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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
CARL W JOHNSON FOUNDATION

A Employer identification number
95-4438839

Number and street (or P O box number if mail is not delivered to street address)
5900 WILSHIRE BOULEVARD SUITE 2300

Room/suite

B Telephone number (see instructions)
(323) 634-2400

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90036

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 5,354,016

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,738	5,738		
	4	Dividends and interest from securities	156,071	140,476		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	51,031			
	b	Gross sales price for all assets on line 6a 1,846,600				
	7	Capital gain net income (from Part IV, line 2)		51,031		
	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)	7,042	7,042		
	12	**Total.** Add lines 1 through 11	219,882	204,287		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	73,426	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	85	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	55,915	52,819		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,426	52,819		0
	25	Contributions, gifts, grants paid	233,000			233,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	362,426	52,819		233,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-142,544			
	b	**Net investment income** (if negative, enter -0-)		151,468		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	38,087	28,494	28,494
2	Savings and temporary cash investments	49,360	229,842	229,842
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,233,653	3,924,610	5,014,322
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	78,618	71,935	81,357
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1	1	1
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,399,719	4,254,882	5,354,016
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	4,399,719	4,254,882	
30	**Total net assets or fund balances** (see instructions)	4,399,719	4,254,882	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,399,719	4,254,882	

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	4,399,719
2	Enter amount from Part I, line 27a	2	-142,544
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,257,175
5	Decreases not included in line 2 (itemize) ▶	5	2,293
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,254,882

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	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	51,031
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	

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 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	282,677	5,685,303	0 049721
2014	279,500	5,942,140	0 047037
2013	292,138	5,747,765	0 050826
2012	277,138	5,443,446	0 050912
2011	257,500	5,652,564	0 045555

2	**Total** of line 1, column (d)	2	0 244051
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 048810
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,263,597
5	Multiply line 4 by line 3	5	256,916
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,515
7	Add lines 5 and 6	7	258,431
8	Enter qualifying distributions from Part XII, line 4	8	233,000

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	3,029
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	0
3	Add lines 1 and 2	3	3,029
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	3,029
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 5,954		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,954
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	2,925
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 2,925 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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).	11		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JESS S MORGAN & COMPANY INC Telephone no ▶(323) 634-2400

Located at ▶5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES CA ZIP+4 ▶90036

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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		
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____				
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 ▶ 20____ , 20____ , 20____ , 20____				
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		No
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		No

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?. . . . *If "Yes" to 6b, file Form 8870*	**6b**		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?	**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	Title, and average hours per week **(b)** 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 Additional Data Table				

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	Title, and average hours per week **(b)** 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
NONE		
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	
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	
2	
All other program-related investments See instructions 3	
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	5,090,782
b	Average of monthly cash balances.			1b	163,167
c	Fair market value of all other assets (see instructions).			1c	89,804
d	**Total** (add lines 1a, b, and c).			1d	5,343,753
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	5,343,753
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	80,156
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	5,263,597
6	**Minimum investment return.** Enter 5% of line 5.			6	263,180

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	263,180
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,029		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	3,029
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	260,151
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	260,151
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	260,151

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	233,000
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	233,000
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	233,000

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					260,151
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.	1,597				
d From 2014.					
e From 2015.	4,058				
f **Total** of lines 3a through e.		5,655			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 233,000					
a Applied to 2015, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2016 distributable amount.					233,000
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))*		5,655			5,655
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					21,496
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 (see instructions) . . .		0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .					
e Excess from 2016. . . .					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

SUSAN J OLLWEILER EXEC DIR CARL W J
5900 WILSHIRE BOULEVARD SUITE 2300
LOS ANGELES, CA 90036
(323) 634-2400

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

APPLICATIONS SHOULD BE IN WRITING AND MUST INCLDE A DESCRIPTION OF THE CHARITABLE PURPOSE ADDITIONALLY, PLEASE INCLUDE THE MOST RECENT FORM 990/ 990PF, BUDGET, 501(C)(3) LETTER AND LIST OF MAJOR CONTRIBUTORS

c Any submission deadlines

AUGUST 1ST OF EACH YEAR

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

THE FOUNDATION CONCENTRATES ITS SUPPORT IN THE AREAS OF EDUCATION, HEALTH CARE AND AIDING INDIVIDUALS WITH DEVELOPMENTAL NEEDS THE FOUNDATION DIRECTS THE MAJORITY OF ITS SUPPORT TO ORGANIZATIONS IN SOUTHERN CALIFORNIA

