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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation JEAN PERKINS FOUNDATION		**A** Employer identification number 33-0436485
Number and street (or P O box number if mail is not delivered to street address) 10880 WILSHIRE BLVD	Room/suite 800	**B** Telephone number (see instructions) (310) 208-7733
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90024-4124		**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: [X] 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)* ▶ $ 119,523,426.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants, etc, received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	220.	220.		ATCH 1
	4	Dividends and interest from securities	4,299,127.	4,280,844.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,575,049.			
	b	Gross sales price for all assets on line 6a 53,806,755.				
	7	Capital gain net income (from Part IV, line 2)		1,575,049.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	-208,467.	-208,467.		
	12	**Total.** Add lines 1 through 11	5,665,929.	5,647,646.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	544,000.	72,000.		472,000.
	14	Other employee salaries and wages	75,000.			75,000.
	15	Pension plans, employee benefits	61,225.			61,225.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	46,000.	23,000.		23,000.
	c	Other professional fees (attach schedule) [4]	910,353.	910,353.		
	17	Interest	11,524.	11,524.		
	18	Taxes (attach schedule) (see instructions) [5]	302,779.	193,783.		18,996.
	19	Depreciation (attach schedule) and depletion	785.			
	20	Occupancy	77,434.			77,434.
	21	Travel, conferences, and meetings	14,800.			14,800.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	37,920.	27,822.		8,912.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,081,820.	1,238,482.		751,367.
	25	Contributions, gifts, grants paid	5,000,874.			5,000,874.
	26	**Total expenses and disbursements** Add lines 24 and 25	7,082,694.	1,238,482.	0.	5,752,241.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,416,765.			
	b	**Net investment income** (if negative, enter -0-)		4,409,164.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,986,086.	4,437,485.	4,437,485.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	58,842,106.	56,452,825.	96,113,347.
	c Investments - corporate bonds (attach schedule) ATCH 8	9,579,565.	13,843,764.	14,456,312.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	5,843,509.	1,737,222.	2,960,462.
	14 Land, buildings, and equipment basis ▶ 51,696.			ATCH 10
	Less accumulated depreciation (attach schedule) ▶ 47,036.	5,445.	4,660.	4,660.
	15 Other assets (describe ▶ ATCH 11)	230,213.	1,551,160.	1,551,160.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	79,486,924.	78,027,116.	119,523,426.
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 (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 12)	45,634.	2,591.	
	23 Total liabilities (add lines 17 through 22)	45,634.	2,591.	
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			
	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	79,441,290.	78,024,525.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	79,441,290.	78,024,525.	
	31 Total liabilities and net assets/fund balances (see instructions)	79,486,924.	78,027,116.	

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	79,441,290.
2	Enter amount from Part I, line 27a	2	-1,416,765.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	78,024,525.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,024,525.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,575,049.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	6,017,619.	119,518,924.	0.050349
2014	5,037,786.	119,043,928.	0.042319
2013	5,445,292.	108,675,312.	0.050106
2012	5,545,293.	103,313,685.	0.053674
2011	4,596,680.	103,446,467.	0.044435

2	**Total** of line 1, column (d)	2	0.240883
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048177
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	114,219,933.
5	Multiply line 4 by line 3	5	5,502,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,092.
7	Add lines 5 and 6	7	5,546,866.
8	Enter qualifying distributions from Part XII, line 4	8	5,752,241.

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 ▶ [X] and enter 1% of Part I, line 27b		1	44,092.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	44,092.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	44,092.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 132,269.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	152,269.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	108,177.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 108,177. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
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*	2		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*	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? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SHARON KANE Telephone no ▶ 310-202-1334			
	Located at ▶ 9633 BEVERLYWOOD ST LOS ANGELES, CA ZIP+4 ▶ 90034			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
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)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

			Yes	No
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)?	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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		544,000.	44,901.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		75,000.	16,325.	0.
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 15		905,353.

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	109,765,127.
b	Average of monthly cash balances	1b	6,194,196.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	115,959,323.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	115,959,323.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,739,390.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	114,219,933.
6	**Minimum investment return.** Enter 5% of line 5	6	5,710,997.

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	5,710,997.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	44,092.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	44,092.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,666,905.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,666,905.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	5,666,905.

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	5,752,241.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,752,241.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	44,092.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,708,149.

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				5,666,905.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,950,054.	
b Total for prior years 20 14 ,20 13 ,20 12				
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 ▶ $ 5,752,241.				
a Applied to 2015, but not more than line 2a			4,950,054.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				802,187.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				4,864,718.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . . . ▶ **3a**				5,000,874.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	220.	
4 Dividends and interest from securities			14	4,299,127.	
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			14	-208,467.	
8 Gain or (loss) from sales of assets other than inventory			18	1,575,049.	
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)				5,665,929.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,665,929.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 11/10/17 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
N.R. DERIAN		11/7/17		P00666983

Firm's name ▶ J. ARTHUR GREENFIELD & CO. LLP — Firm's EIN ▶ 95-2118809

Firm's address ▶ 10880 WILSHIRE BLVD. STE 800
LOS ANGELES, CA 90024-4124 — Phone no 310-208-2646

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER EQUIPMENT	05/30/2006	3,226.	100.000			3,226.	3,226.	3,226.	SL		5.000				
FURNITURE	06/05/2006	9,117.	100.000			9,117.	9,117.	9,117	SL		7.000				
FURNITURE	08/17/2006	22,096.	100.000			22,096.	22,096.	22,096.	SL		7.000				
EQUIPMENT	06/07/2006	4,850.	100.000			4,850.	4,850.	4,850.	SL		5.000				
FURNITURE	02/06/2007	4,725	100.000			4,725.	4,725.	4,725.	SL		7.000				
COMPUTER EQUIPMENT	03/26/2014	3,375.	100.000			3,375.	1,181.	1,856.	SL		5.000				675.
Less Retired Assets															
Subtotals		47,389.				47,389.	45,195.	45,870.							675.
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		47,389.				47,389.	45,195.	45,870.							675.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
LEASEHOLD IMPROV	05/11/2006	3,094.	764.	843.	A178	39.000	79.
LEASEHOLD IMPROV	07/18/2006	1,213.	292.	323.	A178	39.000	31.
TOTALS		4,307.	1,056.	1,166.			110.

