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

Name of foundation THE HERB ALPERT FOUNDATION		<b>A Employer identification number</b> 95-4191227	
Number and street (or P O box number if mail is not delivered to street address) 1414 6TH STREET		Room/suite 	
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90401		<b>B</b> Telephone number (see instructions) (818) 528-3545	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 38,274,126		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		Revenue and expenses per books <b>(a)</b>	Net investment income <b>(b)</b>	Adjusted net income <b>(c)</b>	Disbursements for charitable purposes <b>(d)</b> (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .	818,490			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments . . . . .	88	88		
	<b>4</b> Dividends and interest from securities . . . . .	277,751	277,751		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 _____	3,720,435			
	<b>b</b> Gross sales price for all assets on line 6a 8,174,528				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		3,720,435		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances _____				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 14,695	14,643		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	4,831,459	4,012,917		
	<b>13</b> Compensation of officers, directors, trustees, etc . . . . .	460,000	0		0
	<b>14</b> Other employee salaries and wages . . . . .	220,042	0		0
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	 2,700	0		0
	<b>b</b> Accounting fees (attach schedule). . . . .	 11,450	5,725		0
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	 144,532	452		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	 1,574	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings. . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	 401,427	110,650		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,241,725	116,827		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	6,118,362			6,118,362
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	7,360,087	116,827		6,118,362
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-2,528,628			
	<b>b Net investment income</b> (if negative, enter -0-)		3,896,090		
<b>c Adjusted net income</b> (if negative, enter -0-)					

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	<b>1</b>	Cash—non-interest-bearing . . . . .	15,399	14,707	14,707
	<b>2</b>	Savings and temporary cash investments . . . . .	491,680	380,415	380,415
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ 22 Less allowance for doubtful accounts ▶ _____ 0	0	22	22
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .	3,454	3,454	3,454
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	6,127,225	6,035,814	37,112,043
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b>	Investments—mortgage loans . . . . .	1,493	1,493	1,864
	<b>13</b>	Investments—other (attach schedule) . . . . .	2,986,403	660,410	760,403
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 12,779 Less accumulated depreciation (attach schedule) ▶ _____ 11,561	507	1,218	1,218
<b>15</b>	Other assets (describe ▶ _____)				
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	9,626,161	7,097,533	38,274,126	
Liabilities	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b>	Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b>	Other liabilities (describe ▶ _____)			
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .			
	<b>25</b>	Temporarily restricted . . . . .			
	<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	9,626,161	7,097,533	
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	9,626,161	7,097,533	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	9,626,161	7,097,533		

Part III Analysis of Changes in Net Assets or Fund Balances		
<b>1</b>	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b> 9,626,161
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b> -2,528,628
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b> 0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b> 7,097,533
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b> 0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b> 7,097,533

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

<b>2</b> Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	3,720,435
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

Part V

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

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

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

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014	4,580,291	11,341,614	0 403848
2013	7,797,254	13,368,497	0 583256
2012	7,078,000	20,438,527	0 346307
2011	5,536,257	27,315,929	0 202675
2010	14,398,778	31,456,907	0 457730

<b>2</b> Total of line 1, column (d).	<b>2</b>	1 993816
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 398763
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	<b>4</b>	15,236,205
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	6,075,635
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	38,961
<b>7</b> Add lines 5 and 6.	<b>7</b>	6,114,596
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	6,118,362

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 page 18 of the 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)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

6a

2015 estimated tax payments and 2014 overpayment credited to 2015

58,472

6b

Exempt foreign organizations—tax withheld at source

6c

Tax paid with application for extension of time to file (Form 8868).

70,000

6d

Backup withholding erroneously withheld

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 89,510 Refunded

1

38,961

2

0

3

38,961

4

0

5

38,961

6a

58,472

6b

6c

70,000

6d

7

128,472

8

1

9

10

89,510

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

No

If "Yes," attach a detailed description of the activities

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

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?

