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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation

ANN PEPPERS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

625 FAIR OAKS AVENUE, STE 360

City or town, state or province, country, and ZIP or foreign postal code

SOUTH PASADENA, CA 91030

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 29,262,156.

J Accounting method

☐

Cash

☒

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

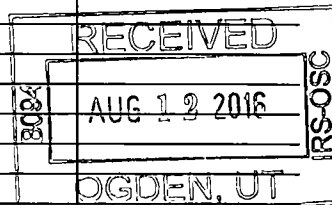
95-2114455

B Telephone number (see instructions)

(626) 441-5188

C If exemption application is
pending, check here. ▶ ☐D 1 Foreign organizations, check here. ▶ ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ▶ ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here. ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here. ▶ ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	6,206,765.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	656,272.	656,272.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,558,215.			
b Gross sales price for all assets on line 6a	17,998,542.			
7 Capital gain net income (from Part IV, line 2)		1,549,441.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 2	335.	335.		
12 Total. Add lines 1 through 11	8,421,587.	2,206,048.		
13 Compensation of officers, directors, trustees, etc.	72,000.	18,000.		54,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 3	5,060.	1,265.		3,795.
c Other professional fees (attach schedule) [4]	287,698.	71,925.		212,589.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	43,844.	2,718.		180.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	936.			
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 6	4,680.			4,382.
24 Total operating and administrative expenses. Add lines 13 through 23.	414,218.	93,908.		274,946.
25 Contributions, gifts, grants paid	1,369,346.			1,060,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,783,564.	93,908.	0.	1,334,946.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	6,638,023.			
b Net investment income (if negative, enter -0-)		2,112,140.		
c Adjusted net income (if negative, enter -0-)				



G53

5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		305,542.	1,566,543.	1,566,543.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		35,911.	54,965.	54,965.
	10a	Investments - U S and state government obligations (attach schedule) [7]		631,348.	2,082,090.	2,082,090.
	b	Investments - corporate stock (attach schedule) ATCH 8		18,831,194.	20,760,381.	20,760,381.
	c	Investments - corporate bonds (attach schedule) ATCH 9		3,384,947.	4,238,937.	4,238,937.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 10		1,070,739.	476,099.	476,099.
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶ ATCH 11)		45,633.	83,141.	83,141.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		24,305,314.	29,262,156.	29,262,156.
17		Accounts payable and accrued expenses		20,199.	24,445.	
18		Grants payable		195,008.	504,354.	
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 12)		97,294.	67,372.	
	23	Total liabilities (add lines 17 through 22)		312,501.	596,171.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		23,992,813.	28,665,985.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		23,992,813.	28,665,985.	
	31	Total liabilities and net assets/fund balances (see instructions)		24,305,314.	29,262,156.	

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	23,992,813.
2	Enter amount from Part I, line 27a	2	6,638,023.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	30,630,836.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	1,964,851.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,665,985.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,549,441.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,266,701.	23,679,006.	0.053495
2013	1,130,127.	21,514,301.	0.052529
2012	971,325.	19,112,974.	0.050820
2011	853,259.	15,556,499.	0.054849
2010	843,318.	15,252,622.	0.055290

2 Total of line 1, column (d)	2	0.266983
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053397
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	28,247,707.
5 Multiply line 4 by line 3	5	1,508,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,121.
7 Add lines 5 and 6	7	1,529,464.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,334,946.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	42,243.
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	42,243.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	42,243.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	71,053.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	71,053.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	155.
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	28,655.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 28,655. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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 <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? 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?		X
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) <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	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 2015 or the taxable year beginning in 2015 (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 <input type="checkbox"/> ATCH 14	X	

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		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?	X	
Website address <input type="checkbox"/> N/A		
14 The books are in care of <input type="checkbox"/> WHITTER TRUST COMPANY Telephone no <input type="checkbox"/> (626) 441-5188		
Located at <input type="checkbox"/> 625 FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA ZIP+4 <input type="checkbox"/> 91030		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15		
16 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <input type="checkbox"/>		

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? <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? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2015? <input type="checkbox"/>	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 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 <input type="checkbox"/>		
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) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Form 990-PF (2015)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions), ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		72,000.	0.	0.