*Assets Retired

JSA
6X9024 1 000

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST	220.	220.
TOTAL	220.	220.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP LOSS	-31,516.	-31,516.
SUSPENDED PALS DEDUCTIBLE ON DISPOSITION	-176,951.	-176,951.
TOTALS	-208,467.	-208,467.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	46,000.	23,000.		23,000.
TOTALS	46,000.	23,000.		23,000.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	905,353.	905,353.
OUTSIDE SERVICES	5,000.	5,000.
TOTALS	910,353.	910,353.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES		193,783.	193,783.	
FTB FILING FEE		10.		10.
FEDERAL TAXES		90,000.		
BUSINESS PROPERTY TAX		453.		453.
FILING FEE		170.		170.
PAYROLL TAXES		18,363.		18,363.
	TOTALS	302,779.	193,783.	18,996.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	5,961.		5,961.
OFFICE EXPENSE	2,680.		2,680.
N/D EXPENSE FROM PARTNERSHIP	1,186.		
OTHER INVESTMENT EXPENSES	27,822.	27,822.	
BANK CHARGES	271.		271.
TOTALS	37,920.	27,822.	8,912.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMMON STOCKS - NORTHERN TRUST (SEE STATEMENT A 4)	36,721,597.	33,139,615.	53,837,860.
COMMON STOCKS - MORGAN STANLEY (SEE STATEMENT B 7)	22,120,509.	23,313,210.	42,275,487.
TOTALS	58,842,106.	56,452,825.	96,113,347.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - NORTHERN TR (SEE STATEMENT A 5)	7,858,700.	12,913,427.	13,201,812.
CORPORATE BONDS - MORGAN STANL (SEE STATEMENT B 7)	1,720,865.	930,337.	1,254,500.
TOTALS	9,579,565.	13,843,764.	14,456,312.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AG SUPER FUND LP	1,421,498.	78,347.	42,549.
PLAINS ALL AMERICAN PIPELINE	579,376.	532,088.	1,791,126.
ENERGY TRANSFER PARTNERS	1,171,536.		
SUSPENDED LOSS-ENERGY TRANSFER	176,951.		
SPRAGUE RESOURCES	1,374,882.		
PROMISSORY NOTE - NEURAL ANALY	527,123.	527,123.	527,123.
COVERTIBLE NOTE - TRETHERA COR	500,000.	512,411.	512,411.
SUSPENDED LOSS- PLAINS ALL AME	45,112.	87,253.	87,253.
BROADMOOR JEFFERSON CITY	47,031.		
TOTALS	5,843,509.	1,737,222.	2,960,462.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER EQUIPMENT	SL	3,226.			3,226.	3,226.			3,226.
FURNITURE	SL	9,117.			9,117.	9,117.			9,117.
FURNITURE	SL	22,096.			22,096.	22,096.			22,096.
EQUIPMENT	SL	4,850.			4,850.	4,850.			4,850
LEASEHOLD IMPROV	M39	3,094.			3,094.	764.	79.		843.
LEASEHOLD IMPROV	M39	1,213.			1,213.	292.	31.		323.
FURNITURE	SL	4,725.			4,725.	4,725.			4,725.
COMPUTER EQUIPMENT	SL	3,375.			3,375.	1,181.	675.		1,856.
TOTALS		51,696.			51,696.	46,251.			47,036.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSIT	4,903.	4,903.	4,903.
DIVIDENDS RECEIVABLE	164,850.	113,714.	113,714.
DISTRIBUTIONS RECEIVABLE	60,460.	1,432,543.	1,432,543.
TOTALS	230,213.	1,551,160.	1,551,160.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES					VAR	VAR
53806755.		52231706.					1,575,049.	
TOTAL GAIN(LOSS)							1,575,049.	

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
OTHER PAYABLE		694.	2,591.
PAYROLL TAXES PAYABLE		1,230.	
PENSION PAYABLE		43,710.	
	TOTALS	45,634.	2,591.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES CARROLL, III 10877 WILSHIRE BLVD., STE 1403 LOS ANGELES, CA 90024	PRESIDENT & CEO 35.00	400,000.	44,901.	
J. JOE CONNOLLY 11726 SAN VICENTE BLVD., STE 625 LOS ANGELES, CA 90049	FINANCIAL OFFICER 2.00	36,000.		
R. JOSEPH HULL SOUTH TOWER - PENNZOIL PLACE 71 LOUISIANA ST., SUITE 2900 HOUSTON, TX 77002	DIRECTOR 2.00	36,000.		
CYNTHIA SPRAGUE CONNOLLY 11726 SAN VICENTE BLVD., STE 625 LOS ANGELES, CA 90049	DIRECTOR 2.00	36,000.		
CAITLIN BELL CARROLL 10877 WILSHIRE BLVD., STE 1403 LOS ANGELES, CA 90024	DIRECTOR 2.00	36,000.		
	GRAND TOTALS	544,000.	44,901.	0.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JUSTINE CARROLL 10877 WILSHIRE BLVD #14003 LOS ANGELES, CA 90024	ASSISTANT 35.00	75,000.	16,325.	0.
	TOTAL COMPENSATION	75,000.	16,325.	0.

