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Form

990-PF

Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► 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.

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation COLBURN FOUNDATION		A Employer identification number 95-4693145
Number and street (or P.O. box number if mail is not delivered to street address) 6311 ROMAINE STREET	Room/suite 7138	B Telephone number (see instructions) 323-464-4640
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90038		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 ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 145,838,220		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____

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)	54,837			
	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	3,555,827	4,198,064		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,236,460			
	b Gross sales price for all assets on line 6a 38,416,786				
	7 Capital gain net income (from Part IV, line 2)		5,865,393		
	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) STMT 1	23,759	147,523			
12 Total. Add lines 1 through 11	8,870,883	10,210,880			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	301,319			301,319
	14 Other employee salaries and wages	47,044			47,044
	15 Pension plans, employee benefits	26,990			26,990
	16a Legal fees (attach schedule) STMT 2	14,132			14,132
	b Accounting fees (attach schedule) STMT 2	43,085			43,085
	c Other professional fees (attach schedule) STMT 2	1,262,780	250,296		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	28,334	5,844		20,898
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	31,741			31,741
	21 Travel, conferences, and meetings	1,942			1,942
	22 Printing and publications	1,676			1,676
	23 Other expenses (attach schedule) STMT 4	60,504	758,864		60,504
	24 Total operating and administrative expenses. Add lines 13 through 23	1,819,547	1,015,004		549,331
	25 Contributions, gifts, grants paid	3,469,852			6,337,340
26 Total expenses and disbursements. Add lines 24 and 25	5,289,399	1,015,004		7,436,002	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,581,484				
b Net investment income (if negative, enter -0-)		9,195,975			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2015)

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	39,449	108,145	108,145
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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	2,531	0	0
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) . STMT. 5	153,892,206	145,626,101	145,626,101
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 6)	7,093	103,974	103,974
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	153,941,279	145,838,220	145,838,220
	17	Accounts payable and accrued expenses	12,029	2543	
	18	Grants payable	32,805,064	29,952,023	
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 7)	519,228	322,311	
	23	Total liabilities (add lines 17 through 22)	33,336,321	30,276,877	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	120,604,958	115,561,343	
	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)	120,604,958	115,561,343	
	31	Total liabilities and net assets/fund balances (see instructions)	153,941,279	145,838,220	

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	120,604,958
2	Enter amount from Part I, line 27a	2	3,581,484
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	124,186,442
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	8,625,099
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	115,561,543

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 STATEMENT 9				
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) FMV 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	5,865.393
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	NONE

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.

(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	6,542,714	150,548,267	0.043459
2013	6,814,120	138,760,732	0.049107
2012	6,563,852	127,540,370	0.051465
2011	6,940,842	129,596,374	0.053557
2010	6,579,099	119,458,385	0.055074
2 Total of line 1, column (d)			2 0.209204
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 0.052301
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 149,165,901
5 Multiply line 4 by line 3			5 7,801,513
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 91,960
7 Add lines 5 and 6			7 7,893,473
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 7,436,002

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	183,920	
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	183,920	
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	183,920	
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	242,549	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	342,549	
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	45	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	158,584	
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax 158,629 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>NONE</u> (2) On foundation managers. ▶ \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>NONE</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA		
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? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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	✓
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	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓
Website address ► WWW.COLBURNFOUNDATION.ORG		
14 The books are in care of ► LAYNE B. PINKERNELL Telephone no. ► 323-464-4640		
Located at ► 6311 ROMAINE ST., SUITE 7138, LOS ANGELES, CA ZIP+4 ► 90017		
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	
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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	✓
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	✓
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 ► 20____, 20____, 20____, 20____		
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. ► 20____, 20____, 20____, 20____		
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	✓
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	✓

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

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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
SEE STATEMENT 10		301,319	21,956	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 ☐ NONE

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
SEE STATEMENT 11		250,296
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

