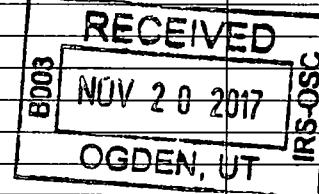


For calendar year 2016 or tax year beginning

, and ending

Name of foundation		A Employer identification number	
WHH FOUNDATION		20-0775264	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	
1060 AVONDALE RD			
City or town, state or province, country, and ZIP or foreign postal code			
SAN MARINO, CA 91108-1134			
G Check all that apply:		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change	
H Check type of organization:		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____	
► \$ 2008882.		(Part I, column (d) must be on cash basis)	
<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income
Revenue	1 Contributions, gifts, grants, etc., received	1821889.	N/A
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
	3 Interest on savings and temporary cash investments	757.	757.
	4 Dividends and interest from securities	414585.	414585.
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	156788.	
	b Gross sales price for all assets on line 6a	2010733.	
	7 Capital gain net income (from Part IV, line 2)		389144.
	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)			
11 Other income			
12 Total Add lines 1 through 11	2394019.	804486.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72000.	21600.
	14 Other employee salaries and wages	57158.	17147.
	15 Pension plans, employee benefits		
	16a Legal fees Stmt 4	1995.	997.
	b Accounting fees Stmt 5	22372.	15550.
	c Other professional fees Stmt 6	12835.	5132.
	17 Interest Stmt 7		
	18 Taxes Stmt 7	52640.	3163.
	19 Depreciation and depletion		
	20 Occupancy		
	21 Travel, conferences, and meetings	79192.	49796.
	22 Printing and publications		
	23 Other expenses Stmt 8	18581.	9289.
	24 Total operating and administrative expenses. Add lines 13 through 23	316773.	122674.
25 Contributions, gifts, grants paid	893561.		
26 Total expenses and disbursements. Add lines 24 and 25	1210334.	122674.	
27 Subtract line 26 from line 12:	1183685.		
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		681812.	
c Adjusted net income (if negative, enter -0-)		N/A	



	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		10769.	26086.	26086.
	2 Savings and temporary cash investments		2912996.	2531421.	2531421.
	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				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
Assets	10a Investments - U.S. and state government obligations Stmt 9		650057.	0.	0.
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 10		12617153.	14817153.	17531375.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		16190975.	17374660.	20088882.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		16190975.	17374660.	
	30 Total net assets or fund balances		16190975.	17374660.	
	31 Total liabilities and net assets/fund balances		16190975.	17374660.	

## 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	16190975.
2 Enter amount from Part I, line 27a	2	1183685.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	17374660.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17374660.

**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.)
<b>a</b>					
<b>b</b>	<b>See Attached Statement</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b> 2010733.		1621589.		389144.	
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))	
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>				389144.	
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	389144.	
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A	

**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.

 Yes  No

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

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))
2015	927712.	17425526.	.053239
2014	866155.	17789440.	.048689
2013	1087710.	15354164.	.070841
2012	743299.	13397201.	.055482
2011	801128.	12831903.	.062433

2 Total of line 1, column (d)	2	.290684
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	.058137
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	18303991.
5 Multiply line 4 by line 3	5	1064139.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6818.
7 Add lines 5 and 6	7	1070957.
8 Enter qualifying distributions from Part XII, line 4	8	1042812.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

6a 23384.

b Exempt foreign organizations - tax withheld at source

6b

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

6c

d Backup withholding erroneously withheld

6d

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

7 23384.

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

8

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

9

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

10 9748.

11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ►

11 0.

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

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

1b X

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

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

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

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

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

2 X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

N/A

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

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

6 X

- 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? *If "Yes," complete Part II, col. (c), and Part XV*

7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

CA

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

9 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

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

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>W.H.H. FOUNDATION.ORG</u>	13	X
14 The books are in care of ► <u>CHRISTINA BOYLE, CPA</u> Located at ► <u>1550 LOMA DRIVE, UNIT C, HERMOSA BEACH, CA</u>	Telephone no. ► (310) 283-1949	ZIP+4 ► 90254
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	N/A
16 At any time during calendar year 2016, 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	Yes X No

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

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If "Yes," did it have excess business holdings in 2016 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 2016.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	N/A	
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 2016?	4a	X
	4b	X

**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?

N/A

 Yes  No

N/A

5b

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.

