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: ANN PEPPERS FOUNDATION

A Employer identification number: 95-2114455

Number and street (or P O box number if mail is not delivered to street address): 625 FAIR OAKS AVENUE, STE 360

Room/suite:

B Telephone number (see instructions): (626) 441-5188

City or town, state or province, country, and ZIP or foreign postal code: SOUTH PASADENA, CA 91030

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) ▶ $ 29,817,290.

J Accounting method ☐ 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).)*

		(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				
	4 Dividends and interest from securities	568,823.	568,823.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,817.			
	b Gross sales price for all assets on line 6a 17,348,580.				
	7 Capital gain net income (from Part IV, line 2)		86,023.		
	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)				
	12 **Total.** Add lines 1 through 11	647,640.	654,846.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	58,500.	14,625.		43,875.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	1,500.			1,500.
	b Accounting fees (attach schedule) ATCH 3	13,829.	3,458.		10,371.
	c Other professional fees (attach schedule) [4]	351,843.	112,874.		234,983.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	57,239.	2,132.		160.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	753.			753.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	2,120.			2,000.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	485,784.	133,089.		293,642.
	25 Contributions, gifts, grants paid	1,685,135.			1,100,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,170,919.	133,089.	0.	1,393,642.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,523,279.			
	b **Net investment income** (if negative, enter -0-)		521,757.		
	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	1,566,543.	2,129,052.	2,129,052.
	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	54,965.	22,015.	22,015.
	10a	Investments - U S and state government obligations (attach schedule)[7]	2,082,090.	2,722,813.	2,722,813.
	b	Investments - corporate stock (attach schedule) ATCH 8	20,760,381.	21,138,802.	21,138,802.
	c	Investments - corporate bonds (attach schedule) ATCH 9	4,238,937.	3,112,972.	3,112,972.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	476,099.	620,449.	620,449.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 11)	83,141.	71,187.	71,187.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	29,262,156.	29,817,290.	29,817,290.
Liabilities	17	Accounts payable and accrued expenses	24,445.	34,718.	
	18	Grants payable	504,354.	1,089,489.	
	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)	67,372.	89,369.	
	23	**Total liabilities** (add lines 17 through 22)	596,171.	1,213,576.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	28,665,985.	28,603,714.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	***Total net assets or fund balances*** (see instructions)	28,665,985.	28,603,714.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	29,262,156.	29,817,290.	

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	28,665,985.
2	Enter amount from Part I, line 27a	2	-1,523,279.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	1,461,008.
4	Add lines 1, 2, and 3	4	28,603,714.
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	28,603,714.

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	86,023.
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	1,334,946.	28,247,707.	0.047259
2014	1,266,701.	23,679,006.	0.053495
2013	1,130,127.	21,514,301.	0.052529
2012	971,325.	19,112,974.	0.050820
2011	853,259.	15,556,499.	0.054849

2	**Total** of line 1, column (d)	2	0.258952
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	0.051790
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,804,396.
5	Multiply line 4 by line 3	5	1,491,780.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,218.
7	Add lines 5 and 6	7	1,496,998.
8	Enter qualifying distributions from Part XII, line 4	8	1,393,642.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,435.
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	10,435.
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	10,435.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 28,655.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 7,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	36,155.
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	25,720.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 25,720. **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		
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) ATCH 14	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no ▶ (626)441-5188 Located at ▶ 625 FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA ZIP+4 ▶ 91030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
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)*

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 (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 15		58,500.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ 0.

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 16		351,843.
Total number of others receiving over $50,000 for professional services ▶		0.

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

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

Part IX-B **Summary of Program-Related Investments** (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	27,990,022.
b	Average of monthly cash balances	1b	1,151,478.
c	Fair market value of all other assets (see instructions)	1c	101,542.
d	**Total** (add lines 1a, b, and c)	1d	29,243,042.
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	29,243,042.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	438,646.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,804,396.
6	**Minimum investment return.** Enter 5% of line 5	6	1,440,220.

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	1,440,220.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,435.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,435.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,429,785.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,429,785.
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	1,429,785.

