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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation Rosemary Kraemer Raitt Foundation Trust		<b>A Employer identification number</b> 37-6585737	
Number and street (or P O box number if mail is not delivered to street address) PO Box 66367		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Los Angeles, CA 90066		<b>B</b> Telephone number (see instructions) (310) 390-8560	
<b>G</b> Check all that apply <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 11,574,154		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	211	211	211	
	4 Dividends and interest from securities . . . . .	55,371	55,371	55,371	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-99,123			
	b Gross sales price for all assets on line 6a _____ 1,502,939				
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	-15,462	-16,541	-15,462	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	-59,003	39,041	40,120	
	13 Compensation of officers, directors, trustees, etc . . . . .	49,442	49,442	49,442	12,360
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	17,111			17,111
	b Accounting fees (attach schedule). . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .				
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings. . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	14,908	14,167	14,167	728
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	81,461	63,609	63,609	30,199
	25 Contributions, gifts, grants paid . . . . .	0			0
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	81,461	63,609	63,609	30,199
	27 Subtract line 26 from line 12 . . . . .				
	a <b>Excess of revenue over expenses and disbursements</b> . . . . .	-140,464			
	b <b>Net investment income</b> (if negative, enter -0-) . . . . .		0		
	c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

<b>Part II</b> <b>Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)</small>		Beginning of year	End of year		
		<b>(a)</b> Book Value	<b>(b)</b> Book Value	<b>(c)</b> Fair Market Value	
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .		91,736	91,736
	<b>2</b>	Savings and temporary cash investments . . . . .		184,271	184,271
	<b>3</b>	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b>	Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .			
	<b>10a</b>	Investments—U S. and state government obligations (attach schedule)			
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b>	Investments—mortgage loans . . . . .			
	<b>13</b>	Investments—other (attach schedule) . . . . .		11,888,604	11,278,007
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b>	Other assets (describe ▶ _____)		20,140	20,140	
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)		12,184,751	11,574,154	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b>	Other liabilities (describe ▶ _____)			
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .			
	<b>25</b>	Temporarily restricted . . . . .			
	<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .			
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds		12,184,751	
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .		12,184,751	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	0	12,184,751		

<b>Part III</b> <b>Analysis of Changes in Net Assets or Fund Balances</b>					
<b>1</b>	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) . . . . .	<b>1</b>			
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>		-140,464	
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>		12,325,215	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>		12,184,751	
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>			
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>		12,184,751	

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )		How acquired P—Purchase <b>(b)</b> D—Donation	Date acquired <b>(c)</b> (mo , day, yr )	Date sold <b>(d)</b> (mo , day, yr )
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>2</b> Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	<b>2</b>	-99,120
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	<div></div>	<b>3</b>	-23,691

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )  
If section 4940(d)(2) applies, leave this part blank

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

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014			
2013			
2012			
2011			
2010			

<b>2</b> Total of line 1, column (d). . . . .	<b>2</b>	
<b>3</b> 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	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. . . . .	<b>4</b>	
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .	<b>8</b>	

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 VII

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a		Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .		1b			No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities					
c		Did the foundation file Form 1120-POL for this year? . . . . .		1c			No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$					
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$					
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2			No
		If "Yes," attach a detailed description of the activities					
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3			No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a		Yes	
b		If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b		Yes	
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5			No
		If "Yes," attach the statement required by General Instruction T					
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
		• By language in the governing instrument, or					
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6		Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . . . .		7		Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA					
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b		Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		9			No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		10			No

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

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>White Nelson Diehl Evans LLP</u> Telephone no ► <u>(714) 978-1300</u> Located at ► <u>2875 MICHELLE DRIVE STE 300 IRVINE CA</u> ZIP+4 ► <u>92606</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2015? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2015 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> ). . . . .	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2015?	<b>4b</b>		<b>No</b>

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes

☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870

7a

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

☐ Yes

☒ No

b

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

7b

No

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Ceryl Hammond	Trustee	24,721		
3962 Keeshen Drive	10 00			
Los Angeles, CA 90066				
John Kraemer	Trustee	24,721		
990 Highland Dr Suite 301	10 00			
Solana Beach, CA 92075				

2

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

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

Total

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

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



**Part X Minimum Investment Return**

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,544,180
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	29,807
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,573,987
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,573,987
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	38,610
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,535,377
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	126,769

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	126,769
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	126,769
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	126,769
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	126,769

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	30,199
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	30,199
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	30,199

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				126,769
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				
d From 2013. . . . .				
e From 2014. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 30,199				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2015 distributable amount. . . . .				30,199
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				96,570
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

## Part XIV

\_\_\_\_\_

**b** Check box to indicate whether the organization

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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## Part XV

**1 Information Regarding Foundation Managers:**

Contributed more than 2% of the total contributions received by the foundation  
 have contributed more than \$5,000) (See section 507(d)(2) )

10% or more of the stock of a corporation (or an equally large portion of the  
which the foundation has a 10% or greater interest

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Contributions to preselected charitable organizations and does not accept  
makes gifts, grants, etc. (see instructions) to individuals or organizations under

mail address of the person to whom applications should be addressed

mitted and information and materials they should include

as by geographical areas, charitable fields, kinds of institutions, or other

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2015)