 Yes  No

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 11		72000.	0.	17062.

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

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

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

►

0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
	All other program-related investments. See instructions	

Total. Add lines 1 through 3

►

0.

Form 990-PF (2016)

**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	17799578.
b Average of monthly cash balances	1b	783154.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	18582732.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	18582732.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	278741.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18303991.
6 Minimum investment return. Enter 5% of line 5	6	915200.

**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	915200.
2a Tax on investment income for 2016 from Part VI, line 5	2a	13636.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	13636.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	901564.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	901564.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	901564.

**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	1042812.
b Program-related investments - total from Part IX-B	1b	0.
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	1042812.
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	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	1042812.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				901564.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	189537.			
b From 2012	102727.			
c From 2013	357556.			
d From 2014	9282.			
e From 2015	76765.			
f Total of lines 3a through e	735867.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1042812.			0.	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount			901564.	
e Remaining amount distributed out of corpus	141248.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:	877115.			
a Corpus Add lines 3, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	189537.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	687578.			
10 Analysis of line 9:				
a Excess from 2012	102727.			
b Excess from 2013	357556.			
c Excess from 2014	9282.			
d Excess from 2015	76765.			
e Excess from 2016	141248.			



## 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
<b>a Paid during the year</b>				
SCHEDULE ATTACHED NA NA, CA 99999	NONE	SEC. 501(C)(3) PUBLIC CHARITY	ANNUAL GIVING	891061.
<b>Total</b>				► 3a 891061.
<b>b Approved for future payment</b>				
None				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14 757.	
4 Dividends and interest from securities				14 414585.	
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				14 156788.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		572130.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	572130.
(See worksheet in line 13 instructions to verify calculations.)					

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



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

- 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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016****Name of the organization****WHD FOUNDATION****Employer identification number****20-0775264****Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

**Special Rules**

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

**Name of organization**

**Employer identification number**

## WHH FOUNDATION

20-0775264

**Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed.

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	20,000 SHARES EMC - SOLD ON 9/1/16	\$ 577900.	09/01/16
2	2,066 RACKSPACE - SOLD ON 10/10/16	\$ 65988.	10/10/16
3	7,552 SHARES INFOBLOX - SOLD ON 11/8/16	\$ 199750.	10/28/16
4	14,745 SHARES BROCADE - SOLD 11/29/16	\$ 182691.	11/29/16
5	8,000 SHARES INTERSIL - SOLD 11/29/16	\$ 177560.	11/29/16

---

**Name of organization**

**Employer identification number**

## W.H.H. FOUNDATION

**Part III** *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor* Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info. once) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

## WHH FOUNDATION

## 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	8988 BROCADE COMMUN SYSTEMS INC	D	05/27/16	11/29/16
b	5757 BROCADE COMMUN SYSTEMS INC	D	01/23/03	11/29/16
c	2229.2 DELL TECHNOLOGIES COM CL V	D	Various	
d	20000 EMC CORP MASS	D	Various	09/07/16
e	7552 INFOBLOX TND AP1U4	D	Various	11/08/16
f	8000 INTERSIL HOLDINGS CP	D	01/31/88	11/29/16
g	2066 RACKSPACE HOSTING INC COM	D	10/01/05	10/10/16
h	600000 US TSY BOND	P	07/14/97	05/16/16
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

(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 110341.		82285.	28056.
b 70676.		52705.	17971.
c 109242.			109242.
d 481000.		546900.	-65900.
e 200128.		139712.	60416.
f 176630.		107360.	69270.
g 65390.		42570.	22820.
h 600000.		650057.	-50057.
i 197326.			197326.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			28056.
b			17971.
c			109242.
d			-65900.
e			60416.
f			69270.
g			22820.
h			-50057.
i			197326.
j			
k			
l			
m			
n			
o			

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	389144.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	--------------------	------------------	-----------

