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: L.L.W.W. FOUNDATION

A Employer identification number: 95-3464689

Number and street (or P O box number if mail is not delivered to street address): 625 FAIR OAKS AVENUE, SUITE 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: [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) ▶ $ 22,601,270.

J Accounting method: [ ] Cash [X] 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 ▶ [X] if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	275,840.	275,840.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	431,642.			
b	Gross sales price for all assets on line 6a 5,348,915.				
7	Capital gain net income (from Part IV, line 2)		919,466.		
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		34,339.		
12	**Total.** Add lines 1 through 11	707,482.	1,229,645.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	7,053.	1,763.		5,290.
c	Other professional fees (attach schedule) [4]	165,249.	41,312.		123,722.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	22,714.			85.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	1,341.			1,341.
24	**Total operating and administrative expenses.** Add lines 13 through 23	196,357.	43,075.		130,438.
25	Contributions, gifts, grants paid	329,825.			379,825.
26	**Total expenses and disbursements** Add lines 24 and 25	526,182.	43,075.	0.	510,263.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	181,300.			
b	**Net investment income** (if negative, enter -0-)		1,186,570.		
c	**Adjusted net income** (if negative, enter -0-)				

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9-45

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	183,882.	279,837.	279,837.
	2	Savings and temporary cash investments	434,341.	873,736.	873,736.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 7	15,853.	15,724.	15,724.
	10a	Investments - U S and state government obligations (attach schedule)[8]	99,309.	84,880.	84,880.
	b	Investments - corporate stock (attach schedule) ATCH 9	12,956,812.	13,176,566.	13,176,566.
	c	Investments - corporate bonds (attach schedule) ATCH 10	362,199.	362,927.	362,927.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	6,859,731.	7,787,038.	7,787,038.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)	21,843.	20,562.	20,562.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,933,970.	22,601,270.	22,601,270.
Liabilities	17	Accounts payable and accrued expenses	14,071.	14,357.	
	18	Grants payable	50,000.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 13)	96,869.	119,904.	
	23	**Total liabilities** (add lines 17 through 22)	160,940.	134,261.	
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	20,773,030.	22,467,009.	
	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)	20,773,030.	22,467,009.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,933,970.	22,601,270.	

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	20,773,030.
2	Enter amount from Part I, line 27a	2	181,300.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	1,512,679.
4	Add lines 1, 2, and 3	4	22,467,009.
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	22,467,009.

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	919,466.
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	673,850.	21,160,308.	0.031845
2014	589,279.	20,742,396.	0.028409
2013	821,680.	18,566,135.	0.044257
2012	571,762.	16,255,904.	0.035173
2011	1,032,283.	16,184,843.	0.063781

2	**Total** of line 1, column (d)	2	0.203465
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	0.040693
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,992,675.
5	Multiply line 4 by line 3	5	854,255.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,866.
7	Add lines 5 and 6	7	866,121.
8	Enter qualifying distributions from Part XII, line 4	8	510,263.

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	23,731.
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	23,731.
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	23,731.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 25,340.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	35,340.
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	11,609.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 11,609. **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)	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 ▶ 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 |

			Yes	No
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		
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
	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		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (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		165,249.
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	20,641,482.
b	Average of monthly cash balances	1b	634,592.
c	Fair market value of all other assets (see instructions)	1c	36,286.
d	**Total** (add lines 1a, b, and c)	1d	21,312,360.
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	21,312,360.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	319,685.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,992,675.
6	**Minimum investment return.** Enter 5% of line 5	6	1,049,634.

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	1,049,634.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	23,731.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,731.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,025,903.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,025,903.
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	1,025,903.

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	510,263.
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	510,263.
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	510,263.

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				1,025,903.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			291,285.	
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				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 510,263.				
a Applied to 2015, but not more than line 2a			291,285.	
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				218,978.
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				806,925.
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))

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 ▶ [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 17				
Total . . . . . . ▶ **3a**				379,825.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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	275,840.	
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	431,642.	
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)				707,482.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 707,482.

(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

▶ X [signature] | X 9.26.17 | ▶ X 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	8/31/2017		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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-13,127.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					501,014.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,176,475.		3,176,486.					-11.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,684,553.		1,252,963.					431,590.	
TOTAL GAIN(LOSS)							919,466.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WHITTIER TRUST COMPANY		275,840.	275,840.
	TOTAL	275,840.	275,840.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		34,339.
TOTALS		34,339.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,053.	1,763.		5,290.
TOTALS	7,053.	1,763.		5,290.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSE	165,249.	41,312.	123,722.
TOTALS	165,249.	41,312.	123,722.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	22,629.	
FILING FEES	85.	85.
TOTALS	22,714.	85.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	1,341.	1,341.
TOTALS	1,341.	1,341.