Enter gross amounts unless otherwise indicated

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

Line No. the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

[illegible]

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Craig W Spraker CPA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00011246
	Firm's name <input type="checkbox"/> White Nelson Diehl Evans LLP			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> 2875 Michelle Drive Suite 300 Irvine, CA 92606				
				Phone no (714) 978-1300	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr )	(d) Date sold (mo , day, yr )
9428 209 Advisors Inner Circle FD Westwood Income Oppty Fd Inst	P	2014-12-16	2015-10-01
5496 929 Dodge & Cox International Fund	P	2014-07-17	2015-10-01
1526 707 Dodge & Cox International Fund	P	2014-09-25	2015-10-01
6411 538 Hotchkis & Wiley FDS High Yield Fd C I I	P	2014-05-01	2015-10-01
410 956 Matthews Intl FDS	P	2014-09-25	2015-10-01
533 28 Matthews Intl FDS	P	2014-09-25	2015-10-01
13544 792 Third Avenue Focus Credit Fund Institutional Class	P	2014-05-01	2015-10-01
410 863 Third Avenue Focus Credit Fund Institutional Class	P	2014-09-24	2015-10-01
3592 543 Third Avenue Focus Credit Fund Institutional Class	P	2014-09-25	2015-10-01
158 687 Third Avenue Focus Credit Fund Institutional Class	P	2014-12-10	2015-10-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
130,000		136,713	-6,713
203,485		254,192	-50,707
56,515		69,432	-12,917
75,000		85,214	-10,214
10,000		11,676	-1,676
10,000		11,762	-1,762
107,265		161,598	-54,333
3,254		4,602	-1,348
28,450		40,000	-11,550
1,257		1,579	-322

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,713
			-50,707
			-12,917
			-10,214
			-1,676
			-1,762
			-54,333
			-1,348
			-11,550
			-322

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr )	(d) Date sold (mo , day, yr )
766 105 Third Avenue Focus Credit Fund Institutional Class	P	2014-12-10	2015-10-01
511 282 Third Avenue Focus Credit Fund Institutional Class	P	2014-12-23	2015-10-01
513 427 Third Avenue Focus Credit Fund Institutional Class	P	2015-03-25	2015-10-01
526 486 Third Avenue Focus Credit Fund Institutional Class	P	2015-06-24	2015-10-01
420 952 Third Avenue Focus Credit Fund Institutional Class	P	2015-09-23	2015-10-01
38 159 Virtus Emerging Markets Opportunities Fund Class I	P	2014-12-23	2015-10-01
149 911 Virtus Emerging Markets Opportunities Fund Class I	P	2014-12-23	2015-10-01
506 606 Virtus Emerging Markets Opportunities Fund Class I	P	2014-12-23	2015-10-01
1551 676 Virtus Emerging Markets Opportunities Fund Class I	P	2014-12-16	2015-10-01
610 Colony Capital Inc	P	2014-12-23	2015-10-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,067		7,623	-1,556
4,049		5,000	-951
4,066		4,795	-729
4,169		4,844	-675
3,334		3,418	-84
340		377	-37
1,335		1,481	-146
4,510		5,000	-490
13,815		14,866	-1,051
11,988		14,920	-2,932

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,556
			-951
			-729
			-675
			-84
			-37
			-146
			-490
			-1,051
			-2,932



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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
885 Colony Capital Inc	P	2014-09-25	2015-10-01
6375 Colony Capital Inc	P	2014-05-01	2015-10-01
2143 929 Lazard US Equity	P	2014-07-07	2015-10-13
118 Franklin Resources Inc	P	2014-12-16	2015-10-13
182 Franklin Resources Inc	P	2014-12-16	2015-10-20
Fidelity Advisor Real Estate CI I	P	2014-01-01	2015-09-11
55 541 Fidelity Advisor Large Cap CI I	P	2014-12-12	2015-10-22
1518 88 Fidelity Advisor Large Cap CI I	P	2014-01-01	2015-10-22
30 294 Fidelity Advisor Invest Grade Bond CI I	P	2015-01-01	2015-10-22
179 806 Fidelity Advisor Invest Grade Bond CI I	P	2015-01-01	2015-10-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,393		19,889	-2,496
125,288		137,550	-12,262
30,000		29,309	691
4,433		6,346	-1,913
6,923		9,787	-2,864
428			428
1,598		1,576	22
43,713		43,107	606
236		235	1
1,402		1,406	-4

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,496
			-12,262
			691
			-1,913
			-2,864
			428
			22
			606
			1
			-4

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
7203 504 Fidelity Advisor Invest Grade Bond CI I	P	2014-01-01	2015-10-22
1114 825 Oakmark Select I	P	2015-05-01	2015-10-22
53 613 Russell US Small Cap Equity Class S	P	2014-12-22	2015-10-22
714 466 Russell US Small Cap Equity Class S	P	2014-01-01	2015-10-22
17 477 Vanguard Long-Term Bond Index	P	2015-09-30	2015-10-22
5597 276 Vanguard Long-Term Bond Index	P	2015-01-01	2015-10-22
6 066 Nuveen Symphony Credit Oppty A	P	2015-09-30	2015-10-22
70 411 Nuveen Symphony Credit Oppty A	P	2015-01-01	2015-10-22
1159 369 Nuveen Symphony Credit Oppty A	P	2014-01-01	2015-10-22
231 49 Oakmark Fund I	P	2015-10-22	2015-11-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
56,187		56,343	-156
43,980		46,700	-2,720
1,526		1,653	-127
20,334		22,023	-1,689
238		236	2
76,381		78,625	-2,244
121		119	2
1,399		1,606	-207
23,032		26,446	-3,414
15,533		15,149	384

