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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

o 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

2016

Open to Public Inspection

► 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.

For calendar year 2016 or tax year beginning

INTERNAL REVENUE SERVICE
RECEIVED

NOV 21 2017

ROOM/SUITE
SERVICE CENTER DIRECTORCOVINGTON, KY
MAIL UNIT #117

Name of foundation

THE HERB ALPERT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1414 6TH STREET

City or town, state or province, country, and ZIP or foreign postal code

SANTA MONICA, CA 90401

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify)
► \$ 27,018,552. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		60,447.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		402.	402.		STATEMENT 1
4 Dividends and interest from securities		418,084.	418,084.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,042,712.			
b Gross sales price for all assets on line 6a		24,298,258.			
7 Capital gain net income (from Part IV, line 2)			16,042,712.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		573.	573.		STATEMENT 3
12 Total. Add lines 1 through 11		16,522,218.	16,461,771.		
13 Compensation of officers, directors, trustees, etc		495,000.	0.		0.
14 Other employee salaries and wages		227,944.	0.		0.
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	14,508.	0.		0.
b Accounting fees	STMT 5	19,985.	9,993.		0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 6	129,643.	0.		0.
19 Depreciation and depletion		487.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	410,168.	72,984.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,297,735.	82,977.		0.
25 Contributions, gifts, grants paid		15,433,041.			15,433,041.
26 Total expenses and disbursements Add lines 24 and 25		16,730,776.	82,977.		15,433,041.
27 Subtract line 26 from line 12:		-208,558.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			16,378,794.		
c Adjusted net income (if negative, enter -0-)				N/A	

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

15181111 747931 02043E

2016.04030 THE HERB ALPERT FOUNDATION 02043E_1

635 3

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing		14,707.	49,318.
2	Savings and temporary cash investments		380,415.	5,626,044.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ► 1,561.		22.	1,561.
	Less: allowance for doubtful accounts ► 0.			1,561.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges		3,454.	
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 8	6,035,814.	856,867.
c	Investments - corporate bonds			20,756,323.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans	STMT 9	1,493.	1,493.
13	Investments - other	STMT 10	660,410.	352,961.
14	Land, buildings, and equipment: basis ► 12,779.			1,831.
	Less accumulated depreciation STMT 11 ► 12,048.		1,218.	582,445.
15	Other assets (describe ►)			731.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,097,533.	6,888,975.
				27,018,552.
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22) ►		0.	0.
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted		
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
29	and complete lines 27 through 31			
30	Capital stock, trust principal, or current funds		0.	0.
31	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
32	Retained earnings, accumulated income, endowment, or other funds		7,097,533.	6,888,975.
33	Total net assets or fund balances		7,097,533.	6,888,975.
34	Total liabilities and net assets/fund balances		7,097,533.	6,888,975.

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	7,097,533.
2	Enter amount from Part I, line 27a	2	-208,558.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	6,888,975.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,888,975.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
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 24,298,258.		8,255,546.	16,042,712.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			16,042,712.		
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	16,042,712.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	6,079,401.	15,236,205.	.399010
2014	4,580,291.	11,341,614.	.403848
2013	7,797,254.	13,368,497.	.583256
2012	7,078,000.	20,438,527.	.346307
2011	5,536,257.	27,315,929.	.202675

2 Total of line 1, column (d)

2 1.935096

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 .387019

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 33,537,273.

5 Multiply line 4 by line 3

5 12,979,562.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 163,788.

7 Add lines 5 and 6

7 13,143,350.

8 Enter qualifying distributions from Part XII, line 4

8 15,433,041.

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 ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments
a	2016 estimated tax payments and 2015 overpayment credited to 2016
b	Exempt foreign organizations - tax withheld at source
c	Tax paid with application for extension of time to file (Form 8868)
d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ► 45,722. Refunded ► 0.

