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Return of Private Foundation

2015

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

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

Name of foundation AS&F FOUNDATION		A Employer identification number 95-6030792
Number and street (or P O box number if mail is not delivered to street address) 625 FAIR OAKS AVENUE, STE 360		B Telephone number (see instructions) (626) 411-5188
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		
G Check all that apply		C If exemption application is pending, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 55,068,899.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify)		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,951,382.	1,951,382.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,329,785.			
	b Gross sales price for all assets on line 6a 58,572,906.				
	7 Capital gain net income (from Part IV, line 2)		5,382,156.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	1,141.	27,230.			
12 Total. Add lines 1 through 11	7,282,308.	7,360,768.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	5,517.			5,517.
	b Accounting fees (attach schedule) ATCH 4	23,819.	4,764.		16,674.
	c Other professional fees (attach schedule) [5]	313,869.	163,869.		150,000.
	17 Interest: NOV 25 2015				
	18 Taxes (attach schedule) (see instructions) [6]	8,614.	450.		180.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	19,910.			19,910.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	4,420.			4,420.
	24 Total operating and administrative expenses. Add lines 13 through 23.	376,149.	169,083.		196,701.
	25 Contributions, gifts, grants paid	12,942,553.			7,992,000.
26 Total expenses and disbursements. Add lines 24 and 25	13,318,702.	169,083.	0.	8,188,701.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-6,036,394.				
b Net investment income (if negative, enter -0-)		7,191,685.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		4,680.	15,738.	15,738.
	2	Savings and temporary cash investments		1,154,754.	87.	87.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 8		25,911.		
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 9		42,169,333.	31,411,927.	31,411,927.
	c	Investments - corporate bonds (attach schedule) ATCH 10			15,628,734.	15,628,734.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		18,771,859.	8,012,413.	8,012,413.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 12)		29,738.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		62,156,275.	55,068,899.	55,068,899.	
Liabilities	17	Accounts payable and accrued expenses		12,500.	24,066.	
	18	Grants payable		850,000.	5,800,553.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 13)		150,978.	90,551.	
23	Total liabilities (add lines 17 through 22)		1,013,478.	5,915,170.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		61,142,797.	49,153,729.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)		61,142,797.	49,153,729.		
31	Total liabilities and net assets/fund balances (see instructions)		62,156,275.	55,068,899.		

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 61,142,797.
2	Enter amount from Part I, line 27a	2 -6,036,394.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 55,106,403.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5 5,952,674.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 49,153,729.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { if gain, also enter in Part I, line 7 if (loss), enter -0- in Part I, line 7 }				2	5,382,156.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3	0.	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,500,074.	60,302,518.	0.058042
2013	2,981,505.	57,659,739.	0.051709
2012	3,264,460.	55,097,561.	0.059249
2011	1,432,380.	55,467,275.	0.025824
2010	571,321.	51,472,285.	0.011100

2 Total of line 1, column (d)	2	0.205924
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	0.041185
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	55,593,001.
5 Multiply line 4 by line 3	5	2,289,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71,917.
7 Add lines 5 and 6	7	2,361,515.
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	8,188,701.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 17,105.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Marked with 'Yes' or 'No' and 'X'.

Part VII-A Statements Regarding Activities (continued)

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of WHITTIER TRUST COMPANY Telephone no 626-441-5188 Located at 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA ZIP+4 91030
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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)? 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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ATCH 15		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		312,095.

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	54,182,248.
b	Average of monthly cash balances	1b	2,257,347.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	56,439,595.
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	56,439,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	846,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,593,001.
6	Minimum investment return. Enter 5% of line 5	6	2,779,650.

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	2,779,650.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	71,917.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	71,917.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,707,733.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	2,707,733.
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	2,707,733.

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	8,188,701.
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	8,188,701.
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	71,917.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,116,784.