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

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
DOHENY ASSET MANAGEMENT LLC 10877 WILSHIRE BLVD., 14TH FLOOR LOS ANGELES, CA 90024	INVESTMENT MGMT	369,795.
MORGAN STANLEY SMITH BARNEY 10960 WILSHIRE BLVD., # 2000 LOS ANGELES, CA 90024	INVESTMENT MGMT	482,343.
NORTHERN TRUST BANK 10877 WILSHIRE BLVD LOS ANGELES, CA 90024	INVESTMENT MGMT	53,215.
	TOTAL COMPENSATION	905,353.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, CA 90027	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	400,000.
HARVEY MUDD COLLEGE 301 PLATT BLVD CLAREMONT, CA 91711	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	200,000.
SANFORD BURNHAM PREBYS MEDICAL DISCOVERY INSTITUTE 10901 N TORREY PINES RD LA JOLLA, CA 92037	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	250,000.
SOUTH CENTRAL SCHOLARS 1414 S GRAND AVE STE 410 LOS ANGELES, CA 90015	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	175,000.
HOOVER INSTITUTE 434 GALVEZ MALL STANFORD, CA 94305	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	550,000.
UNIVERSITY OF TEXAS 110 INNER CAMPUS DRIVE AUSTIN, TX 78705	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	250,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	200,000.
SANTA CAROLINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	100,000.
USC - NORRIS COMPREHENSIVE CANCER CENTER 1441 EASTLAKE AVENUE LOS ANGELES, CA 90033	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	300,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD., STE 900 LOS ANGELES, CA 90024	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	1,513,500.
FROM PASS THRU ENTITIES	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	374.
LA FIRE DEPARTMENT CHILDREN SCHOLARSHIP FUND C/O J ARTHUR GREENFIELD & CO LLP LOS ANGELES, CA 90024	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	100,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LA COUNTY SHERIFFS DEPT CHILDREN'S SCHOLARSHIP FD 515 S FIGUEROA ST 7TH FL LOS ANGELES, CA 90071	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	100,000.
KATHI KOLL FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH, CA 92660	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	5,000.
SARAH HOUSE 2210 WICHITA STREET PASADENA, TX 77502	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	20,000.
CALTECH 1200 E CALIFORNIA BLVD PASADENA, CA 91125	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	237,000.
LITTLE KIDS ROCK 271 GROVE AVE BLDG E VERONA, NJ 07044	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	10,000.
LA POLICE MEMORIAL FOUNDATION 1880 NORTH ACADEMY DRIVE LOS ANGELES, CA 90012	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	10,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STEAM CODERS P O.BOX 90213 PASADENA, CA 91109-0213	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	25,000.
USC EYE INSTITUTE 1450 SAN PABLO ST, 4TH FLOOR LOS ANGELES, CA 90033	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	200,000.
MILITARY WOMEN IN NEED 2355 WESTWOOD BLVD 350 LOS ANGELES, CA 90064	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	25,000.
WORD OF HONOR FUND P.O.BOX 777 BELLEVUE, ID 83313	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSE	30,000.
STANFORD UNIVERSITY MENLO PARK STANFORD, CA 94025	NONE PC	QUALIFIED CHARITABLE EXEMPT PURPOSES	300,000.
		TOTAL CONTRIBUTIONS PAID	5,000,874.

NORTHERN TRUST

Account Statement

January 1, 2016 - December 31, 2016

Account Number 03-46710
PERKINS FOUNDATION

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ALPHABET INC CAP STK CL A CAP STK CL A (GOOGL)	$792.450	1,000.00	$792,450 00	$715,412.50	$77,037.50				1.5%
ALPHABET INC CAP STK CL C CAP STK CL C (GOOG)	771.820	1,000.00	771,820.00	698,962.25	72,857.75				1.4%
APPLE INC COM STK (AAPL)	115.820	25,000.00	2,895,500.00	1,430,843 37	1,464,656.63		57,000.00	2.0%	5.4%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	58.440	10,000.00	584,400.00	285,106.00	299,294.00		15,600.00	2.7%	1.1%
CELGENE CORP COM (CELG)	115.750	10,000.00	1,157,500.00	665,798.00	491,702.00				2.1%
GILEAD SCIENCES INC (GILD)	71.610	15,000.00	1,074,150.00	936,972.70	137,177.30		6,450.00	0.6%	2.0%
JOHNSON & JOHNSON COM USD1 (JNJ)	115.210	12,000.00	1,382,520.00	631,680.00	750,840.00		38,400.00	2 8%	2.6%
KRAFT HEINZ CO COM (KHC)	87.320	10,000.00	873,200.00	434,993.53	438,206.47		22,000.00	2 5%	1.6%
MARATHON PETE CORP COM (MPC)	50.350	15,000.00	755,250.00	370,062.00	385,188.00		21,600.00	2 9%	1.4%
MERCK & CO INC NEW COM (MRK)	58.870	10,000.00	588,700.00	334,938.00	253,762.00	4,700.00	18,800 00	3 2%	1.1%
MONDELEZ INTL INC COM (MDLZ)	44.330	25,000.00	1,108,250.00	661,913 23	446,336.77	4,750.00	19,000.00	1.7%	2.1%
PFIZER INC COM (PFE)	32.480	30,000.00	974,400.00	693,948.00	280,452.00		36,000.00	3.7%	1.8%
PHILLIPS 66 COM (PSX)	86.410	10,000.00	864,100.00	397,353.52	466,746.48		8,000.00	0 9%	1.6%
STARBUCKS CORP COM (SBUX)	55.520	16,000.00	888,320.00	566,358.40	321,961 60		16,000.00	1 8%	1.6%
Total Large Cap			**$14,710,560.00**	**$8,824,341.50**	**$5,886,218.50**	**$9,450.00**	**$258,850.00**	**1.8%**	**27.3%**

Continued on next page.

