

C&E 927

CIS77B5B1M

EXTENDED TO OCTOBER 17, 2016
Return of Private Foundation

Form 990-PF
Department of the Treasury
Internal Revenue Service

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/form990-pf

2014 1911

For calendar year 2014 or tax year beginning DEC 1, 2014 and ending NOV 30, 2015

Name of foundation: FLORA L. THORNTON FOUNDATION
Address: 1918 TAMARIND AVE, LOS ANGELES, CA 90068
Employer identification number: 95-2855595
Telephone number: 213-460-4748

Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$43,278,585
Accounting method: Cash

Table with 4 columns: (a) Revenue and expenses per book, (b) Net investment income, (c) Adjusted net income, (d) Cash balance at end of year. Rows include Revenue (Total: 1,515,526) and Operating and Administrative Expenses (Total: 2,362,192).

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest bearing	158.		
	2	Savings and temporary cash investments	941,300.	610,677.	610,677.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - US and state government obligations STMT 9	1,602,812.	1,941,279.	1,953,296.
	b	Investments - corporate stock STMT 10	9,065,175.	5,660,280.	8,106,025.
	c	Investments - corporate bonds STMT 11	1,980,528.	1,766,426.	1,782,962.
	11	Investments - land, buildings, and equipment, basis			
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other STMT 12	23,112,182.	25,875,766.	30,825,625.	
14	Land, buildings, and equipment, basis				
	Less: accumulated depreciation				
15	Other assets (describe: PURCHASED INTEREST)	0.	1,061.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	36,702,155.	35,855,489.	43,278,585.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe:)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	26	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	4,236,839.	4,236,839.	
	28	Paid in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	32,465,316.	31,618,650.		
30	Total net assets or fund balances	36,702,155.	35,855,489.		
31	Total liabilities and net assets/fund balances	36,702,155.	35,855,489.		

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	36,702,155.
2	Enter amount from Part I, line 27a	2	<846,666.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	35,855,489.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (a), line 30	6	35,855,489.

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 ATTACHED SCHEDULE B GAINS	P		
b SEE ATTACHED SCHEDULE E LOSSES	P		
c SEE ATTACHED SCHEDULE B GAINS	P		
d SEE ATTACHED SCHEDULE E LOSSES	P		
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 9,621,505.		8,229,831.	1,391,674.
b 3,635,226.		4,232,286.	<597,060.>
c 50,233.		35,338.	14,895.
d 140,087.		156,611.	<16,524.>
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than 0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,391,674.
b			<597,060.>
c			14,895.
d			<16,524.>
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	792,985.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	926,082.	44,137,071.	.020982
2012	1,877,244.	41,986,996.	.044710
2011	1,879,001.	29,469,400.	.063761
2010	1,599,098.	27,047,568.	.059122
2009	6,171,879.	6,030,124.	1.023508

2 Total of line 1, column (d)	2	1.212083
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	.242417
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	42,586,141.
5 Multiply line 4 by line 3	5	10,323,605.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,910.
7 Add lines 5 and 6	7	10,335,515.
8 Enter qualifying distributions from Part XII, line 4	8	1,982,845.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(c) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	23,820.
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	0.
3	Add lines 1 and 2	3	23,820.
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	23,820.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	192.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. SEE STATEMENT 13	9	24,012.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2015 estimated tax. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a	CA	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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 Yes 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 Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No
 Website address N/A

14 The books are in care of EDWARD A. LANDRY, CO-TRUSTEE Telephone no 213-629-7600
 Located at ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA ZIP+4 90017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax exempt interest received or accrued during the year 15 N/A

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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)? N/A
 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? 1b Yes No
1c Yes 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

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) N/A
 2b Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2b, 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) N/A
 3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes 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 Yes No

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

53 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)?

N/A

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?

N/A 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

Yes No

7a At any time during the tax year was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

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

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

0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000; (b) Type of service; (c) Compensation. Row 1 contains 'NONE'.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Table with 2 columns: Description of activities; Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

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

Table with 2 columns: Description of investments; Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3

0.