ATTACHMENT 7

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	15,724.	15,724.
TOTALS	15,724.	15,724.

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

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOV'T OBLIGATIONS	84,880.	84,880.
US OBLIGATIONS TOTAL	84,880.	84,880.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREFERRED STOCK - SEE ATTACHED	122,488.	122,488.
2,368 SHS CITIGROUP INC	140,730.	140,730.
1,715 SHS ISHARES RUSL 2000	231,268.	231,268.
622 SHS SPDR S&P 500	139,036.	139,036.
US LARGE CAP EQ-SEE ATTACHED	1,538,506.	1,538,506.
US EQUITIES - SEE ATTACHED	10,445,986.	10,445,986.
NON-US EQUITIES - SEE ATTACHED	134,650.	134,650.
121 SHS CHEMOURS CO COM		
US SMALL AND MID CAP EQ - SEE	322,061.	322,061.
855 SHS AMERICAN TOWER CORP NE	90,356.	90,356.
US SMALL AND MID CAP EQ - SEE	11,485.	11,485.
TOTALS	13,176,566.	13,176,566.

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
PREFERRED STOCK			
ARCH CAP GROUP LTD DSHS 1/1000 E	0 0000	21 13	0 00
AXIS CAP HLDGS LTD DEP SHS PFD E	0 0000	21 66	0 00
CAPITAL ONE FINL CORP DEP SHS PFD H	3,125 0000	24 90	77,812 50
JPMORGAN CHASE & CO DEP1/400 PFD O	625 0000	24 61	15,381 25
SENIOR HSG PPTYS TR NT 42	625 0000	23 31	14,568 75
SOUTHERN CO JR SUB NT 76	0 0000	21 82	0 00
VORNADO RLTY TR PFD SER K	625 0000	23 56	14,725 00
TOTAL PREFERRED STOCK			122,487 50

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
US LARGE CAP EQUITIES			
AT&T INC	605 0000	42 53	25,730 65
COM			
AMERICAN EXPRESS CO	605 0000	74 08	44,818 40
COM			
BANK OF AMERICA CORPORATION	605 0000	22 10	13,370 50
COM			
BOEING CO	605 0000	155 68	94,186 40
COM			
CATERPILLAR INC DEL	605 0000	92 74	56,107 70
COM			
CHEVRON CORP	605 0000	117 70	71,208 50
COM			
CISCO SYS INC	605 0000	30 22	18,283 10
COM			
COCA COLA CO	1,210 0000	41 46	50,166 60
COM			
DISNEY WALT CO	605 0000	104 22	63,053 10
COM DISNEY			
DU PONT E I DE NEMOURS & CO	605 0000	73 40	44,407 00
COM			
EXXON MOBIL CORP	605 0000	90 26	54,607 30
COM			
GENERAL ELECTRIC CO	605 0000	31 60	19,118 00
COM			
HP INC	605 0000	14 84	8,978 20
COM			
HEWLETT PACKARD ENTERPRISE C	605 0000	23 14	13,999 70
COM			
HOME DEPOT INC	605 0000	134 08	81,118 40
COM			
INTEL CORP	605 0000	36 27	21,943 35
COM			
INTERNATIONAL BUSINESS MACHS	605 0000	165 99	100,423 95
COM			
J P MORGAN CHASE & CO	605 0000	86 29	52,205 45
COM			
JOHNSON & JOHNSON	605 0000	115 21	69,702 05
COM			
MCDONALDS CORP	605 0000	121 72	73,640 60
COM			
MERCK & CO INC	605 0000	58 87	35,616 35

