN ELECT POWER	7,727 0000	439,434 49
025816109	AMERICAN EXPRESS	3,181 0000	246,368 45
030420103	AMERICAN WTR WORKS	10,361 0000	564,881 72
036752103	ANTHEM, INC	2,120 0000	319,971 60
037833100	APPLE COMPUTER	16,296 0000	2,039,444 40
04010L103	ARES CAPITAL	9,187 0000	156,362 74
084670702	BERKSHIRE CLB	3,602 0000	508,638 42
09247X101	BLACKROCK INC	1,097 0000	399,242 18
125269100	CF IND	1,541 0000	442,991 27
126650100	CVS CORP	6,492 0000	644,590 68
14040H105	CAPITAL ONE	3,030 0000	244,975 50
14149Y108	CARDINAL HEALTH INC	3,922 0000	330,781 48
149123101	CATERPILLAR INC	3,769 0000	327,450 72
151020104	CELGENE CORP	4,542 0000	490,808 52
156782104	CERNER	4,086 0000	293,415 66
166764100	CHEVRON	7,888 0000	876,041 28
172967424	CITIGROUP INC	10,350 0000	551,862 00
23918K108	DAVITA HEALTHCARE	2,673 0000	216,780 30
254687106	DISNEY WALT CO	6,951 0000	755,712 72
257651109	DONALDSON INC	7,126 0000	266,298 62
30231G102	EXXON-MOBIL	7,587 0000	662,876 19
345370860	FORD MOTOR COMPANY	23,542 0000	371,963 60
369604103	GENERAL ELECTRIC	25,834 0000	699,584 72
375558103	GILEAD SCIENCES	4,913 0000	493,805 63
38141G104	GOLDMAN SACHS	1,607 0000	315,646 94
38259P508	GOOGLE INC CL A	743 0000	407,736 11
38259P706	GOOGLE INC -CL C	743 0000	399,243 62
438516106	HONEYWELL INTL	6,623 0000	668,393 16
452327109	ILLUMINA INC	943 0000	173,747 75

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
458140100	INTEL CORP	8,122 0000	264,371 10
459200101	I B M	2,151 0000	368,444 79
46625H100	JP MORGAN CHASE	19,619 0000	1,241,097 94
478160104	JOHNSON & JOHNSON	5,782 0000	573,574 40
518439104	ESTEE LAUDER	4,438 0000	360,765 02
544147101	LORILLARD INC	7,918 0000	553,151 48
548661107	LOWES COS	7,290 0000	501,989 40
55261F104	M & T BANK	2,240 0000	268,060 80
58155Q103	MCKESSON HBOC INC	3,430 0000	766,262 00
58933Y105	MERCK & CO	6,317 0000	376,240 52
594918104	MICROSOFT CORP	7,421 0000	360,957 44
609207105	MONDELEZ INTL	11,083 0000	425,254 71
654106103	NIKE	4,799 0000	474,333 16
655664100	NORDSTROM INC	4,460 0000	336,997 60
655844108	NORFOLK SOUTHN	6,263 0000	631,623 55
674599105	OCCIDENTAL PETE	2,249 0000	180,144 90
68389X105	ORACLE SYSTEMS	14,788 0000	645,052 56
704326107	PAYCHEX INC	5,465 0000	264,451 35
713448108	PEPSICO INC	5,847 0000	556,166 64
717081103	PFIZER INC	14,853 0000	503,962 29
742718109	PROCTER & GAMBLE	7,388 0000	587,419 88
744320102	PRUDENTIAL FIN	5,115 0000	417,384 00
75281A109	RANGE RESOUR	8,398 0000	533,776 88
79466L302	SALESFORCE COM	3,395 0000	247,223 90
806857108	SCHLUMBERGER LTD	6,503 0000	615,248 83
855244109	STARBUCKS CORP	13,326 0000	660,703 08
872540109	TJX COMPANIES	4,634 0000	299,078 36
88579Y101	3M CO COM	4,503 0000	704,224 17
91324P102	UNITED HEALTH	2,208 0000	245,971 20
91913Y100	VALERO ENERGY	4,417 0000	251,327 30
92343V104	VERIZON COMM	11,323 0000	571,132 12
92826C839	VISA INC	13,336 0000	880,842 80
928563402	VMWARE INC	3,432 0000	302,359 20
931142103	WAL MART STORES	2,510 0000	195,905 50
949746101	WELLS FARGO	12,285 0000	676,903 50
966837106	WHOLE FOODS	5,600 0000	267,456 00
G29183103	EATON CORP PLC	6,831 0000	469,494 63
H0023R105	ACE LIMITED	2,586 0000	276,676 14
H84989104	TE CONNECTIVITY LTD	7,321 0000	487,212 55
N59465109	MYLAN NV	4,927 0000	356,025 02
Total	**US LARGE CAP EQUITIES**	**495,272.0000**	**34,787,292.89**
	NON-US EQUITIES		
088606108	BHP LTD ADR	4,335 0000	222,342 15
N53745100	LYONDELLBASELL INDU	4,859 0000	503,003 68
N6596X109	NXP SEMICONDUCTOR NV	3,989 0000	383,422 68
Total	**NON-US EQUITIES**	**13,183.0000**	**1,108,768.51**