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	43,234,661.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	43,234,661.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	43,234,661.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	648,520.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,586,141.
6	Minimum investment return. Enter 5% of line 5	6	2,129,307.

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	2,129,307.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	23,820.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,820.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,105,487.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,105,487.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,105,487.

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	1,982,845.
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	
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	1,982,845.
5	Foundations that qualify under section 4340(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,982,845.

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				2,105,487.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	6,144,705.			
b From 2010	468,640.			
c From 2011	470,983.			
d From 2012				
e From 2013				
f Total of lines 3a through e	7,084,328.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ S	1,982,845.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,982,845.
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))	122,642.			122,642.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,961,686.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.		
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	6,022,063.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	939,623.			
10 Analysis of line 9				
a Excess from 2010	468,640.			
b Excess from 2011	470,983.			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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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				
AMERICAN YOUTH SYMPHONY 3424 WILSHIRE BLVD, #830 LOS ANGELES, CA 90010	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
BEAGLE FREEDOM PROJECT 4804 LAUREL CANYON BLVD, #534 VALLEY VILLAGE, CA 91607	NONE	501(C)(3)	GENERAL SUPPORT	3,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET, NW, STE 300 WASHINGTON, DC 20005	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
DOHENY EYE INSTITUTE 1450 SAN PABLO ST LOS ANGELES, CA 90033	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
DR SUSAN LOVE RESEARCH FOUNDATION 2811 WILSHIRE BLVD, #500 SANTA MONICA, CA 90403	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	1,895,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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. Signature of officer or trustee: [Signature], Date: 10/3/2014, Title: TRUSTEE. May the IRS discuss this return with the preparer shown below (see instr. 7)? Yes No

Paid Preparer Use Only Print/Type preparer's name: RICHARDS MATTHEWS, Preparer's signature: [Signature], Date: 8/27/14, Check self-employed: [], PTIN: P00968951, Firm's name: COLDWELL, SCLAFANI & COMPANY LLP, Firm's EIN: 95-4184303, Firm's address: 3239 NORTH VERDUGO ROAD, GLENDALE, CA 91208-1633, Phone no.: (818) 249-2085