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-156
			-2,720
			-127
			-1,689
			2
			-2,244
			2
			-207
			-3,414
			384

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1387 752 Russell US Dynamic Equity Class S	P	2015-10-22	2015-11-03
1550 726 Russell Strategic Bond Fund CI S	P	2015-10-22	2015-11-03
318 276 Nuveen Mid Cap Index Class A	P	2014-02-21	2015-11-03
709 Powershares Exchange Traded Fd Tr II	P	2015-10-22	2015-11-03
Nuveen Small Cap Value Class A	P	2014-01-01	2015-12-16
Nuveen Mid Cap Index Class A	P	2014-01-01	2015-12-16
Oakmark Fund I	P	2014-01-01	2015-12-17
Russell US Dynamic Equity Class S	P	2014-01-01	2015-12-21
Russell Strategic Bond Fund CI S	P	2014-01-01	2015-12-21
Fidelity Advisor Int'l Discovery	P	2015-01-01	2015-12-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,862		15,307	555
17,089		17,228	-139
5,817		5,694	123
20,619		20,801	-182
329			329
1,106			1,106
132			132
2,831			2,831
213			213
2			2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			555
			-139
			123
			-182
			329
			1,106
			132
			2,831
			213
			2

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr )	(d) Date sold (mo , day, yr )
Nuveen Mid Cap Index Class A	P	2015-01-01	2015-12-16
Russell US Dynamic Equity Class S	P	2015-01-01	2015-12-21
Russell Strategic Bond Fund CI S	P	2015-01-01	2015-12-21
6973 501 W H G Income Opportunity	P	2014-12-16	2015-11-18
1494 32 Fpa Crescent Fund	P	2015-10-01	2015-11-18
292 99 Matthews Pacific Tiger Fund	P	2014-09-25	2015-11-18
1629 35 Matthews Pacific Tiger Fund	P	2014-07-17	2015-11-18
50 Mondelez International Inc	P	2014-07-28	2015-12-22
4512 033 Delaware Smid Cap Growth-I	P	2014-01-01	2015-12-07
4512 033 Delaware Smid Cap Growth-I	P	2014-01-01	2015-12-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7			7
1,165			1,165
385			385
100,000		101,119	-1,119
49,000		47,806	1,194
7,621		8,324	-703
42,379		45,585	-3,206
2,220		1,905	315
13,144			13,144
429			429

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7
			1,165
			385
			-1,119
			1,194
			-703
			-3,206
			315
			13,144
			429

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr )	(d) Date sold (mo , day, yr )
22278 063 Wcm Focused Intl Growth Fund	P	2014-01-01	2015-12-11
2902 69 Matthews Pacific Tiger Fund	P	2014-01-01	2015-12-11
19216 648 Hotchkis & Wiley High Yld-I	P	2014-01-01	2015-12-14
19216 648 Hotchkis & Wiley High Yld-I	P	2014-01-01	2015-12-14
17644 961 W H G Income Opportunity	P	2014-01-01	2015-12-21
17922 704 Dodge & Cox Income Fd Com	P	2014-01-01	2015-12-22
8508 335 Fpa Crescent Fund-I	P	2014-01-01	2015-12-22
55059 09 Lazard US Concentrated	P	2014-01-01	2015-12-22
55059 09 Lazard US Concentrated	P	2014-01-01	2015-12-22
9892 621 Dreyfus Global Real Es Sec-Y	P	2014-01-01	2015-12-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,393			2,393
6,427			6,427
1,300			1,300
524			524
506			506
90			90
13,869			13,869
24,116			24,116
2,004			2,004
2,438			2,438

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,393
			6,427
			1,300
			524
			506
			90
			13,869
			24,116
			2,004
			2,438

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
9892 621 Dreyfus Global Real Es Sec-Y	P	2014-01-01	2015-12-29
4209 977 Dreyfus Select Mger S/C VI-Y	P	2014-01-01	2015-12-31
4209 977 Dreyfus Select Mger S/C VI-Y	P	2014-01-01	2015-12-31
5146 844 Dreyfus US Equity Fund-Y	P	2014-01-01	2015-12-31
5146 844 Dreyfus US Equity Fund-Y	P	2014-01-01	2015-12-31
Southwest Value Partners Fund	P	2014-01-01	2015-12-31
Salient MLP Total Return TE Fund LP	P	2015-01-01	2015-12-31
Salient MLP Total Return TE Fund LP	P	2014-01-01	2015-12-31
Crestview Value Partners III LP	P	2015-01-01	2015-12-31
Seer Capital Partners Offshore Fund	P	2015-01-01	2015-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
101			101
4,786			4,786
585			585
13,126			13,126
417			417
6			6
		1,065	-1,065
		31	-31
335			335
522			522