STATEMENT A 1/

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
EAST WEST BANCORP INC COM (EWBC)	$50.830	25,000 00	$1,270,750.00	$653,937.31	$616,812.69		$20,000.00	1 6%	2.4%
FRONTIER COMMUNICATIONS CORP COM (FTR)	3.380	400,000.00	1,352,000.00	1,109,495.16	242,504.84		168,000.00	12.4%	2.5%
MICROCHIP TECHNOLOGY INC COM (MCHP)	64.150	40,000.00	2,566,000.00	868,168.34	1,697,831 66		57,680.00	2.2%	4.8%
Total Mid Cap			**$5,188,750.00**	**$2,631,600.81**	**$2,557,149.19**		**$245,680.00**	**4.7%**	**9.6%**
Equity Securities - Small Cap									
ANWORTH MTG ASSET CORP. COM (ANH)	$5.170	250,000.00	$1,292,500.00	$1,049,712.20	$242,787.80	$37,500.00	$150,000.00	11.6%	2.4%
BGC PARTNERS INC CL A CL A (BGCP)	10.230	250,000.00	2,557,500.00	606,274.00	1,951,226.00		160,000.00	6.3%	4.8%
EXAR CORP COM (EXAR)	10.780	100,000.00	1,078,000.00	782,780.50	295,219.50				2.0%
LEXINGTON REALTY TRUST COM (LXP)	10.800	300,000 00	3,240,000.00	1,794,116.80	1,445,883.20	52,500.00	210,000.00	6.5%	6.0%
NEW RESIDENTIAL INVT CORP COM NEW COM NEW (NRZ)	15.720	200,000.00	3,144,000.00	2,303,587.00	840,413.00	92,000.00	368,000.00	11.7%	5.8%
NEW SR INVT GROUP INC COM (SNR)	9.790	300,000.00	2,937,000.00	2,758,085.00	178,915.00		276,000.00	9.4%	5.5%
REDWOOD TR INC COM (RWT)	15.210	100,000.00	1,521,000.00	960,885.20	560,114.80		100,000.00	6.6%	2.8%
SHIP FINANCE INTERNATIONAL COMMON STK (SFL)	14.850	200,000.00	2,970,000.00	1,762,492.50	1,207,507.50		360,000.00	12.1%	5.5%
Total Small Cap			**$18,740,000.00**	**$12,017,933.20**	**$6,722,066.80**	**$182,000.00**	**$1,624,000.00**	**8.7%**	**34.8%**

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STATEMENT A

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Developed									
EURONAV EURONAV S A COM STK (EURN)	$7.950	150,000.00	$1,192,500.00	$1,195,800.00	($3,300 00)		$187,665.00	15.7%	2.2%
Total Belgium - USD			**$1,192,500.00**	**$1,195,800 00**	**($3,300.00)**		**$187,665.00**	**15.7%**	**2.2%**
GASTAR EXPLORATION INC (GST*A)	18.040	100,000.00	1,804,000.00	795,557.13	1,008,442.87		215,600.00	12.0%	3 4%
Total Canada - USD			**$1,804,000.00**	**$795,557.13**	**$1,008,442.87**		**$215,600.00**	**12.0%**	**3.4%**
BP P L C SPONSORED ADR (BP)	37.380	40,000 00	1,495,200.00	1,304,312.00	190,888.00		95,200.00	6.4%	2.8%
Total United Kingdom - USD			**$1,495,200.00**	**$1,304,312.00**	**$190,888.00**		**$95,200.00**	**6.4%**	**2.8%**
Total International Developed			**$4,491,700.00**	**$3,295,669.13**	**$1,196,030.87**		**$498,465.00**	**11.1%**	**8.3%**
Equity Securities - International Emerging									
CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS.01 (CHKP)	$84.460	30,000 00	$2,533,800.00	$1,004,638.00	$1,529,162.00				4.7%
Total Israel - USD			**$2,533,800.00**	**$1,004,638.00**	**$1,529,162.00**		**$0.00**	**0.0%**	**4.7%**
Total International Emerging			**$2,533,800 00**	**$1,004,638.00**	**$1,529,162.00**				**4.7%**
Equity Securities - Other Equity									
AQUA METALS INC COM (AQMS)	$13.110	205,000 00	$2,687,550.00	$2,427,253.00	$260,297.00				5.0%
COUNTRYWIDE CAP V 7% CALLABLE 1/1/11 @ 25 DUE 11/1/36 (CFC*B)	25.460	50,000 00	1,273,000.00	1,097,433.50	175,566.50		87,500 00	6.9%	2 4%
ENERGOUS CORP COM USD0.001 (WATT)	16.850	250,000.00	4,212,500.00	2,575,619.05	1,636,880.95				7 8%

Continued on next page.

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Other Equity			$8,173,050.00	$6,100,305.55	$2,072,744.45		$87,500.00	1.1%	15.2%
Total Equity Securities			$53,837,860.00	$33,874,488.19	$19,963,371.81	$191,450.00	$2,714,495.00	5.0%	100.0%

Adjustment to Basis - Return of Capital

Gastar Exploration Inc	(16,622.26)
Redwood TR Inc Com	(9,791.96)
Frontier Communications Corp Com	(120,750.00)
Microchip Technology Inc Com	(50,855.21)
Lexington Realty Trust Com	(5,758.21)
Annworth Mtg Asset Corp Com	(63,321.30)
BGC Partners Inc Cl A	(138,709.50)
New SR Invt Group Inc Com	(291,678.00)
Kraft Heinz Co Com	(24,137.10)
Mondelez Intl Inc Com	(13,250.00)
Total Adjustment to Basis	(734,873.54)
Total Equity Securities	**33,139,614.65**

STATEMENT A

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Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
2024 AIR LEASE CORP MEDIUM TERM NTS BOOK ENTRY 4.85% DUE 02-01-2024/01-22-2014 REG	$99.500	500,000.00 NR	$497,500.00	$499,992.53	($2,492.53)	$10,104.16	$24,250.00	4.9% 4.9%	3.8%
GOLDMAN SACHS GROUP INC 4.0% DUE 03-03-2024 REG	103.742	500,000.00 A3	518,709.50	510,955.00	7,754.50	6,555.55	20,000.00	3.9% 3.4%	3.9%
Funds MFC BLACKROCK CORE BD TR SHS BEN INT (BHK)	13.010	50,000.00	650,500.00	627,222.00	23,278.00		39,000.00	6.0%	4.9%
MFC EATON VANCE LTD DURATION INCOME FD COM (EVV)	13.720	100,000.00	1,372,000.00	1,351,598.00	20,402.00		104,000.00	7.6%	10.4%
MFC EATON VANCE SHORT DURATION DIVERSIFIED INCOME FD COM (EVG)	13.860	100,000.00	1,386,000.00	1,342,739.11	43,260.89		108,000.00	7.8%	10.5%
MFC PIONEER DIVERSIFIED HIGH INCOME TR COM (HNW)	16.020	100,000.00	1,602,000.00	1,573,789.56	28,210.44	11,500.00	138,000.00	8.6%	12.1%
MFC PIONEER HIGH INCOME TR COM (PHT)	10.210	225,000.00	2,297,250.00	2,195,649.50	101,600.50		229,500.00	10.0%	17.4%
MFC WESTERN ASSET EMERGING MKTS DEBT FD INC COM (EMD)	14.710	90,914.50	1,337,352.30	1,352,690.66	(15,338.36)		114,552.27	8.6%	10.1%
MFC WESTERN ASSET HIGH INCOME OPPORTUNITY FD INC COM (HIO)	4.990	450,000.00	2,245,500.00	2,191,176.41	54,323.59		164,700.00	7.3%	17.0%
MFC WESTERN ASSET PREMIER BD FD SHS BEN INT BEN INT (WEA)	12.950	100,000.00	1,295,000.00	1,297,422.08	(2,422.08)		93,000.00	7.2%	9.8%
Total Corporate/ Government			**$13,201,811.80**	**$12,943,234.85**	**$258,576.95**	**$28,159.71**	**$1,035,002.27**	**7.8%**	**100.0%**
Total Fixed Income Securities			**$13,201,811.80**	**$12,943,234.85**	**$258,576.95**	**$28,159.71**	**$1,035,002.27**	**7.8%**	**100.0%**