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

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

Total number of other employees paid over \$50,000. ☐ 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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 17		287,698.
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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2015)

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	26,757,722.
b	Average of monthly cash balances	1b	1,776,525.
c	Fair market value of all other assets (see instructions)	1c	143,628.
d	Total (add lines 1a, b, and c)	1d	28,677,875.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,677,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	430,168.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,247,707.
6	Minimum investment return. Enter 5% of line 5	6	1,412,385.

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	1,412,385.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	42,243.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42,243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,370,142.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,370,142.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,370,142.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,334,946.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,334,946.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,334,946.

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				1,370,142.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	93,479.			
b From 2011	91,543.			
c From 2012	55,048.			
d From 2013	78,308.			
e From 2014	108,698.			
f Total of lines 3a through e	427,076.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,334,946.				
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)				
d Applied to 2015 distributable amount.				1,334,946.
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))	35,196.			35,196.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	391,880.			
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 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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)	58,283.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	333,597.			
10 Analysis of line 9				
a Excess from 2011	91,543.			
b Excess from 2012	55,048.			
c Excess from 2013	78,308.			
d Excess from 2014	108,698.			
e Excess from 2015				

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

NOT APPLICABLE

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 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

ATCH 18

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

ATCH 19

c Any submission deadlines

ATCH 20

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

ATCH 21

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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)					
a Paid during the year					
ATCH 22					
Total				► 3a	1,060,000.
b Approved for future payment					
ATCH 23					
Total				► 3b	510,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated


Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities				14	656,272.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	1,558,215.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a OTHER INCOME				01	335.	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					2,214,822.	
13 Total. Add line 12, columns (b), (d), and (e)						2,214,822.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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.			

Paid Preparer Use Only	Pnnr/Type preparer's name ROBIN M PAULE	Preparer's signature 	Date 7/25/16	Check <input type="checkbox"/> if self-employed	PTIN P00358939
	Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP			Firm's EIN ▶ 95-4345526	
	Firm's address ▶ 3011 TOWNSGATE ROAD, SUITE 400 WESTLAKE VILLAGE, CA 91361			Phone no 805-374-8555	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10320561.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 8,381,682.				P	VARIOUS 1,938,879.	VARIOUS
7,677,981.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 8,067,419.				P	VARIOUS -389,438.	VARIOUS
TOTAL GAIN(LOSS)							<u>1,549,441.</u>	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2015▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

ANN PEPPERS FOUNDATION

Employer identification number

95-2114455

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization ANN PEPPERS FOUNDATION

Employer identification number
95-2114455**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN PEPPERS TRUST UNDER WILL F/B/O BARBARA P.O. BOX 20160 LONG BEACH, CA 90801	\$ 6,206,765.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ANN PEPPERS FOUNDATION

Employer identification number

95-2114455

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization ANN PEPPERS FOUNDATION

Employer identification number

95-2114455

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST COMPANY	656,272.	656,272.
TOTAL	<u>656,272.</u>	<u>656,272.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u> OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	335.	335.
TOTALS	<u>335.</u>	<u>335.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,060.	1,265.		3,795.
TOTALS	<u>5,060.</u>	<u>1,265.</u>	<u>-</u>	<u>3,795.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATIVE EXPENSES	287,698.	71,925.	212,589.
TOTALS	<u>287,698.</u>	<u>71,925.</u>	<u>212,589.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	40,946.		
FOREIGN TAXES	2,718.	2,718.	
FILING FEES	180.		180.
TOTALS	<u>43,844.</u>	<u>2,718.</u>	<u>180.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	1,250.	1,250.
MISCELLANEOUS EXPENSE	298.	3,132.
DUES	3,132.	
TOTALS	<u>4,680.</u>	<u>4,382.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS NTS 0.875% FEDERAL HOME LOAN BANKS DEB 2. UNITED STATES TREAS NTS 1.000% UNITED STATES TREAS NTS 1.375% UNITED STATES TREAS NTS 1.500%	789,244. 96,071. 789,243.	789,244. 96,071. 789,243.
US OBLIGATIONS TOTAL	<u>1,674,558.</u>	<u>1,674,558.</u>
IRVINE CA UNI SCH DIST 4.381% WASHINGTON ST ECON DEV 3.7% WSTRN CO ST CLG BRD OF TRSTE 2 PORT OF SEATTLE WA REVENUE 7% SANTA MONICA CA CMNTY CLG 6.7% LOS ANGELES CA DEPT WTR 7%	174,761. 116,449. 116,322.	174,761. 116,449. 116,322.
STATE OBLIGATIONS TOTAL	<u>407,532.</u>	<u>407,532.</u>
US AND STATE OBLIGATIONS TOTAL	<u>2,082,090.</u>	<u>2,082,090.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREFERRED STOCK - SEE ATTACHED		
US LARGE CAP EQ - SEE ATTACHED	17,568,202.	17,568,202.
NON-US EQUITIES - SEE ATTACHED	1,827,240.	1,827,240.
US SMALL AND MID CAP EQ- SEE A	1,364,939.	1,364,939.
TOTALS	<u>20,760,381.</u>	<u>20,760,381.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE ATTACHED	1,966.	1,966.
ACCRUED INTEREST PURCHASED	5,522.	5,522.
CORPORATE BONDS - SEE ATTACHED	3,478,376.	3,478,376.
ETF HIGH YIELD BONDS	753,073.	753,073.
TOTALS	<u>4,238,937.</u>	<u>4,238,937.</u>

