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EXTENDED TO OCTOBER 17, 2016

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

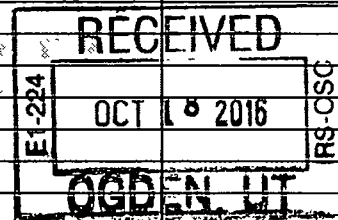
Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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

Name of foundation THE OTIS BOOTH FOUNDATION		A Employer identification number 95-6140019
Number and street (or P.O. box number if mail is not delivered to street address) 10431 BELLAGIO ROAD		B Telephone number (310) 471-2575
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90077		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 181,113,639.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		24.	24.		
4 Dividends and interest from securities		2,541,235.	2,524,685.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,427,552.			
b Gross sales price for all assets on line 6a		22,126,459.			
7 Capital gain net income (from Part IV, line 2)			3,387,219.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		322,000.	90,538.		STATEMENT 1
12 Total. Add lines 1 through 11		6,290,811.	6,002,466.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		122,129.	61,064.		61,064.
c Other professional fees STMT 3		483,019.	483,019.		0.
17 Interest					
18 Taxes STMT 4		123,810.	233.		160.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		3,599.	149,082.		351.
24 Total operating and administrative expenses Add lines 13 through 23		732,557.	693,398.		61,575.
25 Contributions, gifts, grants paid		9,952,375.			12,610,833.
26 Total expenses and disbursements Add lines 24 and 25		10,684,932.	693,398.		12,672,408.
27 Subtract line 26 from line 12.		<4,394,121.>			
a Excess of revenue over expenses and disbursements			5,309,068.		
b Net investment income (if negative enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED OCT 25 2016

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LHA 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		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			688,401.	1,325,250.	1,325,250.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			129,326.	89,248.	89,248.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 6			176,845,467.	147,557,060.	147,557,060.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 7				26,747,587.	32,142,081.	32,142,081.
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				204,410,781.	181,113,639.	181,113,639.
17 Accounts payable and accrued expenses				83,089.	77,892.	
18 Grants payable				15,463,727.	12,805,269.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 8)			1,239,000.	917,000.	
23 Total liabilities (add lines 17 through 22)			16,785,816.	13,800,161.		
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					
	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			187,624,965.	167,313,478.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30 Total net assets or fund balances			187,624,965.	167,313,478.		
31 Total liabilities and net assets/fund balances			204,410,781.	181,113,639.		

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	187,624,965.
2 Enter amount from Part I, line 27a	2	<4,394,121.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	183,230,844.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON ASSETS	5	15,917,366.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	167,313,478.

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				
b SEE ATTACHED STATEMENT				
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 22,132,561.		18,745,341.	3,387,219.

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			3,387,219.

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	3,387,219.
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	9,748,682.	193,917,578.	.050272
2012	16,588,805.	182,763,606.	.090766
2011	9,573,261.	171,984,776.	.055663
2010	12,551,624.	177,526,319.	.070703
2009	10,936,805.	183,169,666.	.059709

2 Total of line 1, column (d)	2	.327113
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	.065423
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	190,718,586.
5 Multiply line 4 by line 3	5	12,477,382.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	53,091.
7 Add lines 5 and 6	7	12,530,473.
8 Enter qualifying distributions from Part XII, line 4	8	12,672,408.

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)		1	53,091.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	53,091.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	53,091.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	198,248.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments.		6c	
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6d	
b Exempt foreign organizations - tax withheld at source		7	198,248.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	145,157.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 145,157. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14	The books are in care of LYNN A. BOOTH Telephone no. (310) 471-2575 Located at 10431 BELLAGIO RD., LOS ANGELES, CA ZIP+4 90077		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country N/A	Yes	No
			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years N/A	2b	
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

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?

6b

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

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.

(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
LYNN A. BOOTH 10431 BELLAGIO ROAD LOS ANGELES, CA 90077	PRESIDENT & TTEE 4.00	0.	0.	0.
PALMER N. MURRAY 10431 BELLAGIO ROAD LOS ANGELES, CA 90077	VP, TREAS., ASSIST. SEC & 4.00	0.	0.	0.
LOREN BOOTH 10431 BELLAGIO ROAD LOS ANGELES, CA 90077	VP, SEC. & TTEE 3.00	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LOURDMURRAY - 9777 WILSHIRE BLVD., SUITE 1018, BEVERLY HILLS, CA 90212	INVESTMENT ADVISORY SERVICES	490,849.
ANDERSEN TAX LLC - 400 S. HOPE STREET, SUITE 1000, LOS ANGELES, CA 90071	TAX & ACCOUNTING	109,629.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	158,427,266.
b	Average of monthly cash balances	1b	5,119,712.
c	Fair market value of all other assets	1c	30,075,952.
d	Total (add lines 1a, b, and c)	1d	193,622,930.
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	193,622,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,904,344.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	190,718,586.
6	Minimum investment return. Enter 5% of line 5	6	9,535,929.

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	9,535,929.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	53,091.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,091.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,482,838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,482,838.
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	9,482,838.

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	12,672,408.
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	12,672,408.
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	5	53,091.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,619,317.

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				9,482,838.
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	2,158,038.			
b From 2010	4,052,876.			
c From 2011	1,079,936.			
d From 2012	7,607,703.			
e From 2013	158,860.			
f Total of lines 3a through e	15,057,413.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 12,672,408.				
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				9,482,838.
e Remaining amount distributed out of corpus	3,189,570.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,246,983.			
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	2,158,038.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	16,088,945.			
10 Analysis of line 9				
a Excess from 2010	4,052,876.			
b Excess from 2011	1,079,936.			
c Excess from 2012	7,607,703.			
d Excess from 2013	158,860.			
e Excess from 2014	3,189,570.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

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(i)(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

[illegible]