Adjustment to Basis - Return of Capital	
MFC Eaton Vance Ltd Duration Income Fd	(1,080.60)
MFC Eaton Vance Short Duration Diversified Inc Fd	(28,726.68)
Total Equity Securities	**12,913,427.57**

STATEMENT A

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Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Account Detail

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ANHEUSER BUSCH INBEV SA SPON (BUD)	7/26/10	10,000.000	$55 533	$105.440	$555,332 58	$1,054,400.00	$499,067.42 LT		
	8/4/10	10,000.000	55 855	105.440	558,550 77	1,054,400 00	495,849 23 LT		
	Purchases	20,000 000			1,113,883.35	**2,108,800.00**	994,916 65 LT		
Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Long Term Reinvestments		634 000			78,627 14	66,848.96	(11,778 18) LT		
Short Term Reinvestments		532 000			60,581 12	56,094 08	(4,487 04) ST		
	Total	21,166 000			1,253,091 61	**2,231,743.04**	983,138 47 LT (4,487 04) ST	67,647 00	3.03
Asset Class. Equities									
AUTOMATIC DATA PROCESSING INC (ADP)	12/28/10	9,999 308	40 937	102.780	409,345 90	1,027,728.88	618,382 98 LT		
	3/25/11	10,000 000	44 326	102 780	443,260 27	1,027,800 00	584,539 73 LT		
	Purchases	19,999 308			852,606 17	**2,055,528.88**	1,202,922 71 LT		
Long Term Reinvestments		1,707 692			112,305 71	175,516.58	63,210 87 LT		
Short Term Reinvestments		526 000			46,263 30	54,062.28	7,798.98 ST		
	Total	22,233 000			1,011,175.18	**2,285,107.74**	1,266,133 58 LT 7,798 98 ST	50,691.00	2 21
Next Dividend Payable 01/01/17, Asset Class: Equities									
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)	1/28/05	12,800 000	59 581	162.980	762,632 37	2,086,144 00	1,323,511.63 LT 1		
	11/21/05	2,200 000	58 682	162 980	129,101 00	358,556 00	229,455.00 LT		
	4/26/12	5,000 000	79.931	162.980	399,653 50	814,900 00	415,246.50 LT		
	Total	20,000 000			1,291,386.87	**3,259,600.00**	1,968,213 13 LT	—	—
Asset Class Equities									
CHEVRON CORP (CVX)	10/6/10	9,998.237	84.619	117 700	846,043.86	1,176,792.49	330,748 63 LT		
	12/13/10	5,000 000	89 368	117 700	446,837 50	588,500 00	141,662 50 LT		
	Purchases	14,998 237			1,292,881 36	**1,765,292.49**	472,411 13 LT		
Long Term Reinvestments		2,212.763			232,035 42	260,442.21	28,406 79 LT		
Short Term Reinvestments		729 000			74,879 10	85,803.30	10,924 20 ST		
	Total	17,940 000			1,599,795 88	**2,111,538.00**	500,817 92 LT 10,924 20 ST	77,501.00	3 67
Next Dividend Payable 03/2017, Asset Class. Equities									
COCA COLA CO (KO)	5/19/09	19,998.286	23 636	41 460	472,679 49	829,128 94	356,449.45 LT		
	6/2/09	10,000.000	25 030	41 460	250,295 50	414,600.00	164,304 50 LT		
	6/5/09	10,000 000	24 965	41 460	249,652 00	414,600.00	164,948 00 LT		
	Purchases	39,998.286			972,626 99	**1,658,328.94**	685,701 95 LT		
Long Term Reinvestments		4,389.714			170,673.06	181,997.54	11,324 48 LT		
Short Term Reinvestments		1,431.000			62,764 33	59,329.26	(3,435 07) ST		
	Total	45,819 000			1,206,064 38	**1,899,655.74**	697,026.43 LT (3,435 07) ST	64,147.00	3.37
Next Dividend Payable 03/2017; Asset Class Equities									