CIS IMAGE DO NOT CORRESPOND FOR SIGNATURE

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FLINTRIDGE PREPARATORY SCHOOL 4543 CROWN AVE LA CANADA FLINTRIDGE, CA 91011	NONE	501(C)(3)	GENERAL SUPPORT	4,000.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	501(C)(3)	GENERAL SUPPORT	60,000.
HAMPSHIRE COLLEGE 893 WEST 9 STREET AMHERST, MA 01002	NONE	501(C)(3)	GENERAL SUPPORT	17,000.
HEART OF LOS ANGELES 2701 WILSHIRE BLVD, STE 100 LOS ANGELES, CA 90057	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
HOBART SHAKESPEAREANS 900 S HOBART STREET LOS ANGELES, CA 90006	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
IYENGAR YOGA INSTITUTE OF LOS ANGELES 1335 S LA CIENEGA BLVD LOS ANGELES, CA 90035	NONE	501(C)(3)	GENERAL SUPPORT	26,500.
IYENGAR YOGA NATIONAL ASSOCIATION OF THE UNITED STATES P.O. BOX 538 SEATTLE, WA 98111	NONE	501(C)(3)	GENERAL SUPPORT	3,500.
ACRW FOUNDATION 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
KUSC RADIO 1149 S HILL ST, STE H100 LOS ANGELES, CA 90015	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 W 5TH STREET LOS ANGELES, CA 90071	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
Total from continuation sheets				1,830,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LOS ANGELES FILM FORUM 143 N COMMONWEALTH AVE LOS ANGELES, CA 90004	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
LOS ANGELES OPERA 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	52,000.
LOS ANGELES PHILHARMONIC 111 S GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	57,000.
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 90058	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
NATURAL HISTORY MUSEUM OF LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	501(C)(3)	GENERAL SUPPORT	65,000.
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES, CA 90033	NONE	501(C)(3)	GENERAL SUPPORT	3,000.
OPERA LEAGUE OF LOS ANGELES 135 N GRAND AVE, #327 LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	30,000.
PARISH OF ST MATTHEW 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272	NONE	501(C)(3)	GENERAL SUPPORT	6,000.
PCI MEDIA IMPACT 777 UNITED NATIONS PLAZA, 5TH FLOOR NEW YORK, NY 10017	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
SKIRBALL CULTURAL CENTER 2701 N SEPULVDA BLVD LOS ANGELES, CA 90049	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750518 DALLAS, TX 75275	NONE	501(C)(3)	GENERAL SUPPORT	5,000.
STUDENTS RUN LA 5252 CREBS AVE PARZANA, CA 91356	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
THE STANFORD FUND P.O. BOX 20466 STANFORD, CA 94039	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
USC THORNTON SCHOOL OF MUSIC 840 W 34TH STREET LOS ANGELES, CA 90069	NONE	501(C)(3)	GENERAL SUPPORT	73,000.
YOSEMITE CONSERVANCY 101 MONTGOMERY ST, #1700 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
PASADENA HUMANE SOCIETY 361 S RAYMOND AVE PASADENA, CA 91105	NONE	501(C)(3)	GENERAL SUPPORT	105,000.
FOOD FORWARD 7412 FULTON AVE #3 NORTH HOLLYWOOD, CA 91605	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
SUSTAINABLE CONSERVATION 98 BATTERY ST, STE 302 SAN FRANCISCO, CA 94111	NONE	501(C)(3)	GENERAL SUPPORT	75,000.
PACIFIC FOREST TRUST 1001 O'REILLEY AVE SAN FRANCISCO, CA 94129	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
USC WRIGLEY INSTITUTE 1 BIG FISHERMAN COVER AVALON, CA 90704	NONE	501(C)(3)	GENERAL SUPPORT	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATURAL RESOURCES DEFENSE COUNCIL 111 SUTTER ST, 21ST FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	35,000.
GREENBELT ALLIANCE 312 SUTTER ST, STE 510 SAN FRANCISCO, CA 94108	NONE	501(C)(3)	GENERAL SUPPORT	65,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	NONE	501(C)(3)	GENERAL SUPPORT	60,000.
POPULATION MEDIA CENTER 30 KIMBALL AVE, #302 SOUTH BURLINGTON, VT 05403	NONE	501(C)(3)	GENERAL SUPPORT	60,000.
RARE 1310 NO COURTHOUSE RD, STE 110 ARLINGTON, VA 22201	NONE	501(C)(3)	GENERAL SUPPORT	100,000.
HARVARD LAMPOON TRUST 11 BUCKINGHAM ST CAMBRIDGE, MA 02138	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
PROGRESSIVES FOR IMMIGRATION 1701 PENNSYLVANIA AVE NW WASHINGTON, DC 20006	NONE	501(C)(3)	GENERAL SUPPORT	30,000.
NUMBERS USA 1400 CRYSTAL DR, STE 240 ARLINGTON, VA 22202	NONE	501(C)(3)	GENERAL SUPPORT	30,000.
WILD AID 333 PINE ST, STE 300 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	30,000.
ENVIRONMENTAL DEFENSE FUND 123 MISSION ST, 28TH FLOOR SAN FRANCISCO, CA 94105	NONE	501(C)(3)	GENERAL SUPPORT	65,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (if, not a 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
ROCKY MOUNTAIN INSTITUTE 1620 FOLSOM ST BOULDER, CO 80302	NONE	501(C)(3)	GENERAL SUPPORT	175,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER ST, 28TH FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
RAINFOREST ALLIANCE 223 BROADWAY, 28TH FLOOR NEW YORK, NY 10279	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DR SAN FRANCISCO, CA 94118	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
CHROHNS & COLITUS FOUNDATION 10350 SANTA MONICA BLVD, STE 120 LOS ANGELES, CA 90025	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
IYENGAR YOGA THERAPY 1835 S LA CIENEGA BLVD LOS ANGELES, CA 90035	NONE	501(C)(3)	GENERAL SUPPORT	3,000.
TRUST FOR PUBLIC LAND 135 W GREEN ST PASADENA, CA 91105	NONE	501(C)(3)	GENERAL SUPPORT	50,000.
FIRST BASE FOUNDATION 519 BROWNING ST MILL VALLEY, CA 94941	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DR LOS ANGELES, CA 90037	NONE	501(C)(3)	GENERAL SUPPORT	27,000.
BAY AREA WARRIORS 3435 CESAR CHAVEZ ST, PH SAN FRANCISCO, CA 94110	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WORLD WATCH INSTITUTE 1400 15TH ST NW, STE 430 WASHINGTON DC 20036	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
TEACH FOR AMERICA 606 S OLIVE ST, ST3 300 LOS ANGELES CA 90014	NONE	501(C)(3)	GENERAL SUPPORT	15,000.
GAMMA PHI BETA FOUNDATION 12737 E EUCLID DR CENTENNIAL CO 80111	NONE	501(C)(3)	GENERAL SUPPORT	10,000.
YALE UNIVERSITY 157 CHURCH ST NEW HAVEN CT 06510	NONE	501(C)(3)	GENERAL SUPPORT	7,000.
CATALINA PIANG WORKSHOP 46212 CYPRESS ESTATES CT PALM DESERT CA 92260	NONE	501(C)(3)	GENERAL SUPPORT	1,000.
HARVARD WESTLAKE SCHOOL 3700 COLDWATER CANYON AVE STUDIO CITY CA 91604	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA CA 93108	NONE	501(C)(3)	GENERAL SUPPORT	2,500.
CATE SCHOOL 1960 CATE MESA RD CARPINTERIA CA 93103	NONE	501(C)(3)	GENERAL SUPPORT	20,000.
BENJAMIN FRANKLIN HIGH SCHOOL 820 N AVE 54 LOS ANGELES CA 90042	NONE	501(C)(3)	GENERAL SUPPORT	4,000.
SIERRA BUSINESS COUNCIL 10183 TRUCKEE AIRPORT RD, #202 TRUCKEE CA 96161	NONE	501(C)(3)	GENERAL SUPPORT	6,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	178.	178.	
TOTAL TO PART I, LINE 3	178.	178.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBOTT LABS	240.	0.	240.	240.	
ABBVIE INC.	1,471.	0.	1,471.	1,471.	
ACTUANT CORP CL A	37.	0.	37.	37.	
ADTRAN INC	103.	0.	103.	103.	
AETNA INC 1.5% DUE 11/15/17	224.	0.	224.	224.	
AG MTG INVT TR INC	197.	0.	197.	197.	
AMERICAN AIRLS GROUP	215.	0.	215.	215.	
AMERICAN EAGLE OUTFITTERS NEW	61.	0.	61.	61.	
AMERICAN EXPRESS 2.8% DUE 9/19/16	447.	0.	447.	447.	
AMERICAN INT'L GROUP	903.	0.	903.	903.	
AMERICAN INTL GROUP 3.375% DUE 8/15/20	1,151.	0.	1,151.	1,151.	
AMERICAN TOWER	706.	0.	706.	706.	
ANAHEUSSER-BUSCH 0.8% DUE 1/15/16	598.	0.	598.	598.	
AON CORP	324.	0.	324.	324.	
APACHE CORP	195.	0.	195.	195.	
APOLLO COML REAL EST FIN INC	271.	0.	271.	271.	
APOLLO INVESTMENT CORP	312.	0.	312.	312.	
APPLE INC 1.0% DUE 5/3/18	293.	0.	293.	293.	
APPLE INC.	1,435.	0.	1,435.	1,435.	
APPLIED IND TECH INC	86.	0.	86.	86.	