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				
AMERICAN CANCER SOCIETY 5731 W. SLAUSON AVE., SUITE 200 CULVER CITY, CA 90230	N/A	PC	TO SAVE LIVES BY HELPING PEOPLE STAY WELL AND GET WELL, BY FINDING CURES, AND BY FIGHTING BACK.	5,000.
ANGELS IN FUR DOG RESCUE 18039 CHATSWORTH STREET GRANADA HILLS, CA 91344	N/A	PC	GIVE MEDICAL CARE TO RESCUE DOGS & EDUCATIONAL PROGRAMS IN SCHOOLS.	25,000.
ANIMAL SHELTER OF THE WOOD RIVER VALLEY ATTN: BROOKE BONNER 100 CROY CREEK ROAD HAILEY, ID 83333	N/A	PC	ANIMAL RESCUE	12,000.
ARTHRITIS FOUNDATION PACIFIC REGION HEADQUARTERS 800 WEST 6TH STREET, SUITE 1250 LOS ANGELES, CA 90017	N/A	PC	CHAMPIONS FOR A CURE FUNDRAISER	5,000.
BELLS OF FREEDOM C/O LOUIS MCKAY 12750 CARMEL COUNTY ROAD, STE 103 SAN DIEGO, CA 92130	N/A	PC	SUPPORT MILITARY FAMILIES	10,000.
Total	SEE CONTINUATION SHEET(S)			12,610,833.
b Approved for future payment				
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	2ND INSTALLMENT OF \$5 MILLION PLEDGE TO SUPPORT CONSTRUCTION OF NEW DINING COMMONS AND STUDENT CENTER	1,000,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	3RD INSTALLMENT OF \$5 MILLION PLEDGE TO SUPPORT CONSTRUCTION OF NEW DINING COMMONS AND STUDENT CENTER	1,000,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	4TH INSTALLMENT OF \$5 MILLION PLEDGE TO SUPPORT CONSTRUCTION OF NEW DINING COMMONS AND STUDENT CENTER	1,000,000.
Total	SEE CONTINUATION SHEET(S)			5,000,000.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
|---|--|-------|----|
| | | Yes | No |
| 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. | | |

[illegible]

- 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
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

Date _____

Title

VP & TREASURER

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

TIMOTHY M. WYLIE

Preparer's signature

Date _____

10/06/16

Check ☐
self-employed

PTIN

P00241767

Firm's name ▶ ANDERSEN TAX LLC

Firm's EIN ► 33-1197384

Firm's address ► 400 SOUTH HOPE STREET, SUITE 1000
LOS ANGELES, CA 90071

Phone no. (213) 593-2300

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 FIDELITY - CAPITAL GAIN DISTRIBUTIONS	P	12/01/14	11/30/15
b PUBLICLY TRADED SECURITIES	P	12/01/14	11/30/15
c PUBLICLY TRADED SECURITIES	P	12/01/14	11/30/15
d MORGAN STANLEY - TPG SPECIALTY LENDING INC	P	12/01/14	11/30/15
e MORGAN STANLEY - TPG SPECIALTY LENDING INC	P	12/01/14	11/30/15
f FROM K-1 - RESERVOIR STRATEGIC PARTNERS	P	12/01/14	11/30/15
g FROM K-1 - RESERVOIR STRATEGIC PARTNERS	P	12/01/14	11/30/15
h FROM K-1 - RESERVOIR STRATEGIC PARTNERS	P	12/01/14	11/30/15
i FROM K-1 - RESERVOIR STRATEGIC PARTNERS	P	12/01/14	11/30/15
j			
k			
l			
m			
n			
o			

(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 351,682.			351,682.
b 1,417,980.		1,440,951.	<22,971.>
c 18,636,946.		15,732,345.	2,904,601.
d 1,612,374.		1,433,247.	179,127.
e 107,477.		92,364.	15,113.
f		5,416.	<5,416.>
g		8,124.	<8,124.>
h 6,102.			6,101.
i		32,894.	<32,894.>
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			351,682.
b			<22,971.>
c			2,904,601.
d			179,127.
e			15,113.
f			<5,416.>
g			<8,124.>
h			6,101.
i			<32,894.>
j			
k			
l			
m			
n			
o			

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	3,387,219.
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 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
BELLS OF FREEDOM C/O LOUIS MCKAY 12750 CARMEL COUNTY ROAD, STE 103 SAN DIEGO, CA 92130	N/A	PC	SUPPORT MILITARY FAMILIES	10,000.
BROWN UNIVERSITY GIFT CASHIER 164 ANGELL STREET, 2ND FLOOR PROVIDENCE, RI 02906	N/A	PC	2014-2015 ANNUAL FUND	50,000.
BROWN UNIVERSITY GIFT CASHIER 164 ANGELL STREET, 2ND FLOOR PROVIDENCE, RI 02906	N/A	PC	2015-2016 ANNUAL FUND	145,000.
C.H.I.P.S. ATTN: BRIDGET GLESS KELLER 1957 MANDEVILLE CANYON ROAD LOS ANGELES, CA 90049	N/A	PC	SPRING FUNDRAISER FOR GENERAL OPERATING SUPPORT OF CHILDREN'S HOSPITAL	3,000.
CALIFORNIA AGRICULTURAL LEADERSHIP FDTN. P.O. BOX 479 SALINAS, CA 93902-0479	N/A	PC	PLEDGE AMOUNT DUE 6/30/15	500,000.
CALIFORNIA AGRICULTURAL LEADERSHIP FDTN. P.O. BOX 479 SALINAS, CA 93902-0479	N/A	PC	\$1,000,000 OF THE \$3,000,000 PLEDGE AMOUNT DUE 6/30/16	1,000,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E. CALIFORNIA BLVD. MC 204-31 PASADENA, CA 91125	N/A	PC	PLEDGE AMOUNT DUE 2015	2,500,000.
CALIFORNIA STATE UNIVERSITY FRESNO FOUND 5010 N. WOODROW AVE., MS WC142 CALIFORNIA STATE UNIV, FRESNO, CA 93740	N/A	PC	SUPPORT THE STUDENT HATCHERY AT THE LYLES CENTER AT CALIFORNIA STATE UNIV, FRESNO	10,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	SUPPORT THIS COEDUCATIONAL SCHOOL OFFERING AN EDUCATIONAL EXPERIENCE WITH LIFELONG MEANING	50,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	1ST INSTALLMENT OF \$5 MILLION PLEDGE TO SUPPORT CONSTRUCTION OF NEW DINING COMMONS AND STUDENT CENTER	1,000,000.
Total from continuation sheets				12,553,833.