Part VII-A Statements Regarding Activities

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

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
N/A		
6	X	
7	X	
8b	X	
9		X
10	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*

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

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* **STMT 12**

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Part VII-A Statements Regarding Activities (continued)

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HERBALPERTFOUNDATION.ORG</u>	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>BALTER, MILLER KING & FRAZIN LLP</u> Telephone no. ► <u>(818) 528-3545</u> Located at ► <u>16255 VENTURA BLVD., SUITE 1250, ENCINO, CA</u> ZIP+4 ► <u>91436</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
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	► <input type="checkbox"/> 15	<input type="checkbox"/> N/A
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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.

1a	During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	<input type="checkbox"/> 1b	<input type="checkbox"/> 1c <input checked="" type="checkbox"/> 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)): At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
a	If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> 2b	<input type="checkbox"/> 2b
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.)	<input type="checkbox"/> N/A	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____	<input type="checkbox"/> 3b	<input type="checkbox"/> 3b
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 4a	<input type="checkbox"/> 4a <input checked="" type="checkbox"/> X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 3b	<input type="checkbox"/> 3b
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?	<input type="checkbox"/> 4b	<input type="checkbox"/> 4b <input checked="" type="checkbox"/> 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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
 Yes No
 Yes No
 Yes No
 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 X

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

If "Yes" to 6b, file Form 8870

Yes No

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

Yes No

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

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		495,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MATTHEW WILDER 1414 SIXTH ST, SANTA MONICA, CA 90401	PROGRAM OFFICER 40.00	116,681.	0.	0.
NANCEE ENYART 1414 SIXTH ST, SANTA MONICA, CA 90401	EXECUTIVE ASST 40.00	111,263.	0.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WONDROS 8330 W THIRD ST , LOS ANGELES, CA 90048	CONSULTING	90,000.
C4 GLOBAL COMMUNICATIONS INC. 1625 17TH ST SUITE 6, SANTA MONICA, CA 90404	COMMUNICATION SERVICES	64,035.
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.

1	N/A	Expenses
2		
3		
4		

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

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

1	N/A	Amount
2		
3		
4		
Total. Add lines 1 through 3	►	0.

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	25,780,935.
b	Average of monthly cash balances	1b	7,603,116.
c	Fair market value of all other assets	1c	663,942.
d	Total (add lines 1a, b, and c)	1d	34,047,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,047,993.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	510,720.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,537,273.
6	Minimum investment return Enter 5% of line 5	6	1,676,864.

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	1,676,864.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	163,788.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	163,788.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,513,076.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,513,076.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,513,076.

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	15,433,041.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,433,041.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	163,788.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,269,253.

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				1,513,076.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	4,199,719.			
b From 2012	6,106,839.			
c From 2013	7,153,789.			
d From 2014	4,131,628.			
e From 2015	5,395,513.			
f Total of lines 3a through e	26,987,488.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 15,433,041.			0.	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				1,513,076.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,907,453.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.		
8 Excess distributions carryover from 2011 not applied on line 5 or line 7		4,199,719.		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		36,707,734.		
10 Analysis of line 9:				
a Excess from 2012	6,106,839.			
b Excess from 2013	7,153,789.			
c Excess from 2014	4,131,628.			
d Excess from 2015	5,395,513.			
e Excess from 2016	13,919,965.			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
18TH STREET ARTS CENTER 1639 18TH ST SANTA MONICA, CA 90404	NONE		CHARITABLE	25,000.
ACTA NON VERBA 1001 83RD AVE OAKLAND, CA 94621	NONE		CHARITABLE	4,000.
ALZHEIMERS ASSOCIATION 600 ANTON BLVD 11TH FLOOR COSTA MESA, CA 92626	NONE		CHARITABLE	25,000.
AMERICAN COMPOSERS ORCHESTRA 244 W. 54TH ST, 805 NEW YORK, NY 10019	NONE		CHARITABLE	20,000.
AMERICANS FOR THE ARTS 1000 VERMONT AVE NW WASHINGTON, DC 20005	NONE		CHARITABLE	25,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 15,433,041.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000		14	402.	
5 Net rental income or (loss) from real estate:	523000		14	418,084.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	522100		18	573.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events	523000		18	16,042,712.	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		16,461,771.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	16,461,771.