ARM HOLDINGS PLC	689.	0.	689.	689.
ASML HOLDING NV	642.	0.	642.	642.
AVERY DENNISON CORP	415.	0.	415.	415.
AVON PRODUCTS INC	324.	0.	324.	324.
BANK OF AMERICA 2.0% DUE 1/11/18	1,463.	0.	1,463.	1,463.
BAXTER INTL 3.2% DUE 1/15/23	1,232.	0.	1,232.	1,232.
BB&T BRH BKG 1.45% DUE 10/3/16	745.	0.	745.	745.
BBCN BANCORP INC	200.	0.	200.	200.
BE AEROSPACE INC	85.	0.	85.	85.
BERSHIRE HATHAWAY 1.55% DUE 2/9/18	688.	0.	688.	688.
BLACKROCK FLOATING RT INC	21,113.	0.	21,113.	21,113.
BLACKROCK INC	1,601.	0.	1,601.	1,601.
BP CAPITAL MKTS PLC 2.521% DUE 1/15/20	857.	0.	857.	857.
BRANDYWINE REALTY TR	623.	0.	623.	623.
BRINK'S COMPANY	19.	0.	19.	19.
BRINKER INTL INC	35.	0.	35.	35.
BRISTOL MEYERS 0.875% DUE 8/1/17	490.	0.	490.	490.
BRISTOL MYERS SQUIBB	1,672.	0.	1,672.	1,672.
BROADRIDGE FIN SOLUTIONS	72.	0.	72.	72.
CA INC	1,078.	0.	1,078.	1,078.
CABOT INC	38.	0.	38.	38.
CANADIAN NATIONAL RAILWAY	321.	0.	321.	321.
CANADIAN NATURAL RESOURCES	197.	0.	197.	197.
CELANESE CORP SERIES A	133.	0.	133.	133.
CHARLES SCWAB CORP	824.	0.	824.	824.
CHATHAM LODGING TRUST	135.	0.	135.	135.
CISCO SYSTEMS INC 5.50% DUE 2/22/16	480.	0.	480.	480.
CITIGROUP INC 3.953 % DUE 6/15/16	456.	0.	456.	456.
CITIGROUP INC NEW	31.	0.	31.	31.
CNO FINL GROUP INC	72.	0.	72.	72.
COCA COLA CO	1,010.	0.	1,010.	1,010.
COLONY CAP INC	247.	0.	247.	247.
COLUMBIA SPORTSWEAR CO	30.	0.	30.	30.
COMCAST CORP 3.6% DUE 3/1/24	2,552.	0.	2,552.	2,552.