STATEMENT B

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2016

Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
COMCAST CORP (NEW) CLASS A (CMCSA)	6/12/09	24,999.000	13 752	69 050	343,774 44	1,726,180 95	1,382,406 51 LT		
	7/1/09	10,000 000	14 298	69 050	142,981 00	690,500 00	547,519 00 LT		
	7/30/09	15,000 000	14 444	69 050	216,659 29	1,035,750 00	819,090 71 LT		
	Purchases	49,999 000			703,414 73	**3,452,430 95**	2,749,016 22 LT		
Long Term Reinvestments		3,141 000			137,027 06	216,886 05	79,858 99 LT		
Short Term Reinvestments		926 000			57,355 55	63,940 30	6,584 75 ST		
	Total	54,066 000			897,797 34	**3,733,257.30**	2,828,875 21 LT 6,584.75 ST	59,473 00	1 59
Next Dividend Payable 01/25/17, Asset Class Equities									
EXXON MOBIL CORP (XOM)	3/9/04	8,098 611	42 837	90 260	346,918.60	730,980 63	384,062.03 LT 1		
	4/26/04	1,900 000	43.277	90 260	82,225 73	171,494 00	89,268 27 LT 1		
	3/24/10	5,000 000	67 070	90 260	335,347 77	451,300 00	115,952 23 LT		
	Purchases	14,998 611			764,492 10	**1,353,774 63**	589,282 53 LT		
Long Term Reinvestments		1,592 389			135,758 08	143,729 03	7,970 95 LT		
Short Term Reinvestments		570 000			49,950 03	51,448 20	1,498 17 ST		
	Total	17,161 000			950,200 21	**1,548,951.86**	597,253 48 LT 1,498 17 ST	51,483 00	3.32
Next Dividend Payable 03/2017, Asset Class Equities									
FAIRFAX FIN HLDG SUB VTG (FRFHF)	11/8/11	1,000 000	420.000	486 700	420,000 00	486,700 00	66,700 00 LT		
	5/2/12	100 000	407 000	486 700	40,700 00	48,670 00	7,970 00 LT		
	5/22/12	100 000	396 770	486 700	39,677 00	48,670 00	8,993 00 LT		
	5/24/12	300 000	398 000	486 700	119,400 00	146,010 00	26,610 00 LT		
	6/22/12	500 000	377 000	486 700	188,500 00	243,350 00	54,850.00 LT		
	8/14/12	500 000	384 930	486 700	192,464 75	243,350 00	50,885 25 LT		
	10/12/12	500 000	373 829	486 700	186,914 50	243,350 00	56,435 50 LT		
	Total	3,000 000			1,187,656 25	**1,460,100.00**	272,443 75 LT	30,000 00	2 05
Next Dividend Payable 01/2017, Asset Class Equities									
GILEAD SCIENCE (GILD)	5/23/14	10,000 000	81 333	71 610	813,326 00	716,100 00	(97,226 00) LT		
	Purchases	10,000 000			813,326 00	**716,100.00**	(97,226 00) LT		
Long Term Reinvestments		121 000			12,757 20	8,664 81	(4,092 39) LT		
Short Term Reinvestments		231 000			18,578 44	16,541 91	(2,036 53) ST		
	Total	10,352.000			844,661 64	**741,306.72**	(101,318 39) LT (2,036 53) ST	19,462 00	2 62
Next Dividend Payable 03/2017, Asset Class Equities									

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Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
IMPAC MORTGAGE HOLDING INC NEW (IMH)	11/19/12	16,818 000	11 150	14 020	187,520.70	235,788 36	48,267 66 LT		
	11/20/12	8,182 000	12 250	14 020	100,229 50	114,711 64	14,482 14 LT		
	12/31/12	5,151 000	13 600	14 020	70,053 60	72,217 02	2,163 42 LT		
	1/4/13	9,849 000	13 600	14 020	133,946 40	138,082 98	4,136 58 LT		
	1/4/13	329 000	13 500	14 020	4,441 50	4,612 58	171 08 LT		
	1/7/13	9,671 000	13 400	14 020	129,591 40	135,587.42	5,996 02 LT		
	12/5/13	2,500 000	4 660	14 020	11,650 00	35,050 00	23,400 00 LT		
	12/17/13	1,100.000	6 260	14 020	6,886 00	15,422 00	8,536.00 LT		
	12/18/13	616 000	6 600	14 020	4,065 60	8,636 32	4,570 72 LT		
	12/19/13	8,000 000	6 430	14 020	51,440 00	112,160 00	60,720 00 LT		
	12/20/13	666 000	5 630	14 020	3,749 58	9,337 32	5,587 74 LT		
	12/30/13	7,118 000	6 050	14 020	43,063 90	99,794 36	56,730 46 LT		
	12/30/13	1,205 000	5 900	14.020	7,109 50	16,894 10	9,784 60 LT		
	12/31/13	7,649 000	6 100	14.020	46,658 90	107,238 98	60,580 08 LT		
	12/31/13	1,046 000	5 900	14 020	6,171 40	14,664 92	8,493 52 LT		
	12/31/13	100 000	5 800	14 020	580 00	1,402 00	822 00 LT		
	1/2/14	7,500 000	5 850	14 020	43,875 00	105,150 00	61,275 00 LT		
	1/2/14	198 000	5 750	14 020	1,138 50	2,775 96	1,637 46 LT		
	1/6/14	7,500 000	5 850	14 020	43,875 00	105,150 00	61,275.00 LT		
	1/7/14	4,802 000	6 000	14 020	28,811 04	67,324 04	38,513.00 LT		
	Total	100,000 000			924,857 52	**1,402,000.00**	477,142 48 LT	—	—
Asset Class Alt									
INTL BUSINESS MACHINES CORP (IBM)	4/16/08	4,999 114	119 746	165 990	598,622 52	829,802 93	231,180 41 LT		
	12/22/09	5,000 000	130.493	165 990	652,463 36	829,950 00	177,486 64 LT		
	Purchases	9,999 114			1,251,085 88	**1,659,752.93**	408,667 05 LT		
Long Term Reinvestments		961 886			163,241 72	159,663 46	(3,578 26) LT		
Short Term Reinvestments		394 000			60,838 47	65,400 06	4,561 59 ST		
	Total	11,355 000			1,475,166 07	**1,884,816.45**	405,088 79 LT 4,561.59 ST	63,588 00	3 37
Next Dividend Payable 03/2017 Asset Class Equities									
JOHNSON & JOHNSON (JNJ)	12/7/04	2,498.849	61 598	115 210	153,923 15	287,892 39	133,969 24 LT		
	12/9/04	2,500 000	61 882	115 210	154,705 00	288,025 00	133,320 00 LT		
	10/20/05	5,000 000	64 802	115 210	324,010.00	576,050 00	252,040 00 LT		
	10/17/06	5,000 000	66 744	115 210	333,719 00	576,050 00	242,331 00 LT		
	4/1/10	5,000 000	66 122	115 210	330,609 67	576,050 00	245,440 33 LT		
	Purchases	19,998 849			1,296,966 82	**2,304,067.39**	1,007,100 57 LT		