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
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	N/A	PC	2015-2016 ANNUAL FUND	25,000.
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	N/A	PC	SUPPORT OF ARTS EDUCATION PROGRAM.	18,000.
CHAMPIONS OFF THE FIELD P.O. BOX 13165 AUSTIN, TX 78711	N/A	PC	PROGRAM STRIVES TO IMPACT KIDS' LIVES BY INVESTING IN PROGRAMS ACROSS THE NATION DEDICATED TO	10,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866-9914	N/A	PC	1ST INSTALLMENT OF \$1.5 MILLION PLEDGE - TENANT IMPROVEMENTS TO THE HEALTH SCIENCE CAMPUS & ONGOING	500,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866-9914	N/A	PC	AMERICAN CELEBRATION - CHAPMAN SCHOLARSHIP FUND	25,000.
CHARITYSMITH NONPROFIT FOUNDATION 13100 FILLY LANE TRUCKEE, CA 96161	N/A	PC	DEDICATED TO THE CREATION & GOVERNING OF MEMORIAL ENDEAVORS. ALL IN ALL THE TIME IS THE SPECIFIC MEMORIAL	1,000.
CHILDREN'S HOSPITAL LOS ANGELES CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD. LOS ANGELES, CA 90027	N/A	PC	SUPPORT THE BEST AND BRIGHTEST YOUNG RESEARCHERS IN THE SABAN RESEARCH INSTITUTE	100,000.
CHILDREN'S HOSPITAL LOS ANGELES CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD. LOS ANGELES, CA 90027	N/A	PC	SUPPORT THE INSTITUTE FOR NURSING & INTERPROF. RESEARCH WHICH WILL SUPPORT NURSES & CLINICAL	25,000.
CHILDREN'S INSTITUTE, INC. 2121 W. TEMPLE ST. LOS ANGELES, CA 90026	N/A	PC	2ND INSTALLMENT OF \$3 MILLION PLEDGE - WATTS CAMPUS	1,000,000.
CHILDREN'S INSTITUTE, INC. 2121 W. TEMPLE ST. LOS ANGELES, CA 90026	N/A	PC	SUPPORT PROGRAM TO HELP CHILDREN IN LA'S MOST CHALLENGED COMMUNITIES HEAL FROM TRAUMA OF FAMILY &	25,000.
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
CHILDREN'S INSTITUTE, INC. C/O CARA LEONETTI ESPOSITO 504 SOUTH LUCERNE BLVD. LOS ANGELES, CA 90020	N/A	PC	SUPPORT PROGRAM TO HELP CHILDREN IN LA'S MOST CHALLENGED COMMUNITIES HEAL FROM TRAUMA OF FAMILY &	2,000.
CHILDREN'S MUSEUM OF SANTA BARBARA P.O. BOX 4808 SANTA BARBARA, CA 93140	N/A	PC	INVENT THE FUTURE/CAPITAL CAMPAIGN	100,000.
COMMUNITIES IN SCHOOLS OF LOS ANGELES ATTN: DEBORAH MARCUS, 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	N/A	PC	SUPPORT PROGRAM FOR HIGH SCHOOL DROPOUT PREVENTION.	10,000.
COMMUNITIES IN SCHOOLS OF LOS ANGELES ATTN: DEBORAH MARCUS, 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	N/A	PC	SUPPORT PROGRAM FOR HIGH SCHOOL DROPOUT PREVENTION.	20,000.
CONVENT OF THE SACRED HEART CONVENT OF THE SACRED HEART 1 EAST 91ST ST. NEW YORK, NY 10128	N/A	PC	SUPPORT SCHOOL	50,000.
CRANE COUNTRY DAY SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA, CA 93108	N/A	PC	2015-2016 ANNUAL FUND	25,000.
DALTON SCHOOLS, INC. 108 EAST 89TH STREET NEW YORK, NY 10128	N/A	PC	ANNUAL FUND	50,000.
EBMRF C/O ANDREA PETT-JOSEPH 2757 ANCHOR AVE LOS ANGELES, CA 90064	N/A	PC	SUPPORT MEDICAL RESEARCH FOR ONGOING RESEARCH AND AWARENESS OF EPIDERMOLYSIS BULLOSA.	5,000.
EQUINE ADVOCATES INC. C/O KAREN WAGNER 3212 STATE ROUTE 66 VALATIE, NY 12184	N/A	PC	TO RESCUE, PROTECT AND PREVENT THE ABUSE OF HORSES.	25,000.
FRIENDLY HOUSE FOUNDATION 347 S. NORMANDIE AVE. LOS ANGELES, CA 90020	N/A	PC	OCT 25TH FUNDRAISER - TREATMENT FOR WOMEN RECOVERING FROM SUBSTANCE AND ALCOHOL ABUSE	5,000.
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
GEORGETOWN UNIVERSITY GEORGETOWN UNIVERSITY ADVANCEMENT 2115 WISCONSIN AVE NW SUITE 500 WASHINGTON, DC 20007	N/A	PC	OPERATING SUPPORT TO THIS UNIVERSITY WHICH PROVIDES A WORLD-CLASS EDUCATION FOCUSING ON THE WHOLE PERSON.	85,000.
GEORGETOWN UNIVERSITY GEORGETOWN UNIVERSITY ADVANCEMENT 2115 WISCONSIN AVE NW SUITE 500 WASHINGTON, DC 20007	N/A	PC	OPERATING SUPPORT TO THIS UNIVERSITY WHICH PROVIDES A WORLD-CLASS EDUCATION FOCUSING ON THE WHOLE PERSON.	100,000.
HARVARD-WESTLAKE SCHOOL 700 N. FARING ROAD LOS ANGELES, CA 90077	N/A	PC	2015-2016 ANNUAL FUND	10,000.
HIGHER GROUND SUN VALLEY 160 7TH STREET W. SUITE 2C KETCHUM, ID 83340	N/A	PC	TO ENRICH THE LIVES OF PEOPLE WITH DISABILITIES THROUGH SPORTS AND RECREATION	1,000.
HIGHER GROUND SUN VALLEY 160 7TH STREET W. SUITE 2C KETCHUM, ID 83340	N/A	PC	SUPPORT THE ONGOING TREATMENT FOR OUR NATION'S VETERAN'S PLAGUED BY TRAUMATIC BRAIN INJURY (TBI)	50,000.
HIGHER GROUND SUN VALLEY 160 7TH STREET W. SUITE 2C KETCHUM, ID 83340	N/A	PC	SUPPORT THE ONGOING TREATMENT FOR OUR NATION'S VETERAN'S PLAGUED BY TRAUMATIC BRAIN INJURY (TBI)	33,000.
HILLSIDES HILLSIDES 815 COLORADO BLVD, SUITE 300 PASADENA, CA 90041	N/A	PC	SUPPORT DESIGN & CONSTR. OF A NEW MUSIC ROOM FOR MUSIC THERAPY	100,000.
HILLSIDES HILLSIDES 815 COLORADO BLVD, SUITE 300 PASADENA, CA 90041	N/A	PC	CONSTRUCT 1 OF 4 OUTDOOR TERRACED GARDENS - ENHANCE THERAPEUTIC MENTAL HEALTH TREATMENT	25,000.
