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Return of Private Foundation

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.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation MARGARET M. BLOOMFIELD FAMILY FOUNDATION FKA BLOOMFIELD FAMILY FOUNDATION		A Employer identification number 20-6156014
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2098	Room/suite	B Telephone number (310) 292-2484
City or town, state or province, country, and ZIP or foreign postal code MANHATTAN BEACH, CA 90267		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☒ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,333,398.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	206,998.	206,998.		STATEMENT 1
4	Dividends and interest from securities	1,033,879.	1,033,879.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,176,063.			
b	Gross sales price for all assets on line 6a	18,933,552.			
7	Capital gain net income (from Part IV, line 2)		4,176,063.		
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	3,361.	3,361.		
12	Total. Add lines 1 through 11	5,420,301.	5,420,301.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	27,031.	13,516.		13,516.
c	Other professional fees STMT 5	166,005.	166,005.		0.
17	Interest				
18	Taxes STMT 6	182,233.	40,269.		160.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	375,269.	219,790.		13,676.
25	Contributions, gifts, grants paid	3,090,500.			3,090,500.
26	Total expenses and disbursements. Add lines 24 and 25	3,465,769.	219,790.		3,104,176.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,954,532.			
b	Net investment income (if negative, enter -0-)		5,200,511.		
c	Adjusted net income (if negative, enter -0-)			N/A	

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 2

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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,582,841.	2,178,096.	2,178,096.
	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				
	10a	Investments - U.S. and state government obligations STMT 7		11,341,074.	12,144,088.	12,144,088.
	b	Investments - corporate stock STMT 8		45,568,644.	48,251,560.	48,251,560.
	c	Investments - corporate bonds STMT 9		4,996,731.	5,735,237.	5,735,237.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ <u>PREPAID EXCISE TAX</u>)		53,462.	24,417.	24,417.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		64,542,752.	68,333,398.	68,333,398.	
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 ▶ <u>DEFERRED TAX</u>)		176,744.	213,607.	
23	Total liabilities (add lines 17 through 22)		176,744.	213,607.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		64,366,008.	68,119,791.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		64,366,008.	68,119,791.	
31	Total liabilities and net assets/fund balances		64,542,752.	68,333,398.		

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	64,366,008.
2	Enter amount from Part I, line 27a	2	1,954,532.
3	Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAINS</u>	3	1,799,251.
4	Add lines 1, 2, and 3	4	68,119,791.
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	68,119,791.

Form 990-PF (2016)

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 3

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 PUBLICLY TRADED SECURITIES	P	01/01/16	12/31/16
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 18,933,552.		14,757,489.	4,176,063.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,176,063.
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	4,176,063.
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

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))
2015	2,536,076.	64,955,377.	.039043
2014	3,090,804.	65,414,749.	.047249
2013	1,418,966.	56,817,682.	.024974
2012	1,995,628.	42,907,259.	.046510
2011	563,175.	31,048,762.	.018138

2 Total of line 1, column (d)	2	.175914
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	.035183
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	64,817,831.
5 Multiply line 4 by line 3	5	2,280,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,005.
7 Add lines 5 and 6	7	2,332,491.
8 Enter qualifying distributions from Part XII, line 4	8	3,104,176.

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.

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 52,005.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2 0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3 52,005.
3 Add lines 1 and 2		4 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5 52,005.
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 128,069.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 60,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 188,069.	
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	10 136,064.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 136,064. Refunded ☐	11 0.	

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2016)

MARGARET M. BLOOMFIELD FAMILY FOUNDATION
FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 5

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► WILLIAM E. BLOOMFIELD JR. Telephone no. ► (310) 292-2484 Located at ► P.O. BOX 2098, MANHATTAN BEACH, CA ZIP+4 ► 90267		
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	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

Form 990-PF (2016)

MARGARET M. BLOOMFIELD FAMILY FOUNDATION
FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 6

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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
WILLIAM E. BLOOMFIELD JR. 1204 THE STRAND MANHATTAN BEACH, CA 90266	CO-TRUSTEE 1.00	0.	0.	0.
JOANNE HUNTER 801 PACIFIC AVENUE MANHATTAN BEACH, CA 90266	CO-TRUSTEE 1.00	0.	0.	0.

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

Form 990-PF (2016)

MARGARET M. BLOOMFIELD FAMILY FOUNDATION
FKA BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

20-6156014

Page 8

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	64,253,770.
b	Average of monthly cash balances	1b	1,551,135.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	65,804,905.
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	65,804,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	987,074.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,817,831.
6	Minimum investment return. Enter 5% of line 5	6	3,240,892.

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	3,240,892.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	52,005.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	52,005.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,188,887.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,188,887.
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	3,188,887.

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	3,104,176.
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	3,104,176.
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	52,005.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,052,171.