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	151,361,139
b	Average of monthly cash balances	1b	73,023
c	Fair market value of all other assets (see instructions)	1c	3,301
d	Total (add lines 1a, b, and c)	1d	151,437,463
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	151,437,463
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,271,562
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,165,901
6	Minimum investment return. Enter 5% of line 5	6	7,458,295

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	7,458,295
2a	Tax on investment income for 2015 from Part VI, line 5	2a	183,920
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	183,920
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,274,375
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,274,375
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	7,274,375

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	7,436,002
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	7,436,002
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	7,436,002

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				7,274,375
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			4,267,097	
b Total for prior years. 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4: \$				
a Applied to 2014, but not more than line 2a			4,267,097	
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				3,168,905
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				4,105,470
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)

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)

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 $\frac{2}{3}$ 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:

SEE STATEMENT 12

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

SEE STATEMENT 12

- c** Any submission deadlines:

SEE STATEMENT 12

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

SEE STATEMENT 12

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				
Total			▶	3a 6,337,340
b Approved for future payment SEE STATEMENT 14				
Total			▶	3b 32,589,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	3,555,827	
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	5,236,460	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a MISCELLANEOUS			01	23,759	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				8,816,046	
13 Total. Add line 12, columns (b), (d), and (e)				8,816,046	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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		✓
	(2) Other assets		✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		✓
	(2) Purchases of assets from a noncharitable exempt organization		✓
	(3) Rental of facilities, equipment, or other assets		✓
	(4) Reimbursement arrangements		✓
	(5) Loans or loan guarantees		✓
	(6) Performance of services or membership or fundraising solicitations		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

[Signature] 11/14/16 **TREASURER**

Signature of officer or trustee Date Title

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
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

OMB No 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

COLBURN FOUNDATION

Employer identification number

95-4693145

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

Name of organization
COLBURN FOUNDATION

Employer identification number
95-4693145

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	ESTATE OF RICHARD D. COLBURN 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	\$ 54,837	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

FORM 990-PF - PART I, LINE 11 - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES FOR BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	23,759	-
OTHER INCOME FROM PARTNERSHIPS	-	147,523
	<u>23,759</u>	<u>147,523</u>
	=====	=====

FORM 990-PF - PART I, LINE 16a - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES FOR BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>DISTRIBUTION FOR CHARTABLE PURPOSES</u>
MARIYLN O'TOOLE	11,000		11,000
O'MEVENY & MEYERS	3,132		3,132
	<u>14,132</u>	<u>-</u>	<u>14,132</u>
	=====	=====	=====

FORM 990-PF - PART I, LINE 16b - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES FOR BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>DISTRIBUTION FOR CHARTABLE PURPOSES</u>
GRANT THOTNTON LLP	43,085		43,085
	<u>43,085</u>	<u>-</u>	<u>43,085</u>
	=====	=====	=====

FORM 990-PF - PART I, LINE 16c - PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES FOR BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>DISTRIBUTION FOR CHARTABLE PURPOSES</u>
INVESTMENT MANAGEMENT	1,258,296	250,296	
CONSULTANT - OTHER	4,484		4,484
	<u>1,262,780</u>	<u>250,296</u>	<u>4,484</u>
	=====	=====	=====

FORM 990-PF - PART I, LINE 18 - TAXES

DESCRIPTION	REVENUE AND EXPENSES FOR BOOKS	NET INVESTMENT INCOME	DISTRIBUTION FOR CHARTABLE PURPOSES
PAYROLL TAXES	20,898		20,898
FEDERAL EXCISE TAXES	157,980		
DEFERRED EXCISE TAXES	(158,009)		
STATE TAXES	7,465	-	
FOREIGN TAXES		5,844	
	<u>28,334</u>	<u>5,844</u>	<u>20,898</u>
	=====	=====	=====

