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: L.L.W.W. FOUNDATION

A Employer identification number: 95-3464689

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 20,933,970.

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

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)
Revenue				
1 Contributions, gifts, grants, etc, received (attach schedule)				
2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	295,555.	295,555.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	400,604.			
b Gross sales price for all assets on line 6a 3,678,249.				
7 Capital gain net income (from Part IV, line 2)		707,365.		
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	27.	28,682.		
12 **Total.** Add lines 1 through 11	696,186.	1,031,602.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	11,586.	2,317.		8,110.
c Other professional fees (attach schedule) [4]	153,833.	30,767.		107,741.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	17,032.	161.		105.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	1,756.			1,710.
24 **Total operating and administrative expenses.** Add lines 13 through 23	184,207.	33,245.		117,666.
25 Contributions, gifts, grants paid	506,814.			556,184.
26 **Total expenses and disbursements** Add lines 24 and 25	691,021.	33,245.	0.	673,850.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	5,165.			
b **Net investment income** (if negative, enter -0-)		998,357.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	72,426.	183,882.	183,882.
	2 Savings and temporary cash investments	395,338.	434,341.	434,341.
	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 ATCH 7	11,619.	15,853.	15,853.
	10a Investments - U S and state government obligations (attach schedule)[8]	109,234.	99,309.	99,309.
	b Investments - corporate stock (attach schedule) ATCH 9	13,477,664.	12,956,812.	12,956,812.
	c Investments - corporate bonds (attach schedule) ATCH 10	467,356.	362,199.	362,199.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11	7,165,880.	6,859,731.	6,859,731.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 12)	24,716.	21,843.	21,843.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	21,724,233.	20,933,970.	20,933,970.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	99,370.	50,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 13)	124,628.	110,940.	
	23 Total liabilities (add lines 17 through 22)	223,998.	160,940.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	21,500,235.	20,773,030.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	21,500,235.	20,773,030.	
	31 Total liabilities and net assets/fund balances (see instructions)	21,724,233.	20,933,970.	

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	21,500,235.
2	Enter amount from Part I, line 27a	2	5,165.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,505,400.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	732,370.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,773,030.

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	707,365.
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	589,279.	20,742,396.	0.028409
2013	821,680.	18,566,135.	0.044257
2012	571,762.	16,255,904.	0.035173
2011	1,032,283.	16,184,843.	0.063781
2010	336,157.	14,716,272.	0.022843

2	**Total** of line 1, column (d)	2	0.194463
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	0.038893
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	21,160,308.
5	Multiply line 4 by line 3	5	822,988.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,984.
7	Add lines 5 and 6	7	832,972.
8	Enter qualifying distributions from Part XII, line 4	8	673,850.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	19,967.
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	19,967.
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	19,967.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . 6a 22,811.		
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	27,811.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	4.
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	7,840.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 7,840. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no ▶ (626)441-5188

Located at ▶ 625 FAIR OAKS AVE., SUITE 360 SOUTH PASADENA, CA ZIP+4 ▶ 91030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) *(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to* all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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 15		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0.

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 16		153,833.

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 . . . . ▶	

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	21,053,805.
b	Average of monthly cash balances	1b	391,045.
c	Fair market value of all other assets (see instructions)	1c	37,696.
d	**Total** (add lines 1a, b, and c)	1d	21,482,546.
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	21,482,546.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	322,238.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,160,308.
6	**Minimum investment return.** Enter 5% of line 5	6	1,058,015.

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	1,058,015.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	19,967.		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,967.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,038,048.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,038,048.
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	1,038,048.

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	673,850.
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	673,850.
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	673,850.

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				1,038,048.
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				
b From 2011 72,913.				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	72,913.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 673,850.				
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				673,850.
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)*)	72,913.			72,913.
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 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				291,285.
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	0.			
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 Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total ▶ **3a**				556,184.
b *Approved for future payment*				
ATCH 18				
Total ▶ **3b**				50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	295,555.	
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	400,604.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	27.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				696,186.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 696,186.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Linda J. Blinkenberg | Date: 8/9/16 | Title: Director

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBIN M PAULE	Robin M Paule	08/02/2016		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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-14,835.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					321,270.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,289,043.		1,377,910.					-88,867.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,082,771.		1,592,974.					489,797.	
TOTAL GAIN(LOSS)							707,365.	

PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG.DATE	END DATE	DAYS	%	PENALTY
QUARTER 3, RATE PERIOD 1 (09/15/2015 -12/31/2015)						
12/15/2015	531.	09/15/2015	12/15/2015	91	3	4.
TOTAL TO FORM 2220, LINE 22, COLUMN C						4.