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			101
			4,786
			585
			13,126
			417
			6
			-1,065
			-31
			335
			522

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

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
Wash Sale			

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

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
			3

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

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

**TY 2015 General Explanation Attachment****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	Rosemary Kraemer Raitt Foundation (disappearing entity - corporation EIN 95-4359155) merged with Rosemary Kraemer Raitt Foundation Trust (surviving entity) effective September 9, 2015 All Assets were transferred from the Rosemary Kraemer Raitt Foundation to the Rosemary Kraemer Raitt Foundation Trust (address P O Box 66367 Los Angeles, CA 90066), between September 9, 2015 and December 31, 2015 The transferred assets were cash and investments with a fair market value of \$12,231,911 and a cost basis of \$12,325,215 See attached Agreement of Merger, Certificate of Approval of Agreement of Merger, and letter from the California Attorney General approving the transaction



**TY 2015 Investments - Other Schedule****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Fidelity Govt Mmkt Daily Money Class	FMV	12,746	12,746
Fidelity Advisor Int'l Discovery CI I	FMV	14,989	14,645
Fidelity Advisor Overseas CI I	FMV	15,143	14,472
Fidelity Advisor Real Estate CI I	FMV	15,997	17,229
Nuveen Mid Cap Index Class A	FMV	18,503	16,883
Nuveen Small Cap Value Class A	FMV	22,222	21,579
Oakmark Fund I	FMV	29,347	28,206
Oppenheimer Dev Markets Fd Class Y	FMV	12,009	9,951
Russell US Dynamic Equity Class S	FMV	32,821	28,605
Principal High Yield Fund CI P	FMV	25,730	24,365
Putnam Global Income Trust CI Y	FMV	15,588	14,390
Russell Strategic Bond Fund CI S	FMV	38,936	37,460
Powershares Exchange Traded Fd Tr II	FMV	53,517	52,885
BNY Mellon Corporate Bond Fund	FMV	175,565	168,254
BNY Mellon ST US Govt Securities Fund	FMV	38,862	38,266
BNY Mellon Intermediate Bond Fund	FMV	195,187	191,060
BNY Mellon Bond Fund	FMV	418,461	407,741
Dodge & Cox Income Fund	FMV	240,000	238,193
Doubleline Total Return Bond Fund-I	FMV	321,149	316,042
Dreyfus Inflation Adjusted Securities Fu	FMV	95,772	91,043
Dreyfus Floating Rate Income Fund	FMV	116,532	108,113
Dreyfus High Yield Fund	FMV	59,015	50,255
Hotchkis and Wiley High Yield Fund	FMV	252,416	212,344
Templeton Global Total Return Fund	FMV	294,670	255,521
Allergan PLC	FMV	6,227	8,125
Delphi Automative PLC	FMV	5,239	6,515
Medtronic, PLC	FMV	6,787	6,923
ACE Ltd	FMV	7,273	7,712
Avago Technologies	FMV	7,738	7,983
AMC Networks Inc-A	FMV	6,632	8,065

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT&T Inc	FMV	28,402	28,216
Abbvie Inc.	FMV	15,438	13,625
Adobe Systems Inc	FMV	7,303	9,676
Alexion Pharmaceuticals Inc	FMV	9,798	11,064
Alphabet, Inc.	FMV	16,285	21,249
Alphabet, Inc.	FMV	16,127	21,006
Amazon.com Inc	FMV	16,206	27,711
American International Grp Inc	FMV	14,978	15,864
Ameriprise Financial Inc	FMV	7,576	6,917
Anadarko Petroleum Corp	FMV	5,240	2,429
Apple Inc	FMV	51,263	54,419
Applied Materials Inc	FMV	12,001	10,679
Archer Daniels Midland Co	FMV	6,755	4,768
Autozone Inc	FMV	23,547	28,934
Becton Dickinson & Co	FMV	29,271	33,438
Biogen Idec Inc	FMV	10,676	9,803
Blackrock Inc	FMV	7,007	7,491
Boston Scientific Corp	FMV	6,578	6,638
Bristol-Myers Squibb Co.	FMV	20,451	23,320
C B S Corp Class B	FMV	5,693	4,713
CF Industries Holdings Inc	FMV	18,679	14,692
CVS Caremark Corp	FMV	4,847	6,160
Capital One Financial Corp	FMV	11,572	10,827
Cardinal Health Inc	FMV	11,785	14,551
Carnival Corp	FMV	4,690	6,864
Centene Corp Del	FMV	5,191	5,265
Cerner Corp	FMV	6,653	6,017
Chipotle Mexican Grill Inc Cl A	FMV	11,535	8,637
Cinemark Holdings Inc	FMV	6,907	5,683
Cisco Systems Inc	FMV	33,745	34,460