8988 BROCADE COMMUN SYSTEMS INC		Donated	05/27/16	11/29/16
---------------------------------	--	---------	----------	----------

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
110341.	111361.	0.	0.	-1020.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	--------------------	------------------	-----------

5757 BROCADE COMMUN SYSTEMS INC		Donated	01/23/03	11/29/16
---------------------------------	--	---------	----------	----------

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
70676.	71329.	0.	0.	-653.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
--------------------------------	--	--------------------	------------------	-----------

2229.2 DELL TECHNOLOGIES COM CL V		Donated	Various	
-----------------------------------	--	---------	---------	--

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
109242.	0.	0.	0.	109242.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			Donated
20000 EMC CORP MASS			

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
481000.	577900.	0.	0.	-96900.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			Donated
7552 INFOBLOX TND AP1U4			

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
200128.	199750.	0.	0.	378.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			Donated
8000 INTERSIL HOLDINGS CP			

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
176630.	177560.	0.	0.	-930.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
			Donated
2066 RACKSPACE HOSTING INC COM			

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
65390.	65988.	0.	0.	-598.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
				Purchased	07/14/97	05/16/16
600000 US TSY BOND	600000.	650057.	0.	Deprec.	0.	-50057.
Capital Gains Dividends from Part IV						197326.
Total to Form 990-PF, Part I, line 6a						156788.

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
MORGAN STANLEY SMITH BARNEY	757.	757.	
Total to Part I, line 3	757.	757.	

## Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
AF U.S. GOVERNMENT					
MONEY MARKET	285.	0.	285.	285.	
AMCAP FUND	44861.	39452.	5409.	5409.	
AMERICAN BALANCED FUND	31389.	18273.	13116.	13116.	
AMERICAN HIGH-INCOME TRUST	152516.	0.	152516.	152516.	
AMERICAN MUTUAL FUND	59864.	33968.	25896.	25896.	
CAPITAL INCOME BUILDER	61926.	0.	61926.	61926.	
CAPITAL WORLD GROWTH & INCOME FUND	73823.	38629.	35194.	35194.	
EMERGING MARKETS GROWTH FUND	7090.	0.	7090.	7090.	

WHH FOUNDATION

20-0775264

EUROPACIFIC GROWTH FUND	9349.	0.	9349.	9349.
FUNDAMENTAL INVESTORS INTERNATIONAL GROWTH AND INCOME FUND	59959.	39993.	19966.	19966.
MORGAN STANLEY NEW WORLD FUND SMALLCAP WORLD FUND	17069.	0.	17069.	17069.
THE BOND FUND OF AMERICA THE NEW ECONOMY FUND	21750.	0.	21750.	21750.
	9067.	0.	9067.	9067.
	5277.	0.	5277.	5277.
	27055.	0.	27055.	27055.
	30631.	27011.	3620.	3620.
To Part I, line 4	611911.	197326.	414585.	414585.

Form 990-PF	Legal Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LOEB & LOEB	1995.	997.		998.
To Fm 990-PF, Pg 1, ln 16a	1995.	997.		998.

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALFRIDA P. KING PAYCHEX	3440.	1717.		1723.
TERESA A. BOYLE, CPA	1692.	508.		1184.
CHRISTINA BOYLE, CPA	2450.	1715.		735.
	14790.	11610.		3180.
To Form 990-PF, Pg 1, ln 16b	22372.	15550.		6822.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
JOSHUA JULIAN	915.	915.		0.
SARA SALMON	8713.	2614.		6099.
KIRSTEN FROELICH	3207.	1603.		1604.
To Form 990-PF, Pg 1, ln 16c	12835.	5132.		7703.

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	9912.	2973.		6939.
FOREIGN TAX WITHHELD	7347.	0.		0.
FILING FEES	381.	190.		191.
EXCISE TAX	35000.	0.		0.
To Form 990-PF, Pg 1, ln 18	52640.	3163.		7130.