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				2,707,733.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014 51,951.				
f Total of lines 3a through e	51,951.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 8,188,701.				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				2,707,733.
e Remaining amount distributed out of corpus.	5,480,968.			
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	5,532,919.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	5,532,919.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014 51,951.				
e Excess from 2015 5,480,968.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

Table with 5 columns: Tax year (a) 2015, (b) 2014, Prior 3 years (c) 2013, (d) 2012, (e) Total. Rows include 2a (Adjusted net income), b (85% of line 2a), c (Qualifying distributions), d (Amounts included in line 2c), e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 17</p>				
Total ▶ 3a				7,992,000.
<p>b Approved for future payment</p> <p>ATCH 18</p>				
Total ▶ 3b				5,825,000.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					3,599.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					371,073.	
58198234.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 53190750.				P	VARIOUS 5,007,484.	VARIOUS
TOTAL GAIN(LOSS)							<u>5,382,156.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST	1,951,382.	1,951,382.
TOTAL	<u>1,951,382.</u>	<u>1,951,382.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	1,141.	1,141.
NET INVESTMENT INC FROM STRATEGIC FD II		39,991.
NET INVESTMENT INC FROM STRATEGIC FD III		-13,902.
TOTALS	<u>1,141.</u>	<u>27,230.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,517.			5,517.
TOTALS	<u>5,517.</u>			<u>5,517.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	15,015.	3,003.		10,511.
TAX PREPARATION FEES	8,804.	1,761.		6,163.
TOTALS	<u>23,819.</u>	<u>4,764.</u>		<u>16,674.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	163,869.	163,869.	
WTC ADMINISTRATIVE EXPENSE	150,000.		150,000.
TOTALS	<u>313,869.</u>	<u>163,869.</u>	<u>150,000.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	7,984.		
STATE FILING FEES	180.		180.
FOREIGN TAXES	450.	450.	
TOTALS	<u>8,614.</u>	<u>450.</u>	<u>180.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE	4,420.	4,420.
TOTALS	<u>4,420.</u>	<u>4,420.</u>

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ATTACHMENT 8

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

PREPAID TAXES

TOTALS

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK		
SEE STATEMENT ATTACHED		
UNSETTLED TRADES		
VANGUARD PRIMECAP FUND ADMIRAL	5,197,657.	5,197,657.
VANGUARD WINDSOR FUND ADMIRAL	4,937,952.	4,937,952.
VANGUARD TOTAL STCK MKT INDEX	10,530,558.	10,530,558.
VANGUARD TOTAL INTL STOCK INDE	5,756,746.	5,756,746.
VANGUARD INTL GROWTH FUND ADMI	2,578,479.	2,578,479.
VANGUARD INTL VALUE FUND	2,410,535.	2,410,535.
TOTALS	<u>31,411,927.</u>	<u>31,411,927.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD TOTAL BOND MKT INDEX	6,414,052.	6,414,052.
VANGUARD TOTAL INT BOND INDEX	2,922,362.	2,922,362.
VANGUARD INTER-TERM INV GRADE	3,869,138.	3,869,138.
VANGUARD SHORT-TERM INV GRADE	2,423,182.	2,423,182.
TOTALS	<u>15,628,734.</u>	<u>15,628,734.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STRATEGIC PRIV. EQUITY FD III	2,094,396.	2,094,396.
STRATEGIC PRIV. EQUITY FD II	3,342,376.	3,342,376.
MFB NORTHERN FDS GLOBAL RE FND		
MFC FLEXSHRS UPSTREAM NAT RES		
MFB NORTHERN HIGH YLD FIX INC		
MFC ISHARES 1-3YR CREDIT BOND		
MFO PIMCO HIGH YLD INSTL CL		
MFO FRANKLIN FLTG RATE DAILY		
MFO VANGUARD INFLATION PROTECT		
MFC FLEXSHARES IBOX 3 YR TARG		
ISHARES US AGGREGATE BOND		
MFB NORTHERN ULTRA SHORT FIXED		
MFO DOUBLELINE CORE FIXED INCO		
VANGUARD REIT INDEX FUND ADMIR		
TOTALS	<u>2,575,641.</u>	<u>2,575,641.</u>
	<u>8,012,413.</u>	<u>8,012,413.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND/INTEREST RECEIVABLE		
TOTALS		