TOTAL UNDERPAYMENT PENALTY 4.

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY	295,555.	295,555.
TOTAL	295,555.	295,555.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		28,655.
OTHER INCOME	27.	27.
TOTALS	27.	28,682.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		11,586.	2,317.		8,110.
	TOTALS	11,586.	2,317.		8,110.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE		153,833.	30,767.	107,741.
	TOTALS	153,833.	30,767.	107,741.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	16,766.		
FILING FEES	105.		105.
FOREIGN TAXES	161.	161.	
TOTALS	17,032.	161.	105.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	1,710.	1,710.
MISCELLENEOUS EXPENSE	46.	
TOTALS	1,756.	1,710.

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	15,853.	15,853.
TOTALS	15,853.	15,853.

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

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOV'T OBLIGATIONS	99,309.	99,309.
US OBLIGATIONS TOTAL	99,309.	99,309.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREFERRED STOCK - SEE ATTACHED	221,804.	221,804.
2,368 SHS CITIGROUP INC	122,544.	122,544.
1,715 SHS ISHARES RUSL 2000	193,143.	193,143.
622 SHS SPDR S&P 500	126,807.	126,807.
US LARGE CAP EQ-SEE ATTACHED	1,363,096.	1,363,096.
US EQUITIES - SEE ATTACHED	10,266,161.	10,266,161.
NON-US EQUITIES - SEE ATTACHED	162,326.	162,326.
121 SHS CHEMOURS CO COM	649.	649.
US SMALL AND MID CAP EQ - SEE	408,568.	408,568.
946 SHS AMERICAN TOWER CORP NE	91,714.	91,714.
TOTALS	12,956,812.	12,956,812.

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
PREFERRED STOCK			
AMERICAN FINL GROUP INC OHIO	2,500 0000	25 67	64,175 00
6% SUB DEB 2055			
COLONY CAP INC	0 0000	21 91	0 00
CONV PFD-C			
JPMORGAN CHASE & CO	625 0000	25 33	15,829 37
DEP1/400 PFD O			
SENIOR HSG PPTYS TR	625 0000	25 38	15,862 50
NT 42			
UNITED STATES CELLULAR CORP	3,750 0000	25 11	94,162 50
SR NT 64			
VORNADO RLTY TR	625 0000	25 58	15,987 50
PFD CUM-J %			
VORNADO RLTY TR	625 0000	25 26	15,787 50
PFD SER K			
TOTAL PREFERRED STOCK			221,804 37

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
US LARGE CAP EQUITIES			
AT&T INC	605 0000	34 41	20,818 05
COM			
ALCOA INC	605 0000	9 87	5,971 35
COM			
AMERICAN EXPRESS CO	605 0000	69 55	42,077 75
COM			
BANK OF AMERICA CORPORATION	605 0000	16 83	10,182 15
COM			
BOEING CO	605 0000	144 59	87,476 95
COM			
CATERPILLAR INC DEL	605 0000	67 96	41,115 80
COM			
CHEVRON CORP	605 0000	89 96	54,425 80
COM			
CISCO SYS INC	605 0000	27 16	16,428 77
COM			
COCA COLA CO	1,210 0000	42 96	51,981 60
COM			
DISNEY WALT CO	605 0000	105 08	63,573 40
COM DISNEY			
DU PONT E I DE NEMOURS & CO	605 0000	66 60	40,293 00
COM			
EXXON MOBIL CORP	605 0000	77 95	47,159 75
COM			
GENERAL ELECTRIC CO	605 0000	31 15	18,845 75
COM			
HP INC	605 0000	11 84	7,163 20
COM			
HEWLETT PACKARD ENTERPRISE C	605 0000	15 20	9,196 00
COM			
HOME DEPOT INC	605 0000	132 25	80,011 25
COM			
INTEL CORP	605 0000	34 45	20,842 25
COM			
INTERNATIONAL BUSINESS MACHS	605 0000	137 62	83,260 10
COM			
J P MORGAN CHASE & CO	605 0000	66 03	39,948 15
COM			
JOHNSON & JOHNSON	605 0000	102 72	62,145 60
COM			
MCDONALDS CORP	605 0000	118 14	71,474 70