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
FIXED INCOME SECURITIES			
CORPORATE BONDS & NOTES			
FHLMC 10 5 1/1/21	77 0500	101 86	78 48
FHLMC 10 5 6/1/19	43 3100	108 51	46 99
FHMA 9 50 8/1/19	38 8700	107 69	41 86
FNMA 5 5 5/1/17	344 3900	101 67	350 13
FNMA 6 0 11/1/16	185 1400	101 12	187 20
FNMA 6 0 6/1/16	75 6400	100 56	76 06
GNMA 11 9 5 2/20/20	7 3700	100 46	7 40
FH 1761 K PAC FIX 8 500% 11/15/2024	1,030 7100	114 27	1,177 80
TOTAL CORPORATE BONDS & NOTES			1,965 92
US LARGE CAP EQUITIES			
ABBOTT LABS COM	5,956 0000	44 91	267,483 96
ALPHABET INC CL C	769 0000	758 88	583,578 72
AMAZON COM INC COM	1,217 0000	675 89	822,558 13
ANTHEM, INC COM	1,537 0000	139 44	214,319 28
APPLE COMPUTER INC COM	8,966 0000	105 26	943,761 16
BAKER HUGHES INC COM	5,911 0000	46 15	272,792 65
BERKSHIRE HATHAWAY INC DEL CL A	1 0000	97,800 00	197,800 00
BERKSHIRE HATHAWAY INC DEL CL B NEW	4,291 0000	132 04	566,583 64
BLACKROCK INC CL A	1,217 0000	340 52	414,412 84
CF INDS HLDGS INC COM	6,404 0000	40 81	261,347 24
CVS CORP COM	3,715 0000	97 77	363,215 55
CAPITAL ONE FINL CORP COM	4,227 0000	72 18	305,104 86
CELGENE CORP	5,700 0000	119 76	682,632 00

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
CHEVRON CORP	6,020 0000	89 96	541,559 20
COM			
DISNEY WALT CO	4,099 0000	105 08	430,722 92
COM DISNEY			
GENERAL ELECTRIC CO	7,745 0000	31 15	241,256 75
COM			
HONEYWELL INTL INC	5,316 0000	103 57	550,578 12
COM			
J P MORGAN CHASE & CO	12,104 0000	66 03	799,227 12
COM			
JOHNSON & JOHNSON	3,202 0000	102 72	328,909 44
COM			
KINDER MORGAN INC DEL	10,014 0000	14 92	149,408 88
COM			
LAUDER ESTEE COS INC	4,611 0000	88 06	406,044 66
CL A			
LOWE'S COS	6,148 0000	76 04	467,493 92
M & T BK CORP	4,419 0000	121 18	535,494 42
COM			
MCKESSON CORP	3,074 0000	197 23	606,285 02
COM			
MONDELEZ INTL INC	10,759 0000	44 84	482,433 56
CL A			
NIKE INC	11,784 0000	62 50	736,500 00
CL B			
ORACLE CORP	11,208 0000	36 53	409,428 24
COM			
PAYCHEX INC	4,867 0000	52 89	257,415 63
COM			
PEPSICO INC	3,458 0000	99 92	345,523 36
COM			
PFIZER INC	12,361 0000	32 28	399,013 08
COM			
REYNOLDS AMERICAN INC	8,966 0000	46 15	413,780 90
SPDR TR S&P 500	0 0000	203 87	0 00
SCHLUMBERGER LTD	0 0000	69 75	0 00
COM			
STARBUCKS CORP	10,247 0000	60 03	615 127 41
COM			
SYNCHRONY FINL	3,705 0000	30 41	112,669 05
COM			
TJX COS INC NEW	4,611 0000	70 91	326,966 01
COM			
3M CO	3,010 0000	150 64	453,426 40
VALERO ENERGY CORP NEW	5,572 0000	70 71	393,996 12
COM			
VERIZON COMMUNICATIONS	5,636 0000	46 22	260,495 92