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ATTACHMENT 13

FORM 990PE, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	24,028.
DEFERRED EXCISE TAX PAYABLE	66,523.
TOTALS	<u>90,551.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS FROM INVESTMENTS	5,952,674.
TOTAL	<u>5,952,674.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN F. LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT AND DIRECTOR 1.00	0.	0.	0.
CAROL LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	V.P., CFO, SECRETARY AND DIR. 1.00	0.	0.	0.
SHARON LLEWELLYN CLARK, PH.D. 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
DARIN B. DRABING 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
KEITH RENKEN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
PHILIP V. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 15 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	EXECUTIVE DIRECTOR 5.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST COMPANY 625 FAIR OAKS AVE., STE. 360 SOUTH PASADENA, CA 91030	FIDUCIARY/PROFESSION	150,000.
NORTHERN TRUST P.O. BOX 803878 CHICAGO, IL 60680	INVESTMENTS	162,095.
	TOTAL COMPENSATION	<u>312,095.</u>

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

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

CONTRIBUTIONS - SEE STATEMENT ATTACHED

NONE

SEE STATEMENT ATTACHED

7,992,000

PC

TOTAL CONTRIBUTIONS PAID

7,992,000

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Name	Address	Relationship	Status of Recipient	Purpose	Amount
AbilityFirst	1300 East Green Street Pasadena CA 91106-2608	NONE	PC	Stroll & Roll challenge grant and Residential Camping Program	395,000.00
The Painted Turtle	1300 4th Street Suite 300 Santa Monica CA 90401	NONE	PC	Residential Camping Program and matching grant for LA Marathon	315,000.00
Boys & Girls Club of Burbank	2244 North Buena Vista Street Burbank, CA 91504	NONE	PC	Day Camp Program	35,000.00
Boys & Girls Club of Cypress	10161 Moody Street Cypress CA 90630	NONE	PC	Day Camp Program	60,000.00
Boys & Girls Club of Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807	NONE	PC	Day Camp Program	75,000.00
Boys & Girls Club of Los Angeles	2635 Pasadena Avenue Los Angeles CA 90031	NONE	PC	Day Camp Program	25,000.00
Boys & Girls Club of Pasadena	3230 East Del Mar Boulevard Pasadena CA 91107	NONE	PC	Day Camp Program	170,000.00
Boys & Girls Club of Pomona Valley	P O Box 1149 Pomona, CA 91769	NONE	PC	Day Camp Program	65,000.00
Boys & Girls Club-West San Gabriel Valley	328 South Ramona Avenue Monterey Park CA 91754	NONE	PC	Day Camp Program	20,000.00
Braille Institute of America Inc	741 North Vermont Avenue Los Angeles, CA 90029	NONE	PC	Operating Support	50,000.00
California Science Center Foundation	700 Exposition Park Drive Los Angeles CA 90037	NONE	PC	Operating Support	25,000.00
Camp Ronald McDonald for Good Times	1250 Lyman Place Los Angeles, CA 90029	NONE	PC	Residential Camping Program	50,000.00
Claremont Graduate University	150 E 10th Street Claremont CA 91711	NONE	PC	Scholarships	40,000.00
East Valley Boys & Girls Club	P O Box 248, 4100 Baldwin Park Blvd Baldwin Park, CA 91708	NONE	PC	Day Camp Program	25,000.00
Easter Seals Southern California Inc	1570 E 17th Street Santa Ana, CA 92705	NONE	PC	Residential Camping Program	10,000.00
Friends of Foster Children-San Gabriel Valley	P O Box 1105 Arcadia, CA 91077-1105	NONE	PC	Operating Support	20,000.00
Girl Scouts of Greater Los Angeles	801 S Grand Avenue Suite 300 Los Angeles, CA 90017	NONE	PC	Operating Support	245,000.00
Haynes Family of Programs	233 Baseline Rd #400 Box 400 La Verne, CA 91750	NONE	PC	Operating Support	50,000.00
Homenetimen Glendale Ararat Chapter	3347 North San Fernando Road Los Angeles, CA 90065	NONE	PC	Day Camp Program	203,000.00
Huntington Memorial Hospital	100 West California Boulevard Pasadena CA 91105	NONE	PC	Operating Support	250,000.00
Jewish Big Brothers Big Sisters of Los Angeles	6505 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048	NONE	PC	Operating Support	45,000.00
Junior Achievement of Southern California	6250 Forest Lawn Drive Los Angeles CA 90068	NONE	PC	Operating Support	30,000.00
Methodist Hospital of Southern California	300 W Huntington Dr Arcadia, CA 91007	NONE	PC	2014 Challenge Grant for the hospital's capital	100,000.00
Oneonta Club Foundation	1615 Chelsea Road #653 San Marino CA 91108	NONE	PC	Operating Support	20,000.00
RAD Camp	17921 Sky Park Circle, Ste G Irvine CA 92614	NONE	PC	Operating Support	20,000.00
Ronald McDonald House Charities of Southern California	4560 Fountain Ave Los Angeles, CA 90029	NONE	PC	Operating Support	140,000.00