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Citigroup Inc	FMV	23,526	23,132
Citrix Sys Inc	FMV	9,986	9,835
Coca - Cola Co	FMV	7,143	7,303
Cognizant Technology Solutions Corp Cl A	FMV	6,713	8,343
Colgate-Palmolive Company	FMV	20,220	19,786
Comcast Corp Cl A	FMV	10,974	11,342
Conagra Inc	FMV	13,223	15,178
Danaher Corp	FMV	10,115	12,074
Delta Air Lines Inc	FMV	6,538	7,756
Dow Chemical Co	FMV	15,876	15,598
E O G Res Inc	FMV	25,720	20,246
Ecolab Inc	FMV	12,914	14,069
Express Scripts Holdings, Inc.	FMV	10,339	10,489
Facebook Inc.	FMV	18,991	27,316
Federated Investors Inc Cl B	FMV	7,227	6,590
Fedex Corp	FMV	8,443	8,492
F N F V Group	FMV	3,354	3,120
Fortinet Inc	FMV	4,496	5,299
Grainger W W Inc	FMV	16,634	13,574
H P Inc.	FMV	3,489	3,197
Hanesbrands Inc	FMV	9,104	8,240
Hartfod Finl Svcs Group Inc	FMV	6,356	7,214
Hewlett Packard Enterprise Company	FMV	1,259	1,216
Home Depot Inc	FMV	11,126	16,135
Honeywell Intl Inc	FMV	22,919	25,168
Illumina Inc	FMV	8,587	9,789
Intercontinentalexchange Group, INC	FMV	8,973	11,532
Interpublic Group Cos Inc	FMV	18,519	20,789
Intuit	FMV	7,734	9,168
JP Morgan Chase & Co	FMV	33,929	38,033

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Johnson & Johnson	FMV	40,793	40,369
Kellogg Co	FMV	8,657	9,395
Estee Lauder Companies Cl A	FMV	8,184	9,687
Lilly Eli & Co	FMV	7,855	9,269
Linear Technology Corp	FMV	17,634	16,436
Lowe's Companies Inc	FMV	17,298	20,227
Mastercard Inc	FMV	22,597	26,287
McDonald's Corp	FMV	13,345	15,713
Merck & Co Inc	FMV	9,116	8,346
Mettler-Toledo Intl Inc	FMV	16,603	20,009
Microchip Technology Inc	FMV	5,741	6,050
Molson Coors Brewing Co	FMV	18,064	21,789
Mondelez International	FMV	12,401	15,246
Moodys Corp	FMV	40,026	42,946
Morgan Stanley	FMV	14,956	14,028
The Mosaic Company	FMV	4,523	2,483
N R G Yield, Inc.	FMV	7,000	5,638
Nike Inc Class B Stock	FMV	26,264	36,875
Northrop Grumman Corp	FMV	3,564	4,909
Occidental Petroleum Corp	FMV	45,946	34,008
Omnicom Group Inc	FMV	10,966	11,500
Oracle Corp	FMV	47,475	40,694
Owens Corning Inc	FMV	2,745	3,621
PNC Financial Services Group	FMV	9,522	10,198
Packaging Corp Amer	FMV	4,685	4,414
Pepsico Inc	FMV	55,788	60,552
Pfizer Inc	FMV	20,766	21,434
Philip Morris International Inc	FMV	6,109	6,505
Phillips 66	FMV	12,072	13,333
Praxair Inc	FMV	16,335	13,414

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Priceline.com Inc	FMV	10,777	11,475
Prudential Financial Inc	FMV	16,636	16,282
Raytheon Co	FMV	23,272	27,272
Regeneron Pharmaceuticals Inc	FMV	3,291	5,972
Salesforce.com Inc	FMV	9,982	13,877
Schlumberger Ltd	FMV	35,272	23,715
Schwab Charles Corp New	FMV	9,819	10,208
Sherwin Williams Co	FMV	21,313	22,326
Splunk Inc.	FMV	3,468	2,941
Staples Inc	FMV	3,765	2,652
Synchrony Financial	FMV	7,475	7,298
Td Ameritrade Holding Corp	FMV	6,935	7,706
TJX Companies Inc	FMV	34,800	36,944
Tesla Motors Inc	FMV	6,172	6,960
Texas Instruments Inc	FMV	12,443	14,196
3M Co	FMV	23,828	22,445
Tiffany & Co New	FMV	12,322	9,155
Time Warner Inc	FMV	2,141	1,940
Tractor Supply Company	FMV	20,559	22,829
US Bancorp	FMV	30,080	29,400
Ulta Salon Cosmetics & Fragrance Inc	FMV	5,383	10,545
United Technologies Corp	FMV	61,237	51,397
Unitedhealth Group Inc	FMV	40,498	49,997
Vertex Pharmaceuticals Inc	FMV	8,516	10,570
Viacom Inc Class B	FMV	8,780	5,351
Visa Inc-Class A Shrs	FMV	17,051	24,816
Voya Financial Inc	FMV	14,168	13,066
Vulcan Materials Co	FMV	10,249	14,340
Wells Fargo & Company	FMV	50,004	51,696
Workday, Inc.	FMV	6,602	6,374