Form 990-PF	Other Expenses			Statement 8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	258.	129.		129.
MEMBERSHIP DUES	13287.	6643.		6644.
INSURANCE	675.	337.		338.
OFFICE SUPPLIES	3336.	1668.		1668.
OFFICE EQUIPMENT	75.	37.		38.
COMMUNICATIONS	950.	475.		475.
To Form 990-PF, Pg 1, ln 23	18581.	9289.		9292.

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
-------------	--	-----------	---

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US TREASURY BOND	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF	Other Investments	Statement	10
-------------	-------------------	-----------	----

Description	Valuation Method	Book Value	Fair Market Value
AMERICAN HIGH-INCOME TRUST	COST	2897047.	2905905.
EUROPACIFIC GROWTH FUND	COST	466909.	669859.
SMALLCAP WORLD FUND	COST	967321.	1306694.
FUNDAMENTAL INVESTORS	COST	842789.	1305308.
EMERGING MARKETS GROWTH FUND	COST	650000.	529987.
NEW WORLD FUND	COST	478629.	875196.
CAPITAL WORLD GROWTH & INCOME FUND	COST	1307609.	1370178.
AMCAP FUND	COST	989991.	1227251.
CAPITAL INCOME BUILDER	COST	1610469.	1758344.
AMERICAN MUTUAL FUND	COST	907551.	1238648.
BOND FUND OF AMERICA	COST	1354259.	1585052.
NEW ECONOMY FUND	COST	891001.	1369972.
INTERNATIONAL GROWTH AND INCOME FUND	COST	706778.	649425.
AMERICAN BALANCED FUND	COST	746800.	739556.
Total to Form 990-PF, Part II, line 13		14817153.	17531375.

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
WILLIAM H. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	VICE PRESIDENT 2.00	0.	0.	0.
KELLEY A. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	TREASURER 1.00	0.	0.	2482.
KATHLEEN C. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	415.
COURTNEY D. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
MARK L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	CHAIR 2.00	0.	0.	0.
TERRANCE A. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	1967.
MICHAEL T. KERR 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
BERNADETTE GLENN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	PRES & CHIEF OPERATING OFF 40.00	72000.	0.	4753.
ELIZABETH MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	SECRETARY 2.00	0.	0.	173.
ANDREW F. BARTH 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
DOUGLAS S. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.

WHH FOUNDATION

20-0775264

JAMES R. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	159.
EVE-LYNNE G. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	4952.
OTIS M. HEALY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	632.
J. DALE HARVEY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
KATHARINE J. GOOD 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	1529.
MARY L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406	DIRECTOR 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		72000.	0.	17062.