STATEMENT B

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Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Long Term Reinvestments		2,453 151			210,405 87	282,627 53	72,221 66 LT		
Short Term Reinvestments		629.000			71,212 13	72,467 09	1,254.96 ST		
	Total	23,081 000			1,578,584 82	**2,659,162 01**	1,079,322 23 LT 1,254 96 ST	73,859 00	2 77
Next Dividend Payable 03/2017, Asset Class Equities									
MC DONALDS CORP (MCD)	9/25/09	4,999 399	57 266	121 720	286,295 62	608,526 85	322,231 23 LT		
	10/8/09	5,000 000	57 754	121 720	288,770 00	608,600 00	319,830 00 LT		
	10/14/09	5,000 000	58 127	121 720	290,633 50	608,600 00	317,966 50 LT		
	Purchases	14,999 399			865,699.12	**1,825,726 85**	960,027 73 LT		
Long Term Reinvestments		1,962 601			187,617 44	238,887 79	51,270 35 LT		
Short Term Reinvestments		510 000			61,587 15	62,077 20	490 05 ST		
	Total	17,472 000			1,114,903 71	**2,126,691.84**	1,011,298 08 LT 490 05 ST	65,695 00	3 08
Next Dividend Payable 03/2017, Asset Class Equities									
MGM GROWTH PROPERTIES LLC CL A (MGP)	11/30/16	25,000 000	24 253	25 310	606,317 50	632,750.00	26,432 50 ST		
	11/30/16	25,000 000	24 150	25 310	603,750 00	632,750 00	29,000 00 ST		
	Total	50,000 000			1,210,067 50	**1,265,500.00**	55,432 50 ST	77,500.00	6 12
Next Dividend Payable 01/16/17, Asset Class: Alt									
MICROSOFT CORP (MSFT)	2/19/04	19,989 338	26 430	62 140	528,318 20	1,242,137 46	713,819 26 LT 1		
	4/16/08	10,000 000	28 981	62 140	289,805 00	621,400 00	331,595 00 LT		
	3/25/11	15,000 000	25 690	62 140	385,350 00	932,100 00	546,750 00 LT		
	Purchases	44,989 338			1,203,473 20	**2,795,637.46**	1,592,164 26 LT		
Long Term Reinvestments		5,332 662			202,318 93	331,371 62	129,052 69 LT		
Short Term Reinvestments		1,345 000			74,674 92	83,578 30	8,903.38 ST		
	Total	51,667 000			1,480,467 05	**3,210,587.38**	1,721,216 95 LT 8,903 38 ST	80,601 00	2 51
Next Dividend Payable 03/2017, Asset Class Equities									
PENNYMAC MORTGAGE INVESTMENT (PMT)	5/3/12	15,000 000	18 725	16 370	280,867 96	245,550 00	(35,317 96) LT R		
	5/3/12	10,000 000	18 658	16 370	186,577 31	163,700 00	(22,877 31) LT R		
	5/8/12	25,000 000	18 404	16 370	460,090 82	409,250 00	(50,840 82) LT R		
	Purchases	50,000 000			927,536 09	**818,500.00**	(109,036 09) LT		
Long Term Reinvestments		15,951 000			321,118 05	261,117.87	(60,000 18) LT		
Short Term Reinvestments		9,043 000			130,512 40	148,033 91	17,521 51 ST		
	Total	74,994 000			1,379,166 54	**1,227,651 78**	(169,036 27) LT 17,521.51 ST	140,989 00	11 48
Next Dividend Payable 01/27/17, Asset Class Alt									

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Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2016

Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
PHILIP MORRIS INTL INC (PM)	11/28/05	4,999 339	39 147	91 490	195,709 75	457,389 53	261,679 78 LT		
	11/16/06	5,000 000	44 755	91 490	223,775 91	457,450 00	233,674 09 LT		
	4/16/08	5,000 000	49 790	91 490	248,951 00	457,450 00	208,499 00 LT		
	4/1/10	5,000 000	52 800	91 490	264,002 33	457,450 00	193,447 67 LT		
	Purchases	19,999 339			932,438 99	**1,829,739.53**	897,300 54 LT		
Long Term Reinvestments		3,153 661			254,711.72	288,528 44	33,816.72 LT		
Short Term Reinvestments		997 000			96,327 47	91,215 53	(5,111 94) ST		
	Total	24,150 000			1,283,478 18	**2,209,483.50**	931,117 26 LT (5,111.94) ST	100,464 00	4 54

Next Dividend Payable 02/2017, Asset Class Alt

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
SCHLUMBERGER LTD (SLB)	2/19/04	9,399 001	31 720	83 950	298,136 31	789,046 13	490,909 82 LT 1		
	5/16/05	3,600 000	32 483	83 950	116,940 02	302,220 00	185,279 98 LT 1		
	11/21/05	2,000 000	47 988	83 950	95,975 00	167,900 00	71,925 00 LT		
	Purchases	14,999 001			511,051 33	**1,259,166 13**	748,114 80 LT		
Long Term Reinvestments		940 999			77,255 49	78,996 87	1,741 38 LT		
Short Term Reinvestments		430 000			32,082 16	36,098 50	4,016 34 ST		
	Total	16,370 000			620,388 98	**1,374,261.50**	749,856 18 LT 4,016 34 ST	32,740 00	2 38

Next Dividend Payable 01/13/17, Asset Class Equities

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
TRUPANION INC (TRUP)	11/19/14	1,100 000	6 210	15 520	6,831 00	17,072 00	10,241 00 LT		
	11/21/14	9,000 000	6 250	15 520	56,250 00	139,680 00	83,430 00 LT		
	11/24/14	9,900.000	6.250	15 520	61,875 00	153,648.00	91,773.00 LT		
	11/24/14	5,000 000	6 230	15 520	31,150 00	77,600 00	46,450 00 LT		
	11/25/14	7,500 000	6 200	15 520	46,500 00	116,400 00	69,900 00 LT		
	11/26/14	7,500 000	6 120	15 520	45,900 00	116,400 00	70,500 00 LT		
	12/1/14	5,000 000	5 900	15 520	29,500 00	77,600 00	48,100 00 LT		