FLORA L. THORNTON FOUNDATION

95-3855595

COMMERCIAL METALS	297.	0.	297.	297.
COMPUTER PROGRAMS				
& SYSTEM INC	78.	0.	78.	78.
CONVERGYS CORP	74.	0.	74.	74.
COPA HOLDINGS SA	277.	0.	277.	277.
COSTCO WHOLESALE				
1.7% DUE 12/15/19	945.	0.	945.	945.
CROWN CASTLE INTL				
CORP	1,935.	0.	1,935.	1,935.
DENBURY RESOURCES				
INC	309.	0.	309.	309.
DIRECT TV HLDG				
3.5% DUE 3/1/16	2,032.	0.	2,032.	2,032.
DOLBY CL A	99.	0.	99.	99.
EL PASO ELECTRIC				
CO	169.	0.	169.	169.
ENTERPRISE PRODUCT				
3.75% DUE 2/15/25	619.	0.	619.	619.
FEDEX CORP	360.	0.	360.	360.
FHLMC 1.0 % DUE				
06/29/17	1,765.	0.	1,765.	1,765.
FHLMC 3.0% DUE				
5/1/27	169.	0.	169.	169.
FIFTH STREET				
FINANCE CORP	369.	0.	369.	369.
FINANCIAL SELECT				
SECTOR SPDR	1,471.	0.	1,471.	1,471.
FIRST HORIZON NATL				
CORP	47.	0.	47.	47.
FIRST NIAGRA FINL				
GP NEW	409.	0.	409.	409.
FNMA 0.5% DUE				
3/30/16	802.	0.	802.	802.
FNMA POOL 190379				
5.5% DUE 2/1/23	319.	0.	319.	319.
FNMA POOL 745418				
5.5% DUE 4/1/36	1,118.	0.	1,118.	1,118.
FNMA POOL 889579				
6.0% DUE 5/1/38	540.	0.	540.	540.
FNMA POOL AA7681				
4.5% DUE 6/1/39	853.	0.	853.	853.
FNMA POOL AE3049				
4.5% DUE 9/1/40	2,256.	0.	2,256.	2,256.
FNMA POOL AL1953				
4.5% DUE 1/1/27	364.	0.	364.	364.
FORD MOTOR CO	868.	0.	868.	868.
FRANKLIN STREET				
PPTYS CORP	470.	0.	470.	470.
GENERAL ELECTRIC				
CAPITAL CORP 1.0%				
DUE 1/8/16	818.	0.	818.	818.
GENERAL ELECTRIC				
CAPITAL CORP 2.9%				
DUE 1/9/17	623.	0.	623.	623.