FORM 990-PF - PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES FOR BOOKS	NET INVESTMENT INCOME	DISTRIBUTION FOR CHARTABLE PURPOSES
PAYROLL TAX SERVICE FEES	1,992		1,992
INSURANCE EXPENSE	21,286		21,286
SUPPLIES	2,641		2,641
MEMBERSHIPS	12,900		12,900
TELEPHONE	4,147		4,147
POSTAGE AND SHIPPING	958		958
PARKING EXPENSE	5,684		5,684
EQUIPMENT MAINTENANCE	7,082		7,082
OFFSITE STORAGE	1,483		1,483
BUSINESS MEALS	1,097		1,097
OTHER EXPENSES	999		999
OPERATING FEES	235		235
		758,864	
	60,504	758,864	60,504
	=====	=====	=====

FORM 990-PF - PART II, LINE 13 - INVESTMENTS - OTHER

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FAIR MARKET VAUE
LEVEL 1			
PUBLICLY TRADED SECURITIES	85,749,925	65,387,085	65,387,085
LEVEL 2			
Adage Capital Partners, LP	9,688,197	9,782,496	9,782,496
Harvest MLP Income Fund	8,316,938	6,762,429	6,762,429
Wellington Global Perspectives Port	6,989,730	6,091,254	6,091,254
LEVEL 3			
Angeles Absolute Return Fund	23,363,200	21,574,263	21,574,263
Angeles Global Equity Opportunity Fund LLC		9,500,000	9,500,000
Bain Capital Fund XI LP	463,707	1,140,098	1,140,098
Brookfield Capiral Partners IV		821,182	821,182
Charlesbank Equity Fund VIII		770,399	770,399
Clearlake Capital Partners IV LP		515,271	515,271
Contrarian Distressed Real Estate	1,967,295	1,678,667	1,678,667
Dover Street VIII	2,575,942	3,017,273	3,017,273
Dune Real Estate Fund III LP	666,139	1,764,390	1,764,390
GSO Energy Select Opportunity Fund LP		191,809	191,809
Highland Credit Strategies	1,592,982	1,332,907	1,332,907
Kayne Anderson Energy Fund IV (QP), LP	1,126,425	762,961	762,961
Kayne Anderson Energy Fund VI (QP), LP	789,481	1,490,498	1,490,498
Lone Star Real Estate Fund II (US) LP	904,508	502,056	502,056
Lone Star Real Estate Fund III (US) LP	1,340,288	2,554,081	2,554,081
Lone Star Real Estate Fund IV (US) LP		526,117	526,117
Lone Star Fund VIII (U.S.) LP	2,674,336	2,375,461	2,375,461
Lone Star Fund IX (U.S.) LP	(27,490)	728,234	728,234
Och-Ziff Real Estate Fund II LP	1,492,290	1,250,155	1,250,155
Och-Ziff Real Estate Fund III LP	21,374	483,330	483,330
Orbimed Royalty Opportunities II LP		73,269	73,269
Pathway Private Equity Fund 2007, LP	3,890,216	3,680,020	3,680,020
Ramius	26,195	-	-
Vista Equity Partners V	280,528	691,777	691,777
	-	-	-
Total	153,892,206	145,447,482	145,447,482

FORM 990-PF - PART II, LINE 15 - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FAIR MARKET VAUE
FEDERAL EXCISE TAX RECEIVABLE	7,093	103,974	103,974
Total	7,093	103,974	103,974

FORM 990-PF - PART II, LINE 22 - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FAIR MARKET VAUE
DEFERRED EXCISE TAX	500,459	322,311	322,311
DEFERRED LEASE LIABIILITY	18,769		
Total	519,228	322,311	322,311