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
EQUITIES			
	US LARGE CAP EQUITIES		
00507V109	ACTIVISION	450 0000	10,266 75
00724F101	ADOBE SYSTEMS	505 0000	38,410 30
00971T101	AKAMAI TECHNOLOGIES	140 0000	10,329 20
021441100	ALTERA CORP	425 0000	17,714 00
023135106	AMAZON COM	240 0000	101,227 20
031162100	AMGEN INC	442 0000	69,796 22
037604105	APOLLO GROUP	152 0000	2,551 32
037833100	APPLE COMPUTER	6,755 0000	845,388 25
038222105	APPLIED MATERIALS	625 0000	12,368 75
043632108	ASCENT CAPITAL GRP	10 0000	400 40
052769106	AUTODESK INC	210 0000	11,934 30
075896100	BED BATH & BEYOND	319 0000	22,476 74
09062X103	BIOGEN IDEC INC	275 0000	102,830 75
111320107	BROADCOM CORP	377 0000	16,665 29
12541W209	CH ROBINSON	150 0000	9,658 50
127387108	CADENCE DESIGN	255 0000	4,755 75
151020104	CELGENE CORP	670 0000	72,400 20

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
17275R102	CISCO SYS INC	1,905 0000	54,921 15
172908105	CINTAS CORP	168 0000	13,431 60
177376100	CITRIX SYSTEMS	185 0000	12,424 60
192446102	COG TECH SOL	500 0000	29,270 00
20030N101	COMCAST CL A	1,275 0000	73,644 00
22160K105	COSTCO WHOLESALE	200 0000	28,610 00
249030107	DENTSPLY INT'L	130 0000	6,630 00
25470F104	DISCOVERY C L A	105 0000	3,397 80
25470F302	DISCOVERY CL C	315 0000	9,522 45
25470M109	DISH NETWORK CORP	190 0000	12,855 40
278642103	EBAY INC	890 0000	51,851 40
278768106	ECHOSTAR HLD	38 0000	1,900 00
285512109	ELECTRONIC ARTS	275 0000	15,974 75
30212P303	EXPEDIA INC	120 5000	11,354 72
302130109	EXPEDITORS INT	185 0000	8,478 55
30219G108	EXPRESS SCRIPTS HLDG	400 0000	34,560 00
311900104	FASTENAL CO	250 0000	10,655 00
337738108	FISERV	358 0000	27,780 80
375558103	GILEAD SCIENCES	1,600 0000	160,816 00
38259P508	GOOGLE INC CL A	125 0000	68,596 25
38259P706	GOOGLE INC -CL C	125 0000	67,167 50
404303109	HSN INC	52 0000	3,245 84
44919P508	IAC/INTERACTIVE	130 0000	9,076 60
458140100	INTEL CORP	1,795 0000	58,427 25
46113M108	INTERVAL LEISURE	52 0000	1,289 08
461202103	INTUIT	370 0000	37,122 10
46120E602	INTUITIVE SURGICAL	35 0000	17,359 30
481165108	JOY GLOBAL	95 0000	4,050 80
48203R104	JUNIPER NETWORKS	295 0000	7,796 85
482480100	KLA INSTRUMENTS	205 0000	12,054 00
512807108	LAM RESEARCH	110 0000	8,313 80
51509F105	LANDS' END INC	39 0000	1,145 82
52603B107	TREE COM	8 0000	440 24
52729N308	LEVEL 3 COMM INC	87 0000	4,866 78
53071M104	LIBERTY MEDIA A	510 0000	14,667 60