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
MERCK & CO INC	605 0000	52 82	31,956 10
COM			
MICROSOFT CORP	605 0000	55 48	33,565 40
COM			
PFIZER INC	605 0000	32 28	19,529 40
COM			
PROCTER & GAMBLE CO	605 0000	79 41	48,043 05
COM			
3M CO	605 0000	150 64	91,137 20
TRAVELERS COMPANIES, INC	605 0000	112 86	68,280 30
COM			
UNITED TECHNOLOGIES CORP	605 0000	96 07	58,122 35
COM			
UNITEDHEALTH GROUP INC	605 0000	117 64	71,172 20
COM			
VERIZON COMMUNICATIONS	645 0000	46 22	29,811 90
COM			
WAL MART STORES INC	605 0000	61 30	37,086 50
COM			
TOTAL US LARGE CAP EQUITIES			1,363,095 77

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
US LARGE CAP EQUITIES			
ABBOTT LABS	1,915 0000	44 91	86,002 65
COM			
ALPHABET INC CL C	158 0000	758 88	119,903 04
ALPHABET INC CL A	158 0000	778 01	122,925 58
AMAZON COM INC	279 0000	675 89	188,573 31
COM			
AMERICAN ELEC PWR INC	1,655 0000	58 27	96,436 85
COM			
AMERICAN INTL GROUP INC	1,282 0000	61 97	79,445 54
COM NEW			
ANTHEM, INC	454 0000	139 44	63,305 76
COM			
APPLE COMPUTER INC	3,495 0000	105 26	367,883 70
COM			
BAKER HUGHES INC	2,054 0000	46 15	94,792 10
COM			
BERKSHIRE HATHAWAY INC DEL	771 0000	132 04	101,802 84
CL B NEW			
BIOGEN IDEC INC	244 0000	306 35	74,749 40
BLACKROCK INC	235 0000	340 52	80,022 20
CL A			
CF INDS HLDGS INC	2,333 0000	40 81	95,209 73
COM			
CVS CORP	1,568 0000	97 77	153,303 36
COM			
CAPITAL ONE FINL CORP	649 0000	72 18	46,844 82
COM			
CARDINAL HEALTH INC	839 0000	89 27	74,897 53
COM			
CATERPILLAR INC DEL	806 0000	67 96	54,775 76
COM			
CELGENE CORP	1,168 0000	119 76	139,879 68
COM			
CHEVRON CORP	1,690 0000	89 96	152,032 40
COM			
CITIGROUP INC	2,216 0000	51 75	114,678 00
COM NEW			
COMCAST CORP	1,449 0000	56 43	81,767 07
DANAHER CORP DEL	669 0000	92 88	62,136 72
COM			
DAVITA HEALTHCARE PARTNERS	572 0000	69 71	39,874 12

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
DISNEY WALT CO COM DISNEY	1,488 0000	105 08	156,359 04
EXXON MOBIL CORP COM	1,625 0000	77 95	126,668 75
FORD MOTOR COMPANY	5,040 0000	14 09	71,013 60
GENERAL ELECTRIC CO COM	4,668 0000	31 15	145,408 20
GILEAD SCIENCES INC COM	1,294 0000	101 19	130,939 86
GOLDMAN SACHS GROUP INC COM	345 0000	180 23	62,179 35
HONEYWELL INTL INC COM	1,420 0000	103 57	147,069 40
ILLUMINA INC COM	202 0000	191 95	38,772 89
ISHARES S&P 500 INDEX	7,965 0000	204 87	1,631,789 55
J P MORGAN CHASE & CO COM	3,799 0000	66 03	250,847 97
JOHNSON & JOHNSON COM	1,240 0000	102 72	127,372 80
KINDER MORGAN INC DEL COM	2,256 0000	14 92	33,659 52
LAUDER ESTEE COS INC CL A	1,186 0000	88 06	104,439 16
LOWE'S COS	1,560 0000	76 04	118,622 40
M & T BK CORP COM	480 0000	121 18	58,166 40
MCKESSON CORP COM	735 0000	197 23	144,964 05
MERCK & CO INC COM	1,355 0000	52 82	71,571 10
MICROSOFT CORP COM	2,317 0000	55 48	128,547 16
MONDELEZ INTL INC CL A	2,370 0000	44 84	106,270 80
NIKE INC CL B	2,054 0000	62 50	128,375 00
NORFOLK SOUTHERN CORP COM	1,341 0000	84 59	113,435 19
OCCIDENTAL PETE CORP DEL COM	481 0000	67 61	32,520 41
ORACLE CORP COM	3,170 0000	36 53	115,800 10
PAYCHEX INC COM	1,161 0000	52 89	61,405 29
PEPSICO INC COM	1,437 0000	99 92	143,585 04