5

No

If "Yes," attach the statement required by General Instruction T

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

By language in the governing instrument, or

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year?If "Yes," complete Part II, col (c), and Part XV

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

CA

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

Yes

Form 990-PF (2015)

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

<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . .	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HERBALPERTFOUNDATION.ORG</u>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ► <u>BALTER MILLER KING FRAZIN LLP</u> Telephone no ► <u>(818) 528-3545</u> Located at ► <u>16255 VENTURA BLVD SUITE 1250 ENCINO CA</u> ZIP+4 ► <u>91436</u>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>15</b>		
<b>16</b> At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	<b>16</b>	<b>Yes</b>	<b>No</b>

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

<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			<b>Yes</b>	<b>No</b>
<b>1a</b> During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
(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)? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <span style="float: right;"><b>1b</b></span>				<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <span style="float: right;"><input type="checkbox"/></span>				
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? . . . . . <span style="float: right;"><b>1c</b></span>				<b>No</b>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
<b>a</b> At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ► 20____, 20____, 20____, 20____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <span style="float: right;"><b>2b</b></span>				
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>b</b> If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> ). . . . . <span style="float: right;"><b>3b</b></span>				
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	<b>4b</b>			<b>No</b>

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?		<b>5b</b>	<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here.				
<b>c</b>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	<b>No</b>
If "Yes" to 6b, file Form 8870				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
MATTHEW WILDER 1414 SIXTH ST SANTA MONICA, CA 90401	PROGRAM OFFICER 40 00	111,292	0	0
NANCEE ENYART 1414 SIXTH ST SANTA MONICA, CA 90401	EXECUTIVE ASST 40 00	108,750	0	0

<b>Total</b> 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
C4 GLOBAL COMMUNICATIONS INC 1625 17TH ST SUITE 6 SANTA MONICA,CA 90404	COMMUNICATION SERVICES	55,006
PORTFOLIO 21 721 NW NINTH AVE STE 250 PORTLAND,OR 97209	INVESTMENT SERVICES	51,799
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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



**Part X Minimum Investment Return**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	13,726,432
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	513,230
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	1,228,566
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	15,468,228
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	15,468,228
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	232,023
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	15,236,205
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	761,810

**Part XI Distributable Amount**(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	761,810
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	38,961
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	38,961
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	722,849
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	722,849
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	722,849

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	6,118,362
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,118,362
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	38,961
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	6,079,401

**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				722,849
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .	12,839,873			
b From 2011. . . . .	4,199,719			
c From 2012. . . . .	6,106,839			
d From 2013. . . . .	7,153,789			
e From 2014. . . . .	4,131,628			
f Total of lines 3a through e. . . . .	34,431,848			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 6,118,362				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2015 distributable amount. . . . .				722,849
e Remaining amount distributed out of corpus	5,395,513			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	39,827,361			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	12,839,873			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	26,987,488			
10 Analysis of line 9				
a Excess from 2011. . . .	4,199,719			
b Excess from 2012. . . .	6,106,839			
c Excess from 2013. . . .	7,153,789			
d Excess from 2014. . . .	4,131,628			
e Excess from 2015. . . .	5,395,513			

Part XIV

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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

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

See Additional Data Table

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

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 email 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

Form 990-PF (2015)

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3a</div>	6,118,362
<div>b Approved for future payment</div>				
<div>Total . . . . .</div>			<div>3b</div>	0

Enter gross amounts unless otherwise indicated

## 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?

[illegible]

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	2016-11-10 _____ Date	***** _____ Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name SUSAN FRAZIN	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00233791
	Firm's name <input type="checkbox"/> BALTER MILLER KING & FRAZIN LLP			Firm's EIN <input type="checkbox"/> 95-4208419	
	Firm's address <input type="checkbox"/> 16255 VENTURA BLVD 1250 ENCINO, CA 91436				
				Phone no (818) 528-3545	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
OCM PRINC OPPT FD IV	P		
OCM PRINC OPPT FD IV AIF	P		
OCM PRINC OPPT FD VII	P		
OCM PRINC OPPT FD VII AIF	P		
BEACH POINT TOTAL RET II	P		
BEACH POINT TOTAL RET II	P		
NORTHERN TRUST 1981	P		
NORTHERN TRUST 1984	P		
NORTHERN TRUST 1984	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		1,006	-1,006
		594	-594
3,920			3,920
2,778			2,778
		55,486	-55,486
		84,423	-84,423
3,349,948		233,513	3,116,435
4,812,734		4,079,071	733,663
5,148			5,148