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	1,393,642.
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	1,393,642.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,393,642.

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				1,429,785.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... 91,543.				
b From 2012 ... 55,048.				
c From 2013 ... 78,308.				
d From 2014 ... 108,698.				
e From 2015				
f Total of lines 3a through e	333,597.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,393,642.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				1,393,642.
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)*)	36,143.			36,143.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	297,454.			
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				
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)	55,400.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	242,054.			
10 Analysis of line 9				
a Excess from 2012 ... 55,048.				
b Excess from 2013 ... 78,308.				
c Excess from 2014 ... 108,698.				
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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

NONE

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

NONE

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

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

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

ATCH 17

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

ATCH 18

c Any submission deadlines

ATCH 19

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

ATCH 20

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 21				
Total . . . . . . ▶ **3a**				1,100,000.
b *Approved for future payment*				
ATCH 22				
Total . . . . . . ▶ **3b**				1,105,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	568,823.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	78,817.	
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)				647,640.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 647,640.

(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
N/A		

Sign Here

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

Peggy Grayson — 9/7/17 — Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHANIE WILKINSON	Stephanie Wilkinson	8/9/17		P01231617

Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP — Firm's EIN ▶ 95-4345526

Firm's address ▶ 3011 TOWNSGATE ROAD, SUITE 400 WESTLAKE VILLAGE, CA 91361 — Phone no 805-374-8555

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 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
11877514.		12207506.					-329,992.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,471,066.		5,055,051.					416,015.	
TOTAL GAIN(LOSS)							86,023.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY	568,823.	568,823.
TOTAL	568,823.	568,823.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,500.			1,500.
TOTALS	1,500.			1,500.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	8,250.	2,063.		6,187.
TAX PREPARATION FEES	5,579.	1,395.		4,184.
TOTALS	13,829.	3,458.		10,371.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	351,843.	112,874.	234,983.
TOTALS	351,843.	112,874.	234,983.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	54,947.		
FOREIGN TAXES	2,132.	2,132.	
FILING FEES	160.		160.
TOTALS	57,239.	2,132.	160.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE		1,250.	1,250.
MISCELLANEOUS EXPENSE		120.	
DUES		750.	750.
	TOTALS	2,120.	2,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREAS NTS 1.375%	436,409.	436,409.
UNITED STATES TREAS NTS 1.500%	284,537.	284,537.
UNITED STATES TREAS NTS 1.000%		
UNITED STATES TREAS NTS 2.125%	239,102.	239,102.
FEDERAL FARM CR BKS DEB 1.730%	190,190.	190,190.
FEDERAL HOME LOAN BANKS 1.640%	117,827.	117,827.
UNITED STATES TREAS NTS 1.125%	352,345.	352,345.
UNITED STATES TREAS NTS 1.250%	133,202.	133,202.
UNITED STATES TREAS NTS 1.500%	436,222.	436,222.
US OBLIGATIONS TOTAL	2,189,834.	2,189,834.
PORT OF SEATTLE WA REVENUE 7%	171,394.	171,394.
SANTA MONICA CA CMNTY CLG 6.7%	112,840.	112,840.
UNIV OF CALIFORNIA CA REV 6.2%	131,038.	131,038.
LOS ANGELES CA DEPT WATR 7%	117,707.	117,707.
STATE OBLIGATIONS TOTAL	532,979.	532,979.
US AND STATE OBLIGATIONS TOTAL	2,722,813.	2,722,813.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US LARGE CAP EQ - SEE ATTACHED	16,723,544.	16,723,544.
NON-US EQUITIES - SEE ATTACHED	2,244,406.	2,244,406.
US SMALL AND MID CAP EQ- SEE A	2,040,418.	2,040,418.
CITIGROUP INC DEP SHS RP PFD K	33,914.	33,914.
MORGAN STANLEY DEP SHS 1/1000	22,740.	22,740.
WELLS FARGO & CO NEW PERP PFD	73,780.	73,780.
TOTALS	21,138,802.	21,138,802.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SEE ATTACHED	1,163.	1,163.
ACCRUED INTEREST PURCHASED	8,340.	8,340.
CORPORATE BONDS - SEE ATTACHED ETF HIGH YIELD BONDS	3,103,469.	3,103,469.
TOTALS	3,112,972.	3,112,972.