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

THE HERB ALPERT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a OCM PRINC OPPT FD IV			P		
b OCM PRINC OPPT FD IV			P		
c OCM PRINC OPPT FD IV AIF			P		
d OCM PRINC OPPT FD VII LP			P		
e NORTHERN TRUST 1981			P		
f NORTHERN TRUST 1984			P		
g NORTHERN TRUST 1984			P		
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a		1,580.			-1,580.
b		1,306.			-1,306.
c		585.			-585.
d		2,134.			-2,134.
e	14,673,510.				14,673,510.
f	9,622,200.	8,249,941.			1,372,259.
g	2,548.				2,548.
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					-1,580.
b					-1,306.
c					-585.
d					-2,134.
e					14,673,510.
f					1,372,259.
g					2,548.
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		16,042,712.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	{ }		3		N/A

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANGEL CITY ARTS 520 BAUGHMAN AVE CLAREMONT, CA 91711	NONE		CHARITABLE	20,000.
ARTS FOR LA 1149 S. HILL ST. STE. H100 LOS ANGELES, CA 90015	NONE		CHARITABLE	10,000.
ARTWORXLA 1140 N. CITRUS AVE. LOS ANGELES, CA 90038	NONE		CHARITABLE	30,000.
BOYS AND GIRLS CLUB OF SAN GABRIEL VALLEY 328 S. RAMONA AVE MONTEREY PARK, CA 91754	NONE		CHARITABLE	5,000.
BUGLES ACROSS AMERICA 1824 S. CUYLER AVE BERWYN, IL 60402	NONE		CHARITABLE	2,500.
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 COLORADO BLVD. PASADENA, CA 91101	NONE		CHARITABLE	15,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA #400 LOS ANGELES, CA 90012	NONE		CHARITABLE	10,000.
CALIFORNIA DANCE INSTITUTE 3131 OLYMPIC BLVD. 202 SANTA MONICA, CA 90404	NONE		CHARITABLE	25,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE		CHARITABLE	630,001.
CALIFORNIA JAZZ FOUNDATION 14156 MAGNOLIA BLVD SHERMAN OAKS, CA 91423	NONE		CHARITABLE	60,000.
Total from continuation sheets				15,334,041