GENERAL MOTORS	1,161.	0.	1,161.	1,161.
GILEAD SCIENCES INC	702.	0.	702.	702.
GLOBAL PAYMENT INC	4.	0.	4.	4.
GNC HOLDINGS INC	49.	0.	49.	49.
GOLDMAN SACHS 5.25% DUE 7/27/21	2,593.	0.	2,593.	2,593.
GOLDMAN SACHS 6.150% DUE 4/1/18	668.	0.	668.	668.
GSMS 2007	2,589.	0.	2,589.	2,589.
GUESS INC	32.	0.	32.	32.
HARSCO CORP	215.	0.	215.	215.
HARTFORD FINCS SVCS	603.	0.	603.	603.
HATTERAS FINL CORP	219.	0.	219.	219.
HCC INSURANCE HLDGS INC	58.	0.	58.	58.
HCP INC 2.625 % DUE 02/01/20	1,969.	0.	1,969.	1,969.
HOME DEPOT INC	1,277.	0.	1,277.	1,277.
IBM CORP 2.0% DUE 1/5/16	463.	0.	463.	463.
INGERSOLL- RAND COMPANY	289.	0.	289.	289.
INLAND REAL ESTATE CORP	207.	0.	207.	207.
INTERPUBLIC GROUP	590.	0.	590.	590.
INTERSIL HCLDINGS CP	231.	0.	231.	231.
INTL PAPER CO 4.75 % DUE 2/15/22	706.	0.	706.	706.
INVESTORS BANCORP INC	332.	0.	332.	332.
INVT TECHNOLOGY GP INC	26.	0.	26.	26.
ISHARES RUSSELL 1000 VALUE ETF	52,240.	0.	52,240.	52,240.
ISHARES RUSSELL 2000 VALUE ETF	10,022.	0.	10,022.	10,022.
IVA INTERNATIONAL I	236,844.	0.	236,844.	236,844.
JANUS CAPITAL GROUP INC	100.	0.	100.	100.
JP MORGAN CHASE & CO	1,667.	0.	1,667.	1,667.
JP MORGAN CHASE 4.25 % DUE 10/15/20	1,499.	0.	1,499.	1,499.
KENNAMETAL INC	172.	0.	172.	172.
LAS VEGAS SANDS	3,257.	0.	3,257.	3,257.
LOEWS CORP	112.	0.	112.	112.
LYONDELL BASELL INDUSTRIES	1,776.	0.	1,776.	1,776.
MACYS INC	1,096.	0.	1,096.	1,096.