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* See Additional Data Table				
Total . . . . ▶ **3a**				233,000
b *Approved for future payment*				
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	GENERAL	25,000
CALIFORNIA STATE UNIVERSITY LONG BEACH 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	NONE	PUBLIC CHARITY	GENERAL	150,000
UNIVERSITY OF CALIFORNIA AT BERKELEY SCHOOL OF ENGINEERING 2080 ADDISON STREET BERKELEY, CA 94720	NONE	PUBLIC CHARITY	GENERAL	139,764
Total . . . . ▶ **3b**				314,764

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			14	5,738	
4 Dividends and interest from securities. . . .			14	156,071	
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	51,031	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a POWERSHARES DB US DOLLAR INDEX		7,042			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		7,042		212,840	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 219,882

(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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

******	2017-05-12	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
TIMOTHY D BODNER				P00396713
Firm's name ▶ JESS S MORGAN & COMPANY INC				Firm's EIN ▶95-2483169
Firm's address ▶ 5900 WILSHIRE BLVD SUITE 2300 LOS ANGELES, CA 90036				Phone no (323) 634-2400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,930 SHS SPDR S&P HOMEBUILDERS	P	2015-06-30	2016-01-06
1,850 SHS ISHARES BROKER DEALER INDEX	P	2013-07-18	2016-01-13
1,700 SHS ORACLE CORPORATION	P	2009-03-02	2016-01-13
1,300 SHS VANGUARD MSCI EUROPE	P	2015-03-02	2016-01-15
686 SHS VANGUARD MSCI EUROP	P	2015-03-12	2016-01-15
400 SHS BERKSHIRE HATHAWAY CL B	P	2010-06-09	2016-02-03
100 SHS BERKSHIRE HATHAWAY CL B	P	2011-09-08	2016-02-03
7,820 235 SHS LAZARD US SMALL CAP GROWTH	P	2015-11-02	2016-02-08
3,956 476 SHS LAZARD US SMALL CAP GROWTH	P	2016-01-15	2016-02-08
470 SHS BOEING CO	P	2010-12-20	2016-02-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
63,869		70,819	-6,950
66,648		59,912	6,736
58,005		26,157	31,848
59,127		72,658	-13,531
31,201		36,692	-5,491
49,670		29,106	20,564
12,417		7,025	5,392
72,317		86,600	-14,283
36,587		37,300	-713
50,843		29,694	21,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-6,950
			6,736
			31,848
			-13,531
			-5,491
			20,564
			5,392
			-14,283
			-713
			21,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
333 SHS SPDR KBW REGIONAL BANK	P	2015-06-30	2016-03-16
950 SHS SPDR S&P FINANCIAL ETF	P	2012-04-02	2016-03-16
600 SHS JARDEN CORP	P	2015-07-29	2016-03-23
1,000 SHS MARKET VECTOR OIL SVS ETF	P	1961-01-11	2016-03-23
1,267 SHS SPDR KBW REGIONAL BANK	P	2015-06-30	2016-04-07
300 SHS SPDR KWB REGIONAL BANK	P	2016-02-03	2016-04-07
740 SHS UNDER ARMOUR INC CLASS C	P	2016-04-07	2016-04-13
693 SHS JARDEN CORP	P	2015-07-29	2016-04-18
647 SHS JARDEN CORP	P	2015-11-17	2016-04-18
0 041 SHS NEWELL BRANDS INC	P	2015-07-29	2016-04-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,517		14,721	-2,204
21,196		15,144	6,052
34,675		32,960	1,715
26,346		30,594	-4,248
45,727		56,012	-10,285
10,827		10,653	174
31,121		31,931	-810
14,553		11,587	2,966
13,587		4,723	8,864
2		2	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-2,204
			6,052
			1,715
			-4,248
			-10,285
			174
			-810
			2,966
			8,864
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
0 039 SHS NEWELL BRANDS INC	P	2015-11-17	2016-04-18
1,000 SHS POWERSHARES EMG MKTS SOV DEBT	P	2012-10-12	2016-04-26
1,000 SHS POWERSHARES EMG MKTS SOV DEBT	P	2013-04-29	2016-04-26
1,000 SHS POWERSHARES EMG MKTS SOV DEBT	P	2015-07-06	2016-04-26
740 SHS UNDER ARMOUR INC CLASS C	P	2016-04-13	2016-05-04
740 SHS UNDER ARMOUR INC CLASS C	P	2016-04-07	2016-05-04
200 SHS ABBVIE INC	P	2013-06-12	2016-05-17
310 SHS ABBIVE INC	P	2010-02-01	2016-05-17
CLASS ACTION SETTLEMENTS	P	2016-05-26	2016-05-26
722 SHS PACWEST BANCORP	P	2016-03-11	2016-06-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2		2	0
28,407		31,285	-2,878
28,407		30,883	-2,476
28,407		27,867	540
29,532		31,605	-2,073
29,532		31,583	-2,051
12,015		8,586	3,429
18,623		8,662	9,961
35			35
30,866		35,576	-4,710