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA STATE SUMMER SCHOOL FOR THE ARTS PO BOX 1077 SACRAMENTO, CA 95812	NONE		CHARITABLE	380,800.
CALIFORNIA STATE UNIVERSITY NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE, CA 91330	NONE		CHARITABLE	80,000.
CASA 0101 2102 E. FIRST ST LOS ANGELES, CA 90033	NONE		CHARITABLE	25,000.
CASA LA 201 CENTRE PLAZA #1100 MONTEREY PARK, CA 91754	NONE		CHARITABLE	1,000.
CHRYSTALIS 1853 LINCOLN BLVD SANTA MONICA, CA 90404	NONE		CHARITABLE	100,000.
COMMUNITY ARTS PARTNERSHIP 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE		CHARITABLE	100,000.
COMMUNITY PARTNERS FBO 1000 N. ALAMEDA STS. 240 LOS ANGELES, CA 90012	NONE		CHARITABLE	50,000.
CONCERN FOUNDATION 1026 S. ROBERTSON BLVD. LOS ANGELES, CA 90035	NONE		CHARITABLE	12,000.
CONTRA TIEMPO 4058 TILDEN AVE CULVER CITY, CA 90232	NONE		CHARITABLE	15,000.
DREAM A WORLD EDUCATION, INC. 256 ROBERTSON BLVD. BEVERLY HILLS, CA 90211	NONE		CHARITABLE	25,000.
<i>Total from continuation sheets</i>				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GETTY FOUNDATION 1200 GETTY CENTER DR LOS ANGELES, CA 90049	NONE		CHARITABLE	25,000.
GOOD PEOPLE FUND 384 WYOMING AVE. MILLBURN, CA 07041	NONE		CHARITABLE	200,000.
GRANTMAKERS IN THE ARTS 4055 21ST AVE. W. SEATTLE, WA 98119	NONE		CHARITABLE	10,000.
HOMEBOY INDUSTRIES 130 W. BRUNO ST. LOS ANGELES, CA 90012	NONE		CHARITABLE	75,000.
INSIGHT GARDEN PROGRAM 2081 CENTER ST BERKELEY, CA 94704	NONE		CHARITABLE	6,000.
JAZZ AT LINCOLN CENTER 3 COLUMBUS CIR, 12 NEW YORK, NY 10019	NONE		CHARITABLE	100,000.
JAZZ EDUCATION NETWORK 45 WHISPER DR. WORCESTER, MA 01609	NONE		CHARITABLE	15,000.
JERUSALEM FOUNDATION 420 LEXINGTON AVE #1645 NEW YORK, NY 10170	NONE		CHARITABLE	25,000.
KJAZZ 1500 COTNER AVE. LOS ANGELES, CA 90025	NONE		CHARITABLE	25,000.
L.A. GOAL 4911 OVERLAND AVE. CULVER CITY, CA 90230	NONE		CHARITABLE	2,500.
Total from continuation sheets				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEADERCOMM GLOBAL COMMUNITY 1615 DUKE ST. <u>ALEXANDRIA, VA 22314</u>	NONE		CHARITABLE	75,000.
LOS ANGELES CITY COLLEGE 855 N. VERNON AVE. <u>LOS ANGELES, CA 90029</u>	NONE		CHARITABLE	10,105,000.
LOS ANGELES COUNTY ARTS 1055 WILSHIRE BLVD., STE. 800 <u>LOS ANGELES, CA 90017</u>	NONE		CHARITABLE	100,000.
LOS ANGELES JAZZ SOCIETY 5903 NOBLE AVE. <u>VAN NUYS, CA 91411</u>	NONE		CHARITABLE	30,000.
LOS ANGELES MUSIC AND ART SCHOOL 3630 E 3RD ST <u>LOS ANGELES, CA 90063</u>	NONE		CHARITABLE	2,500.
LOS ANGELES PHILHARMONIC 151 S. GRAND AVE. <u>LOS ANGELES, CA 90012</u>	NONE		CHARITABLE	25,000.
MADISON PROJECT FOUNDATION 1900 PICO BLVD. <u>SANTA MONICA, CA 90405</u>	NONE		CHARITABLE	35,000.
MODEST NEEDS FOUNDATION 115 E. 30TH ST. <u>NEW YORK, NY 10016</u>	NONE		CHARITABLE	75,940.
ORANGE COUNTY SHERIFFS ADVISORY COUNCIL 1901 BAYSIDE DR <u>CORONA DEL MAR, CA 92625</u>	NONE		CHARITABLE	2,500.
PASADENA ARTS COUNCIL 65 SOUTH GRAND AVE. <u>PASADENA, CA 91105</u>	NONE		CHARITABLE	20,000.
<u>Total from continuation sheets</u>				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEN CENTER WEST USA P.O. BOX 6037 <u>BEVERLY HILLS, CA 90212</u>	NONE		CHARITABLE	25,000.
PLANTING JUSTICE 3443 SAN PABLO AVE <u>OAKLAND, CA 94608</u>	NONE		CHARITABLE	10,000.
PLAZA DE LA RAZA 3540 N. MISSION RD. <u>LOS ANGELES, CA 90031</u>	NONE		CHARITABLE	25,000.
PS ARTS 1728 ABBOT KINNEY BLVD. <u>VENICE, CA 90291</u>	NONE		CHARITABLE	230,000.
REDCAT 24700 MCBEAN PARKWAY <u>VALENCIA, CA 91355</u>	NONE		CHARITABLE	25,000.