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Name	Address	Relationship	Status of Recipient	Purpose	Amount
Salesian Boys & Girls Club of Los Angeles	3218 Wabash Avenue Los Angeles CA 90063	NONE	PC	Day Camp Program	20,000.00
USC Davis School of Gerontology	3715 McClintock Avenue Los Angeles CA 90089-0191	NONE	PC	Operating Support	10,000.00
YMCA of Anahem	240 South Euclid Street Anaheim, CA 92802	NONE	PC	Residential Camping Program	20,000.00
YMCA of Burbank	321 East Magnolia Boulevard Burbank, CA 91502	NONE	PC	Day Camp Program	25,000.00
YMCA of Glendale	130 North Louise Street Glendale CA 91206-4226	NONE	PC	Residential Camping Program	15,000.00
YMCA of Metropolitan Los Angeles	625 South New Hampshire Avenue Los Angeles CA 90005-1371	NONE	PC	Building Tomorrow Together Endowment and Residential Camping Program	5,250,000.00
YMCA of Orange County	13821 Newport Avenue, Suite 200 Tustin CA 92780	NONE	PC	Residential Camping Program	40,000.00
YMCA of Pomona Valley	1460 E Holt, Suite 196 Pomona CA 91787	NONE	PC	Day Camp Program	50,000.00
YMCA of Greater Long Beach	3605 Long Beach Blvd., Suite 210 Long Beach CA 90807	NONE	PC	Residential Camping Program	35,000.00
YMCA of West San Gabriel Valley	1605 Garfield Ave South Pasadena CA 91030	NONE	PC	Residential Camping Program	44,000.00
					<u>7,992,000.00</u>

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

ATTACHMENT 1A

<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>
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106	NONE PC	STROLL & ROLL - 1 1 CHALLENGE GRANT	75,000
BOY SCOUTS OF AMERICA - LONG BEACH 401 E 37TH STREET LONG BEACH, CA 90807	NONE PC	NEW DINING HALL AT CAMP TAQUITZ	750,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005-1371	NONE PC	BUILDING TOMORROW TOGETHER ENDOWMENT	5,000,000
<u>TOTAL CONTRIBUTIONS APPROVED</u>			<u>5,825,000</u>

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME					
UNRELATED BUSINESS INCOME FROM PASS THRU ENTITY	900099	-65,899.	01	67,040.	
TOTALS		<u>-65,899.</u>		<u>67,040.</u>	