FORM 990-PF - PART III, LINE 5 - OTHER DECREASES IN NET ASSETS

DESCRIPTION	AMOUNT
UNREALIZED LOSSES ON INVESTMENTS	8,625,099
Total	8,625,099

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

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GAIN OR (LOSS)
PUBLICLY TRADED SECURITIES	VAR	VAR	3,339,184
WELLINGTON GLOBAL PERSPECTIVES	VAR	12/31/2015	381,431
KAYNE ANDERSON ENERGY FUND IV (QP) LP	VAR	12/31/2015	(96,884)
PATHWAY PRIVATE EQUITY FUND 2007 LP	VAR	12/31/2015	445,925
ADAGE CAPITAL PARTNERS LP	VAR	12/31/2015	1,173,117
OCH-ZIFF REAL ESTATE II	VAR	12/31/2015	4,553
LONE STAR REAL ESTATE FUND II (US) LP	VAR	12/31/2015	27,001
CONTRARIAN DISTRESS REAL ESTATE DEBT FUND II LP	VAR	12/31/2015	215,217
KAYNE ANDERSON ENERGY FUND VI LP	VAR	12/31/2015	(225)
LONE STAR FUND VIII (US) LP	VAR	12/31/2015	520,592
LONE STAR REAL ESTATE FUND III LP	VAR	12/31/2015	154,765
HARVEST MLP INCOME FUND LLC	VAR	12/31/2015	(360,144)
VISTA EQUITY PARTNERS FUND V LP	VAR	12/31/2015	565
DUNE REAL ESTATE FUND III LP	VAR	12/31/2015	57
LONE STAR FUND IX LP	VAR	12/31/2015	30,239

Total

5,835,393

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

DESCRIPTION	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
RUTH ELIEL 6311 ROMAINE ST , SUITE 7138 LOS ANGELES, CA 90017	EXECUTIVE DIRECTOR/SECRETARY 32.00	149,378	10,538
LAYNE PINKERNELL 6311 ROMAINE ST , SUITE 7138 LOS ANGELES, CA 90017	CONTROLLER/TREASURER 24.00	97,941	11,418
ROBERT ATTIEYEH 6311 ROMAINE ST , SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	24,000	-
EDMUND EDELMAN 6311 ROMAINE ST , SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	24,000	-
GAIL EICHENTHAL 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	6,000	-
CAROL COLBURN GRIGOR 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	-	-
DAVID D COLBURN 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	-	-

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

<u>DESCRIPTION</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
RICHARD W COLBURN 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	-	-
JOHN NUCKOLS 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90017	DIRECTOR 1.00	-	-
Total		<u>301,319</u>	<u>21,956</u>

FORM 990-PF - PART VIII, LINE 3 - FIVE HIGHEST-PAID INDEPENDENT CONTRACTORS FOR PROFESSIONAL SERVICES

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ANGELES INVESTMENT ADVISORS 429 SANTA MONICA BLVD , SUITE 650 SANTA MONICA, CA 90404	INVESTMENT ADVISORS	250,296
Total		<u>250,296</u>

FORM 990-PF - PART XV, LINE 2 - INFORMATION REGARDING GRANTS

A. THE NAME, ADDRESS, AND TELEPHONE NUMBER OR EMAIL ADDRESS TO THE PERSON TO WHOM APPLICATIONS SHOULD BE ADDRESSED

FELIX RACELIS
6311 ROMAINE STREET, SUITE 7138
LOS ANGELES, CA 90038
323-464-4640

B. THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE

PLEASE NOTE THAT WE STRONGLY URGE ALL GRANT SEEKERS TO CONTACT US AT 323-464-4640 BEFORE SUBMITTING A LETTER OF INTENT OR AN APPLICATION. AFTER A CONVERSATION, WE MAY ENCOURAGE YOU TO SUBMIT A LETTER OF INTENT. IF WE ARE UNFAMILIAR WITH YOUR ORGANIZATION OR PROGRAM, WE WILL LIKELY WANT TO MEET WITH YOU AND/OR OBSERVE YOUR PROGRAM BEFORE ENCOURAGING YOU TO TAKE FURTHER STEPS. MOST OF OUR GRANTS ARE IN THE FORM OF GENERAL OPERATING SUPPORT. WE HAVE AN ONLINE APPLICATION PROCESS AND WILL WALK YOU THROUGH THAT IF AND WHEN YOU ARE READY TO SUBMIT AN APPLICATION. THE APPLICATION REQUIRES THE FOLLOWING:

- MISSION AND HISTORY OF YOUR ORGANIZATION
 - A COPY OF PROOF OF 501(C)(3) STATUS
 - MOST RECENT TWO AUDITS (OR 990'S IN THE CASE THAT YOU ARE NOT AUDITED); IF THIS INFORMATION IS MORE THAN A YEAR OLD, PLEASE ALSO SUBMIT AN INTERNAL FINANCIAL STATEMENT FOR YOUR MOST RECENTLY COMPLETED FISCAL YEAR
 - CURRENT YEAR BUDGET, IF YOU ARE APPLYING FOR FUNDING FOR A FUTURE YEAR'S ACTIVITY, PLEASE ALSO INCLUDE A BUDGET FOR THE NEXT FISCAL YEAR
 - A LIST OF BOARD OF DIRECTORS AND THEIR AFFILIATES
- IF IN THE COURSE OF THE APPLICATION PROCESS, YOU HAVE QUESTIONS, PLEASE DO NOT HESITATE TO CONTACT US AT FRACELIS@COLBURNFOUNDATION.ORG OR 323-464-4640

C. ANY SUBMISSION DEADLINES

NONE

D. ANY RESTRICTIONS OR LIMITATIONS ON AWARDS, SUCH AS BY GEOGRAPHICAL AREAS, CHARITABLE FIELDS, KINDS OF INSTITUTIONS, OR OTHER FACTORS

GRANTS ARE GENERALLY AWARDED TO ORGANIZATIONS IN THE SOUTHERN CALIFORNIA AREA. THE PURPOSE OF THE GRANT MUST BE FOR FURTHERING THE STUDY, TEACHING, AND PERFORMANCE OF CLASSICAL MUSIC AND DANCE.