REDISCOVER 12958 W. WASHINGTON BLVD. <u>LOS ANGELES, CA 90066</u>	NONE		CHARITABLE	25,000.
RYMAN ARTS 1933 S BROADWAY <u>LOS ANGELES, CA 90007</u>	NONE		CHARITABLE	15,000.
SKIRBALL CULTURAL CENTER 2701 N. SEPULVEDA BLVD. <u>LOS ANGELES, CA 90049</u>	NONE		CHARITABLE	30,000.
SOL-LA MUSIC ACADEMY 1812 STANFORD ST. <u>SANTA MONICA, CA 90404</u>	NONE		CHARITABLE	25,000.
SOUND AWARENESS INITIATIVE 1017 4TH ST <u>SANTA MONICA, CA 90403</u>	NONE		CHARITABLE	10,000.
<u>Total from continuation sheets</u>				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N. ALAMEDA STS. 240 LOS ANGELES, CA 90012	NONE		CHARITABLE	8,300.
SOUTHERN POVERTY LAW 400 WASHINGTON AVE. MONTGOMERY, AL 36104	NONE		CHARITABLE	25,000.
SYMPHONIC JAZZ ORCHESTRA P.O. BOX 1421 CULVER CITY, CA 90232	NONE		CHARITABLE	15,000.
THE ACTORS' GANG 9070 VENICE BLVD. CULVER CITY, CA 90232	NONE		CHARITABLE	15,000.
THE ART OF ELYSIUM 3278 WILSHIRE BLVD LOS ANGELES, CA 90010	NONE		CHARITABLE	4,000.
THE ASCAP FOUNDATION ONE LINCOLN PLAZA NEW YORK, NY 10023	NONE		CHARITABLE	30,000.
THE CENTER ON PHILANTHROPY AND PUBLIC POLICY RALPH AND GOLDY LEWIS HALL 210 LOS ANGELES, CA 90089	NONE		CHARITABLE	10,000.
THE GABRIELLA AXELRAD EDUCATION FOUNDATION 639 S. COMMONWEALTH AVE. LOS ANGELES, CA 90005	NONE		CHARITABLE	25,000.
THE GRAMMY MUSEUM FOUNDATION 800 W. OLYMPIC BLVD. LOS ANGELES, CA 90015	NONE		CHARITABLE	25,000.
THE HARLEM SCHOOL OF THE ARTS 645 ST. NICHOLAS AVE NEW YORK, NY 90030	NONE		CHARITABLE	400,000.
Total from continuation sheets				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HARMONY PROJECT 817 VINE ST. LOS ANGELES, CA 90038	NONE		CHARITABLE	150,000.
THE INTERNATIONAL TRUMPET GUILD P.O. BOX 2688 DAVENPORT, IA 52809	NONE		CHARITABLE	21,500.
THE JAZZ BAKERY 1836 BENEDICT CYN DR. BEVERLY HILLS, CA 90210	NONE		CHARITABLE	52,000.
THE KENNEDY CENTER FBO TURNAROUND ARTS (PCAH) 2700 F ST NW WASHINGTON, DC 20566	NONE		CHARITABLE	100,000.
THE LIBRARY FOUNDATION 630 W. 5TH ST. LOS ANGELES, CA 90071	NONE		CHARITABLE	15,000.
THE MR. HOLLAND'S OPUS 4370 TUJUNGA AVE #330 STUDIO CITY, CA 91604	NONE		CHARITABLE	5,000.
THE PAINTED TURTLE 17000 ELIZABETH LAKE RD LAKE HUGHES, CA 93532	NONE		CHARITABLE	50,000.
THE SOLDIERS PROJECT 4605 LANKERSHIM BLVD NORTH HOLLYWOOD, CA 91602	NONE		CHARITABLE	50,000.
THE WOODEN FLOOR 1810 N. MAIN ST SANTA ANA, CA 92706	NONE		CHARITABLE	5,000.
THE WORLD STAGE P.O. BOX 8694 LOS ANGELES, CA 90008	NONE		CHARITABLE	10,000.
Total from continuation sheets				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THELONIOUS MONK INSTITUTE 5225 WISCONSIN AVE. NW WASHINGTON, DC 20015	NONE		CHARITABLE	200,000.
TURNAROUND ARTS CALIFORNIA 12541 BEATRICE ST LOS ANGELES, CA 90066	NONE		CHARITABLE	100,000.
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	NONE		CHARITABLE	25,000.
UNIVERSITY OF CALIFORNIA LA FOUNDATION 1147 MURPHY HALL LOS ANGELES, CA 90095	NONE		CHARITABLE	875,000.
UNIVERSITY OF OREGON 1720 E. 13TH AVE, #410 EUGENE, OR 97403	NONE		CHARITABLE	5,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 1149 S. HILL ST. STE. H100 LOS ANGELES, CA 90015	NONE		CHARITABLE	10,000.
UNUSUAL SUSPECTS THEATRE 3719 VERDUGO RD LOS ANGELES, CA 90065	NONE		CHARITABLE	32,500.
VENICE ARTS 1702 LINCOLN BLVD. VENICE, CA 90291	NONE		CHARITABLE	30,000.
VISION TO LEARN 11611 SAN VICENTE BL LOS ANGELES, CA 90049	NONE		CHARITABLE	15,000.
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVE. LOS ANGELES, CA 90034	NONE		CHARITABLE	5,000.
Total from continuation sheets				