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,006
			-594
			3,920
			2,778
			-55,486
			-84,423
			3,116,435
			733,663
			5,148

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HERB ALPERT	CHAIRMAN 0 00	0	0	0
1414 SIXTH ST SANTA MONICA, CA 90401				
LANI HALL ALPERT	VICE CHAIR 0 00	0	0	0
1414 SIXTH ST SANTA MONICA, CA 90401				
RONA SEBASTIAN	PRESIDENT 40 00	460,000	0	0
1414 SIXTH ST SANTA MONICA, CA 90401				
PAUL FRIMMER	CFO 0 00	0	0	0
10100 SANTA MONICA BLVD STE 2200 LOS ANGELES, CA 90067				
IAN WIENER	SECRETARY 0 00	0	0	0
1800 AVENUE OF THE STARS 900 LOS ANGELES, CA 90067				
DAVID ALPERT	ASSISTANT SECRETARY 0 00	0	0	0
1414 SIXTH ST SANTA MONICA, CA 90401				



**Form 990PF Part XV Line 1a - 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).**

HERB ALPERT

LANI HALL ALPERT

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
18TH STREET ARTS CENTER 1639 18TH ST SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
A WINDOW BETWEEN WORLDS 710 4TH AVE STE 5 VENICE,CA 90291	NONE		CHARITABLE	2,500
ALZHEIMERS ASSOCIATION 600 ANTON BLVD 11TH FLOOR COSTA MESA,CA 92626	NONE		CHARITABLE	25,000
AMERICAN COMPOSERS ORCHESTRA 244 W 54TH ST 805 NEW YORK,NY 10019	NONE		CHARITABLE	50,000
AMERICANS FOR THE ARTS 1000 VERMONT AVE NW WASHINGTON,DC 20005	NONE		CHARITABLE	125,000
ANGEL CITY ARTS 520 BAUGHMAN AVE CLAREMONT,CA 91711	NONE		CHARITABLE	20,000
ART OF ELYSIUM 3278 WILSHIRE BLVD LOS ANGELES,CA 90010	NONE		CHARITABLE	5,000
ARTS FOR LA 1149 S HILL ST STE H100 LOS ANGELES,CA 90015	NONE		CHARITABLE	7,500
ARTWORXLA 1140 N CITRUS AVE LOS ANGELES,CA 90038	NONE		CHARITABLE	25,000
BOYS AND GIRLS CLUB OF SANTA MONICA 1220 LINCOLN BLVD SANTA MONICA,CA 90401	NONE		CHARITABLE	15,000
CA STATE SUMMER SCHOOL 39 EAST WALNUT ST 8 PASADENA,CA 91103	NONE		CHARITABLE	370,800
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 COLORADO BLVD PASADENA,CA 91101	NONE		CHARITABLE	15,000
CALIFORNIA CAREFORCE 950 RESERVE DR ROSEVILLE,CA 95678	NONE		CHARITABLE	5,000
CALIFORNIA DANCE INSTITUTE 3131 OLYMPIC BLVD 202 SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	1,626,262
<b>Total . . . . . ▶ 3a</b>				6,118,362