HUNTINGTON MEMORIAL HOSPITAL HUNTINGTON MEMORIAL HOSPITAL 100 W. CALIFORNIA BLVD. P.O. BOX 7013 PASADENA, CA 91105-7013	N/A	PC	SUPPORT THE TRAINING OF 35 POSTGRADUATE RESIDENTS IN INTERNAL MEDICINE. INTERNAL MEDICINE RESIDENCY	25,000.
IMAGINEU INTERACTIVE CHILDREN'S MUSEUM 700 E. MAIN STREET VISALIA, CA 93279	N/A	PC	SECOND 1/2 OF \$200,000 PLEDGE	100,000.
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
IMAGINEU INTERACTIVE CHILDREN'S MUSEUM 700 E. MAIN STREET VISALIA, CA 93279	N/A	PC	SECOND 1/2 OF \$125,000 PLEDGE	62,500.
INNER-CITY ARTS 720 KOHLER ST. LOS ANGELES, CA 90021	N/A	PC	SUPPORT TO PROVIDE ACCESS TO ART FOR CHILDREN IN SKID ROW AREA.	30,000.
INTERNATIONAL MEDICAL CORP 12400 WILSHIRE BLVD, SUITE 1500 LOS ANGELES, CA 90025	N/A	PC	BRINGS HEALTH CARE & HOPE TO STRENGTHEN COMMUNITIES AND TEACH SELF RELIANCE.	4,000.
J2 FARMS 16480 VALLEY RANCH ROAD CANYON COUNTRY, CA 91387	N/A	PC	SUPPORT HORSE RESCUE PROGRAM.	150,000.
JOHN THOMAS DYE SCHOOL JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049	N/A	PC	2015-2016 ANNUAL FUND	10,000.
KETCHUM-SUN VALLEY VOLUNTEER ASSOC, INC. P.O. BOX 1262 KETCHUM, ID 83340	N/A	PC	FIREFIGHTER'S BALL FUNDRAISER	5,000.
KEYSTONE SCHOOL 119 EAST CRAIG PLACE SAN ANTONIO, TX 78212	N/A	PC	SUPPORT A SCHOOL WHICH OFFERS AN ACCELERATED PK3-12 CURRICULUM IN AN ONLINE OR TRADITIONAL SETTING.	50,000.
KIPP LA SCHOOLS 4800 E. CESAR CHAVEZ AVE. LOS ANGELES, CA 90022	N/A	PC	ANNUAL FUND	50,000.
LAS MADRINAS DEPARTMENT 6778 LOS ANGELES, CA 90084-6778	N/A	PC	IN SUPPORT OF PEDIATRIC MEDICINE AT CHILDREN'S HOSPITAL	20,000.
LAS MADRINAS DEPARTMENT 6778 LOS ANGELES, CA 90084-6778	N/A	PC	IN SUPPORT OF PEDIATRIC MEDICINE AT CHILDREN'S HOSPITAL	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
LOS ANGELES OPERA 135 NORTH GRAND AVE., SUITE 327 LOS ANGELES, CA 90012	N/A	PC	SUPPORTING BRINGING WORLD CLASS OPERA TO THE STAGE.	25,000.
LOS ANGELES PHILHARMONIC ASSN 151 SOUTH GRAND AVE. LOS ANGELES, CA 90012	N/A	PC	SUPPORT LA PHIL ASSOC. & ITS MUSICAL PERFORMANCES & EDUCATION PROGRAMS.	50,000.
LOS ANGELES PHILHARMONIC ASSN 151 SOUTH GRAND AVE. LOS ANGELES, CA 90012	N/A	PC	SUPPORT LA PHIL ASSOC. & ITS MUSICAL PERFORMANCES & EDUCATION PROGRAMS.	50,000.
MARINERS CHRISTIAN SCHOOL 300 FISCHER AVENUE COSTA MESA, CA 92626	N/A	PC	2015-2016 ANNUAL FUND	25,000.
MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVE. LOS ANGELES, CA 90004	N/A	PC	2015-2016 ANNUAL FUND	10,000.
MEDICI FOUNDATION MEDICI FOUNDATION 16100 SAND CANYON AVE., #130 IRVINE, CA 92618	N/A	PC	SUPPORT CUTTING EDGE CANCER RESEARCH EDUCATION & TREATMENT.	10,000.
MEEKER EDUCATION FOUNDATION INC. P.O. BOX 255 MEEKER, CO 81641	N/A	PC	TO SUPPORT AND ENHANCE EDUCATIONAL OPPORTUNITIES FOR THE MEEKER SCHOOL DISTRICT'S STUDENTS	10,000.
MUSIC CENTER 135 N. GRAND AVENUE LOS ANGELES, CA 90012	N/A	PC	THE BLUE RIBBON	25,000.
NEW YORKERS FOR CHILDREN 450 SEVENTH AVE., SUITE 403 NEW YORK, NY 10123	N/A	PC	GENERAL OPERATING SUPPORT	10,000.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 725 S FIGUEROA ST LOS ANGELES, CA 90017	N/A	PC	PROGRAM HELPS BUILD VAST POTENTIAL OF THE WEST COAST FOR IMPACT ON GLOBAL ISSUES, DISCOURSE AND POLICY.	50,000.
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
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814	N/A	PC	2015 GRANT	500,000.
POLYTECHNIC SCHOOL 1030 EAST CALIFORNIA BLVD. PASADENA, CA 91106	N/A	PC	SUPPORT PART-TIME COACHES	100,000.
PROTECT THE HARVEST FUTURE FUND P.O. BOX 10116 COLUMBIA, MO 65205	N/A	PC	TO DEFEND AND PRESERVE THE FREEDOMS OF AMERICAN CONSUMERS, FARMERS, RANCHERS, OUTDOOR ENTHUSIASTS,	30,000.
SANTA BARBARA PUBLIC LIBRARY FOUNDATION P.O. BOX 1019 SANTA BARBARA, CA 93102	N/A	PC	CHILDREN'S LIBRARY/CAPITAL CAMPAIGN	100,000.
SILVER HILL HOSPITAL BENEFIT OFFICE 95 MADISON AVENUE, STE 601 NEW YORK, NY 10016	N/A	PC	WIDE-RANGING SERVICES ALLOW THEM TO OFFER A "CONTINUUM OF CARE" WHICH AID IN THE INDIVIDUAL'S RECOVERY	10,000.
SIRE, INC. 24161 SPRING DR. HOCKLEY, TX 77447	N/A	PC	SUPPORT OF THIS THERAPEUTIC RIDING PROGRAM.	15,000.
STANFORD UNIVERSITY (HOOVER INSTITUTION) STANFORD UNIVERSITY 434 GALVEZ MALL STANFORD, CA 94305	N/A	PC	GEN. OPER. SUPPORT FOR HOOVER INSTITUTION	5,000.
SUN VALLEY SKI EDUCATION FOUNDATION 215 PICABO ST. KETCHUM, ID 83340	N/A	PC	FRIENDS OF JANSS	5,000.
SUN VALLEY SKI EDUCATION FOUNDATION 215 PICABO ST. KETCHUM, ID 83340	N/A	PC	SUPPORT YEAR-ROUND SKI & SNOWBOARD TRAINING AND COMPETITION OPPORTUNITIES FOR AREA ATHLETES.	5,000.
SWIFTSURE RANCH THERAPEUTIC EQUESTRN CTR C/O CHERYL BENNETT 114 CALYPSO LANE BELLEVUE, ID 83313	N/A	PC	TO ENCOURAGE THE WELL-BEING OF CHILDREN AND ADULTS WITH DISABILITIES THROUGH EQUINE ASSISTED	10,000.
Total from continuation sheets				