STATEMENT B

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Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	12/8/14	5,000 000	5 800	15 520	29,000 00	77,600 00	48,600 00 LT		
	12/11/14	1,585 000	5.500	15 520	8,717 50	24,599 20	15,881 70 LT		
	12/26/14	600 000	6 620	15 520	3,972 00	9,312 00	5,340 00 LT		
	12/29/14	100 000	6 710	15 520	671 00	1,552 00	881 00 LT		
	1/7/15	1,900 000	6 530	15 520	12,407 00	29,488 00	17,081 00 LT		
	1/13/15	871 000	7 250	15 520	6,314 75	13,517 92	7,203 17 LT		
	1/14/15	4,944 000	7 399	15 520	36,579 67	76,730 88	40,151.21 LT		
	1/16/15	735 000	7 170	15 520	5,269 95	11,407 20	6,137.25 LT		
	1/22/15	9,230 000	7 400	15 520	68,302 00	143,249 60	74,947 60 LT		
	1/26/15	5,035 000	7 349	15 520	37,002 22	78,143 20	41,140 98 LT		
	1/30/15	7,500 000	7 050	15 520	52,875 00	116,400 00	63,525 00 LT		
	2/2/15	7,500 000	6 850	15 520	51,375 00	116,400 00	65,025 00 LT		
	2/2/15	5,000 000	6.750	15 520	33,750 00	77,600 00	43,850.00 LT		
	2/2/15	300 000	6 600	15 520	1,980 00	4,656 00	2,676 00 LT		
	2/3/15	4,400 000	6 597	15 520	29,025 92	68,288 00	39,262 08 LT		
	2/4/15	142 000	6 750	15.520	958 50	2,203 84	1,245 34 LT		
	2/9/15	158 000	6 730	15 520	1,063 37	2,452 16	1,388 79 LT		
	4/21/15	10,000 000	8 050	15 520	80,500 00	155,200.00	74,700 00 LT		
	4/24/15	2,809 000	8 030	15 520	22,556 27	43,595.68	21,039 41 LT		
	4/27/15	2,592 000	7 950	15 520	20,606 40	40,227 84	19,621 44 LT		
	4/28/15	204 000	7 970	15 520	1,625 88	3,166 08	1,540 20 LT		
	4/29/15	4,395 000	8 000	15 520	35,159 12	68,210 40	33,051 28 LT		
	4/29/15	1,054 000	7 850	15 520	8,273 90	16,358 08	8,084 18 LT		
	4/30/15	4,946 000	7 830	15 520	38,725.20	76,761 92	38,036 72 LT		
	4/30/15	4,000 000	7 620	15 520	30,480 00	62 080 00	31,600 00 LT		
	4/30/15	5,000 000	7 420	15 520	37,100 00	77,600 00	40,500.00 LT		
	5/6/15	5,000 000	7 600	15.520	38,000 00	77,600 00	39,600 00 LT		
	5/6/15	30 000	7 500	15 520	225 00	465 60	240 60 LT		
	5/11/15	250 000	8 050	15 520	2,012 50	3,880 00	1,867 50 LT		
	5/12/15	2,387 000	7.963	15 520	19,006 73	37,046 24	18,039 51 LT		
	5/13/15	7,333 000	8 050	15 520	59,029 18	113,808 16	54,778.98 LT		
	Total	150,000 000			1,050,570 06	**2,328,000.00**	1,277,429 94 LT	—	—

Asset Class Equities

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
WALT DISNEY CO HLDG CO (DIS)	11/23/04	4,999 579	27 101	104 220	135,493 66	521,056 12	385,562 46 LT		
	12/9/04	5,000 000	27 435	104 220	137,172 78	521,100 00	383,927 22 LT		
	10/28/05	10,000 000	23 757	104 220	237,574 70	1,042,200 00	804,625 30 LT		
	3/8/10	10,000 000	33.402	104.220	334,015 65	1,042,200 00	708,184 35 LT		

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Account Detail

Portfolio Management Basic Securities Account
218-742726-080

JEAN PERKINS FOUNDATION
ATTN JAMES J. CARROLL, III

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Purchases	29,999.579			844,256 79	3,126,556.12	2,282,299.33 LT		
Long Term Reinvestments		1,365.421			100,061.02	142,304 18	42,243.16 LT		
Short Term Reinvestments		453 000			44,615 66	47,211.66	2,596.00 ST		
	Total	31,818 000			988,933 47	3,316,071.96	2,324,542.49 LT 2,596.00 ST	49,636.00	1.49

Next Dividend Payable 01/11/17, Asset Class Equities

Adjustment to Basis - Return of Capital	**$23.348,413.26**	**$42,275,486.82**
PennyMac Mortgage Investment	(35,202.90)	
Total Equity Securities	**23,313,210.36**	

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
BANK OF AMERICA CORP PFD D (BAC.D)	9/2/09	1,400.000	$18.204	$25.090	$25,486 00	$35,126.00	$9,640.00 LT		
	9/3/09	200.000	18.615	25.090	3,722 96	5,018.00	1,295.04 LT		
	9/4/09	8,400.000	18.825	25.090	158,129.28	210,756.00	52,626.72 LT		
	9/17/09	1,808.000	19.239	25.090	34,783 96	45,362.72	10,578 76 LT		
	9/18/09	2,192 000	19.253	25.090	42,202.00	54,997 28	12,795.28 LT		
	9/21/09	5,250.000	19 248	25.090	101,054.33	131,722.50	30,668 17 LT		
	9/23/09	5,750.000	19.301	25.090	110,981.00	144,267 50	33,286 50 LT		
	10/8/09	1,200.000	19.142	25.090	22,971.00	30,108.00	7,137.00 LT		
	10/9/09	3,800 000	19 252	25.090	73,156 00	95,342.00	22,186.00 LT		
	11/3/09	10,000.000	17.489	25.090	174,892.38	250,900.00	76,007.62 LT		
	11/27/09	10,000.000	18.296	25.090	182,958.00	250,900.00	67,942.00 LT		
	Total	50,000.000			930,336 91	**1,254,500.00**	324,163.09 LT	77,550.00	6 18

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