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
MICROSOFT CORP	605 0000	62 14	37,594 70
COM			
PFIZER INC	605 0000	32 48	19,650 40
COM			
PROCTER & GAMBLE CO	560 0000	84 08	47,084 80
COM			
3M CO	605 0000	178 57	108,034 85
TRAVELERS COMPANIES, INC	605 0000	122 42	74,064 10
COM			
UNITED TECHNOLOGIES CORP	605 0000	109 62	66,320 10
COM			
UNITEDHEALTH GROUP INC	605 0000	160 04	96,824 20
COM			
VERIZON COMMUNICATIONS	645 0000	53 38	34,430 10
COM			
WAL MART STORES INC	605 0000	69 12	41,817 60
COM			
TOTAL US LARGE CAP EQUITIES			1,538,506 15
US SMALL AND MID-CAP EQUITIES			
ALCOA CORP	67 0000	28 08	1,881 36
COM			
ARCONIC INC	201 0000	18 54	3,726 54
COM			
CHEMOURS CO	121 0000	22 09	2,672 89
COM			
COTY INC	175 0000	18 31	3,204 25
COM CL A			
TOTAL US SMALL AND MID-CAP EQUITIES			11,485 04

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
US LARGE CAP EQUITIES			
AT&T INC	1,587 0000	42 53	67,495 11
COM			
ABBOTT LABS	1,915 0000	38 41	73,555 15
COM			
ALPHABET INC CL C	237 0000	771 82	182,921 34
ALPHABET INC CL A	158 0000	792 45	125,207 10
AMAZON COM INC	287 0000	749 87	215,212 69
COM			
AMERICAN ELEC PWR INC	1,655 0000	62 96	104,198 80
COM			
AMERICAN INTL GROUP INC	1,282 0000	65 31	83,727 42
COM NEW			
ANTHEM, INC	454 0000	143 77	65,271 58
COM			
APPLE COMPUTER INC	3,292 0000	115 82	381,279 44
COM			
BAKER HUGHES INC	2,054 0000	64 97	133,448 38
COM			
BERKSHIRE HATHAWAY INC DEL	771 0000	162 98	125,657 58
CL B NEW			
BIOGEN IDEC INC	244 0000	283 58	69,193 52
BLACKROCK INC	235 0000	380 54	89,426 90
CL A			
BOEING CO	398 0000	155 68	61,960 64
COM			
CVS CORP	1,568 0000	78 91	123,730 88
COM			
CARDINAL HEALTH INC	839 0000	71 97	60,382 83
COM			
CELGENE CORP	1,168 0000	115 75	135,196 00
COM			
CHEVRON CORP	1,316 0000	117 70	154,893 20
COM			
CITIGROUP INC	2,216 0000	59 43	131,696 88
COM NEW			
COMCAST CORP	1,449 0000	69 05	100,053 45
CONTINENTAL RESOURCES INC	1,220 0000	51 54	62,878 80
COM			
DANAHER CORP DEL	669 0000	77 84	52,074 96
COM			
DAVITA HEALTHCARE PARTNERS	572 0000	64 20	36,722 40

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
DISNEY WALT CO COM DISNEY	1,488 0000	104 22	155,079 36
FACEBOOK INC CL A	532 0000	115 05	61,206 60
FORTIVE CORP COM	1,166 0000	53 63	62,532 58
GENERAL ELECTRIC CO COM	4,668 0000	31 60	147,508 80
GILEAD SCIENCES INC COM	1,294 0000	71 61	92,663 34
GOLDMAN SACHS GROUP INC COM	345 0000	239 45	82,610 25
HESS CORP COM	1,136 0000	62 29	70,761 44
HONEYWELL INTL INC COM	1,420 0000	115 85	164,507 00
ISHARES S&P 500 INDEX	7,965 0000	224 99	1,792,045 35
J P MORGAN CHASE & CO COM	3,911 0000	86 29	337,480 19
JOHNSON & JOHNSON COM	1,240 0000	115 21	142,860 40
KINDER MORGAN INC DEL COM	2,761 0000	20 71	57,180 31
KROGER CO COM	1,480 0000	34 51	51,074 80
LAUDER ESTEE COS INC CL A	871 0000	76 49	66,622 79
LOWE'S COS	1,939 0000	71 12	137,901 68
M & T BK CORP COM	480 0000	156 43	75,086 40
MCKESSON CORP COM	735 0000	140 45	103,230 75
MERCK & CO INC COM	1,355 0000	58 87	79,768 85
MICROSOFT CORP COM	4,024 0000	62 14	250,051 36
MONDELEZ INTL INC CL A	3,082 0000	44 33	136,625 06
NIKE INC CL B	2,054 0000	50 83	104,404 82
NORFOLK SOUTHERN CORP COM	1,341 0000	108 07	144,921 87
ORACLE CORP COM	3,170 0000	38 45	121,886 50
PAYCHEX INC	1,161 0000	60 88	70,681 68