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE COLBURN SCHOOL 200 S GRAND AVENUE LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	3,009,993
LOS ANGELES PHILHARMONIC 1350 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	750,000
LOS ANGELES OPERA 1350 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	750,000
LOS ANGELES CHAMBER ORCHESTRA 350 S FIGUEROA ST, SUITE 183 LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	300,000
LOS ANGELES MASTER CHORALE 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	200,000
MUSICA ANGELICA 301 E OCEAN BLVD., SUITE 1900 LONG BEACH, CA 90802	NONE PUBLIC CHARITY	CLASSICAL ARTS	100,000
USC THORNTON SCHOOL OF MUSIC P O BOX 77913 LOS ANGELES, CA 90007	NONE PUBLIC CHARITY	CLASSICAL ARTS	125,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE PUBLIC CHARITY	CLASSICAL ARTS	200,000
AMERICAN YOUTH SYMPHONY 2365 WESTWOOD BLVD., #23 LOS ANGELES, CA 90064	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIF STATE UNIVERSITY - NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE, CA 91330	NONE PUBLIC CHARITY	CLASSICAL ARTS	60,000
THE DA CAMERA SOCIETY 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
HEART OF LOS ANGELES 2701 WILSHIRE BLVD , SUITE 100 LOS ANGELES, CA 90057	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
IDYLLWILD ARTS FOUNDATION P O BOX 38 IDYLLWILD, CA 92549	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
THE INDUSTRY PRODUCTION 846 1/2 SANBORN AVE LOS ANGELES, CA 90029	NONE PUBLIC CHARITY	CLASSICAL ARTS	15,000
KUSC P O BOX 77913 LOS ANGELES, CA 90007	NONE PUBLIC CHARITY	CLASSICAL ARTS	30,000
LONG BEACH OPERA 507 PACIFIC AVENUE LONG BEACH , CA 90802	NONE PUBLIC CHARITY	CLASSICAL ARTS	15,000
LOS ANGELES MUSIC AND ARTS SCHOOL 3630 E 3RD ST LOS ANGELES, CA 90063	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MADISON PROJECT 1900 PICO BLVD LOS ANGELES, CA 90405	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
MUSEUM ASSOCIATES 5905 WILSHIRE BLVD LOS ANGELES, CA 90063	NONE PUBLIC CHARITY	CLASSICAL ARTS	35,000
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA, CA 93108	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000
OJAI FESTIVALS, LTD P.O. BOX 185 OJAI, CA 93024	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000
PACIFIC SYMPHONY 3631 S HARBOR BLVD , SUITE 100 SANTA ANA, CA 92704	NONE PUBLIC CHARITY	CLASSICAL ARTS	40,000
PASADENA CONSERVATORY OF MUSIC 100 N HILL AVE PASADENA, CA 91106	NONE PUBLIC CHARITY	CLASSICAL ARTS	15,000
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DRIVE, SUITE 100 LOS ANGELES, CA 92612	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER COSTA MESA, CA 92626	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGENTS OF THE UNIV OF CALIFORNIA - LOS ANGELES 11000 KINROSS AVE., SUITE 102 LOS ANGELES, CA 90095	NONE PUBLIC CHARITY	CLASSICAL ARTS	50,000
UCLA FOUNDATION 11000 KINROSS AVE., SUITE 102 LOS ANGELES, CA 90095	NONE PUBLIC CHARITY	CLASSICAL ARTS	100,000
THE CHAMBER MUSIC SOCIETY OF LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
CENTER STAGE STRINGS P O BOX 1203 THREE RIVERS, CA 93271	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
ELEMENTAL STRINGS 1831 STANFORD ST., SUITE 111 SANTA MONICA, CA 90404	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
ETM-LA INC 847 N HOLLYWOOD WAY, SUITE 206 BURBANK, CA 91505	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
FRACTURED ATLAS 248 WEST 35TH ST., 10TH FLOOR NEW YORK, NY 10001	NONE PUBLIC CHARITY	CLASSICAL ARTS	6,000
GRAND PERFORMANCES 350 S GRAND AVE., SUITE A-4 LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLADA SUITE 231 LOS ANGELES, CA 90042	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
JACARANDA 1626 N BENTON WAY LOS ANGELES, CA 90026	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
LOS ANGELES CHILDRENS CHORUS 585 E COLORADO BLVD PASADENA, CA 91101	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
LA'S BEST 200 N SPRING STREET LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD , SUITE 800 LOS ANGELES CA 90017	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
MARLBORO SCHOOL OF MUSIC 1528 WALNUT ST , SUITE 301 PHILADELPHIA, PA 19102	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
THE MUSIC GUILD 3637 MOTOR AVE , SUITE 240 LOS ANGELES, CA 90034	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES, CA 90033	NONE PUBLIC CHARITY	CLASSICAL ARTS	7,500