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
PFIZER INC	3,185 0000	32 28	102,811 80
COM			
PROCTER & GAMBLE CO	1,086 0000	79 41	86,239 26
COM			
PRUDENTIAL FINL INC	1,095 0000	81 41	89,143 95
COM			
REYNOLDS AMERICAN INC	2,814 0000	46 15	129,866 10
SPDR TR S&P 500	8,195 0000	203 87	1,670,714 65
SALESFORCE COM INC	726 0000	78 40	56,918 40
COM			
SCHWAB CHARLES CORP NEW	1,596 0000	32 93	52,556 28
COM			
STARBUCKS CORP	2,868 0000	60 03	172,166 04
COM			
SYNCHRONY FINL	2,424 0000	30 41	73,713 84
COM			
TJX COS INC NEW	1,576 0000	70 91	111,754 16
COM			
3M CO	965 0000	150 64	145,367 60
UNITEDHEALTH GROUP INC	475 0000	117 64	55,879 00
COM			
VALERO ENERGY CORP NEW	946 0000	70 71	66,891 66
COM			
VERIZON COMMUNICATIONS	2,424 0000	46 22	112,037 28
COM			
VISA INC	2,860 0000	77 55	221,793 00
COM CL A			
WELLS FARGO & CO NEW	2,630 0000	54 36	142,966 80
COM			
EATON CORP PLC	1,462 0000	52 04	76,082 48
SHS			
TE CONNECTIVITY LTD	1,567 0000	64 61	101,243 87
REG SHS			
MYLAN N V	1,054 0000	54 07	56,989 78
SHS EURO			
TOTAL US LARGE CAP EQUITIES			10,266,161 14
US SMALL AND MID-CAP EQUITIES			
ACTIVISION BLIZZARD INC	4,538 0000	38 71	175,665 98
COM			
AMERICAN WTR WKS CO INC NEW	2,220 0000	59 75	132,645 00
COM			
CERNER CORP	874 0000	60 17	52,588 58
COM			
NORDSTROM INC	957 0000	49 81	47,668 17
COM			
TOTAL US SMALL AND MID-CAP			408,567 73

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
NON-US EQUITIES			
LYONDELLBASELL INDUSTRIES N SHS - A -	1,040 0000	86 90	90,376 00
NXP SEMICONDUCTORS N V COM	854 0000	84 25	71,949 50
TOTAL NON-US EQUITIES			162,325 50

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100,000 SHS WELLS 3.625 4/15		
1,494 SHS ISHARES AGG BONDS	161,367.	161,367.
1,920 SHS ISHARES 1-3 YR INV C	200,832.	200,832.
TOTALS	362,199.	362,199.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WHITTIER VALUE FUND	2,802,635.	2,802,635.
WHITTIER INTERNATIONAL FUND A	1,435,334.	1,435,334.
WHITTIER SMALL CAP FUND	2,621,762.	2,621,762.
7.94 SHS OWENS WTS EX SER B		
TOTALS	6,859,731.	6,859,731.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	21,843.	21,843.
TOTALS	21,843.	21,843.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ACCRUED EXPENSES	14,071.
DEFERRED EXCISE TAX	96,869.
TOTALS	110,940.

L.L.W.W. FOUNDATION 95-3464689

ATTACHMENT 14

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

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENT		732,370.
	TOTAL	732,370.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAURA-LEE W. WOODS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
JAMES A. JEFFS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
LINDA J. BLINKENBERG 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY/DIRECTOR 2.00	0.	0.	0.
GREG E. CUSTER 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIRECTOR 2.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS	153,833.
TOTAL COMPENSATION		153,833.

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER 10899 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE SO III FI	SUPPORT EXHIBITION- APPARITIONS FROTTAGES AND RUBBINGS FROM 1860 TO NOW	50,000
THE ARMITAGE FOUNDATION LTD 9N MOORE STREET, #4 NEW YORK, NY 10013	NONE PC	PROGRAM SUPPORT	10,000
MUSIC ASSOCIATES OF ASPEN, INC 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE PC	SCHOLARSHIP SUPPORT TO STUDENTS FROM CALIFORNIA	25,000
BARD COLLEGE CENTER FOR CURATORIAL STUDIES 30 CAMPUS ROAD P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	NONE PC	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT	50,000
BYRD HOFFMAN WATERMILL FOUNDATION 115 WEST 29TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE PC	PROGRAM FOR YOUNG EMERGING ARTISTS	10,000
CALIFORNIA HERITAGE MUSEUM 2612 MAIN STREET SANTA MONICA, CA 90405	NONE PC	TO SUPPORT 2015 EDUCATIONAL & COMMUNITY PROGRAMMING	45,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE PC	IN MEMORY OF LYN VANDERGRIFT	1,000
EDITH WHARTON RESTORATION, INC P O BOX 974 LENOX, MA 01240	NONE PC	PROGRAM SUPPORT	1,500
FRIENDS OF ALTA P O BOX 8126 ALTA, UT 84092	NONE PC	PROGRAM SUPPORT	5,000
SOLOMON R GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE PC	SUPPORT ALBERTO BURRI THE TRAUMA OF PAINTING RETROSPECTIVE	50,000
HIRSHHORN MUSEUM AND SCULPTURE GARDEN-SMITHSONIAN 7TH STREET AND INDEPENDENCE AVE SW P O BOX 37012 MRC 358 WASHINGTON, DC 20013	NONE PC	TO SUPPORT THE ROBERT IRWIN EXHIBITION	50,000
THE INT'L COUNCIL OF THE MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	PROGRAM SUPPORT	22,500