FLORA L. THORNTON FOUNDATION

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MANSON INC	54.	0.	54.	54.
MEDTRONIC INC 1.5% DUE 3/15/18	2.	0.	2.	2.
MERCK & CO INC 2.25% DUE 1/15/16	434.	0.	434.	434.
METLIFE INC SR UNS GLOBAL	2,137.	0.	2,137.	2,137.
MICROSOFT CORP	866.	0.	866.	866.
MONSANTO COMPANY	2,227.	0.	2,227.	2,227.
MTS SYSTEMS CORP	74.	0.	74.	74.
NATIONAL OILWELL VARCO INC	658.	0.	658.	658.
NESTLE SPONSORED ADR	1,600.	0.	1,600.	1,600.
NIKE INC	1,390.	0.	1,390.	1,390.
NRG ENERGY INC	417.	0.	417.	417.
OCCIDENTAL PETROLEUM	460.	0.	460.	460.
OMNICOM GROUP INC. 3.625% DUE 5/1/22	2,852.	0.	2,852.	2,852.
ORACLE CORP	772.	0.	772.	772.
ORACLE CORP SR GLOBAL 2.8% DUE 7/8/21	1,341.	0.	1,341.	1,341.
PACCAR INC	1,178.	0.	1,178.	1,178.
PATTERSON UTI ENERGY INC	52.	0.	52.	52.
PBF ENERGY INC	213.	0.	213.	213.
PENNYMAC MORTGAGE INVESTMENT	1,870.	0.	1,870.	1,870.
PFIZER INC	1,097.	0.	1,097.	1,097.
PH GLATFELTER	78.	0.	78.	78.
PHILLIPS 66	1,124.	0.	1,124.	1,124.
PIEDMONT NATURAL GAS	315.	0.	315.	315.
POTLATCH CORP NEW	46.	0.	46.	46.
PRIVATE BANCORP INC	12.	0.	12.	12.
QUALCOMM INC	1,087.	0.	1,087.	1,087.
RAYONIER ADVANCED MATLS INC	26.	0.	26.	26.
RAYONIER INCORPORATED	148.	0.	148.	148.
REDWOOD TRUST	563.	0.	563.	563.
ROYAL BNK CANADA 1.150 % DUE 3/13/15	259.	0.	259.	259.
RYMAN HOSPITALITY PTY INC	78.	0.	78.	78.
SCHLUMBERGER LTD	3,683.	0.	3,683.	3,683.
STANCORP FINCL GP INC	234.	0.	234.	234.
STARWOOD PROPERTY TRUST INC	131.	0.	131.	131.

STARWOOD WAYPOINT	25.	0.	25.	25.
STATE STREET CORP				
3.7% DUE 11/20/24	1,460.	0.	1,460.	1,460.
SYMETRA FINL CORP	458.	0.	458.	458.
TALISMAN ENERGY	1,164.	0.	1,164.	1,164.
TARGET CORP	633.	0.	633.	633.
TEMPLETON GLOBAL				
BD FD	134,954.	0.	134,954.	134,954.
TEMPLETON GLOBAL				
TOTAL RET	21,302.	0.	21,302.	21,302.
TERADYNE INC	453.	0.	453.	453.
TEREX CP NEW DEL	39.	0.	39.	39.
TESORO PETROLEUM	20.	0.	20.	20.
TEVA				
PHARMACEUTICALS	873.	0.	873.	873.
THORNBURG				
DEVELOPING WORLD I	755.	0.	755.	755.
TIDEWATER INC	113.	0.	113.	113.
TOTAL CAPITAL SA				
2.125% DUE 1/10/19	694.	0.	694.	694.
TOYOTA MOTOR				
CREDIT 1.375% DUE				
1/10/18	572.	0.	572.	572.
TUPPERWARE BRANDS				
CORP	144.	0.	144.	144.
TWENTY-FIRST				
CENTURY FOX	450.	0.	450.	450.
UNITED TECH CORP				
6.125% DUE 2/1/19	755.	0.	755.	755.
UNITED				
TECHNOLOGIES	1,179.	0.	1,179.	1,179.
UNUMPROVIDENT CORP	633.	0.	633.	633.
US TREASURY NOTE				
0.25% DUE 10/31/15	81.	0.	81.	81.
US TREASURY NOTE				
0.5% DUE 4/15/15	135.	0.	135.	135.
US TREASURY NOTE				
0.875% DUE 9/15/16	3.	0.	3.	3.
US TREASURY NOTE				
1.0% DUE 10/31/16	75.	0.	75.	75.
US TREASURY NOTE				
1.0% DUE 3/31/17	609.	0.	609.	609.
US TREASURY NOTE				
1.0% DUE 5/31/18	450.	0.	450.	450.
US TREASURY NOTE				
1.25% DUE 10/31/18	1,313.	0.	1,313.	1,313.
US TREASURY NOTE				
1.25% DUE 9/30/15	1,115.	0.	1,115.	1,115.
US TREASURY NOTE				
1.25% DUE 4/15/19	53.	0.	53.	53.
US TREASURY NOTE				
1.75% DUE 5/15/23	5,478.	0.	5,478.	5,478.
US TREASURY NOTE				
2.25% DUE 3/31/16	37.	0.	37.	37.