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			0
			-2,878
			-2,476
			540
			-2,073
			-2,051
			3,429
			9,961
			35
			-4,710

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,180 SHS SPDR S&P FINANCIAL ETF	P	2016-05-18	2016-06-03
150 SHS SPDR S&P FINANCIAL ETF	P	2012-04-02	2016-06-03
690 SHS ABBIVE INC	P	2010-02-01	2016-06-24
2,272 SHS CHARLES SCHWAB CORP	P	2015-09-02	2016-06-24
1,452 SHS ISHARES TR MSCI EAFE	P	2010-07-08	2016-06-27
225 SHS JOHNSON & JOHNSON	P	2002-07-11	2016-07-11
580 SHS MYLAN NV	P	2015-03-03	2016-08-24
425 SHS MYLAN NV	P	2016-11-25	2016-08-24
0 481 SHS SPDR REAL ESTATE SECTOR	P	2016-09-23	2016-09-23
250 SHS ISHARES BARCLAYS INT CRDT BD	P	2014-04-01	2016-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,659		27,418	241
3,516		2,391	1,125
41,157		19,281	21,876
60,165		66,322	-6,157
76,048		72,164	3,884
27,673		11,196	16,477
21,864		29,313	-7,449
18,292		21,785	-3,493
16		16	0
27,825		27,184	641

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			241
			1,125
			21,876
			-6,157
			3,884
			16,477
			-7,449
			-3,493
			0
			641