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CALIFORNIA JAZZ FOUNDATION 14156 MAGNOLIA BLVD SHERMAN OAKS,CA 91423	NONE		CHARITABLE	50,000
CALIFORNIA STATE UNIVERSITY NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE,CA 91330	NONE		CHARITABLE	80,000
CASA 0101 2102 E FIRST ST LOS ANGELES,CA 90033	NONE		CHARITABLE	35,000
CHILDREN OF PROMISE 3130 W 111TH PL INGLEWOOD,CA 90303	NONE		CHARITABLE	9,000
CHP 11-99 FOUNDATION 2244 N STATE COLLEGE FULLERTON,CA 92831	NONE		CHARITABLE	2,500
CHRYSLIS 1853 LINCOLN BLVD SANTA MONICA,CA 90404	NONE		CHARITABLE	100,000
COALITION FOR ENGAGED EDUCATION 3131 OLYMPIC BLVD SANTA MONICA,CA 90404	NONE		CHARITABLE	50,000
COMMUNITY ARTS PARTNERSHIP 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	100,000
COMMUNITY PARTNERS FBO 1000 N ALAMEDA STS 240 LOS ANGELES,CA 90012	NONE		CHARITABLE	60,000
CONCERN FOUNDATION 1026 S ROBERTSON BLVD LOS ANGELES,CA 90035	NONE		CHARITABLE	12,000
CONTRA TIEMPO 4058 TILDEN AVE CULVER CITY,CA 90232	NONE		CHARITABLE	15,000
DREAM A WORLD EDUCATION INC 256 ROBERTSON BLVD BEVERLY HILLS,CA 90211	NONE		CHARITABLE	30,000
GABRIELLA AXELRAD FOUNDATION 639 S COMMONWEALTH AVE LOS ANGELES,CA 90005	NONE		CHARITABLE	32,000
GOOD PEOPLE FUND 384 WYOMING AVE MILLBURN,CA 07041	NONE		CHARITABLE	175,000
GRANTMAKERS IN THE ARTS 4055 21ST AVE W SEATTLE,WA 98119	NONE		CHARITABLE	10,000
<b>Total . . . . . ▶ 3a</b>				6,118,362

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
HOMEBOY INDUSTRIES 130 W BRUNO ST LOS ANGELES,CA 90012	NONE		CHARITABLE	75,000
JAZZ AT LINCOLN CENTER 3 COLUMBUS CIR 12 NEW YORK,NY 10019	NONE		CHARITABLE	100,000
JAZZ EDUCATION NETWORK 45 WHISPER DR WORCESTER,MA 01609	NONE		CHARITABLE	15,000
JEWISH FAMILY SERVICE 3580 WILSHIRE BLVD 700 LOS ANGELES,CA 90010	NONE		CHARITABLE	1,400
KJAZZ - CSULB RESEARCH 1500 COTNER AVE LOS ANGELES,CA 90025	NONE		CHARITABLE	25,000
LA GOAL 4911 OVERLAND AVE CULVER CITY,CA 90230	NONE		CHARITABLE	2,500
LEADERCOMM GLOBAL COMMUNITY 1615 DUKE ST ALEXANDRIA,VA 22314	NONE		CHARITABLE	75,000
LIBRARY FOUNDATION 630 W 5TH ST LOS ANGELES,CA 90071	NONE		CHARITABLE	15,000
LITTLE KIDS ROCK 271 GROVE AVE BLD E2 VERONA,NJ 07044	NONE		CHARITABLE	5,000
LOS ANGELES CITY COLLEGE 855 N VERMONT AVE LOS ANGELES,CA 90029	NONE		CHARITABLE	105,000
LOS ANGELES COUNTY ARTS 1055 WILSHIRE BLVD STE 800 LOS ANGELES,CA 90017	NONE		CHARITABLE	100,000
LOS ANGELES JAZZ SOCIETY 5903 NOBLE AVE VAN NUYS,CA 91411	NONE		CHARITABLE	29,500
LOS ANGELES PHILHARMONIC 151 S GRAND AVE LOS ANGELES,CA 90012	NONE		CHARITABLE	25,000
MADISON PROJECT FOUNDATION 1900 PICO BLVD SANTA MONICA,CA 90405	NONE		CHARITABLE	35,000
MODEST NEEDS FOUNDATION 115 E 30TH ST NEW YORK,NY 10016	NONE		CHARITABLE	163,115
<b>Total . . . . . ▶ 3a</b>				6,118,362