THE HERB ALPERT FOUNDATION

95-4191227

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

623831
04-01-16

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

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2016

Name of the organization

THE HERB ALPERT FOUNDATION

Employer identification number

95-4191227

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Name of organization

THE HERB ALPERT FOUNDATION

Employer identification number

95-4191227**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERB & LANI ALPERT 1414 6TH STREET SANTA MONICA, CA 90401	\$ 60,447.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>

Name of organization

THE HERB ALPERT FOUNDATION

Employer identification number

95-4191227

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
	(e) Transfer of gift		
	(e) Transfer of gift		
	(e) Transfer of gift		
	(e) Transfer of gift		

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	* Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation	
23	COMPUTER EQUIPMENT	10/13/03	2000DB	5.00	MQ17	1,754.			877.	877.			0.	877.	
24	OFFICE EQUIPMENT	11/03/04	2000DB	5.00	MQ17	2,583.				2,583.	2,583.			0.	2,583.
25	OFFICE EQUIPMENT	11/15/04	2000DB	5.00	MQ17	2,834.				2,834.	2,834.			0.	2,834.
26	OFFICE EQUIPMENT	03/03/06	2000DB	5.00	MQ17	1,211.				1,211.	1,211.			0.	1,211.
28	OFFICE EQUIPMENT	05/31/13	2000DB	5.00	HY17	2,112.				1,056.	1,056.			122.	874.
39	MAC COMPUTER	07/07/15	2000DB	5.00	HY17	2,285.				1,143.	1,142.			365.	593.
* TOTAL 990-PF PG 1 DEPR						12,779.				3,076.	9,703.	8,485.		487.	8,972.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DEPT OF THE TREASURY	55.	55.	
NORTHERN TRUST	88.	88.	
WELLS FARGO	259.	259.	
TOTAL TO PART I, LINE 3	402.	402.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	394,001.	0.	394,001.	394,001.	
OCM PRINC OPP FD IV	22,602.	0.	22,602.	22,602.	
OCM PRINC OPP FD IV AIF	2.	0.	2.	2.	
OCM PRINC OPP FD VII	746.	0.	746.	746.	
OCM PRINC OPP FD VII AIF	733.	0.	733.	733.	
TO PART I, LINE 4	418,084.	0.	418,084.	418,084.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OCM PRINC OPP FD IV	470.	470.	
OCM PRINC OPP FD IV AIF	38.	38.	
OCM PRINC OPP FD VII	65.	65.	
TOTAL TO FORM 990-PF, PART I, LINE 11	573.	573.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	14,508.	0.		0.
TO FM 990-PF, PG 1, LN 16A	14,508.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,985.	9,993.		0.
TO FORM 990-PF, PG 1, LN 16B	19,985.	9,993.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	33,444.	0.		0.
BUILDING - PROPERTY TAX	12,091.	0.		0.
STATE TAXES	160.	0.		0.
FEDERAL TAXES, NET OF STATE REFUND	83,890.	0.		0.
TAX AND LICENSES	58.	0.		0.
TO FORM 990-PF, PG 1, LN 18	129,643.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	3,103.	0.		0.
DUES AND SUBSCRIPTIONS	4,101.	0.		0.
HOSPITALITY	551.	0.		0.
PUBLIC RELATIONS	67,844.	0.		0.
EQUIPMENT REPAIRS	2,772.	0.		0.
FREIGHT / MESSENGER	306.	0.		0.
INSURANCE	11,987.	0.		0.
INVESTMENT FEES	65,026.	65,026.		0.
OFFICE EXPENSE	5,195.	0.		0.
TELEPHONE	1,151.	0.		0.
CONSULTING - CAL ARTS AAIA	90,000.	0.		0.
PAYROLL PROCESSING	2,723.	0.		0.
TRAVEL	9,335.	0.		0.
EMPLOYEE BENEFITS	87,537.	0.		0.
POSTAGE	110.	0.		0.
EDUCATION/SEMINARS	1,624.	0.		0.
WEBSITE DESIGN & MAINTENANCE	489.	0.		0.
OCM PRINC OPP FD IV OTHER				
DEDUCTIONS	3,522.	3,522.		0.
OCM PRINC OPP FD IV AIF				
OTHER DEDUCTIONS	858.	858.		0.
OCM PRINC OPP FD VII -				
INTEREST EXPENSE	25.	25.		0.
OCM PRINC OPP FD VII OTHER				
DEDUCTIONS	3,159.	3,159.		0.
OCM PRINC OPP FD VII AIF -				
PORTFOLIO DEDUCTIONS	394.	394.		0.
BUILDING - REPAIRS &				
MAINTENANCE	21,838.	0.		0.
BUILDING - SECURITY	579.	0.		0.
BUILDING - UTILITIES	5,284.	0.		0.
BUILDING - OVERHEAD COSTS	11,508.	0.		0.
BUILDING - SUPPLIES	517.	0.		0.
BUILDING - INSURANCE	8,630.	0.		0.
TO FORM 990-PF, PG 1, LN 23	410,168.	72,984.		0.