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
VISA INC	8,710 0000	77 55	675,460 50
COM CL A			
EATON CORP PLC	6,084 0000	52 04	316,611 36
SHS			
TE CONNECTIVITY LTD	3,074 0000	64 61	198,611 14
REG SHS			
MYLAN N V	4,035 0000	54 07	218,172 45
SHS EURO			
TOTAL US LARGE CAP EQUITIES			17,568,201 61
US SMALL AND MID-CAP EQUITIES			
AMERICAN WTR WKS CO INC NEW	10,503 0000	59 75	627,554 25
COM			
CERNER CORP	2,626 0000	60 17	158,006 42
COM			
ISHARES	553 0000	110 11	60 890 83
S&P SMALL CAP 600			
MIDCAP SPDR TR	964 0000	254 04	244,894 56
UNIT SER 1			
VANGUARD INDEX FDS	2,770 0000	98 77	273,592 90
SM CP VAL ETF			
TOTAL US SMALL AND MID-CAP EQUITIES			1,364,938 96
NON-US EQUITIES			
ISHARES MSCI EAFE INDEX FUND	15,457 0000	58 72	907,635 04
NESTLE S A	6,000 0000	74 42	446,520 00
SPONSORED ADR			
VANGUARD EMERGING MARKET	8,029 0000	32 71	262,628 59
EQUITY ETF			
NXP SEMICONDUCTORS N V	2,498 0000	84 25	210,456 50
COM			
TOTAL NON-US EQUITIES			1,827,240 13

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
CORPORATE BONDS & NOTES			
ARES CAP CORP NOTE 3 875% 1/15/20	100,000 0000	101 52	101,519 00
ARES CAP CORP NOTE 4 875%11/30/18	100,000 0000	104 12	104,118 00
FEDERAL NATL MTG ASSN PRIN S STRIP 2/01/19	60,000 0000	94 13	56,480 40
FREEPORT-MCMORAN INC NOTE 2 375% 3/15/18	120,000 0000	78 00	93,600 00
CHURCH & DWIGHT INC NOTE 2 875%10/01/22	120,000 0000	96 94	116,331 60
MCDONALDS CORP MED TERM NT B MTNF 2 625% 1/15/22	100,000 0000	97 52	97,515 00
NORDSTROM INC NOTE 4 000%10/15/21	200,000 0000	105 66	211,316 00
SOUTHERN CALIF EDISON CO PRFD 6 250%12/29/99	230,000 0000	110 18	253,402 50
VERIZON COMMUNICATIONS INC NOTE 3 650% 9/14/18	100,000 0000	104 57	104,569 00
INTERNATIONAL BUSINESS MACHS NOTE 2 875%11/09/22	120,000 0000	99 24	119 086 80
JPMORGAN CHASE & CO	250,000 0000	95 00	237,500 00

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
LENDER PROCESSING SVCS INC	72,000 0000	103 00	74,160 00
NOTE 5 750% 4/15/23			
LORILLARD TOB CO	200,000 0000	117 67	235,344 00
NOTE 8 125% 6/23/19			
BOTTLING GROUP LLC	200,000 0000	109 53	219,052 00
NOTE 5 125% 1/15/19			
GENERAL ELEC CAP CORP MTN BE	20,000 0000	130 66	26,132 20
MTNF 6 750% 3/15/32			
MERCK & CO INC	200,000 0000	110 33	220,652 00
NOTE 5 000% 6/30/19			
ORACLE CORP	200,000 0000	109 98	219,956 00
NOTE 5 000% 7/08/19			
CF INDS INC	127,000 0000	112 84	143,309 34
NOTE 7 125% 5/01/20			
HEWLETT PACKARD CO	200,000 0000	98 40	196,790 00
NOTE 4 375% 9/15/21			
GULF PWR CO	100,000 0000	98 78	98,780 00
NOTE 3 100% 5/15/22			
BURLINGTON NORTHN SANTA FE C	188,000 0000	104 23	195,946 76
DEB 3 600% 9/01/20			
APPLE INC	150,000 0000	102 41	153,615 00
NOTE 2 850% 5/06/21			
PETROBRAS INTL FIN CO	200,000 0000	99 60	199,200 00
NOTE 3 875% 1/27/16			
TOTAL CORPORATE BONDS & NOTES			3,478,375 60