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
ORANGE COUNTY SHERIFFS 1901 BAYSIDE DR CORONA DEL MAR,CA 92625	NONE		CHARITABLE	2,500
PASADENA ARTS COUNCIL 65 SOUTH GRAND AVE PASADENA,CA 91105	NONE		CHARITABLE	20,000
PEN CENTER WEST USA PO BOX 6037 BEVERLY HILLS,CA 90212	NONE		CHARITABLE	25,000
PLAZA DE LA RAZA 3540 N MISSION RD LOS ANGELES,CA 90031	NONE		CHARITABLE	20,000
PS ARTS 1728 ABBOT KINNEY BLVD VENICE,CA 90291	NONE		CHARITABLE	661,485
REDCAT 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	25,000
REDISCOVER 12958 W WASHINGTON BLVD LOS ANGELES,CA 90066	NONE		CHARITABLE	15,000
RYMAN ARTS 1933 S BROADWAY LOS ANGELES,CA 90007	NONE		CHARITABLE	15,000
SCHOLARSHIP AMERICA 1747 PENNSYLVANIA AVE NW 230 WASHINGTON,DC 20006	NONE		CHARITABLE	5,000
SKIRBALL CULTURAL CENTER 2701 N SEPULVEDA BLVD LOS ANGELES,CA 90049	NONE		CHARITABLE	30,000
SOCIETY OF SINGERS 15456 VENTURA SUITE 304 SHERMAN OAKS,CA 91403	NONE		CHARITABLE	5,000
SOL-LA MUSIC ACADEMY 1812 STANFORD ST SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
SOLE BROTHERS 874 E 57TH ST LOS ANGELES,CA 90011	NONE		CHARITABLE	1,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA STS 240 LOS ANGELES,CA 90012	NONE		CHARITABLE	8,300
SOUTHERN POVERTY LAW 400 WASHINGTON AVE MONTGOMERY,AL 36104	NONE		CHARITABLE	25,000
<b>Total . . . . . ▶ 3a</b>				6,118,362

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
SYMPHONIC JAZZ ORCHESTRA PO BOX 1421 CULVER CITY,CA 90232	NONE		CHARITABLE	15,000
THE ACTORS' GANG 9070 VENICE BLVD CULVER CITY,CA 90232	NONE		CHARITABLE	15,000
THE ASCAP FOUNDATION ONE LINCOLN PLAZA NEW YORK,NY 10023	NONE		CHARITABLE	30,000
THE CENTER ON PHILANTHROPY AND PUBLIC POLICY RALPH AND GOLDY LEWIS HALL 210 LOS ANGELES,CA 90089	NONE		CHARITABLE	10,000
THE GARDEN PROJECT PO BOX 24292 SAN FRANCISCO,CA 94124	NONE		CHARITABLE	10,000
THE GRAMMY MUSEUM FOUNDATION 800 W OLYMPIC BLVD LOS ANGELES,CA 90015	NONE		CHARITABLE	25,000
THE HARLEM SCHOOL OF THE ARTS 645 ST NICHOLAS AVE NEW YORK,NY 90030	NONE		CHARITABLE	100,000
THE HARMONY PROJECT 817 VINE ST LOS ANGELES,CA 90038	NONE		CHARITABLE	150,000
THE INTERNATIONAL TRUMPET PO BOX 2688 DAVENPORT,IA 52809	NONE		CHARITABLE	25,000
THE JAZZ BAKERY 1836 BENEDICT CYN DR BEVERLY HILLS,CA 90210	NONE		CHARITABLE	72,000
THE PAINTED TURTLE 17000 ELIZABETH LAKE RD LAKE HUGHES,CA 93532	NONE		CHARITABLE	50,000
THE SOLDIERS PROJECT 4605 LANKERSHIM BLVD NORTH HOLLYWOOD,CA 91602	NONE		CHARITABLE	52,500
THE WORLD STAGE PO BOX 8694 LOS ANGELES,CA 90008	NONE		CHARITABLE	10,000
THELONIOUS MONK INSTITUTE 5225 WISCONSIN AVE NW WASHINGTON,DC 20015	NONE		CHARITABLE	200,000
TURNAROUND ARTS CALIFORNIA 12541 BEATRICE ST LOS ANGELES,CA 90066	NONE		CHARITABLE	100,000
<b>Total . . . . . ▶ 3a</b>				6,118,362