WILLIAM H. HURT FOUNDATION  
2016 GRANTEES LIST  
PREPARED ON 11/13/17

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT	AMOUNT
Alameda County Community Food Bank	PO Box 2599	Oakland, CA 94614	Community	2,500.00
Alliance for Justice	11 Dupont Circle NW	Washington, DC 20036	Advocacy	15,000.00
American Cancer Society	2350 Oakmont Way, Ste 200	Eugene, OR 97401	Education, Health	1,000.00
American Tinnitus Association	PO Box 4900	Portland, OR 97208-4900	Health	1,000.00
Armory Center for the Arts	145 N Raymond Ave	Pasadena, CA 91103	Arts	100.00
Aspen Hope Center	1460 E Valley Road	Basalt, CO 81621	Community, Health	5,000.00
Aspen Public Radio/KAJX	110 East Hallam St, Ste 134	Aspen, CO 81611-1467	Arts,Community,Education	2,500.00
Aspen Santa Fe Ballet	0245 Sage Way	Aspen, CO 81611	Arts	10,000.00
Aspen Sports Medicine Foundation	0401 Castle Creek Road, Suite 2100	Aspen, CO 81611	Health	10,000.00
Athenaeum Preservation Fund	551 South Hill Ave	Pasadena, CA 91106	Education	1,000.00
Bend North Little League	2752 NW Champion Circle	Bend, OR 97701	Community	5,000.00
Bethlehem Inn	P O Box 8540	Bend, OR 97708	Community	5,000.00
Boy Scouts/SGV Council	3450 East Sierra Madre Blvd	Pasadena, CA 91107	Community	1,000.00
Boys & Girls Club of Pasadena	3230 E Del Mar Avenue	Pasadena, CA 91107	Community	2,500.00
Caltech	1200 E California Blvd.	Pasadena, CA 91106-9935	Education	10,000.00
Camino Nuevo Charter Academy	3435 West Temple Street	Los Angeles, CA 90026	Education	10,000.00
Cancer Support Community Pasadena	200 E Del Mar Boulevard	Pasadena, CA 91105	Community	10,000.00
CASA of Central Oregon	1435 NE 4th Street, Suite C	Bend, OR 97701	Community	2,000.00
Catholic Charities Labouré Center	275 West Broadway	South Boston, MA 2127	Education	30,000.00
Center Early Intervention Deafness CEID	1035 Grayson	Berkeley, CA 94710	Education	5,000.00
Center for Study of the Presidency	601 13th Street, NW	Washington, DC 20005	Community, Education	10,000.00
Emerging Practitioners in Philanthropy (EPIP)	@ CSI, 601 West 26th Street, #325-22	New York, NY 10001	Community, Education	150.00
Children's Hospital of L A	4650 Sunset Blvd #29	Los Angeles, CA 90027	Health	27,500.00
Clockshop	2806 Clearwater Street	Los Angeles, CA 90039	Arts	10,000.00
CMC Foundation	P O Box 1763	Glenwood Springs, CO 81601	Education	15,000.00
Community Science Academy	1200 E California Blvd	Pasadena, CA 91125	Education	5,000.00
Crestline Elementary School	13003 SE 7th Street	Vancouver, WA 98683	Education	5,000.00
Deschutes County Children's Foundation	1010 NW 14th Street	Bend, OR 97701	Community,Education,Health	12,500.00
English in Action	P O Box 4856	Basalt, CO 81621	Community	1,500.00
ExplorOcean	600 E Bay Ave	Newport Beach, CA 92661	Arts	100.00
Exponent Philanthropy	P O Box 65607	Washington, DC 20035	Education	750.00
Flintridge Center	236 W Mountain St., Suite 106	Pasadena, CA 91103	Community	20,000.00
Focusing Philanthropy	11693 San Vicente Blvd #225	Los Angeles, CA 90049	Education	5,000.00
Foothill Family Service	2500 E Foothill Blvd, Suite 300	Pasadena, CA 91107	Community	20,000.00
Friends of the Future	P O Box 2655	Kamuela, HI 96743	Education, Health	5,000.00
Girl Scouts - Mt Wilson Vista Council	101 E Wheeler Avenue	Arcadia, CA 91006	Community	100.00
Girls Athletic Leadership School Denver	750 Galapago Street	Denver, Colorado 80204	Education	7,000.00