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
T ROWE PRICE INST FL		
VANGUARD REIT	159,460.	159,460.
ISHARES AGG BONDS		
WISDOM TREE E MKT ELD	316,639.	316,639.
AMERICAN TOWER CORP NEW COM		
TOTALS	<u>476,099.</u>	<u>476,099.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INT. AND DIV. RECEIVABLE	83,141.	83,141.
TOTALS	<u>83,141.</u>	<u>83,141.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

DEFERRED EXCISE TAX

67,372.

TOTALS

67,372.

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	1,964,851.
TOTAL	<u>1,964,851.</u>

ANN PEPPERS FOUNDATION

95-2114455

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 14

NAME AND ADDRESS

ANN PEPPERS TRUST UNDER WILL F/B/O BARBARA WOLFORD
P.O. BOX 20160
LONG BEACH, CA 90801

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ATTACHMENT 14

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. THIS DISTRIBUTION WAS TREATED AS A QUALIFYING DISTRIBUTION BY THE FOUNDATION. THE DISTRIBUTION WILL BE USED FOR THE GENERAL SUPPORT OF VARIOUS ORGANIZATIONS FOR RELIGIOUS, CHARITABLE, ARTS, HEALTH CARE, SCIENTIFIC, LITERARY, EDUCATIONAL PURPOSES OR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.

ANN PEPPERS FOUNDATION

95-2114455

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PHILIP A. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
H. ROSS MACMICHAEL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
PHILIP V. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	TREASURER/DIRECTOR 3.00	18,000.	0.	0.
PEGINE GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	SECRETARY 3.00	0.	0.	0.
JENNIFER F. DEVOLL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 3.00	18,000.	0.	0.
GRAND TOTALS		<u>72,000.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS.	287,698.
TOTAL COMPENSATION		<u>287,698.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WHITTIER TRUST PHILANTHROPIC SERVICES
625 FAIR OAKS AVENUE, STE 360 SOUTH
PASADENA, CA 91030
6264415188

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST
PHILANTHROPIC SERVICES.

ATTACHMENT 20

990PF, PART XV - SUBMISSION DEADLINES

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST
PHILANTHROPIC SERVICES.

ATTACHMENT 21

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE IN SUPPORT OF EDUCATION, SOCIAL SERVICES AND ARTS IN
THE LOS ANGELES COUNTY AREA.

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

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS OF GREATER LOS ANGELES 11355 OHIO AVENUE LOS ANGELES, CA 90025	NONE PC		TO SUPPORT YOUTH PREPAREDNESS INITIATIVES	5,000
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103	NONE PC		TO SUPPORT COMMUNITY PATHWAYS INITIATIVE	25,000
ARROYOS & FOOTHILLS CONSERVANCY P O BOX 1 PASADENA, CA 91102	NONE PC		TO SUPPORT THE WILDLIFE MOVEMENT EDUCATIONAL PROJECT	25,000
A NOISE WITHIN 3352 E FOOTHILL BLVD PASADENA, CA 91107	NONE PC		TO SUPPORT THE CLASSICS LIVE' EDUCATION PROGRAM	20,000
BTG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 3150 N SAN FERNANDO AVENUE, SUITE C LOS ANGELES, CA 90065	NONE PC		TO SUPPORT THE SCHOOL-BASED PROGRAM AND THE HIGH SCHOOL BIGS PROGRAM	15,000
BRAILLE INSTITUTE OF AMERICA, INC 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	NONE PC		TO SUPPORT EL PODER SIN VER PROGRAM	25,000