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF CALIFORNIA LA 1147 MURPHY HALL LOS ANGELES,CA 90095	NONE		CHARITABLE	275,000
UNIVERSITY OF HAWAII 2500 CAMPUS RD HONOLULU,HI 96822	NONE		CHARITABLE	50,000
UNIVERSITY OF OREGON 1720 E 13TH AVE 410 EUGENE,OR 97403	NONE		CHARITABLE	5,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1149 S HILL ST STE H100 LOS ANGELES,CA 90015	NONE		CHARITABLE	10,000
UNUSUAL SUSPECTS THEATRE 3719 VERDUGO RD LOS ANGELES,CA 90065	NONE		CHARITABLE	25,000
VENICE ARTS 1702 LINCOLN BLVD VENICE,CA 90291	NONE		CHARITABLE	32,000
VIRGINIA AVENUE PROJECT 1649 18TH ST SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
VISION TO LEARN 11611 SAN VICENTE BL LOS ANGELES,CA 90049	NONE		CHARITABLE	15,000
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVE LOS ANGELES,CA 90034	NONE		CHARITABLE	7,500
YOUNG STORYTELLERS FOUNDATION 923 E THIRD ST LOS ANGELES,CA 90013	NONE		CHARITABLE	20,000
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD 201 SAN FERNANDO,CA 91340	NONE		CHARITABLE	32,000
<b>Total . . . . . ▶ 3a</b>				6,118,362

## TY 2015 Accounting Fees Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,450	5,725		0



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: THE HERB ALPERT FOUNDATION

EIN: 95-4191227

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2003-10-13	1,754	877	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2004-11-03	2,583	2,583	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2004-11-15	2,834	2,834	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2006-03-03	1,211	1,211	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2013-05-31	2,112	549	200DB	5 000000000000	203	0		
MAC COMPUTER	2015-07-07	2,285		200DB	5 000000000000	1,371	0		

**TY 2015 Investments Corporate Stock Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	856,867	30,795,060
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	5,178,947	6,316,983

**TY 2015 Investments - Other Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	332,174	493,246
INVESTMENT-OCM PRINCIP OPPORT FD IV AIF	FMV	5,566	30,157
INVESTMENT-OCM PRINCIP OPPORT FD VII	FMV	167,110	93,807
INVESTMENT-OCM PRINCIP OPPORT FD VII AIF	FMV	40,193	27,826
INVESTMENT- BEACH POINT TOTAL RETURN FD	FMV	115,367	115,367

**TY 2015 Land, Etc.  
Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
COMPUTER EQUIPMENT	1,754	1,754	0	
OFFICE EQUIPMENT	2,583	2,583	0	
OFFICE EQUIPMENT	2,834	2,834	0	
OFFICE EQUIPMENT	1,211	1,211	0	
OFFICE EQUIPMENT	2,112	1,808	304	
MAC COMPUTER	2,285	1,371	914	

## TY 2015 Legal Fees Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,700	0		0

# TY 2015 Other Expenses Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTO	3,471	0		0
DUES AND SUBSCRIPTIONS	1,741	0		0
HOSPITALITY	2,281	0		0
PUBLIC RELATIONS	62,962	0		0
EQUIPMENT REPAIRS	875	0		0
FREIGHT / MESSENGER	31	0		0
INSURANCE	9,577	0		0
INVESTMENT FEES	93,389	93,389		0
OFFICE EXPENSE	2,684	0		0
TELEPHONE	1,438	0		0
COMPUTER ON-LINE	714	0		0
PAYROLL PROCESSING	2,483	0		0
TRAVEL	15,280	0		0
EMPLOYEE BENEFITS	146,545	0		0
POSTAGE	111	0		0
EDUCATION/SEMINARS	3,649	0		0
OCM PRINC OPP FD IV OTHER DEDUCTIONS	4,732	4,732		0
OCM PRINC OPP FD IV AIF OTHER DEDUCTIONS	628	628		0
BEACH POINT TOTAL FUND II- INTEREST EXPENSE	324	324		0
OCM PRINC OPP FD VII - INTEREST EXPENSE	29	29		0
OCM PRINC OPP FD VII OTHER DEDUCTIONS	4,100	4,100		0
BEACH POINT TOTAL FUND II- OTHER DEDUCTIONS	7,034	7,034		0
OCM PRINC OPP FD VII AIF - PORTFOLIO DEDUCTIONS	414	414		0
BUILDING - REPAIRS & MAINTENANCE	8,669	0		0
BUILDING - SECURITY	467	0		0
BUILDING - UTILITIES	6,185	0		0
BUILDING - OVERHEAD COSTS	11,508	0		0
BUILDING - SUPPLIES	699	0		0
BUILDING - INSURANCE	9,407	0		0