Global G L O W	3,000 00	Community
Gray Area Foundation for the Arts	2,500 00	Arts,Community,Education
Harvard Magazine	100 00	Education
Harvey Mudd College	10,000 00	Education
Hathaway-Sycamores	1,000 00	Education
Hill-Harbison House	1,000 00	Community
Hillsides Home for Children	1,000 00	Community
Hoag Hospital Foundation	1,000 00	Community,Health
How Kids Learn/Temescal	5,000 00	Health
Huntington Library	20,000 00	Education
J Bar J Youth Services	12,750 00	Arts,Education
Juvenile Arthritis Association	10,000 00	Arts,Community,Education,Hea
Kauai Music Festival	10,000 00	Health
KCRW	3,000 00	Arts
Kemple Memorial Children's Dental Clinic	1,500 00	Community
KKJZ	250 00	Health
Kohala Center	100 00	Arts
LA Partnership for Early Childhood Education	10,000 00	Education,Health
LA-Más	7,500 00	Education
LACMA	15,000 00	Community
Laguna Playhouse	30,392 00	Arts,Community
Library Foundation of Los Angeles	2,500 00	Arts
Litquake Foundation	10,000 00	Community,Education
Los Angeles Regional Food Bank	5,000 00	Arts,Education
Los Angeles World Affairs Council	2,500 00	Community
Mosaic Project	400 00	Community
Mountain Star Family Relief Nursery	5,000 00	Education
Natural History Museum Foundation	32,000 00	Community
Newport Beach Public Library Fdn	99 00	Arts
Norton Simon Museum	100 00	Education
Notkin Family Breast Cancer Recovery Prog	75 00	Arts
Oakland Public Educational Fund	5,000 00	Health
Orange County Museum of Art	750 00	Education
Oregon State University Foundation	100 00	Art
Oxbow School	5,000 00	Education
P E O Foundation	1,500 00	Education
Para Los Ninos	10,000 00	Community
Parker School	5,000 00	Education
Pasadena Art Alliance	11,500 00	Arts
Pasadena Community Foundation	250 00	Community
Pasadena Conservatory Of Music	1,000 00	Arts
Pasadena Educational Foundation	500 00	Education
1203 N Broadway	Santa Ana, CA 92701	
923 Market Street, Suite 200	San Francisco, CA 94102	
P O Box 414946	Boston, MA 02241-4946	
301 Platt Boulevard	Claremont, CA 91711	
210 S DeLacey Ave	Pasadena, CA 91105-2006	
1841 Alhambra Road	San Marino, CA 91108	
940 Avenue 64	Pasadena, CA 91105	
330 Placentia Avenue, Suite 100	Newport Beach, CA 92663	
467 Rich Street	Oakland, CA 94609	
1151 Oxford Road	San Marino, CA 91108	
62895 Hamby Road	Bend, OR 97701	
8549 Wilshire Blvd Suite #103	Beverly Hills, CA 90211	
PO Box 2575	Kamehula, HI 96743	
1900 Pico Blvd	Santa Monica, CA 90405	
1029 NW 14th Street, Suite 101	Bend, OR 97701	
PO Box 251469	Los Angeles, CA 90025	
PO Box 437462	Kamuela, HI 96743	
2355 Westwood Blvd ,#114	Los Angeles, CA 90064	
3051 North Coolidge Avenue	Los Angeles, CA 90039	
5905 Wilshire Blvd,	Los Angeles, CA 90036	
606 Laguna Canyon Road	Laguna Beach, CA 92651	
630 W Fifth St	Los Angeles, CA 90071	
57 Post Street, Suite 604	San Francisco, CA 94104	
1734 East 41st Street	Los Angeles, CA 90058	
3535 Hayden Ave #200,	Culver City, CA 90232	
580 Grand Avenue, Suite 303	Oakland, CA 94610	
2125 NE Daggett Lane	Bend, OR 97701	
900 Exposition Blvd	Los Angeles, CA 90099-4873	
1000 Avocado Avenue	Newport Beach, CA 92660	
411 West Colorado Blvd	Pasadena, CA 91105-1825	
3700 California Street	San Francisco, CA 94118	
PO BOX 27148	OAKLAND,CA 94602	
850 San Clemente Dr	Newport Beach, CA 92660	
850 SW 35th Street	Corvallis, OR 97333-4015	
530 Third Street	Napa, CA 94559	
3700 Grand Ave	Des Moines, IA 50312	
500 Lucas Avenue	Los Angeles, CA 90017	
65-1224 Lindsey Road	Kamuela, HI 96743	
464 E Walnut St, STE 226	Pasadena, CA 91101	
260 S Los Robles Ave, Ste 119	Pasadena, CA 91101	
100 North Hill Avenue	Pasadena, CA 91106	
351 S Hudson Ave #153	Pasadena, CA 91101	