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.

Form 990-PF (2016)

MARGARET M. BLOOMFIELD FAMILY FOUNDATION
FKA BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

20-6156014

Page 9

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				3,188,887.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			3,050,968.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 3,104,176.				
a Applied to 2015, but not more than line 2a			3,050,968.	
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				53,208.
e Remaining amount distributed out of corpus	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.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				3,135,679.
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF (2016)

FKA BLOOMFIELD FAMILY FOUNDATION

20-6156014

Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
50CAN INC 1625 K STREET NW SUITE 400 WASHINGTON, DC 20006	NONE	PC	BUILDING PUBLIC SUPPORT FOR PROVEN MODELS OF EFFECTIVE PUBLIC EDUCATION	250,000.
AID STILL REQUIRED P.O. BOX 7353 SANTA MONICA, CA 90406	NONE	PC	FUND REBUILDING COMMUNITIES	10,000.
ALLIANCE FOR COLLEGE-READY PUBLIC SCHOOLS 601 S FIGUEROA STREET 4TH FLOOR LOS ANGELES, CA 90017	NONE	PC	SUPPORT EDUCATION VIA PUBLIC CHARTER SCHOOL	110,000.
AMERICAN HEART ASSOCIATION INC 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	PC	FUND BUILDING HEALTHIER LIVES	25,000.
BOYS & GIRLS CLUB OF THE LOS ANGELES HARBOR 1200 S CABRILLO AVENUE SAN PEDRO, CA 90731	NONE	PC	SUPPORT ALL YOUNG PEOPLE TO REACH THEIR FULL POTENTIAL	40,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,090,500.
b Approved for future payment				
NONE				
Total				3b 0.

Form 990-PF (2016)

20-6156014 Page 12

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	
		14	206,998.	
		14	1,033,879.	
		18	3,361.	
		18	4,176,063.	
	0.		5,420,301.	0.
		13		5,420,301.

[illegible]

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF FKA BLOOMFIELD FAMILY FOUNDATION 20-6156014 Page 11

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CALIFORNIA POLICY CENTER 18002 IRVINE BOULEVARD SUITE 108 TUSTIN, CA 92780	NONE	PC	EDUCATING THE PUBLIC ON VARIOUS PUBLIC POLICY ISSUES	10,000.
CANCER SUPPORT COMMUNITY - REDONDO BEACH 109 W TORRANCE BOULEVARD REDONDO BEACH, CA 90277	NONE	PC	SUPPORT CANCER PATIENTS AND THEIR FAMILIES	10,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90277	NONE	PC	FUND MEDICAL RESEARCH FOR OPSOCLONUS MYOCLONUS	25,000.
CITY OF HOPE 1500 E DUARTE ROAD DUARTE, CA 91010	NONE	PC	FUND MEDICAL RESEARCH FOR BRAIN CANCER	25,000.
COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036	NONE	PC	EDUCATIONAL REFORM	5,000.
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET SACRAMENTO, CA 95816	NONE	PC	SUPPORT NATIONAL POLICIES ON CRIMINAL JUSTICE	60,000.
EDUCATORS FOR EXCELLENCE INC 80 PINE STREET 28TH FLOOR NEW YORK, NY 10005	NONE	PC	FUND EDUCATION PROGRAMS	110,000.
Total from continuation sheets				2,655,500.

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF FKA BLOOMFIELD FAMILY FOUNDATION 20-6156014 Page 11

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
EDVOICE INSTITUTE FOR RESEARCH AND EDUCATION 1107 9TH STREET SUITE 680 SACRAMENTO, CA 95814		NONE	PC	INCREASE MEASURABLE STUDENT ACHIEVEMENT AND ELIMINATE EDUCATIONAL INEQUALITY	250,000.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND P.O. BOX 4184 NEW YORK, NY 10163		NONE	PC	SUPPORTING GUN SAFETY	25,000.
FOUNDATION FOR DEFENSE OF DEMOCRACIES INC 1726 M STREET NW SUITE 700 WASHINGTON, DC 20036		NONE	PC	SUPPORT NATIONAL POLICIES ON DEFENDING DEMOCRACY	100,000.
FRIENDS OF CASA HOGAR - BAJA 2711 N SEPULVEDA BOULEVARD #534 MANHATTAN BEACH, CA 90266		NONE	PC	SUPPORT ORPHANAGE IN BAJA MEXICO	24,000.
GREAT PUBLIC SCHOOLS NOW 1015 SOUTH OLIVE STREET SUITE 1325 LOS ANGELES, CA 90015		NONE	PC	ENSURE ALL LA STUDENTS RECEIVE A HIGH-QUALITY EDUCATION BY ACCELERATING THE GROWTH OF HIGH-QUALITY PUBLIC SCHOOLS	200,000.
HEALING HANDS OF JOY INC 294 CLINTON STREET #2 BROOKLYN, NY 11201		NONE	PC	PROVIDE MEDICAL CARE FOR UNDER-SERVED FAMILIES	26,000.
HIRSBERG FOUNDATION FOR PANCREATIC CANCER RESEARCH 2990 S SEPULVEDA BOULEVARD LOS ANGELES, CA 90064		NONE	PC	FUND CANCER RESEARCH	50,000.
Total from continuation sheets					