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
COM			
PFIZER INC	3,185 0000	32 48	103,448 80
COM			
PRAXAIR INC	952 0000	117 19	111,564 88
COM			
PROCTER & GAMBLE CO	1,004 0000	84 08	84,416 32
COM			
PRUDENTIAL FINL INC	1,095 0000	104 06	113,945 70
COM			
REYNOLDS AMERICAN INC	1,612 0000	56 04	90,336 48
SPDR TR S&P 500	4,623 0000	223 53	1,033,379 19
SALESFORCE COM INC	726 0000	68 46	49,701 96
COM			
SCHWAB CHARLES CORP NEW	1,596 0000	39 47	62,994 12
COM			
SHERWIN WILLIAMS CO	326 0000	268 74	87,609 24
COM			
STARBUCKS CORP	2,868 0000	55 52	159,231 36
COM			
SYNCHRONY FINL	3,861 0000	36 27	140,038 47
COM			
TJX COS INC NEW	1,899 0000	75 13	142,671 87
COM			
3M CO	965 0000	178 57	172,320 05
UNITEDHEALTH GROUP INC	475 0000	160 04	76,019 00
COM			
VALERO ENERGY CORP NEW	1,278 0000	68 32	87,312 96
COM			
VERIZON COMMUNICATIONS	2,424 0000	53 38	129,393 12
COM			
VISA INC	2,860 0000	78 02	223,137 20
COM CL A			
WELLS FARGO & CO NEW	2,630 0000	55 11	144,939 30
COM			
EATON CORP PLC	1,462 0000	67 09	98,085 58
SHS			
MYLAN N V	1,054 0000	38 15	40,210 10
SHS EURO			
TOTAL US LARGE CAP EQUITIES			10,445,986 24
US SMALL AND MID-CAP EQUITIES			
ACTIVISION BLIZZARD INC	1,312 0000	36 11	47,376 32
COM			
AMERICAN WTR WKS CO INC NEW	1,519 0000	72 36	109,914 84
COM			
CERNER CORP	874 0000	47 37	41,401 38
COM			

Schedule of Assets

Asset Type	Shares Or Face	Unit Price	Current Market Value
TYSON FOODS INC	556 0000	61 68	34,294 08
CL A			
TOTAL US SMALL AND MID-CAP EQUITIES			322,061 42
NON-US EQUITIES			
ALLERGAN PLC	146 0000	210 01	30,661 46
SHS			
NXP SEMICONDUCTORS N V	1,061 0000	98 01	103,988 61
COM			
TOTAL NON-US EQUITIES			134,650 07

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1,494 SHS ISHARES AGG BONDS	161,442.	161,442.
1,920 SHS ISHARES 1-3 YR INV C	201,485.	201,485.
TOTALS	362,927.	362,927.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WHITTIER VALUE FUND	3,285,995.	3,285,995.
WHITTIER INTERNATIONAL FUND A	1,452,662.	1,452,662.
WHITTIER SMALL CAP FUND	3,048,381.	3,048,381.
TOTALS	7,787,038.	7,787,038.

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	20,562.	20,562.
TOTALS	20,562.	20,562.

ATTACHMENT 13

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DEFERRED EXCISE TAX		119,904.
	TOTALS	119,904.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENT	1,512,679.
TOTAL	1,512,679.

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
LAURA-LEE W. WOODS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
JAMES A. JEFFS 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
LINDA J. BLINKENBERG 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY/DIRECTOR 2.00	0.	0.	0.
GREG E. CUSTER 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIRECTOR 2.00	0.	0.	0.
	GRAND TOTALS	0.	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	165,249.
TOTAL COMPENSATION		165,249.