STATEMENT(S) 7

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FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	856,867.	20,756,323.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	856,867.	20,756,323.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	1,493.	1,831.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,493.	1,831.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	160,376.	437,861.
INVESTMENT-OCM PRINCIP OPPORT FD IV AIF	FMV	3,345.	24,788.
INVESTMENT-OCM PRINCIP OPPORT FD VII	FMV	149,180.	90,774.
INVESTMENT-OCM PRINCIP OPPORT FD VII AIF	FMV	40,060.	29,022.
INVESTMENT- BEACH POINT TOTAL RETURN FD	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		352,961.	582,445.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,754.	1,754.	0.
OFFICE EQUIPMENT	2,583.	2,583.	0.
OFFICE EQUIPMENT	2,834.	2,834.	0.
OFFICE EQUIPMENT	1,211.	1,211.	0.
OFFICE EQUIPMENT	2,112.	1,930.	182.
MAC COMPUTER	2,285.	1,736.	549.
TOTAL TO FM 990-PF, PART II, LN 14	12,779.	12,048.	731.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	12
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NAME OF CONTRIBUTOR	ADDRESS
HERB AND LANI ALPERT	1414 SIXTH STREET SANTA MONICA, CA 90401

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
HERB ALPERT 1414 SIXTH ST SANTA MONICA, CA 90401	CHAIRMAN 0.00	0.	0.
LANI HALL ALPERT 1414 SIXTH ST SANTA MONICA, CA 90401	VICE CHAIR. 0.00	0.	0.
RONA SEBASTIAN 1414 SIXTH ST SANTA MONICA, CA 90401	PRESIDENT 40.00	495,000.	0.
PAUL FRIMMER 10100 SANTA MONICA BLVD., STE. 2200 LOS ANGELES, CA 90067	CFO 0.00	0.	0.
IAN WIENER 1800 AVENUE OF THE STARS, #900 LOS ANGELES, CA 90067	SECRETARY 0.00	0.	0.
DAVID ALPERT 1414 SIXTH ST SANTA MONICA, CA 90401	ASSISTANT SECRETARY 0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		495,000.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

HERB ALPERT
LANI HALL ALPERT