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF FKA BLOOMFIELD FAMILY FOUNDATION 20-6156014 Page 11

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

Name and address (home or business)	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
KIPP LA SCHOOLS 3601 EAST FIRST STREET LOS ANGELES, CA 90063		NONE	PC	SUPPORT FOR PUBLIC CHARTER SCHOOLS IN LOS ANGELES AREA	200,000.
LA BIOMEDICAL RESEARCH INSITUTE AT HARBOR-UCLA MEDICAL CENTER 1124 WEST CARSON STREET BUILDING N-14 TORRANCE, CA 90502		NONE	PC	SUPPORT CREATING INNOVATIVE SOLUTIONS FOR HEALTHCARE	20,000.
MANHATTAN BEACH EDUCATIONAL FOUNDATION 325 S PECK AVENUE MANHATTAN BEACH, CA 90266		NONE	PC	SUPPORT EDUCATION IN THE MANHATTAN BEACH UNIFIED SCHOOL DISTRICT	25,000.
NATIONAL PARKINSON FOUNDATION INC 200 SE 1ST STREET SUITE 800 MIAMI, FL 33131		NONE	PC	FUND RESEARCH, EDUCATION & OUTREACH FOR PEOPLE WITH PARKINSON'S DISEASE	25,000.
PAINTED TURTLE 1300 4TH STREET SUITE 300 SANTA MONICA, CA 90401		NONE	PC	SUPPORT CAMPING FOR CHILDREN WITH SERIOUS MEDICAL CONDITIONS	50,000.
PEDIATRIC THERAPY NETWORK 1815 W 213TH STREET SUITE 100 TORRANCE, CA 90501		NONE	PC	SUPPORT FAMILIES WITH SPECIAL NEEDS	25,000.
PEOPLE FOR COMMUNITY IMPROVEMENT 13008 S FIGUEROA STREET LOS ANGELES, CA 90061		NONE	PC	SUPPORT YOUTH EDUCATION AND GANG INTERVENTION	108,000.

Total from continuation sheets

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF FKA BLOOMFIELD FAMILY FOUNDATION 20-6156014 Page 11

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE	PC	PROVIDE QUALITY REPRODUCTIVE HEALTHCARE AND SEXUAL HEALTH INFORMATION	25,000.
PROVIDENCE LITTLE COMPANY OF MARY FOUNDATION 4101 TORRANCE BOULEVARD TORRANCE, CA 90503	NONE	PC	SUPPORT RESEARCH FOR CARDIOVASCULAR IMPROVEMENTS	350,000.
PROVIDENCE TRINITYCARE HOSPICE FOUNDATION 5315 TORRANCE BOULEVARD SUITE B-1 TORRANCE, CA 90503	NONE	PC	SUPPORT HOSPICE CARE	25,000.
RAINBOW SERVICES LTD 453 WEST 7TH STREET SAN PEDRO, CA 90731	NONE	PC	SUPPORT THOSE WISHING TO PERMANENTLY ESCAPE DOMESTIC VIOLENCE	10,000.
REGENTS OF THE UNIVERSITY OF CA AT SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	PC	SUPPORTING EDUCATIONAL RESEARCH	75,000.
ROUNDHOUSE AQUARIUM P.O. BOX 1 MANHATTAN BEACH, CA 90267	NONE	PC	PROMOTING THE PUBLIC STUDY OF THE OCEANS, TIDELANDS, AND BEACHES	20,000.
SCHOOL ON WHEELS P.O. BOX 23371 VENTURA, CA 93002	NONE	PC	ENHANCEMENT OF EDUCATIONAL OPPORTUNITIES FOR HOMELESS CHILDREN FROM GRADES K-12	15,000.
Total from continuation sheets				