US TREASURY NOTE				
3.125% DUE 5/15/19	1,088.	0.	1,088.	1,088.
VANGUARD EMERGING				
MARKETS VIPERS	64,592.	0.	64,592.	64,592.
VANGUARD EUROPEAN				
MSCI ETF	9,796.	0.	9,796.	9,796.
VERIZON COMM INC				
4.6% DUE 4/1/21	2,866.	0.	2,866.	2,866.
VIACOM CL B	430.	0.	430.	430.
VISA INC CLASS A	2,612.	0.	2,612.	2,612.
WELLS FARGO CO	1,682.	0.	1,682.	1,682.
WELLS FARGO CO				
1.25% DUE 2/13/15	438.	0.	438.	438.
WELLS FARGO CO				
2.625% DUE				
12/15/16	778.	0.	778.	778.
WELLS FARGO CO				
5.625% DUE				
12/11/17	798.	0.	798.	798.
WHOLE FOODS				
MARKETS INC	1,021.	0.	1,021.	1,021.
WILEY, JOHN & SONS				
CL A	38.	0.	38.	38.
WILLIAMS COS	2,273.	0.	2,273.	2,273.
WYNDHAM WORLDWIDE				
CORP	24.	0.	24.	24.
YUM BRANDS INC	828.	0.	828.	828.
TO PART I, LINE 4	686,828.	0.	686,828.	686,828.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WIEL BRIEN FUND LP RENTAL INCOME	25,107.	25,107.	
WIEL BRIEN FUND LP SEC 1231 GAIN	72,743.	72,743.	
POWERSHARES DB SEC 1256 LOSS	<62,315.>	<62,315.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	35,535.	35,535.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,142.	0.		3,142.
TO FM 990-PF, PG 1, LN 16A	3,142.	0.		3,142.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	31,000.	9,500.		9,500.
TO FORM 990-PF, PG 1, LN 16B	31,000.	9,500.		9,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT CONSULTANTS	269,975. 4,990.	269,975. 0.		0. 4,990.
TO FORM 990-PF, PG 1, LN 16C	274,965.	269,975.		4,990.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,193.	3,236.		3,957.
FOREIGN TAXES WITHHELD	1,040.	1,040.		0.
REGISTRY OF TRUSTS	300.	0.		0.
FEDERAL EXCISE TAX	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16	28,533.	4,276.		3,957.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	5,123.	0.		1,256.
INSURANCE	6,342.	0.		0.
TO FORM 990-PF, PG 1, LN 23	11,465.	0.		1,256.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	X		1,941,279.	1,953,296.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,941,279.	1,953,296.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,941,279.	1,953,296.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	5,660,280.	8,106,025.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,660,280.	8,106,025.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	1,766,426.	1,782,962.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,766,426.	1,782,962.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	14,666,335.	13,795,448.
OTHER INVESTMENTS	COST	11,209,431.	17,030,177.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,875,766.	30,825,625.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 13

TAX DUE FROM FORM 990-PF, PART VI	23,820.
UNDERPAYMENT PENALTY	192.
LATE PAYMENT INTEREST	2,299.
LATE PAYMENT PENALTY	3,335.
TOTAL AMOUNT DUE	29,646.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 14

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	04/15/16	23,820.	23,820.	28	3,335.
DATE FILED	08/06/18		23,820.		
TOTAL LATE PAYMENT PENALTY					3,335.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 15

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	04/15/16	23,820.	23,820.	.0400	843	2,299.
DATE FILED	08/06/18		26,119.			
TOTAL LATE PAYMENT INTEREST						2,299.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LANEY THORNTON ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
EDWARD A. LANDRY ONE WILSHIRE BLVD., SUTIE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ELIZABETH THORNTON TROY ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ERIC SMALL ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 10.00	0.	0.	0.
JENNIFER THORNTON WIELAND ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
CHARLES THORNTON III ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
KAY THORNBORG ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	EXECUTIVE DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.