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW SCHOOL UNIVERSITY 55 WEST 13TH ST., 7TH FLOOR NEW YORK, NY 10011	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
PASADENA ARTS COUNCIL 65 S GRAND AVE PASADENA, CA 91105	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
THE PERFORMING ARTS CENTER OF LOS ANGELES 135 N GRAND AVE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
PIANO SPHERES 149 S WINDSOR BLVD LOS ANGELES, CA 90004	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
RENAISSANCE ARTS ACADEMY 1800 COLORADO BLVD EAGLE ROCK, CA 90041	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
SOUTH BAY CHAMBER MUSIC SOCIETY P.O. BOX 2313 PALOS VERDE PENINSULA, CA 90274	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
YOUNG CONCERT ARTISTS 150 WEST 57 ST., SUITE 1222 NEW YORK, NY 10019	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
CAP UCLA 11000 KINROSS AVE., SUITE 102 LOS ANGELES, CA 90095	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOARD DESIGNATED GRANTS/MATCHING GRANTS			
THE COLBURN SCHOOL 200 S GRAND AVENUE LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	80,000
ARTS HIGH FOUNDATION 1140 S HILL STR., SUITE H-100 LOS ANGELES, CA 90015	NONE PUBLIC CHARITY	CLASSICAL ARTS	3,000
COMMUNITY PARTNERS 1000 N ALEMEDA ST LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLADA, #231 LOS ANGELES, CA 90042	NONE PUBLIC CHARITY	CLASSICAL ARTS	7,000
HEART OF LOS ANGELES 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057	NONE PUBLIC CHARITY	CLASSICAL ARTS	4,500
THE INDUSTRY PRODUCTION INC 846 1/2 SANBORN AVE LOS ANGELES, CA 90029	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
JACARANDA 1626 N BENTON WAY LOS ANGELES, CA 90026	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500
LONG BEACH OPERA 507 PACIFIC AVENUE LONG BEACH, CA 90802	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES CHAMBER ORCHESTRA 350 S FIGUEROA ST, SUITE 183 LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	4,500
LOS ANGELES CHILDRENS CHORUS 585 E COLORADO BLVD PASADENA, CA 91101	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
LOS ANGELES OPERA 1350 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	250
OJAI FESTIVAL LTD P.O. BOX 185 OJAI, CA 93024	NONE PUBLIC CHARITY	CLASSICAL ARTS	3,000
THE OPERA BUFFS, INC 3355 FLOYD TERRACE LOS ANGELES, CA 90068	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
OPERA LEAGUE OF LOS ANGELES 135 N GRAND AVE , SUITE 327 LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500
SANTA CECILIA OPERA AND ORCHESTRA ASSOCIATION 2759 WEST BROADWAY LOS ANGELES, CA 90041	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500
THE STREET SYMPHONY 1463 1/2 RIDGE WAY LOS ANGELES, CA 90026	NONE PUBLIC CHARITY	CLASSICAL ARTS	1,500

FORM 990-PF - PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USC THORNTON SCHOOL OF MUSIC P O. BOX 77913 LOS ANGELES, CA 90007	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,000
WEST LOS ANGELES SYMPHONY 10880 WILSHIRE BLVD , SUITE 900 LOS ANGELES, CA 90024	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
PASS THROUGH FROM LIMITED PARTNERSHIPS			
CHARLEBANK , PASS THROUGH		AVAILABLE UPON REQUEST	74
DUNE RE II, PASS THROUGH		AVAILABLE UPON REQUEST	7
HARVEST MLP, PASS THROUGH		AVAILABLE UPON REQUEST	253
KAYNE ANDERSON IV, PASS THROUGH		AVAILABLE UPON REQUEST	38
KAYNE ANDERSON VI, PASS THROUGH		AVAILABLE UPON REQUEST	74
OCH-ZIFF REAL ESTATE II, PASS THROUGH		AVAILABLE UPON REQUEST	29
PATHWAY 2007, PASS THROUGH		AVAILABLE UPON REQUEST	122
Total			<u>6,337,340</u>

FORM 990-PF - PART XV, LINE 3b - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE COLBURN SCHOOL 200 S GRAND AVENUE LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	26,000,000
LOS ANGELES PHILHARMONIC 1350 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,500,000
LOS ANGELES OPERA 1350 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	2,000,000
LOS ANGELES CHAMBER ORCHESTRA 350 S FIGUEROA ST, SUITE 183 LOS ANGELES, CA 90071	NONE PUBLIC CHARITY	CLASSICAL ARTS	600,000
LOS ANGELES MASTER CHORALE 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	600,000
USC THORNTON SCHOOL OF MUSIC P O BOX 77913 LOS ANGELES, CA 90007	NONE PUBLIC CHARITY	CLASSICAL ARTS	175,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE PUBLIC CHARITY	CLASSICAL ARTS	100,000
AMERICAN YOUTH SYMPHONY 2365 WESTWOOD BLVD., #23 LOS ANGELES, CA 90064	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000