THE OTIS BOOTH FOUNDATION

95-6140019

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
TEACH FOR AMERICA 606 S. OLIVE STREET SUITE 300 LOS ANGELES, CA 90014	N/A	PC	PLEDGE AMOUNT DUE 2015	1,000,000.
THACHER SCHOOL, INC. 5025 THACHER ROAD OJAI, CA 93023	N/A	PC	ANNUAL FUND	50,000.
THE CEDARS OF MARIN 2 KENSINGTON ROAD SAN ANSELMO, CA 94960	N/A	PC	CREATES PROGRAMS THAT INSPIRE ADULTS WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES TO REACH	25,000.
THE COLLEAGUES 470 WARNER AVENUE LOS ANGELES, CA 90024	N/A	PC	SUPPORT THIS NON-PROFIT SMALL GROUP OF WOMEN WHO RAISE FUNDS FOR CHILDREN'S INSTITUTE INC.	25,000.
THE COLLEAGUES 470 WARNER AVENUE LOS ANGELES, CA 90024	N/A	PC	SUPPORT THIS NON-PROFIT SMALL GROUP OF WOMEN WHO RAISE FUNDS FOR CHILDREN'S INSTITUTE INC.	25,000.
THE DALTON SCHOOL 108 EAST 89TH ST. NEW YORK, NY 10130-0063	N/A	PC	SUPPORT SCHOOL WHICH IS A DIVERSE COMMUNITY COMMITTED TO A TRADITION OF LIFE-LONG LEARNING AND	50,000.
THE EMILY SHANE FOUNDATION 2893 SEA RIDGE DR. MALIBU, CA 90265	N/A	PC	PROVIDES INDIVIDUALIZED, INTENSIVE MENTORING TO STRUGGLING/FAILING MIDDLE SCHOOL STUDENTS	10,000.
THE FULFILLMENT FUND 6100 WILSHIRE BLVD. SUITE 600 LOS ANGELES, CA 90048	N/A	PC	OVERALL OPERATING SUPPORT - MENTORING PROGRAM FOR KIDS AT RISK & COLLEGE ACCESS PROGRAM - MAKING	250,000.
THE GLOBAL FUND FOR CHILDREN 1101 FOURTEENTH STREET NW SUITE 420 WASHINGTON, DC 20005	N/A	PC	FIGHT FOR THE RIGHTS OF ENSLAVED & TRAFFICKED CHILDREN	1,000.
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	N/A	PC	ONGOING DEVELOP. OF "THE RANCH" - A PUBLICLY ACCESSIBLE LANDSCAPE ON THE GROUNDS OF THE	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
THE UC REGENTS UCLA DEPT OF HEAD & NECK SURGERY ROOM 62-132 CHS 650 CHARLES YOUNG DRIVE LOS ANGELES, CA 90095	N/A	PC	SUPPORTS HEAD & NECK SURGERY DIVISION-TEACHING & EDUCATION.	10,000.
THE UCLA FOUNDATION (#616500) UCLA HEALTH SCIENCES 10945 LE CONTE, STE 3132 LOS ANGELES, CA 90095	N/A	PC	TO SUPPORT DR. SANAZ MEMARZADEH AND WOMEN'S HEALTH AT UCLA	25,000.
THE UCLA FOUNDATION 10945 LE CONTE AVE. ST 3231 BOX 951784 LOS ANGELES, CA 90095-1784	N/A	PC	2ND INSTALL \$3.195M DERMATOLOGY PLEDGE	1,065,000.
TIGER WOODS FOUNDATION 121 INNOVATION DRIVE, SUITE 150 IRVINE, CA 92617	N/A	PC	SUPPORTS PROGRAM WHICH ENSURES THAT EVERY STUDENT GETS THE OPPORTUNITY TO ATTEND COLLEGE.	30,000.
TROUT UNLIMITED 1777 N. KENT STREET SUITE 100 ARLINGTON, VA 22209	N/A	PC	FUND: EDUCATION, MARKETING & OUTREACH, & PROJECT DEVELOP. THE BIG WOOD HOME RIVERS INITIATIVE -	25,000.
UC BERKELEY FOUNDATION C/O JULIE HENDERSON SUITE 4200 2080 ADDISON STREET BERKELEY, CA 94704	N/A	PC	ASC CAREER DEVELOP FUND #FU1258000	10,000.
UC REGENTS 100 MEDICAL PLAZA, SUITE 265 LOS ANGELES, CA 90095	N/A	PC	BALANCE OF 2ND INSTALL OF \$1M PLEDGE DIV OF DIGESTIVE DISEASES	333.
UC REGENTS 100 MEDICAL PLAZA, SUITE 265 LOS ANGELES, CA 90095	N/A	PC	2ND INSTALL OF \$1M PLEDGE DIVISION OF DIGESTIVE DISEASES	333,000.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A	PC	SUPPORT OF THIS ORGANIZATION WHICH PROVIDES LONG-TERM HUMANITARIAN AND DEVELOPMENTAL	5,000.
UNIVERSITY OF SOUTHERN CALIFORNIA USC ATHLETICS HERITAGE HALL 203A LOS ANGELES, CA 90089	N/A	PC	SUPPORTS USC ATHLETICS PROGRAMS.	100,000.
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
USC ANNENBERG 3502 WATT WAY, SUITE 304 LOS ANGELES, CA 90089-0281	N/A	PC	SUPPORT ATHLETICS AT USC.	10,000.
USC ATHLETICS HERITAGE HALL 203A LOS ANGELES, CA 90089	N/A	PC	SUPPORTS USC ATHLETICS PROGRAMS.	25,000.
USC ATTN: SONYA JIMENEZ 444 SOUTH FLOWER STREET SUITE 4100 LOS ANGELES, CA 90071	N/A	PC	GATEWAY INTERNSHIP PROGRAM	10,000.
USC ATTN: SONYA JIMENEZ 444 SOUTH FLOWER STREET SUITE 4100 LOS ANGELES, CA 90071	N/A	PC	USC DORNSIFE	25,000.
WAGS AND WALKS 1946 WESTHOLME AVENUE LOS ANGELES, CA 90025	N/A	PC	RESCUE DOGS FROM SHELTERS AND HELP THEM FIND HOMES.	20,000.
WESTSIDE CHILDREN'S CENTER 5721 W. SLAUSON AVE. SUITE 120 CULVER CITY, CA 90230	N/A	PC	BIG HEARTS OF SUMMER FUNDRAISER	10,000.
WILLIAMS ALUMNI FUND ANNUAL GIVING OFFICE 75 PARK STREET WILLIAMSTOWN, MA 01267	N/A	PC	WILLIAMS COLLEGE ALUMNI FUND, CLASS OF '84	100,000.
WORD OF HONOR FUND P.O. BOX 777 BELLEVUE, ID 83313	N/A	PC	SERVES CHILDREN OF FALLEN NAVY SEALS AND SPECIAL OPS MILITARY PERSONNEL	25,000.
Total from continuation sheets				