53071M880	LIBERTY VENTURES - A	122 0000	5,084 96
531465102	LIBERTY TRIPADVISORS	50 0000	1,485 50
535678106	LINEAR TECHNOLOGY	260 0000	11,993 80
538034109	LIVE NATION INC	76 0000	1,904 56
594918104	MICROSOFT CORP	2,830 0000	137,651 20
595017104	MICROCHIP TECH	162 0000	7,720 11
611742107	MONSTER WORLD	115 0000	677 35
62913F201	NII HOLDINGS INC	145 0000	10 15
64110D104	NETWORK APPLIANCE	325 0000	11,781 25
67066G104	NVIDIA CORP	475 0000	10,542 63
68389X105	ORACLE SYSTEMS	1,870 0000	81,569 40
688197102	ORCHARD SUPPLY HRDW	5 0000	596 66
693718108	PACCAR INC	369 0000	24,114 15
703395103	PATTERSON COS INC	120 0000	5,634 60
703481101	PATTERSON PHARM	140 0000	3,129 00
704326107	PAYCHEX INC	320 0000	15,484 80
73935A104	NASDAQ 100 ETF	20,754 0000	2,233,753 02
747525103	QUALCOMM INC	1,770 0000	120,360 00

L.K. WHITTIER FOUNDATION

Account Holdings as of 4/30/2015

Cusip No	Security Name	Shares / Par	Market Value
778296103	ROSS STORES	240 0000	23,731 20
80004C101	SANDISK CORP	185 0000	12,383 90
806407102	HENRY SCHEIN INC	80 0000	10,968 00
812350106	SEARS HOLDING CORP	130 0000	5,192 20
826552101	SIGMA ALDRICH	110 0000	15,281 20
82968B103	SIRIUS SATELITE	2,678 0000	10,578 10
855030102	STAPLES INC	420 0000	6,854 40
855244109	STARBUCKS CORP	1,820 0000	90,235 60
871503108	SYMANTEC	809 0000	20,164 33
896945201	TRIPADVISOR INC	120 5000	9,699 05
910047109	UAL CORP	95 0000	5,675 30
92343E102	VERISIGN INC	205 0000	13,019 55
92532F100	VERTEX PHAR	120 0000	14,793 60
966837106	WHOLE FOODS	240 0000	11,462 40
983134107	WYNN RESORTS LTD	105 0000	11,662 35
983919101	XILINX INC	345 0000	14,959 20
984332106	YAHOO INC	565 0000	24,049 23
G5876H105	MARVELL TECH	495 0000	6,934 95
H2906T109	GARMIN LTD	175 0000	7,908 25
Total	**US LARGE CAP EQUITIES**	**63,968.0000**	**5,221,917.90**
	NON-US EQUITIES		
00167X205	AMEC FOSTER WHEELER	116 9700	1,635 24
09228F103	RESEARCH IN MOTION	490 0000	4,978 40
294821608	ERICSSON NEW	250 0000	2,730 00
456788108	INFOSYS TECH	200 0000	6,196 00
783513104	RYANAIR HOLDINGS	100 0000	6,485 00
80105N113	SANOFI-AVENTIS SA	290 0000	205 90
81234D109	SEARS CANADA-INC	55 0000	421 30
881624209	TEVA PHARM	535 0000	32,324 70
L6388F110	MILLICOM INTL LUXEM	85 0000	6,646 15
M22465104	CHECK POINT SOFTWARE	195 0000	16,278 60
Y2573F102	FLEXTRONICS	580 0000	6,684 50
Total	**NON-US EQUITIES**	**2,896.9700**	**84,585.79**