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BNY Mellon Income Stock Fund	FMV	53,556	44,558
IShares S&P 500 Index Fund	FMV	115,027	112,679
Dreyfus US Equity Fund	FMV	103,657	85,180
Graco Inc	FMV	18,182	17,081
Ihs Inc-Class A	FMV	15,858	16,106
MSCI Inc	FMV	19,744	30,872
Middleby Corp	FMV	13,783	15,641
Varian Medical Systems Inc	FMV	18,107	17,049
The BNY Mellon Mid Cap	FMV	451,698	409,380
Delaware Smid Cap Growth Fund	FMV	150,982	146,325
Dreyfus Opportunistic Small Cap Fund	FMV	103,941	84,663
Matthews Asia Small Companies	FMV	123,751	114,525
Dreyfus Select Managers Small Cap Growth	FMV	95,062	83,977
Dreyfus Select Managers Small Cap Value	FMV	105,424	82,095
Vodafone Group PLC	FMV	8,831	8,388
BNY Mellon International Equity Income F	FMV	205,853	162,158
BNY Mellon International Fund	FMV	260,022	229,321
Dodge & Cox International Stock Fund	FMV	318,983	260,556
Dreyfus International Small Cap Fund	FMV	208,434	200,271
Dreyfus/Newton International Equity Fund	FMV	86,319	77,915
Wcm Focused International Growth Fund	FMV	260,000	272,238
Dreyfus International Stock Fund	FMV	84,419	76,701
Matthews Pacific Tiger Fund - Is	FMV	76,051	68,271
Virtus Emerging Markets Opportunity Fund	FMV	243,134	227,386
Communications Sales & Leasing, Inc.	FMV	15,362	9,009
Dreyfus Global Real Estate Securities Fu	FMV	90,343	84,978
W H G Income Opportunity Fund	FMV	255,750	248,794
Lazard US Equity Concentrated Portfolio	FMV	731,615	761,467
Dreyfus Global Real Return Fund	FMV	118,535	108,489
Advantage Dynamic Total Return Fund	FMV	84,011	86,483

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Dreyfus BNY Mellon Funds Inc - Dreyfus	FMV	285,992	283,645
ASG Managed Futures Strategy Fund	FMV	82,677	78,396
ASG Global Alternatives Fund-Y	FMV	237,350	223,933
Van Eck Commodity Index Fund	FMV	86,263	51,448
Fpa Crescent Fund	FMV	272,194	264,269
Contrarian Emerging Markets Fund	FMV	281,219	291,715
Crestview Partners III LP	FMV	187,246	184,840
Seer Capital Partners Offshore Fund Ltd	FMV	304,849	279,217
Voyager Partners LP	FMV	275,000	272,309
Salient MLP Total Return	FMV	199,676	190,928
Icon Fund Eleven	FMV	50,515	13,135
Icon Fund Twelve	FMV	514,717	371,670
Southwest Value Partners	FMV	284,905	290,116

**TY 2015 Legal Fees Schedule****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	17,111	0	0	17,111



**TY 2015 Other Assets Schedule****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Due from Raitt CRUT		20,140	20,140

**TY 2015 Other Expenses Schedule****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	25			25
Investment Fees	14,167	14,167	14,167	
Non Deductible Expenses - From K-1	13			
Office Expense	344			344
Storage	359			359

**TY 2015 Other Income Schedule****Name:** Rosemary Kraemer Raitt Foundation Trust**EIN:** 37-6585737**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-16,541	-16,541	-16,541
Rental Income - Noninvestment Property	1,094		1,094
UBTI-Icon Leasing Fund 11	-362		-362
UBTI-Icon Leasing Fund 12	347		347

**TY 2015 Other Increases Schedule**

**Name:** Rosemary Kraemer Raitt Foundation Trust

**EIN:** 37-6585737

**Software ID:** 15000324

**Software Version:** 2015v2.0

Description	Amount
Transfer from Rosemary Kraemer Raitt Foundation 95-4359155	12,325,215

1822779 OUT

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FILED *JMC / LUC*  
Secretary of State  
State of California

*100* DEC 31 2015

**AGREEMENT OF MERGER**

by and between

**ROSEMARY KRAEMER RAITT FOUNDATION**

and

**ROSEMARY KRAEMER RAITT FOUNDATION TRUST**

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## AGREEMENT OF MERGER

This Agreement of Merger ("Agreement"), dated as of September 9, 2015, is made by and between ROSEMARY KRAEMER RAITT FOUNDATION, a California nonprofit public benefit corporation ("the Disappearing Entity") and ROSEMARY KRAEMER RAITT FOUNDATION TRUST, a charitable foundation organized as a trust under the laws of the State of California ("the Surviving Entity") (collectively, the "Parties").

### WITNESSETH

WHEREAS, the Parties intend by this Agreement to set forth the terms and conditions of a merger, pursuant to which the Disappearing Entity shall merge into the Surviving Entity ("Merger"), subject to approvals as required by law and by the articles and bylaws of the Disappearing Entity and the trust agreement of the Surviving Entity;

WHEREAS, the Board of Directors of the Disappearing Entity has (a) determined that the Merger is in the best interests of the Disappearing Entity, and (b) duly approved and adopted this Agreement;

WHEREAS, the Trustees of the Surviving Entity have (a) determined that the Merger is in the best interests of the Surviving Entity, and (b) duly approved and adopted this Agreement,

NOW, THEREFORE, in consideration of the premises, and the mutual representations and agreements herein set forth and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

### ARTICLE 1 PARTIES

The Surviving Entity is a charitable foundation organized as a trust under the laws of the State of California with no voting members. The Disappearing Entity is a California nonprofit public benefit corporation with no voting members.