Pasadena Guild of Childrens Hospital	665 S Raymond Ave	Pasadena, CA 91105	Health	2,500 00
Pasadena Humane Society	361 S Raymond Ave,	Pasadena, CA 91105	Community	100 00
Pasadena Museum of California Art (PMCA)	495 E Colorado Blvd ,	Pasadena, CA 91101	Arts	50 00
Pasadena Planned Parenthood	1045 N Lake Ave	Pasadena, CA 91104	Education, Health	5,000 00
Pasadena Public Library Foundation	301 E Colorado Blvd #810,	Pasadena, CA 91101	Education	1,000 00
PCC Foundation	1570 E Colorado Blvd	Pasadena, CA 91106	Education	1,000 00
Planned Parenthood of Los Angeles	400 W 30th Street	Los Angeles, CA 90007	Education	5,000 00
Project Pooch	P O Box 305	Lake Oswego, OR 97034	Community	5,000 00
Rose Bowl Aquatics Center	360 N Arroyo Blvd	Pasadena, CA 91103	Community, Health	10,000 00
Rotary International Polio Plus	PO Box 268	Woody Creek, CO 81656	Health	1,000 00
San Gabriel Valley Fdn for Dental Health	P O Box 99	Temple City, CA 91780	Health	1,500 00
San Marino Firefighters Assn	2200 Huntington Dr,	San Marino, CA 91108	Community	100 00
Schiff Dance Collective	2304 Huntington Drive	San Marino, CA 91108	Community	100 00
Sierra Madre Search and Rescue Team	2058 Sunridge Circle	Broomfield, CO 80020	Arts, Education	9,000 00
SIGN Fracture Care International	PO Box 24	Sierra Madre, CA 91025	Community	50 00
SMART	451 Hills Street, Suite B	Richland, WA 99354	Health, Education	44,200 00
Social Venture Partners Los Angeles	354 NE Greenwood Avenue	Bend, OR 97701	Community, Education	2,500 00
South Pasadena San Marino YMCA	8055 W Manchester Ave , Ste 405	Playa del Rey, CA 90293	Community	15,000 00
Southern California Public Radio	1605 Garfield Avenue	South Pasadena, CA 91030	Community, Education	10,000 00
Spellbinders	474 South Raymond Avenue	Pasadena, CA 91105	Education,Health	20,000 00
Stevenson School	PO Box 1986	Basalt, CO 81623	Community	1,500 00
Teach for America	3152 Forest Lake Rd	Pebble Beach, CA 93953	Education	2,500 00
The Citizens Foundation, USA	606 S Olive Street, Ste 300	Los Angeles, CA 90014	Education	10,000 00
The Field Semester	7874 SOLUTION CENTER	CHICAGO IL 60677 - 7008	Education	1,000 00
The Long Now Foundation	1948 Marin Avenue	Berkeley, CA 94707	Education	20,000 00
UCSF School of Medicine	Fort Mason Center Building A	San Francisco, CA 94123	Arts, Community, Education	2,500 00
Union Station Homeless Services	220 Montgomery St	San Francisco, CA 94104	Education, Health	20,000 00
University of Southern California	825 E Orange Grove Blvd	Pasadena, CA 91104	Community	5,000 00
USC - Troy Camp	3670 Trousdale Parkway, Bridge Hall 10	Los Angeles, CA 90089-0802	Community	20,000 00
USC Pacific Asia Museum	3607 Trousdale Parkway, TCC 330	Los Angeles, CA 90089-0921	Community	30,200 00
USC PCASF Swim With Mike	46 N Los Robles Ave,	Pasadena, CA 91101	Art, Community	5,000 00
Value Schools	USC, Heritage Hall MC 0602	Los Angeles, CA 90089-0602	Health	2,500 00
Venice Family Clinic	680 Wilshire Place, Suite 315	Los Angeles, CA 90005	Education	50,000 00
Women at Work	604 Rose Ave	Venice, CA 90291	Health	5,500 00
Women's Center for Creative Work	50 N Hill Avenue	Pasadena, CA 91106	Education	500 00
Women's Foundation of California	2425 Glover Place	Los Angeles, CA 90031	Arts, Community	20,195 00
YMCA Columbia Willamette Camp Collins	300 Frank H Ogawa Plaza, Ste 420	Oakland, CA 94612	Education	20,000 00
Young and Healthy	3001 SE Oxbow Parkway	Gresham, OR 97080	Community	10,000 00
Youth Policy Institute	37 N Holliston Ave	Pasadena, CA 91106	Health	1,000 00
<b>TOTAL</b>	6464 Sunset Blvd., Suite 650	Los Angeles, CA 90028	Community	10,000 00
				<b><u>891,061.00</u></b>