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
CORPORATE BONDS & NOTES			
FHLMC 10 5 1/1/21	61 6600	101 66	62 68
FHLMC 10 5 6/1/19	30 7800	106 19	32 68
FHMA 9 50 8/1/19	26 5800	105 70	28 09
FNMA 5 5 5/1/17	52 3500	100 20	52 45
FH 1761 K PAC FIX	867 8800	113 78	987 47
8 500% 11/15/2024			
TOTAL CORPORATE BONDS & NOTES			1,163 37
US LARGE CAP EQUITIES			
AT&T INC	9,739 0000	42 53	414,199 67
COM			
ABBOTT LABS	4,976 0000	38 41	191,128 16
COM			
ALPHABET INC CL C	1,017 0000	771 82	784,940 94
AMAZON COM INC	856 0000	749 87	641,888 72
COM			
AMERICAN INTL GROUP INC	4,602 0000	65 31	300,556 62
COM NEW			
ANTHEM, INC	1,284 0000	143 77	184,600 68
COM			
APPLE COMPUTER INC	7,063 0000	115 82	818,036 66
COM			
BAKER HUGHES INC	5,137 0000	64 97	333,750 89
COM			
BERKSHIRE HATHAWAY INC DEL	3,585 0000	162 98	584,283 30
CL B NEW			
BLACKROCK INC	1,017 0000	380 54	387,009 18
CL A			
BOEING CO	1,926 0000	155 68	299,839 68
COM			
CVS CORP	4,495 0000	78 91	354,700 45
COM			
CELGENE CORP	4,388 0000	115 75	507,911 00
COM			
CHEVRON CORP	2,997 0000	117 70	352,746 90
COM			

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
CONTINENTAL RESOURCES INC COM	3,639 0000	51 54	187,554 06
DANAHER CORP DEL COM	2,408 0000	77 84	187,438 72
FACEBOOK INC CL A	1,071 0000	115 05	123,218 55
FORTIVE CORP COM	4,709 0000	53 63	252,543 67
GENERAL ELECTRIC CO COM	6,475 0000	31 60	204,610 00
GILEAD SCIENCES INC COM	1,177 0000	71 61	84,284 97
HONEYWELL INTL INC COM	4,441 0000	115 85	514,489 85
J P MORGAN CHASE & CO COM	10,113 0000	86 29	872,650 77
JOHNSON & JOHNSON COM	3,371 0000	115 21	388,372 91
KINDER MORGAN INC DEL COM	6,956 0000	20 71	144,058 76
LAUDER ESTEE COS INC CL A	2,408 0000	76 49	184,187 92
LOWE'S COS	5,137 0000	71 12	365,343 44
M & T BK CORP COM	3,692 0000	156 43	577,539 56
MCKESSON CORP COM	2,568 0000	140 45	360,675 60
MICROSOFT CORP COM	8,294 0000	62 14	515,389 16
MONDELEZ INTL INC CL A	7,170 0000	44 33	317,846 10
NIKE INC CL B	7,224 0000	50 83	367,195 92
ORACLE CORP COM	9,364 0000	38 45	360,045 80
PEPSICO INC COM	3,371 0000	104 63	352,707 73
PFIZER INC COM	10,328 0000	32 48	335,453 44
REYNOLDS AMERICAN INC	6,475 0000	56 04	362,859 00
SPDR TR S&P 500	2,948 0000	223 53	658,966 44
SCHWAB CHARLES CORP NEW COM	6,261 0000	39 47	247,121 67
SHERWIN WILLIAMS CO COM	749 0000	268 74	201,286 26
STARBUCKS CORP COM	7,224 0000	55 52	401,076 48
SYNCHRONY FINL	5,458 0000	36 27	197,961 66