**TY 2015 Other Income Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OCM PRINC OPP FD IV	3,356	3,356	3,356
OCM PRINC OPP FD IV AIF	52	0	52
OCM PRINC OPP FD VII	6,312	6,312	6,312
BEACH POINT TOTAL RETURN FUND II	4,975	4,975	4,975

## TY 2015 Substantial Contributors Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Name	Address
HERB AND LANI ALPERT	1414 SIXTH STREET SANTA MONICA, CA 90401



**TY 2015 Taxes Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL TAXES	32,424	0		0
FOREIGN TAX	364	364		0
BUILDING - PROPERTY TAX	11,913	0		0
STATE TAXES	160	0		0
FEDERAL TAXES	99,526	0		0
FOREIGN TAX - PARTNERSHIPS	88	88		0
TAX AND LICENSES	57	0		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>THE HERB ALPERT FOUNDATION</div>	<div>Employer identification number</div> <div>95-4191227</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>
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Check 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 other 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<sup>1</sup>/<sub>3</sub>% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> THE HERB ALPERT FOUNDATION	<b>Employer identification number</b> 95-4191227
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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	HERB LANI ALPERT	\$ 768,485	Person <input checked="" type="checkbox"/>
	1414 6TH STREET		Payroll <input type="checkbox"/>
	SANTA MONICA, CA 90401		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
2	PETER HALL ANNUITY TRUST	\$ 1,156	Person <input checked="" type="checkbox"/>
	16255 VENTURA BLVD SUITE 1250		Payroll <input type="checkbox"/>
	ENCINO, CA 91436		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	HERB LANI ALPERT	\$ 48,849	Person <input checked="" type="checkbox"/>
	1414 6TH STREET		Payroll <input type="checkbox"/>
	SANTA MONICA, CA 90401		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 THE HERB ALPERT FOUNDATION	Employer identification number 95-4191227
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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
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization THE HERB ALPERT FOUNDATION	Employer identification number 95-4191227
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**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
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div>--</div>	<div></div> <div></div> <div></div>	

## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 95-4191227  
**Name:** THE HERB ALPERT FOUNDATION

Form 990 Schedule B, 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
<u>1</u>	5050 SHARES OF APPLE, INC AT \$119.14 PER SHARE	<u>\$ 601,632</u>	<u>2015-02-09</u>
<u>1</u>	5700 SHARES OF AKAMAI TECH, INC AT \$71.58 PER SHARE	<u>\$ 407,977</u>	<u>2015-03-16</u>
<u>1</u>	1335 SHARES OF EMERSON ELECTRIC AT \$49.93 PER SHARE	<u>\$ 66,650</u>	<u>2015-08-10</u>
<u>1</u>	885 SHARES OF STERICYCLE AT \$143.71 PER SHARE	<u>\$ 127,179</u>	<u>2015-08-10</u>
<u>1</u>	4120 SHARES OF TIME INC AT \$21.69 PER SHARE	<u>\$ 89,363</u>	<u>2015-08-10</u>
<u>1</u>	6750 SHARES OF AKAMAI TEC INC AT \$74.63 PER SHARE	<u>\$ 503,752</u>	<u>2015-09-11</u>
<u>1</u>	560,000 SHARES OF BROADCOM CORP AT \$53.135 PER SHARE	<u>\$ 29,755,600</u>	<u>2015-11-06</u>