95-6140019

3 Grants and Contributions Approved for Future Payment (Continuation)

423635
05-01-14

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CATE SCHOOL

SUPPORT THIS COEDUCATIONAL SCHOOL OFFERING AN EDUCATIONAL EXPERIENCE
WITH LIFELONG MEANING AND PROFOUND VALUE FOR EACH STUDENT.

NAME OF RECIPIENT - CHAMPIONS OFF THE FIELD

PROGRAM STRIVES TO IMPACT KIDS' LIVES BY INVESTING IN PROGRAMS ACROSS
THE NATION DEDICATED TO EMPOWERING CHILDREN.

NAME OF RECIPIENT - CHAPMAN UNIVERSITY

1ST INSTALLMENT OF \$1.5 MILLION PLEDGE - TENANT IMPROVEMENTS TO THE
HEALTH SCIENCE CAMPUS & ONGOING SUPPORT

NAME OF RECIPIENT - CHARITYSMITH NONPROFIT FOUNDATION

DEDICATED TO THE CREATION & GOVERNING OF MEMORIAL ENDEAVORS. ALL IN ALL
THE TIME IS THE SPECIFIC MEMORIAL WHICH IS TO FILL FINANCIAL NEEDS OF
SURVIVING SPOUSE/CHILDREN.

NAME OF RECIPIENT - CHILDREN'S HOSPITAL LOS ANGELES

SUPPORT THE INSTITUTE FOR NURSING & INTERPROF. RESEARCH WHICH WILL
SUPPORT NURSES & CLINICAL EXPERTS IMPLEMENTING PRACTICES TO ENHANCE
CARE & HEALTHY WORK ENVIRONMENTS

NAME OF RECIPIENT - CHILDREN'S INSTITUTE, INC.

SUPPORT PROGRAM TO HELP CHILDREN IN LA'S MOST CHALLENGED COMMUNITIES
HEAL FROM TRAUMA OF FAMILY & COMMUNITY VIOLENCE.

NAME OF RECIPIENT - CHILDREN'S INSTITUTE, INC.

SUPPORT PROGRAM TO HELP CHILDREN IN LA'S MOST CHALLENGED COMMUNITIES

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

HEAL FROM TRAUMA OF FAMILY & COMMUNITY VIOLENCE.

NAME OF RECIPIENT - MEEKER EDUCATION FOUNDATION INC.

TO SUPPORT AND ENHANCE EDUCATIONAL OPPORTUNITIES FOR THE MEEKER SCHOOL
DISTRICT'S STUDENTS AND STAFF

NAME OF RECIPIENT - PROTECT THE HARVEST FUTURE FUND

TO DEFEND AND PRESERVE THE FREEDOMS OF AMERICAN CONSUMERS, FARMERS,
RANCHERS, OUTDOOR ENTHUSIASTS, AND ANIMAL OWNERS.

NAME OF RECIPIENT - SILVER HILL HOSPITAL

WIDE-RANGING SERVICES ALLOW THEM TO OFFER A "CONTINUUM OF CARE" WHICH
AID IN THE INDIVIDUAL'S RECOVERY PROCESS.