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
TJX COS INC NEW	5,030 0000	75 13	377,903 90
COM			
3M CO	2,997 0000	178 57	535,174 29
VALERO ENERGY CORP NEW	4,655 0000	68 32	318,029 60
COM			
VISA INC	7,331 0000	78 02	571,964 62
COM CL A			
TOTAL US LARGE CAP EQUITIES			16,723,543 70
US SMALL AND MID-CAP EQUITIES			
ACTIVISION BLIZZARD INC	2,944 0000	36 11	106,307 84
COM			
AMERICAN WTR WKS CO INC NEW	6,100 0000	72 36	441,396 00
COM			
EQT CORP	2,836 0000	65 40	185,474 40
COM			
ISHARES	1,638 0000	137 52	225,257 76
S&P SMALL CAP 600			
MIDCAP SPDR TR	1,965 0000	301 73	592,899 45
UNIT SER 1			
VANGUARD INDEX FDS	4,042 0000	121 00	489,082 00
SM CP VAL ETF			
TOTAL US SMALL AND MID-CAP EQUITIES			2,040,417 45
NON-US EQUITIES			
ISHARES MSCI EAFE INDEX FUND	15,457 0000	57 73	892,332 61
NESTLE S A	6,000 0000	71 74	430,440 00
SPONSORED ADR			
VANGUARD EMERGING MARKET	16,357 0000	35 78	585,253 46
EQUITY ETF			
ALLERGAN PLC	428 0000	210 01	89,884 28
SHS			
NXP SEMICONDUCTORS N V	2,515 0000	98 01	246,495 15
COM			
TOTAL NON-US EQUITIES			2,244,405 50

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
CORPORATE BONDS & NOTES			
ARES CAP CORP	100,000 0000	101 40	101,397 00
NOTE 3 875% 1/15/20			
ARES CAP CORP	100,000 0000	103 65	103,650 00
NOTE 4 875%11/30/18			
FEDERAL NATL MTG ASSN PRIN S	60,000 0000	96 76	58,053 60
STRIP 2/01/19			
BANK AMER CORP	170,000 0000	102 90	174,926 60

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
MTNF 6 000% 9/01/17			
CHURCH & DWIGHT INC	0 0000	98 97	0 00
NOTE 2 875%10/01/22			
MCDONALDS CORP MED TERM NT B	100,000 0000	99 71	99,705 00
MTNF 2 625% 1/15/22			
NORDSTROM INC	0 0000	104 71	0 00
NOTE 4 000%10/15/21			
VODAFONE GROUP PLC NEW	120,000 0000	107 76	129,314 40
NOTE 5 450% 6/10/19			
INTERNATIONAL BUSINESS MACHS	120,000 0000	100 65	120,774 00
NOTE 2 875%11/09/22			
TIME WARNER CABLE INC	130,000 0000	112 69	146,502 20
NOTE 8 750% 2/14/19			
LENDER PROCESSING SVCS INC	72,000 0000	104 75	75,420 00
NOTE 5 750% 4/15/23			
LORILLARD TOB CO	200,000 0000	114 08	228,168 00
NOTE 8 125% 6/23/19			
SEAGATE HDD CAYMAN	105,000 0000	85 25	89,512 50
NOTE 5 750%12/01/34			
GENERAL ELEC CAP CORP MTN BE	20,000 0000	133 11	26,622 60
MTNF 6 750% 3/15/32			
MERCK & CO INC	200,000 0000	108 30	216,604 00
NOTE 5 000% 6/30/19			
ORACLE CORP	200,000 0000	107 84	215,684 00
NOTE 5 000% 7/08/19			
ACTIVISION BLIZZARD INC	85,000 0000	97 59	82,947 25
NOTE 2 300% 9/15/21			
DOLLAR GEN CORP NEW	149,000 0000	100 13	149,190 72
NOTE 1 875% 4/15/18			
HEWLETT PACKARD CO	200,000 0000	105 20	210,400 00
NOTE 4 375% 9/15/21			
KELLOGG CO	85,000 0000	100 24	85,199 75
NOTE 1 750% 5/17/17			
GULF PWR CO	100,000 0000	101 32	101,318 00
NOTE 3 100% 5/15/22			
AMERICAN EXPRESS CO	130,000 0000	106 27	138,149 70
NOTE 7 000% 3/19/18			
APPLIED MATLS INC	166,000 0000	105 44	175,028 74
NOTE 3 900%10/01/25			
BURLINGTON NORTHN SANTA FE C	0 0000	104 74	0 00
DEB 3 600% 9/01/20			
GOLDMAN SACHS GRP INC MTN BE	200,000 0000	110 89	221,788 00
MTNF 6 000% 6/15/20			
APPLE INC	150,000 0000	102 08	153,112 50
NOTE 2 850% 5/06/21			
TOTAL CORPORATE BONDS & NOTES			3,103,468 56