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Page 11

20-6156014

Form 990-PF

FKA BLOOMFIELD FAMILY FOUNDATION

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
SPEAK UP FOUNDATION 528 PALISADES DRIVE PMB 186 PACIFIC PALISADES, CA 90272	NONE	PC	ENSURE ALL CHILDREN IN CALIFORNIA HAVE ACCESS TO HIGH-QUALITY PUBLIC EDUCATION	50,000.
STEP UP WOMENS NETWORK 510 S HEWITT STREET LOS ANGELES, CA 90013	NONE	PC	SUPPORTING WOMEN AND GIRLS TO FULFILL THEIR POTENTIAL	5,000.
STUDENTSFIRST INSTITUTE 825 K STREET 2ND FLOOR SACRAMENTO, CA 95814	NONE	PC	FUND EDUCATION PROGRAMS	250,000.
TEACH FOR AMERICA INC 315 WEST 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	PC	SUPPORT EDUCATION FOR HIGH-POVERTY PUBLIC SCHOOLS	25,000.
THE FRIENDSHIP FOUNDATION 2108 VAIL AVENUE REDONDO BEACH, CA 90278	NONE	PC	SUPPORT FAMILIES OF CHILDREN WITH SPECIAL NEEDS	25,000.
THE RICHSTONE CENTER INC 13620 CORDARY AVENUE HAWTHORNE, CA 90250	NONE	PC	SUPPORT CHILD ABUSE TREATMENT AND PREVENTION	25,000.
THE SALVATION ARMY - SAGE HOUSE 138 S BANDINI STREET SAN PEDRO, CA 90731	NONE	PC	PROVIDE CARE AND LOVE TO OLDER & FRAGILE ADULTS	10,000.

Total from continuation sheets

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MARGARET M. BLOOMFIELD FAMILY FOUNDATION
FKA BLOOMFIELD FAMILY FOUNDATION

Page 11

Form 990-PF

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
UCLA FOUNDATION - BROAD STEM CELL RESEARCH CENTER 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024		NONE	PC	SUPPORT STEM CELL RESEARCH	50,000.
UCLA FOUNDATION - NEURO-ONCOLOGY 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024		NONE	PC	PROVIDE EFFECTIVE PERSONALIZED MEDICINE FOR BRAIN CANCER PATIENTS	200,000.
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024		NONE	PC	SUPPORT RESEARCH FOR CEREBRAL PALSY	15,000.
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVENUE TUCSON, AZ 85721		NONE	PC	SUPPORT AND ENHANCE THE VISION, MISSION AND VALUES OF THE UNIVERSITY OF ARIZONA	25,000.
USC SCHOOL OF DRAMATIC ARTS 1029 CHILDS WAY LOS ANGELES, CA 90089		NONE	PC	TO BUILD AND SUSTAIN AN EXTRAORDINARY TRAINING GROUND FOR DRAMATIC ARTISTS OF EVERY VARIETY	5,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291		NONE	PC	PROVIDE QUALITY PRIMARY HEALTHCARE TO PEOPLE IN NEED	5,000.
WELLS BRING HOPE 16563 PARK LANE CIRCLE LOS ANGELES, CA 90049		NONE	PC	PROVIDE DRILL WATER WELLS IN UNDER-SERVED AREAS OF THE WORLD	15,000.

Total from continuation sheets

MARGARET M. BLOOMFIELD FAMILY FOUNDATION

Form 990-PF FKA BLOOMFIELD FAMILY FOUNDATION 20-6156014 Page 11

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
WINGS OF RESCUE 6303 OWL WAY LIVERMORE, CA 94551		NONE	PC	SUPPORT RESCUE GROUPS TO AIRLIFT SHELTER ANIMALS FROM HIGH KILL AREAS	10,000.
WINGS PROGRAM INC P.O. BOX 95615 PALATINE, IL 60095		NONE	PC	PROVIDE HOUSING, INTEGRATED SERVICES, EDUCATION AND ADVOCACY TO END DOMESTIC VIOLENCE	22,500.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256		NONE	PC	FUND MEDICAL AND REHABILITATION SUPPORT FOR WOUNDED MILITARY	25,000.
Total from continuation sheets					

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	166,005.	166,005.		0.
TO FORM 990-PF, PG 1, LN 16C	166,005.	166,005.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	141,804.	0.		0.
FOREIGN TAXES	40,269.	40,269.		0.
FILING FEES	160.	0.		160.
TO FORM 990-PF, PG 1, LN 18	182,233.	40,269.		160.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		12,144,088.	12,144,088.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,144,088.	12,144,088.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,144,088.	12,144,088.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	47,885,005.	47,885,005.
MUTUAL FUNDS	366,555.	366,555.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,251,560.	48,251,560.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,735,237.	5,735,237.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,735,237.	5,735,237.

GENERAL EXPLANATION

STATEMENT 10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - #37544	206,998.	206,998.	
TOTAL TO PART I, LINE 3	206,998.	206,998.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH - #37544	817,643.	0.	817,643.	817,643.	
MERRILL LYNCH - #37672	216,236.	0.	216,236.	216,236.	
TO PART I, LINE 4	1,033,879.	0.	1,033,879.	1,033,879.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	3,361.	3,361.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,361.	3,361.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,031.	13,516.		13,516.
TO FORM 990-PF, PG 1, LN 16B	27,031.	13,516.		13,516.