NAME OF RECIPIENT - SWIFTSURE RANCH THERAPEUTIC EQUESTRN CTR

TO ENCOURAGE THE WELL-BEING OF CHILDREN AND ADULTS WITH DISABILITIES
THROUGH EQUINE ASSISTED ACTIVITIES AND THERAPIES.

NAME OF RECIPIENT - THE CEDARS OF MARIN

CREATES PROGRAMS THAT INSPIRE ADULTS WITH INTELLECTUAL AND
DEVELOPMENTAL DISABILITIES TO REACH FOR AND ACHIEVE THEIR DREAMS.

NAME OF RECIPIENT - THE DALTON SCHOOL

SUPPORT SCHOOL WHICH IS A DIVERSE COMMUNITY COMMITTED TO A TRADITION OF
LIFE-LONG LEARNING AND EDUCATIONAL INNOVATION.

NAME OF RECIPIENT - THE EMILY SHANE FOUNDATION

PROVIDES INDIVIDUALIZED, INTENSIVE MENTORING TO STRUGGLING/FAILING

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

MIDDLE SCHOOL STUDENTS IN THE MAINSTREAM CLASSROOM.

NAME OF RECIPIENT - THE FULFILLMENT FUND

OVERALL OPERATING SUPPORT - MENTORING PROGRAM FOR KIDS AT RISK &

COLLEGE ACCESS PROGRAM - MAKING COLLEGE FINANCIALLY AFFORDABLE

NAME OF RECIPIENT - THE HUNTINGTON LIBRARY

ONGOING DEVELOP. OF "THE RANCH" - A PUBLICLY ACCESSIBLE LANDSCAPE ON

THE GROUNDS OF THE HUNTINGTON LIBRARY

NAME OF RECIPIENT - TROUT UNLIMITED

FUND: EDUCATION, MARKETING & OUTREACH, & PROJECT DEVELOP. THE BIG WOOD

HOME RIVERS INITIATIVE - SUSTAINS A WILD TROUT FISHERY & SUPPORTS THE

VALLEY'S WATER NEEDS.

NAME OF RECIPIENT - UNICEF

SUPPORT OF THIS ORGANIZATION WHICH PROVIDES LONG-TERM HUMANITARIAN AND

DEVELOPMENTAL ASSISTANCE TO CHILDREN AND MOTHERS IN DEVELOPING

COUNTRIES.

Part XV | **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHAPMAN UNIVERSITY

2ND INSTALLMENT OF \$1.5 MILLION PLEDGE - TENANT IMPROVEMENTS TO THE
HEALTH SCIENCE CAMPUS & ONGOING SUPPORT

NAME OF RECIPIENT - CHAPMAN UNIVERSITY

3RD INSTALLMENT OF \$1.5 MILLION PLEDGE - TENANT IMPROVEMENTS TO THE
HEALTH SCIENCE CAMPUS & ONGOING SUPPORT

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT

STATEMENT

PART VII-B, LINE 5C

GRANTEE'S NAME

JUST KEEP LIVIN FOUNDATION

GRANTEE'S ADDRESS

1107 GLENDON AVE.

LOS ANGELES, CA 90024

GRANT AMOUNT

25,000.

DATE OF GRANT

10/29/14

AMOUNT EXPENDED

25,000.

PURPOSE OF GRANT

TO RUN A JUST KEEP LIVIN FITNESS AND WELLNESS PROGRAM AT FREMONT HIGH SCHOOL IN LOS ANGELES. THE FOUNDATION HAS PARTNERED WITH OTHER NON-PROFIT ORGANIZATIONS IN EACH LOCAL COMMUNITY TO IMPLEMENT AFTER SCHOOL FITNESS AND WELLNESS PROGRAMS IN INNER-CITY HIGH SCHOOLS. IN THESE PROGRAMS, JKL ENCOURAGES STUDENTS TO MAKE POSITIVE LIFE CHOICES TO IMPROVE THEIR PHYSICAL AND MENTAL HEALTH THROUGH EXERCISE, TEAMWORK, GRATITUDE, NUTRITION AND COMMUNITY SERVICE. PARTICIPATING STUDENTS HAVE A SAFE PLACE TO ENHANCE THEIR LIVES WITH FITNESS COACHES AND HEALTH EXPERTS. THE FUNDS FROM THE GRANT WILL SPECIFICALLY SUPPORT THE EXISTING JKL PROGRAM AT FREMONT HIGH SCHOOL. IT GOES TOWARD THE FOLLOWING CATEGORIES IN JKL'S BUDGET: FITNESS/WELLNESS INSTRUCTORS, INSTRUCTOR TRAINING/OUTSIDE SERVICES, FIELD TRIPS, COMMUNITY SERVICE PROJECTS, PROMOTION, SUPPLIES/MATERIALS, AND OPERATIONAL EXPENSES.