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD REIT	165,060.	165,060.
AMERICAN TOWER CORP NEW COM	192,232.	192,232.
DOUBLELINE INCOME SOLUTIONS	228,773.	228,773.
VANGUARD SCOTTSDALE FDS VG MBS	34,384.	34,384.
TOTALS	620,449.	620,449.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INT. AND DIV. RECEIVABLE	71,187.	71,187.
TOTALS	71,187.	71,187.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED EXCISE TAX	89,369.
TOTALS	89,369.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		1,461,008.
	TOTAL	1,461,008.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

THE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. THIS DISTRIBUTION WAS TREATED AS A QUALIFYING DISTRIBUTION BY THE FOUNDATION. THE DISTRIBUTION WILL BE USED FOR THE GENERAL SUPPORT OF VARIOUS ORGANIZATIONS FOR RELIGIOUS, CHARITABLE, ARTS, HEALTH CARE, SCIENTIFIC, LITERARY, EDUCATIONAL PURPOSES OR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PHILIP A. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
H. ROSS MACMICHAEL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	SECRETARY 3.00	0.	0.	0.
JENNIFER F. DEVOLL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	TREASURER/DIRECTOR 3.00	18,000.	0.	0.
PHILIP V. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 3.00	4,500.	0.	0.
	GRAND TOTALS	58,500.	0.	0.

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS.	351,843.
TOTAL COMPENSATION		351,843.

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WHITTIER TRUST PHILANTHROPIC SVCS.
625 FAIR OAKS AVENUE, STE 360
SOUTH PASADENA, CA 91030
6264415188

ATTACHMENT 18

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST PHILANTHROPIC SERVICES.

ATTACHMENT 19

990PF, PART XV - SUBMISSION DEADLINES

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST PHILANTHROPIC SERVICES.

ATTACHMENT 20

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE IN SUPPORT OF EDUCATION, SOCIAL SERVICES AND ARTS IN THE LOS ANGELES COUNTY AREA.

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

ATTACHMENT 21

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103	NONE PC	TO SUPPORT COMMUNITY PATHWAYS INITIATIVE	25,000
A NOISE WITHIN 3352 E FOOTHILL BLVD PASADENA, CA 91107	NONE PC	TO SUPPORT THE CLASSICS LIVE' EDUCATION PROGRAM	20,000
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 3150 N SAN FERNANDO AVENUE, SUITE C LOS ANGELES, CA 90065	NONE PC	CHANGING OUTCOMES FOR CHILDREN AND YOUTH THROUGH BBBSLA'S SCHOOL- BASED MENTORING PROGRAM	20,000
BRAILLE INSTITUTE OF AMERICA, INC 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	NONE PC	TO SUPPORT THE LOS ANGELES COUNTY COMMUNITY OUTREACH SERVICES	25,000
CASA DE LAS AMIGAS 160 NORTH EL MOLINO AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000
CONVALESCENT AID SOCIETY 3255 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	NONE PC	CORE PROGRAM SUPPORT	20,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE FROSTIG CENTER 971 NORTH ALTADENA DRIVE PASADENA, CA 91107	NONE PC	FINANCIAL AID FOR CHILDREN AT FROSTIG SCHOOL	25,000
FVO SOLUTIONS, INC 789 N FAIR OAKS AVENUE PASADENA, CA 91103	NONE PC	TO SUPPORT VOCATIONAL OPPORTUNITIES FOR INDIVIDUALS WITH DISABILITIES AND GENERAL OPERATING SUPPORT	25,000
GIRL SCOUTS OF GREATER LOS ANGELES 801 S GRAND AVENUE, SUITE 300 LOS ANGELES, CA 90017	NONE PC	AFTER- SCHOOL PROGRAMMING FOR GIRLS IN UNDERSERVED COMMUNITIES	25,000
JERICHO ROAD PASADENA 75 SOUTH GRAND AVENUE PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	10,000
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE PC	LEARNING & ACHIEVING THROUGH THE ARTS	25,000
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BOULEVARD LOS ANGELES, CA 90043	NONE PC	JUNIOR BLIND'S CAMP BLOOMFIELD	15,000.