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARTNERSHIP INVESTMENTS		
WHITTIER VALUE FUND A, LP	28,457,071.	28,457,071.
WHITTIER INTERNATIONAL FUND A	8,566,240.	8,566,240.
WHITTIER SMALL CAP FUND, LP	8,142,510.	8,142,510.
TOTALS	45,165,821.	45,165,821.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	89,989.	89,989.
TOTALS	89,989.	89,989.

L.K. WHITTIER FOUNDATION 95-6027493

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ACCRUED EXPENSES	65,098.
FEDERAL EXCISE TAXES	50,569.
DEFERRED EXCISE TAXES	579,726.
TOTALS	695,393.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF INVESTMENTS	4,794,013.
TOTAL	4,794,013.

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

ATTACHMENT 15

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

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS	765,441.
TOTAL COMPENSATION		765,441.

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158	NONE PC	STEM CELL RESEARCH	2,000,000
ARCS FOUNDATION, INC 24520 HAWTHORNE BOULEVARD, SUITE 113 TORRANCE, CA 90505	NONE PC	2013-2014 AND 2014-2015 SCHOLARSHIP SUPPORT	60,000
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE PC	PETER DRUCKER FUND FOR EXCELLENCE AND INNOVATION	2,000,000
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD, MAILSTOP #29 LOS ANGELES, CA 90027	NONE PC	SUPPORT WHITTIER VPICU 2 0 PROGRAM	1,019,631
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BOULEVARD LOS ANGELES, CA 90017	NONE PC	HEART AND VASCULAR CENTER	100,000
HUNTINGTON MEDICAL RESEARCH INSTITUTES (HMRI) 734 FAIRMONT AVENUE PASADENA, CA 91105	NONE PC	TO SUPPORT FURTHER RESEARCH IN THE FIELD OF ALZHEIMERS DISEASE	1,500,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE PC	WHITTIER FAMILY HISTORY PROJECT	50,000
STANFORD UNIVERSITY 1050 ARASTRADERO ROAD, BUILDING A, ROOM A163 PALO ALTO, CA 94304	NONE PC	NATURAL KILLER T CELL INFECTION BY BORRELIA POST-TREATMENT LYME DISEASE SYNDROME AND A BIOMARKER KIT FOR LYME DISEASE	28,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE, KAM 302 LOS ANGELES, CA 90033	NONE PC	THE WHITTIER HEALTH SCIENCES TAILORED THERAPIES INITIATIVE	1,000,000
		TOTAL CONTRIBUTIONS PAID	7,757,631.

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARCS FOUNDATION, INC 24520 HAWTHORNE BOULEVARD, SUITE 113 TORRANCE, CA 90505	NONE PC	SCHOLAR AWARDS CAMPAIGN - OVER 2 YEARS	60,000
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE PC	PETER DRUCKER FUND OF EXCELLENCE AND INNOVATION -OVER 5 YEARS	2,000,000
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMONT AVENUE PASADENA, CA 91105	NONE PC	TO SUPPORT FURTHER RESEARCH IN THE FIELD OF ALZHEIMERS DISEASE - OVER 2 YEARS	1,500,000
THE GLADSTONE INSTITUTES 1650 OWENS STREET SAN FRANCISCO, CA 94158	NONE PC	TO SUPPORT STEM CELL BIOLOGY RESEARCH AND DEVELOPING STEM CELL RESEARCH TREATMENTS FOR HEART DISEASE	4,000,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1975 ZONAL AVENUE, KAM 302 LOS ANGELES, CA 90033	NONE PC	THE WHITTIER HEALTH SCIENCES TAILORED THERAPIES INITIATIVE - OVER 5 YEARS	3,000,000
		TOTAL CONTRIBUTIONS APPROVED	10,560,000