ANN PEPPERS FOUNDATION

95-2114455

FORM 990DE, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CASA DE LAS AMIGAS 160 NORTH EL MOLINO AVENUE PASADENA, CA 91101	NONE PC		SCHOLARSHIPS - WOMEN'S RECOVERY PROGRAM	20,000
CREATIVE VISIONS FOUNDATION 13820 PACIFIC COAST HIGHWAY, SUITE 201 MALIBU, CA 90265	NONE PC		TO UNDERWRITE THE PROJECT MANAGER POSITION FOR THE ROCK YOUR WORLD LOS ANGELES PILOT PROGRAM	30,000
CONVALESCENT AID SOCIETY 3255 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	NONE PC		GENERAL OPERATING SUPPORT	20,000
THE FROSTIG CENTER 971 NORTH ALTADENA DRIVE PASADENA, CA 91107	NONE PC		TO SUPPORT CAPITAL IMPROVEMENTS AT FROSTIG SCHOOL	25,000
FVO SOLUTIONS, INC 789 II FAIR OAKS AVENUE PASADENA, CA 91103	NONE PC		TO SUPPORT FVO'S DIRECT EMPLOYMENT PROGRAM	20,000
ELIZABETH HOUSE P O BOX 94077 PASADENA, CA 91109	NONE PC		ALUMNI SERVICES EXPANSION PROJECT	10,000

ATTACHMENT 22

ANN PEPPERS FOUNDATION

95-2114455

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOCUSING PHILANTHROPY 11693 SAN VICENTE BLVD , #255 LOS ANGELES, CA 90049	NONE PC	TO SUPPORT READING PARTNERS ONE-ON-ONE TUTORING PROGRAM FOR PUSD ELEMENTARY STUDENTS	25,000
GIRL SCOUTS OF GREATER LOS ANGELES 801 S GRAND AVENUE, SUITE 300 LOS ANGELES, CA 90017	NONE PC	TO SUPPORT THE ANTI-BULLYING PROGRAM	20,000
HOLLENBECK PALMS 573 SOUTH BOYLE AVENUE LOS ANGELES, CA 90033	NONE PC	CAPITAL CAMPAIGN FOR THE MEMORY CARE FACILITY	10,000
JERICHO ROAD PASADENA 301 EAST COLORADO BLVD , SUITE 802 PASADENA, CA 91101	NONE PC	TO SUPPORT CAPACITY-BUILDING WORK	5,000
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE PC	LEARNING & ACHIEVING THROUGH THE ARTS	20,000
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BOULEVARD LOS ANGELES, CA 90043	NONE PC	TO PROVIDE 20 LOW-INCOME BLIND CAMPERS TO ATTEND SUMMER CAMP SESSIONS	10,000

ATTACHMENT 22

ANN PEPPERS FOUNDATION

95-2114455

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

ATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
KPCC SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NONE PC		ENVIRONMENTAL REPORTING	10,000
LOS ANGELES MASTER CHORALE ASSOCIATION 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC		TO SUPPORT THE LA MASTER CHORALE'S HS CHOIR FESTIVAL	15,000
KIDSPACE CHILDREN'S MUSEUM 480 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE PC		5-YEAR CHALLENGE GRANT - TO SUPPORT EDUCATION PROGRAMS	40,000
MOTHERS' CLUB FAMILY LEARNING CENTER 950 NORTH FAIR OAKS AVENUE PASADENA, CA 91103	NONE PC		TWO-GENERATION LEARNING PROGRAM	25,000.
MOUNT ST MARY'S UNIVERSITY, LOS ANGELES DOHENY CAMPUS 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE PC		CHALLENGE GRANT - SCHOLARSHIP ENDOWMENT	250,000
MUSE/IQUE 300 E GREEN STREET, 3RD FLOOR PASADENA, CA 91101	NONE PC		FOR KIDS/IQUE', A MUSICAL IMMERSION PROGRAM FOR FOSTER AND AT RISK YOUTH	15,000

ATTACHMENT 22

ANN PEPPERS FOUNDATION

95-2114455

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

THE LEARNING CENTERS AT FAIRPLEX

1101 W MCKINLEY AVENUE

POMONA, CA 91768

NONE

PC

TO BUILD CAPACITY FOR THE CAREER AND TECHNICAL
EDUCATION PROGRAM

20,000

ONEONTA CLUB FOUNDATION

1613 CHELSEA ROAD, #653

SAN MARINO, CA 91108

NONE

PC

SCHOLARSHIP SUPPORT (PHILLIP V SWAN)

10,000

ONEONTA CLUB FOUNDATION

1613 CHELSEA ROAD, #853

SAN MARINO, CA 91108

NONE

PC

SCHOLARSHIP SUPPORT (H ROSS MACMICHAEL)