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NONE PC	ENVIRONMENTAL REPORTING	10,000
LOS ANGELES MASTER CHORALE ASSOCIATION 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	2016|2017 CONCERT SEASON AND MUSIC EDUCATION PROGRAMS	20,000
KIDSPACE CHILDREN'S MUSEUM 481 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE PC	5-YEAR CHALLENGE GRANT - TO SUPPORT EDUCATION PROGRAMS	80,000.
MOTHERS' CLUB FAMILY LEARNING CENTER 980 NORTH FAIR OAKS AVENUE PASADENA, CA 91103	NONE PC	TO SUPPORT THE TWO GENERATION LEARNING PROGRAM	25,000
MUSE/IQUE 300 E GREEN STREET, 3RD FLOOR PASADENA, CA 91101	NONE PC	TO SUPPORT THE 2016 KIDS/IQUE	15,000
ONEONTA CLUB FOUNDATION 1613 CHELSEA ROAD, #853 SAN MARINO, CA 91108	NONE PC	SCHOLASHIP SUPPORT (PHILLIP V SWAN)	60,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ONEONTA CLUB FOUNDATION 1613 CHELSEA ROAD, #853 SAN MARINO, CA 91108	NONE PC	SCHOLARHSIP SUPPORT (H ROSS MACMICHAEL)	10,000.
LOS ANGELES CHILDREN'S CHORUS 585 E COLORADO BLVD PASADENA, CA 91101	NONE PC	LA CHILDREN'S CHORUS'S CHORAL MUSIC EDUCATION & PERFORMANCE PROGRAM 2016|2017	15,000
PARSON'S NOSE THEATER 1325 MONTEREY ROAD SOUTH PASADENA, CA 91030	NONE PC	GENERAL OPERATING SUPPORT	10,000
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE PC	GENERAL OPERATING SUPPORT	20,000
PASADENA PLAYHOUSE STATE THEATRE OF CALIFORNIA 600 PLAYHOUSE ALLEY, SUITE 300 PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	20,000
PASADENA COMMUNITY FOUNDATION 301 EAST COLORADO BLVD , SUITE 810 PASADENA, CA 91101	NONE PC	DEVOLL DAF (JENNIFER DEVOLL)	10,000