ATTACHMENT 17

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES CONSERVANCY 523 W SIXTH STREET, SUITE 826 LOS ANGELES, CA 90014	NONE PC	PROGRAM SUPPORT FOR THE BEVERLY HILLS REVIVAL AN EVENING AT WAVERLY MANOR	1,000
LOS ANGELES OPERA COMPANY 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	4,434
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE PC	50 YEARS CELEBRATION - PROGRAM SUPPORT	10,000
MUSEUM OF CONTEMPORARY ART SAN DIEGO 700 PROSPECT STREET LA JOLLA, CA 92037	NONE PC	RICHARD D MARSHALL ACQUISITIONS ENDOWMENT	50,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	ANNUAL EDUCATION FUND	5,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	ANNUAL FUND	15,000

ATTACHMENT 17

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	800
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE PC	TO SUPPORT WOMEN'S HEALTH CARE	5,000
READING IS FUNDAMENTAL OF SOUTHERN CALIFORNIA, INC 7250 BANDINI BLVD , SUITE 209 LOS ANGELES, CA 90040	NONE PC	MOTIVATIONAL READING PROGRAM	10,000
SAINT JOHN'S HEALTH CENTER FOUNDATION 2121 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE PC	PROGRAM SUPPORT	4,650
SCHOLARSHIP FOUNDATION OF SANTA BARBARA P O BOX 3620 SANTA BARBARA, CA 93130	NONE PC	CASA DORINDA EMPLOYEE SCHOLARSHIP FUND	1,000
SOUTHERN ALLEGHENIES MUSEUM OF ART P O BOX 9 112 FRANCISCAN WAY LORETTO, PA 15940	NONE PC	SAMA LIGHTING PROJECT	22,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST ANNE'S MATERNITY HOME 155 NORTH OCCIDENTAL BOULEVARD LOS ANGELES, CA 90026	NONE PC	"EVENING OF ANGELS" PROGRAM SUPPORT	1,000
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE PC	TO PROVIDE TELERETINAL SCREENINGS TO DIABETIC PATIENTS	2,500
THE FABRIC WORKSHOP AND MUSEUM 1214 ARCH STREET PHILADELPHIA, PA 19107	NONE PC	MUSEUM PROGRAM SUPPORT	50,000
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE PC	PROGRAM SUPPORT "PASSAGE TO INDIA"	44,800
HAWAII SCHOOL FOR GIRLS 2933 PONI MOI ROAD HONOLULU, HI 96815	NONE PC	CHARLOTTE B CLARK SCHOLARSHIP FUND, IN MEMORY OF CHARLOTTE BARRETT CLARK	1,000
MCKINLEY CHILDREN'S CENTER, INC 762 WEST CYPRESS STREET SAN DIMAS, CA 91773	NONE PC	IN MEMORY OF JAMES E GREENE	1,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY NEW YORK, NY 10002	NONE PC	ANNUAL FUND	5,000
NEW YORK STUDIO SCHOOL OF DRAWING,PAINTING & SCULP 8 WEST 8TH STREET NEW YORK, NY 10011	NONE PC	NEW YORK STUDIO SCHOOL HONOREE FOR THE 2015 BENEFIT	2,000
		TOTAL CONTRIBUTIONS PAID	556,184

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BARD COLLEGE CENTER FOR CURATORIAL STUDIES 30 CAMPUS ROAD P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	NONE PC	"NEXT DECADE" CAPITAL CAMPAINGN SUPPORT PAYABLE OVER 5 YEARS	50,000
		TOTAL CONTRIBUTIONS APPROVED	50,000