10,000

LOS ANGELES CHILDREN'S CHORUS

585 E COLORADO BLVD

PASADENA, CA 91101

NONE

PC

LA CHILDREN'S CHORUS'S CHORAL MUSIC EDUCATION &
PERFORMANCE PROGRAM 2015|2016

15,000

PARSON'S NOSE THEATER

1325 MONTEREY ROAD

SOUTH PASADENA, CA 91030

NONE

PC

GENERAL OPERATING SUPPORT

10,000

PASADENA CONSERVATORY OF MUSIC

100 NORTH HILL AVENUE

PASADENA, CA 91106

2015-16 MUSIC EDUCATION OUTREACH PROGRAM

20,000

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ATTACHMENT 22

95-2114455

ANN PEPPERS FOUNDATION

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

ATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PASADENA PLAYHOUSE STATE THEATRE OF CALIFORNIA 600 PLAYHOUSE ALLEY, SUITE 300 PASADENA, CA 91101	NONE PC		GENERAL OPERATING SUPPORT	20,000
PASADENA COMMUNITY FOUNDATION 301 EAST COLORADO BLVD, SUITE 810 PASADENA, CA 91101	NONE PC		DEVOLL DAF (JENNIFER DEVOLL)	10,000
PASADENA SYMPHONY ASSOCIATION 2 N LAKE AVENUE, SUITE 1080 PASADENA, CA 91101	NONE PC		GENERAL OPERATING SUPPORT	25,000
PROFESSIONAL CHILD DEVELOPMENT ASSOCIATES 620 N LAKE AVENUE PASADENA, CA 91101	NONE PC		GENERAL OPERATING SUPPORT	30,000
SOUTH PASADENA SAN MARINO YMCA 1605 GARFIELD AVENUE SOUTH PASADENA, CA 91030	NONE PC		YOUTH & GOVERNMENT PROGRAM SCHOLARSHIPS FOR SAN GABRIEL VALLEY STUDENTS	15,000
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE PC		CHALLENGE GRANT - SCHOLARSHIP ENDOWMENT	50,000

ATTACHMENT 22

ANN PEPPERS FOUNDATION

95-2114455

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNION STATION HOMELESS SERVICES 425 EAST ORANGE GROVE BOULEVARD PASADENA, CA 91104	NONE PC		GENERAL OPERATING SUPPORT FOR THE FAMILY CENTER	25,000
USC PACIFIC ASIA MUSEUM 46 NORTH LOS ROBLES AVENUE PASADENA, CA 91101	NONE PC		TO SUPPORT THE 2015-16 SCHOOL TOURS & CULTURAL FESTIVALS	10,000
VILLA ESPERANZA SERVICES 2060 EAST VILLA STREET PASADENA, CA 91107	NONE PC		GENERAL OPERATING SUPOORT	25,000
WESTRIDGE SCHOOL FOR GIRLS 351 SOUTH HUDSON AVENUE PASADENA, CA 91109	NONE PC		PARTNERSHIP FOR SUCCESS' PROGRAM	25,000
WESTERN JUSTICE CENTER FOUNDATION 55 SOUTH GRAND AVENUE PASADENA, CA 91105	NONE PC		HAVEN SOCIAL NETWORK	25,000
YOUNG & HEALTHY P O BOX 93397 PASADENA, CA 91106	NONE PC		GENERAL OPERATING SUPPORT	30,000

TOTAL CONTRIBUTIONS PAID

1,060,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDSPACE CHILDREN'S MUSEUM 480 NORTH APROYO BOULEVARD PASADENA, CA 91103	NONE PC		TO SUPPORT EDUCATION PROGRAMS (CHALLENGE GRANT - PAYABLE OVER 5 YEARS)	160,000
PACIFIC OAKS COLLEGE 55 EURENA STREET PASADENA, CA 91103	NONE PC		APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT - PAYABLE OVER 2 YEARS)	50,000
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE PC		APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT - PAYABLE OVER 2 YEARS)	50,000
UNIVERSITY OF LA VERNE 1950 THIRD STREET LA VERNE, CA 91750	NONE PC		APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT - PAYABLE OVER 2 YEARS)	250,000
TOTAL CONTRIBUTIONS APPROVED				<u>510,000</u>