FORM 990-PF - PART XV, LINE 3b - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIF STATE UNIVERSITY - NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE, CA 91330	NONE PUBLIC CHARITY	CLASSICAL ARTS	15,000
HEART OF LOS ANGELES 2701 WILSHIRE BLVD , SUITE 100 LOS ANGELES, CA 90057	NONE PUBLIC CHARITY	CLASSICAL ARTS	70,000
IDYLLWILD ARTS FOUNDATION P O BOX 38 IDYLLWILD, CA 92549	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
LOS ANGELES MUSIC AND ARTS SCHOOL 3630 E 3RD ST LOS ANGELES, CA 90063	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
MADISON PROJECT 1900 PICO BLVD LOS ANGELES, CA 90405	NONE PUBLIC CHARITY	CLASSICAL ARTS	50,000
MUSEUM ASSOCIATES 5905 WILSHIRE BLVD LOS ANGELES, CA 90063	NONE PUBLIC CHARITY	CLASSICAL ARTS	15,000
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA, CA 93108	NONE PUBLIC CHARITY	CLASSICAL ARTS	120,000
OJAI FESTIVALS, LTD P.O. BOX 185 OJAI, CA 93024	NONE PUBLIC CHARITY	CLASSICAL ARTS	20,000

FORM 990-PF - PART XV, LINE 3b - GRANTS AND CONTRIBUTIONS APPROVED FPR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DRIVE, SUITE 100 LOS ANGELES, CA 92612	NONE PUBLIC CHARITY	CLASSICAL ARTS	25,000
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER COSTA MESA, CA 92626	NONE PUBLIC CHARITY	CLASSICAL ARTS	50,000
THE CHAMBER MUSIC SOCIETY OF LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PUBLIC CHARITY	CLASSICAL ARTS	30,000
CENTER STAGE STRINGS P.O. BOX 1203 THREE RIVERS, CA 93271	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
EIGHTH STREET BLACKBIRD PERFORMING ARTS	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
ELEMENTAL STRINGS 1831 STANFORD ST., SUITE 111 SANTA MONICA, CA 90404	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLADA SUITE 231 LOS ANGELES, CA 90042	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
LOS ANGELES CHILDRENS CHORUS 585 E COLORADO BLVD PASADENA, CA 91101	NONE PUBLIC CHARITY	CLASSICAL ARTS	30,000

FORM 990-PF - PART XV, LINE 3b - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARLBORO SCHOOL OF MUSIC 1528 WALNUT ST., SUITE 301 PHILADELPHIA, PA 19102	NONE PUBLIC CHARITY	CLASSICAL ARTS	30,000
NEW SCHOOL UNIVERSITY 55 WEST 13TH ST., 7TH FLOOR NEW YORK, NY 10011	NONE PUBLIC CHARITY	CLASSICAL ARTS	12,000
PACIFIC CHORALE	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
PASADENA ARTS COUNCIL 65 S GRAND AVE PASADENA, CA 91105	NONE PUBLIC CHARITY	CLASSICAL ARTS	6,000
THE PERFORMING ARTS CENTER OF LOS ANGELES 135 N GRAND AVE LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	CLASSICAL ARTS	5,000
PIANO SPHERES 149 S WINDSOR BLVD LOS ANGELES, CA 90004	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
TAOS SCHOOL OF MUSIC, INC	PUBLIC CHARITY	CLASSICAL ARTS	6,000
YOUNG CONCERT ARTISTS 150 WEST 57 ST, SUITE 1222 NEW YORK, NY 10019	NONE PUBLIC CHARITY	CLASSICAL ARTS	10,000
Total			32,589,000