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ARMITAGE FOUNDATION LTD 9 N. MOORE STREET NEW YORK, NY 10013	NONE PC	OVID'S METAMORPHOSIS	10,000.
MUSIC ASSOCIATES OF ASPEN, INC. 225 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE PC	SCHOLARSHIP SUPPORT	25,000.
CALIFORNIA HERITAGE MUSEUM 2612 MAIN STREET SANTA MONICA, CA 90405	NONE PC	CHALLENGE GRANT FOR EDUCATION AND COMMUNITY PROGRAMMING	45,000.
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE PC	IN MEMORY OF BETSY BLOOMINGDALE	1,000
FRIENDS OF ALTA P O BOX 8126 ALTA, UT 84092	NONE PC	GENERAL OPERATING SUPPORT	1,000.
SOLOMON R. GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE PC	AGNES MARTIN EXHIBITION	50,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE INT'L COUNCIL OF THE MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	NONE PC	PROGRAM SUPPORT	7,500
LOS ANGELES CONSERVANCY 523 W SIXTH STREET, SUITE 826 LOS ANGELES, CA 90014	NONE PC	PROGRAM SUPPORT	1,000
LOS ANGELES OPERA COMPANY 135 N GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	1,500
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	20,000
MUSEUM OF CONTEMPORARY ART SAN DIEGO 700 PROSPECT STREET LA JOLLA, CA 92037	NONE PC	EXHIBITION ON THE USES OF PHOTOGRAPHY ART, POLITICS, AND THE REINVENTION OF A MEDIUM	10,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	ANNUAL EDUCATION FUND	5,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE PC	ANNUAL FUND	15,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	800
READING IS FUNDAMENTAL OF SOUTHERN CALIFORNIA, INC 7250 BANDINI BLVD , SUITE 209 LOS ANGELES, CA 90040	NONE PC	MOTIVATIONAL READING PROGRAM	10,000.
SOUTHERN ALLEGHENIES MUSEUM OF ART P O BOX 9 LORETTO, PA 15940	NONE PC	SAMA ART EXHIBITION DISPLAY PROJECT	20,000
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE PC	TO PROVIDE TELERETINAL SCREENINGS TO DIABETIC PATIENTS	5,000
THE FABRIC WORKSHOP AND MUSEUM 1214 ARCH STREET PHILADELPHIA, PA 19107	NONE PC	LOUIS KAHN: THE POWER OF ARCHITECTURE EXHIBITION	5,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GANNA WALSKA LOTUSLAND 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE PC	GODS AND GODDESSES	44,800
CENTER FOR CURATORIAL STUDIES, BARD COLLEGE P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	NONE PC	CCS BARD LIBRARY SUPPORT	50,000
THE NEW YORK PUBLIC LIBRARY 5TH AVE AT 42ND STREET NEW YORK, NY 10018	NONE PC	IN HONOR OF LEWIS CULLMAN	5,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE PC	TO SUPPORT JOAN HORCHKIS, HONOREE	5,000.
ARTTABLE 1 EAST 53RD STREET 5TH FLOOR NEW YORK, NY 10022	NONE PC	23RD ANNUAL BENEFIT HONORING MARIELUISE HESSEL	5,000
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA, CA 93105	NONE PC	BUTTERFLIES ALIVE AND A T REX NAMED SUE EXHIBITS	10,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREYHOUND FRIENDS INC. 167 SADDLE HILL ROAD HOPKINTON, MA 01748	NONE PC	IN MEMORY OF CATHERINE CAHILL	1,000
THE MUSEUM OF CONTEMPORARY ART LOS ANGELES 205 S GRAND AVE LOS ANGELES, CA 90012	NONE PC	LEADERSHIP CIRCLE	9,725
CHILDREN'S INSTITUTE INC. 711 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005	NONE PC	PROJECT FATHERHOOD DANIEL PAUL RYAN FUND	1,000
BAY AREA LYME FOUNDATION 884 PORTOLA ROAD, SUITE A7 PORTOLA VALLEY, CA 94028	NONE PC	POLO FOR LYME PROGRAM SUPPORT	1,000
THE COLLEAGUES 3312 PICO BLVD. SANTA MONICA, CA 90405	NONE PC	IN MEMORY OF BARBARA FORMAN	1,000.
FELLOWS OF CONTEMPORARY ART 970 NORTH BROADWAY, SUITE 208 LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT	1,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GANNA WALSKA LOTUSLAND 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE PC	GIFTS FOR THE GARDEN ANNUAL APPEAL	5,000.
THE MOUNT- EDITH WHARTON RESTORATION, INC P O. BOX 974 2 PLUNKETT STREET LENOX, MA 01240	NONE PC	PROGRAM SUPPORT	1,500
FRIENDS OF ALTA P.O BOX 8126 ALTA, UT 84092	NONE PC	YEAR- END CAMPAIGN	5,000
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY, CA 90232	NONE PC	TO HONOR RIC AND SUZANNE KAYNE	1,000
		TOTAL CONTRIBUTIONS PAID	379,825.