### ARTICLE 2 MERGER

Section 2.1 Effective Date. When all applicable laws have been complied with and all necessary authorizations, approvals, or consents have been received, a copy of this Agreement, together with a certificate of each constituent entity as may be required, shall be submitted by the Surviving Entity to the California Secretary of State for filing. This merger shall be effective upon the date that the California Secretary of State accepts the merger documents for filing, after the Parties have given notice to the California Attorney General and received written consent of the merger from the California Attorney General, or such other date as prescribed by law ("Effective Date.")

Section 2.2 Approvals and Consents. This Merger is subject to receipt of the approval of any person or persons required by law or by the articles or bylaws of the Surviving Entity or the trust agreement of the Disappearing Entity or needed to gain or maintain the Surviving Entity's tax-exempt status. If such approval or approvals are not obtained, this Agreement is to be terminated, as provided in ARTICLE 4.

Section 2.3 Statement of Merger

(a) It is agreed by the Parties that on the Effective Date, as determined under Section 2.1 of this Agreement, the Disappearing Entity shall be merged into the Surviving Entity, the legal existence of the Surviving Entity shall continue, and the separate corporate existence of the Disappearing Entity shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of the Disappearing Entity shall be merged into and vested in the Surviving Entity and the legal identity, existence, name, purposes, powers, rights, and immunities of the Surviving Entity shall continue unaffected and unimpaired by the Merger.

(b) The Surviving Entity shall be subject to all the Disappearing Entity's debts, liabilities, and trust obligations in the same manner as if the Surviving Entity had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each constituent corporation shall be preserved unimpaired, as long as such liens and trust obligations on the property of the Disappearing Entity, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.

(c) Ownership of all fixed or liquid assets, real or tangible property, and all cash or monetary equivalents of the Disappearing Entity shall be vested in the Surviving Entity on the Effective Date.

Section 2.4 Trust Agreement of the Surviving Entity. The Surviving Entity's trust agreement in effect immediately preceding the Effective Date shall be and remain its trust agreement until amended or repealed as provided by law.

Section 2.5 Trustees. The Surviving Entity's Trustees, from and after the Effective Date until changed in accordance with law and such trust agreement, shall remain the same as the current trustees of the Surviving Entity. Those persons are currently the following:

- (a) John Kraemer
- (b) Cheryl Hammond

### ARTICLE 3 INTERIM PROVISIONS

Between the date of this Agreement and the Effective Date or date of termination, neither the Surviving Entity nor the Disappearing Entity shall, without the prior written consent of the other, engage in any activity or transaction other than in the ordinary course of its affairs, except as contemplated by this Agreement.

#### ARTICLE 4 TERMINATION, ABANDONMENT, OR AMENDMENT

Section 4.1 Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time before the Effective Date only by the mutual written consent of the Board of Directors of the Disappearing Entity and the Trustees of the Surviving Entity. If such termination occurs, neither the Disappearing Entity nor the Surviving Entity nor the Disappearing Entity's Board of Directors nor the Surviving Entity's Trustees shall be liable to the other.

Section 4.2 Amendments to Agreement. This Agreement may be amended by the written agreement of the Disappearing Entity's Board of Directors and the Surviving Entity's Trustees, and any other individuals or entities whose consent or approval may be required under California Corporations Code Section 6015, only prior to the Effective Date of the merger.

#### ARTICLE 5 DEFINITIONS AND RULES OF CONSTRUCTION

Section 5.1 Definitions. Defined terms used in this Agreement have the respective meanings ascribed to them by definition in this Agreement.

Section 5.2 Construction.

(a) This Agreement shall be construed without regard to any presumption or rule requiring construction or interpretation against the Party drafting or causing any instrument to be drafted.

(b) The descriptive headings herein are inserted for convenience only and are not intended to be part of or to affect the meaning or interpretation of this Agreement. References in this Agreement to any gender include references to all genders, and references to the singular include references to the plural and vice versa. The words "include," "includes" and "including" when used in this Agreement shall be deemed to be followed by the phrase "without limitation."

#### ARTICLE 6 MISCELLANEOUS

Section 6.1 Counterparts. This Agreement may be executed in any number of counterparts (including by means of facsimile or other electronic means), each of which shall be deemed an original and all of which shall, taken together, be considered one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or other electronic means shall be effective as delivery of a manually executed counterpart of this Agreement.

Section 6.2 Entire Agreement; No Third Party Beneficiaries. This Agreement (a) constitutes the entire agreement and supersede all prior agreements and understandings, both



written and oral, among the Parties with respect to the subject matter hereof and (b) is not intended to confer upon any person other than the Parties, any rights or remedies hereunder.

Section 6.3 Governing Law, Jurisdiction, Venue. This Agreement, and any dispute arising from the relationship between the Parties to this Agreement, shall be governed by California law, excluding any laws that direct the application of another jurisdiction's laws. Any action, suit or other legal proceeding that is commenced to resolve any matter arising under or relating to any provision of this Agreement or the transactions contemplated hereby shall be brought in a federal court of competent jurisdiction located in the County of San Diego, State of California. Each of the Parties hereby consents to the jurisdiction of such court.