DATES OF REPORTS BY GRANTEE

9/30/2015

STATEMENT

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - RESERVOIR STRATEGIC PARTNERS	0.	39,753.	
FROM K-1 - BLACKSTONE TACTICAL OPP FUND	0.	50,785.	
DEFERRED FED EXCISE TAX PROVISION	322,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	322,000.	90,538.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	122,129.	61,064.		61,064.
TO FORM 990-PF, PG 1, LN 16B	122,129.	61,064.		61,064.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	483,019.	483,019.		0.
TO FORM 990-PF, PG 1, LN 16C	483,019.	483,019.		0.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD REGISTRY OF CHARITABLE TRUSTS	3,295.	0.		10.
CURRENT FED EXCISE TAX PROVISION	150.	0.		150.
FEDERAL UBTI TAX FROM K-1 - RESERVOIR STRATEGIC PARTNERS	115,078. 5,287. 0.	0. 0. 233.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	123,810.	233.		160.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES FROM K-1 - MSSB TPG SPECIALTY	164. 0.	82. 26,256.		82. 0.
FROM K-1 - RESERVOIR STRATEGIC PARTNERS	0.	113,435.		0.
FROM K-1 - BLACKSTONE TACTICAL OPP FUND	0.	3,366.		0.
FROM K-1 - BLACKSTONE TACTICAL OPP FUND - Q	0.	57.		0.
FROM K-1 - BLACKSTONE TACTICAL OPP FUND (CAYMAN)	0.	4,168.		0.
OFFICE EXPENSES	3,435.	1,718.		269.
TO FORM 990-PF, PG 1, LN 23	3,599.	149,082.		351.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERKSHIRE HATHAWAY	71,684,160.	71,684,160.	
FLEXSHARES TRUST IBOXX 5 YR TARGET	0.	0.	
SPDR SER TR BARCLAYS INTL CORP BD ETF	4,949,662.	4,949,662.	
DFA GLOBAL REAL ESTATE SEC PORTFOLIO (DFGEX)	6,527,909.	6,527,909.	
DFA INTERNATIONAL CORE EQUITY (DFIEX)	11,915,049.	11,915,049.	
DIMENSIONAL ADV US SMALL CAP VALUE PORT (DFSVX)	3,889,687.	3,889,687.	
DFA INT'L SMALL CAP VALUE (DISVX)	7,555,611.	7,555,611.	
DFA EMERGING MARKTS CORE EQU PORTF (DFCEX)	7,717,125.	7,717,125.	
DFA SHORT TERM EXTENDED QUAL INSTL (DFEQX)	11,099,203.	11,099,203.	
DFA SELECTIVELY HEDGED GL FIXED INC (DFSHX)	1,499,970.	1,499,970.	
DFA INFLATION PROTECTED SEC PORT (DIPSX)	2,103,325.	2,103,325.	
DIMENSIONAL ADVISOR ONE YR FIXED INCOME PORT (DFIHx)	3,644,973.	3,644,973.	
VERICIMETRY US SMALL CAP VALUE FUND (VYSVX)	5,903,888.	5,903,888.	
VANGUARD TOTAL INTERNATIONAL BD INDEX ADM (VTABX)	5,569,931.	5,569,931.	
VANGUARD GNMA ADMIRAL (VFIJX)	3,496,560.	3,496,560.	
TPG SPECIALTY LENDING INC (TSLX)	7.	7.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	147,557,060.	147,557,060.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FRONTPOINT-SJC OFFSHORE CAP L.P.	FMV	1,014,980.	1,014,980.
NORTH HAVEN CP OFFSHORE	FMV	1,390,654.	1,390,654.
TPG SPECIALTY LEND ONSHORE FF	FMV	0.	0.
RESERVOIR STRATEGIC PARTNERS FUND TE, L.P.	FMV	5,000,471.	5,000,471.
CANYON BALANCED FUND	FMV	6,216,499.	6,216,499.
ARES CAPITAL EUROPE II(D)	FMV	4,299,758.	4,299,758.
BLACKSTONE TACTICAL OPP LP.	FMV	4,124,542.	4,124,542.
WASSERSTEIN DEBT OPP OFFSHORE	FMV	4,871,920.	4,871,920.
BROAD STREET R/E CREDIT PARTNERS	FMV	2,718,912.	2,718,912.
OAKTREE STRATEGIC INCOME, LTD.	FMV	704,345.	704,345.
PETERSHILL II OFFSHORE LP	FMV	1,800,000.	1,800,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,142,081.	32,142,081.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAXES PAYABLE	1,239,000.	917,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,239,000.	917,000.	

GENERAL EXPLANATION	STATEMENT	9
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FORM/LINE IDENTIFIER

FORM 990-PF PART VII-B; QUESTIONS 1A(3) AND 1B

EXPLANATION:

PURSUANT TO I.R.C. SECTION 4941(D)(2)(C) THE FURNISHING OF GOODS, SERVICES, OR FACILITIES BY A DISQUALIFIED PERSON TO A PRIVATE FOUNDATION IS NOT AN ACT OF SELF-DEALING SINCE THE FURNISHING IS WITHOUT CHARGE AND THE GOODS, SERVICES, OR FACILITIES ARE USED EXCLUSIVELY FOR THE PURPOSES OF THE FOUNDATION.

GENERAL EXPLANATION

STATEMENT 10

FORM/LINE IDENTIFIER

FORM 990-PF PART VII-B; QUESTIONS 1A(4) AND 1B

EXPLANATION:

PURSUANT TO I.R.C. SECTION 4941(D)(2)(E), THE PAYMENT OF COMPENSATION BY A PRIVATE FOUNDATION TO A DISQUALIFIED PERSON FOR THE PERFORMANCE OF PERSONAL SERVICES WHICH ARE REASONABLE AND NECESSARY TO CARRY OUT THE EXEMPT PURPOSE OF THE PRIVATE FOUNDATION SHALL NOT BE AN ACT OF SELF-DEALING IF SUCH COMPENSATION IS NOT EXCESSIVE.

GENERAL EXPLANATION

STATEMENT 11

FORM/LINE IDENTIFIER

FORM 990-PF PART VII-B; QUESTIONS 1A(2)

EXPLANATION:

PURSUANT TO I.R.C. SECTION 4941(D)(2)(B) THE LENDING OF MONEY BY A DISQUALIFIED PERSON TO A PRIVATE FOUNDATION SHALL NOT BE AN ACT OF SELF-DEALING IF THE LOAN IS WITHOUT INTEREST OR OTHER CHARGE AND IF THE PROCEEDS OF THE LOAN ARE USED EXCLUSIVELY FOR PURPOSES SPECIFIED IN SECTION 501(C)(3).

SCHEDULE O

GENERAL SHAREHOLDER INFORMATION

STATEMENT 18

(A) NAME, ADDRESS, AND IDENTIFYING NUMBER OF SHAREHOLDER(S) FILING THIS SCHEDULE	(B) FOR SHAREHOLDER'S LATEST U.S. INCOME TAX RETURN FILED INDICATE:			(C) DATE SHAREHOLD- ER LAST FILED IN- FORMATION RTN UNDER SEC. 6046
	(1) TYPE OF RETURN (ENTER FORM NUMBER)	(2) DATE RETURN FILED	(3) INTERNAL REVENUE SERVICE CENTER WHERE FILED	
THE OTIS BOOTH FOUNDATION 10431 BELLAGIO ROAD LOS ANGELE	990-PF	10/09/15	E-FILED	