ATTACHMENT 21

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASADENA SYMPHONY ASSOCIATION 2 N LAKE AVENUE, SUITE 1080 PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000
PROFESSIONAL CHILD DEVELOPMENT ASSOCIATES 620 N LAKE AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	30,000
SOUTH PASADENA SAN MARINO YMCA 1606 GARFIELD AVENUE SOUTH PASADENA, CA 91030	NONE PC	YOUTH AND GOVERNMENT SCHOLARSHIPS	15,000
SCRIPPS COLLEGE 102 S MILLS AVENUE CLAREMONT, CA 91711	NONE PC	CHALLENGE GRANT - SCHOLARSHIP ENDOWMENT	50,000.
UNION STATION HOMELESS SERVICES 825 EAST ORANGE GROVE BOULEVARD PASADENA, CA 91104	NONE PC	GENERAL OPERATING SUPPORT	25,000
USC PACIFIC ASIA MUSEUM 46 NORTH LOS ROBLES AVENUE PASADENA, CA 91101	NONE PC	TO SUPPORT THE 2016-17 SCHOOL PROGRAM AND LUNAR NEW YEAR FESTIVAL	15,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VILLA ESPERANZA SERVICES 2060 EAST VILLA STREET PASADENA, CA 91107	NONE PC	GENERAL OPERATING SUPOORT FOR CHILDREN AND ADULTS WITH INTELLECTUAL/ DEVELOPMENTAL DISABILITES	25,000
WESTRIDGE SCHOOL FOR GIRLS 321 MADELINE DRIVE PASADENA, CA 91105	NONE PC	TO SUPPORT THE PARTNERSHIP FOR SUCCESS' PROGRAM	25,000
YOUNG & HEALTHY P.O BOX 93397 PASADENA, CA 91109	NONE PC	GENERAL OPERATING SUPPORT	30,000
BOYS & GIRLS CLUB OF PASADENA 3230 E DEL MAR BLVD PASADENA, CA 91107	NONE PC	TO SUPPORT PROJECT LEARN	15,000
FIVE ACRES- THE BOYS & GIRLS AID SOCIETY OF LA 760 W. MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE PC	RESIDENTIAL TREATMENT PROGRAM	20,000
FOOTHILL FAMILY 2500 EAST FOOTHILL BLVD , SUITE 300 PASADENA, CA 91107	NONE PC	COMPREHENSIVE FAMILY SERVICES	15,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INSTITUTE FOR EDUCATIONAL ADVANCEMENT 569 S MARENGO AVENUE PASADENA, CA 91101	NONE PC	ACADEMY PROGRAM	10,000
NEW VILLAGE GIRLS ACADEMY 147 NORTH OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE PC	COLLEGE AND CAREER PREPARATION PROGRAM FOR UNDERSERVED GIRLS	20,000
OLD MILL FOUNDATION 1120 OLD MILL ROAD SAN MARINO, CA 91108	NONE PC	TO SUPPORT LIGHT UP THE OLD MILL	10,000
PACIFIC OAKS COLLEGE 55 EUREKA STREET PASADENA, CA 91103	NONE PC	CHALLENGE GRANT- SCHOLARSHIP ENDOWMENT	25,000.
PASADENA EDUCATIONAL FOUNDATION 351 SOUTH HUDSON AVENUE PASADENA, CA 91109	NONE PC	MCKINLEY SCHOOL MURAL RESTORATION	10,000
READING PARTNERS 3452 EAST FOOTHILL BLVD , SUITE 310 PASADENA, CA 91107	NONE PC	TO SUPPORT THE READING PARTNER'S 2016 MATCH CAMPAIGN	25,000

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

ATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GAMBLE HOUSE/ USC 4 WESTMORELAND PLACE PASADENA, CA 91103	NONE PC	TO SUPPORT ARCHIVAL CONSERVATION	10,000
UNIVERSITY OF LA VERNE 1951 3RD STREET LA VERNE, CA 91750	NONE PC	CHALLENGE GRANT- SCHOLARSHIP ENDOWMENT	125,000
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY GARDENS - UGB203 LOS ANGELES, CA 90089	NONE PC	LOS ANGELES SERVICE ACADEMY	20,000
		TOTAL CONTRIBUTIONS PAID	1,100,000.

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

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDSPACE CHILDREN'S MUSEUM 480 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE PC	TO SUPPORT EDUCATION PROGRAMS (CHALLENGE GRANT - PAYABLE OVER 5 YEARS)	80,000
PACIFIC OAKS COLLEGE 55 EUREKA STREET PASADENA, CA 91103	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT - PAYABLE OVER 2 YEARS)	25,000
UNIVERSITY OF LA VERNE 1951 3RD STREET LA VERNE, CA 91750	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT - PAYABLE OVER 2 YEARS)	125,000
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGLES, CA 90045	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	250,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	250,000
POMONA COLLEGE 333 N COLLEGE WAY CLAREMONT, CA 91711	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	250,000

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

ATTACHMENT 22 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLAREMONT MCKENNA COLLEGE 888 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	125,000
		TOTAL CONTRIBUTIONS APPROVED	1,105,000

ATTACHMENT 22