Section 6.4 Further Assurances. On request by the Surviving Entity, the Disappearing Entity shall from time to time execute and deliver any documents and instruments and take any actions desirable or necessary to vest in the Surviving Entity the title to and possession of all rights, properties, assets, trusts, and business of the Disappearing Entity or otherwise to carry out the full intent and purpose of this Agreement.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be duly executed as of the day and year first above written: September 9, 2015.

ROSEMARY KRAEMER RAITT  
FOUNDATION

ROSEMARY KRAEMER RAITT  
FOUNDATION TRUST

By: John Kraemer  
John Kraemer, President

By: John Kraemer  
John Kraemer, Trustee

By: Sally Lokey  
Sally Lokey, Secretary

By: Cheryl Hammond  
Cheryl Hammond, Trustee



# State of California Secretary of State

## Certificate of Merger

(California Corporations Code sections

1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

OBE MERG

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

1 NAME OF SURVIVING ENTITY Rosemary Kraemer Ralft Foundation Trust	2 TYPE OF ENTITY Business Trust	3 CA SECRETARY OF STATE FILE NUMBER NA	4 JURISDICTION CA
5 NAME OF DISAPPEARING ENTITY Rosemary Kraemer Ralft Foundation	6 TYPE OF ENTITY public benefit corp	7 CA SECRETARY OF STATE FILE NUMBER 1822779	8 JURISDICTION CA

9 THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)

SURVIVING ENTITY			DISAPPEARING ENTITY		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
No Members		1	Directors - Three		Majority

10 IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER CHECK THE APPLICABLE STATEMENT  
☒ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained

11 IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12 IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY	CITY AND STATE	ZIP CODE
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13 OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY  
 See attached page

14 STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER  
 California Corporations Code Section 6010 authorizes merger between public benefit corporation and other business entity, which includes a trust such as Surviving Entity

15. FUTURE EFFECTIVE DATE, IF ANY  
 (Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

John Kraemer SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY 12/30/15 DATE	John Kraemer, Trustee for Rosemary Kraemer Ralft Foundation Trust TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Trustee for Rosemary Kraemer Ralft Foundation Cheryl Hammond, Trust dated December 29, 2014 TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
Cheryl Hammond SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY 12/30/15 DATE	Cheryl Hammond, Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
John Kraemer SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY 12/30/15 DATE	John Kraemer, President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
Cheryl Hammond SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY 12/30/15 DATE	Cheryl Hammond, Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing \_\_\_\_\_

OBE MERGER-1 (REV 01/2015) APPROVED BY SECRETARY OF STATE

ATTACHMENT TO CERTIFICATE OF MERGER

The disappearing entity has no members.

The Agreement of Merger was approved by Board of Directors of the disappearing entity and by the trustees of the surviving entity.

The Attorney General of California has been given prior written notice of this merger and has approved the merger in writing.

No further approval of the merger or the Agreement of Merger is required.

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

John Kraemer and Sally Lokey certify that:

1. They are the President and the Secretary, respectively, of the ROSEMARY KRAEMER RAITT FOUNDATION, a California nonprofit public benefit corporation.
2. The Agreement of Merger in the form attached has been approved by the Board of Directors of this corporation.
3. This corporation has no members.
4. No additional approval of the Agreement of Merger is required.
5. The Attorney General of California has been given prior written notice of this merger and has approved the merger in writing.

John Kraemer and Sally Lokey further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Date: 9-8, 2015

By: John Kraemer  
John Kraemer, President

By: Sally Lokey  
Sally Lokey, Secretary

KAMALA D. HARRIS  
Attorney General

State of California  
DEPARTMENT OF JUSTICE



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E-Mail: James.Toma@doj.ca.gov

May 22, 2015

Steven J. Chidester  
McKenna Long & Aldridge LLP  
P.O. Box 2329  
6050 El Tordo  
Rancho Santa Fe, CA 92067

RE: Rosemary Kramer Raitt Foundation Trust (Surviving Corporation) and Rosemary  
Kramer Raitt Foundation (Disappearing Corporation)

Dear Mr. Chidester:

This will acknowledge receipt of your notice, pursuant to Corporations Code section 6010, of the proposed merger of the above-referenced California nonprofit public benefit corporations, including a copy of the proposed agreement of merger. Based on the representations made in the documents you have provided, this Office has no objection to the proposed transaction.

Please supply a copy of the signed merger agreement certified by the Secretary of State to the Registry of Charitable Trusts, P.O. Box 903447, Sacramento, CA 94203 4470, when such is made available to you.

No later than 4 months and 15 days after the closing date of the merger, the disappearing corporation, Rosemary Kramer Raitt Foundation, must file a closing periodic report with the Registry of Charitable Trusts at the following address: P.O.Box 903447, Sacramento, CA 94203-4470.

Sincerely,

A handwritten signature in black ink that reads "James M. Toma".

JAMES M. TOMA  
Supervising Deputy Attorney General

For KAMALA D. HARRIS  
Attorney General

01328115

May 22, 2015  
Page 2

JT

cc: Registry of Charitable Trusts



I hereby certify that the foregoing  
transcript of 16 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

JAN 13 2016

Date: \_\_\_\_\_

Handwritten signature of Alex Padilla in black ink.

ALEX PADILLA, Secretary of State