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
28 SHS ADVANSIX INC	P	2014-01-28	2016-10-05
0 88 SHS ADVANSIX INC	P	2014-01-28	2016-10-06
750 SHS MYLAN NV	P	2015-09-11	2016-10-07
100 SHS MYLAN NV	P	2016-02-12	2016-10-07
1,000 SHS ISHARES PREFERRED STOCK	P	2015-01-09	2016-10-18
40 SHS ALLERGAN PLC	P	2015-12-16	2016-11-02
240 SHS ALLERGAN PLC	P	2015-08-21	2016-11-02
140 SHS ALLERGAN PLC	P	2016-04-06	2016-11-02
410 SHS SPDR REAL ESTATE SECTOR	P	2016-09-22	2016-11-02
0 50 SHS ISHARES MSCI JAPAN	P	2015-08-25	2016-11-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
391		356	35
12		11	1
26,861		36,072	-9,211
3,581		4,130	-549
39,193		39,614	-421
7,917		12,381	-4,464
47,502		72,340	-24,838
27,710		34,181	-6,471
12,269		13,345	-1,076
25		24	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			35
			1
			-9,211
			-549
			-421
			-4,464
			-24,838
			-6,471
			-1,076
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 SHS BANK OF AMERICA CORP	P	2014-09-10	2016-12-08
2,500 SHS ISHARES US PREFERRED STOCK	P	2015-06-25	2016-12-08
2,500 SHS ISHARES US PREFERRED STOCK	P	2014-10-03	2016-12-08
500 SHS MARKET VECTORS OIL SVC ETF	P	2015-11-16	2016-12-08
367 SHS BANK OF AMERICA CORP	P	2014-09-10	2016-12-09
70 SHS FEDEX CORP	P	2015-09-29	2016-12-09
75 SHS UNITED HEALTHCARE	P	2014-10-15	2016-12-09
300 SHS MARKET VECTORS OIL SVC ETF	P	2015-11-16	2016-12-09
2,755 VALEANT PHARMACEUTICALS INTL	P	2016-09-14	2016-12-14
500 SHS BANK OF AMERICA CORP	P	2014-09-10	2016-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,494		8,161	3,333
93,357		98,209	-4,852
93,357		98,180	-4,823
16,989		15,297	1,692
8,415		5,990	2,425
13,725		9,872	3,853
11,856		6,102	5,754
10,376		9,178	1,198
38,578		76,025	-37,447
11,309		8,161	3,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			3,333
			-4,852
			-4,823
			1,692
			2,425
			3,853
			5,754
			1,198
			-37,447
			3,148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
125 SHS DIREXION SMALL CAP 3X BULL	P	2016-06-28	2016-12-21
100 SHS FACEBOOK INC	P	2015-09-15	2016-12-21
500 SHS GENERAL ELECTRIC	P	2013-03-05	2016-12-21
75 SHS HONEYWELL INTERNATIONAL INC	P	2014-01-28	2016-12-21
150 SHS INTUIT INC	P	2015-09-01	2016-12-21
75 SHS ISHARES PHLX SEMIS ETF	P	2016-02-12	2016-12-21
138 SHS ISHARES RUSSELL 3000 ETF	P	2009-02-10	2016-12-21
50 SHS ISHARES US INDUSTRL ETF	P	2011-07-19	2016-12-21
100 SHS MKS INSTRUMENTS INC	P	2016-10-18	2016-12-21
100 SHS SPDR S&P INSURANCE ETF	P	2014-10-01	2016-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,260		6,991	6,269
11,901		9,314	2,587
16,024		11,816	4,208
8,773		6,740	2,033
17,658		12,613	5,045
9,329		5,813	3,516
18,670		6,724	11,946
6,103		3,449	2,654
6,034		4,922	1,112
8,373		6,234	2,139

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			6,269
			2,587
			4,208
			2,033
			5,045
			3,516
			11,946
			2,654
			1,112
			2,139

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 SHS SOUTHWEST AIRLINES	P	2016-01-20	2016-12-21
25 SHS UNITED HEALTHCARE	P	2014-10-15	2016-12-21
300 SHS MARKET VECTORS OIL SVC ETF	P	2015-11-16	2016-12-21
100 SHS VISA INC	P	2014-04-07	2016-12-21
MORGAN INVESTORS VIII K-1	P		
MORGAN INVESTORS X K-1	P		
POWERSHARES K-1	P		
MORGAN INVESTORS V LOSS DISALLOWED	P		
MORGAN INVESTORS VIII LOSS DISALLOWED	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,106		7,637	2,469
4,020		2,034	1,986
10,169		9,178	991
7,817		5,101	2,716
		1	-1
		1,964	-1,964
1,745			1,745
34			34
30			30
361			361

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,469
			1,986
			991
			2,716
			-1
			-1,964
			1,745
			34
			30
			361

Form 990PF Part VIII Line 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
WALLACE D FRANSON 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	PRESIDENT 0 00	0	0	0
DAVID D WATTS 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	SECRETARY 0 00	0	0	0
TIM BODNER 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	TREASURER 0 00	0	0	0
KATHLEEN NELSON 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	DIRECTOR 0 00	0	0	0
CHRISTOPHER D MONTAN 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	DIRECTOR 0 00	0	0	0
GENE TORNCELLO 5900 WILSHIRE BOULEVARD SUITE 2300 LOS ANGELES, CA 90036	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 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*				
BOYS & GIRLS CLUB OF BURBANK 2244 N BUENA VISTA STREET BURBANK, CA 91504	NONE	PUBLIC CHARITY	GENERAL	6,000
CALIFORNIA STATE UNIVERSITY LONG BEACH 6300 E STATE UNIVERSITY DRIVE SUITE 332 LONG BEACH, CA 90815	NONE	PUBLIC CHARITY	GENERAL	50,000
CANINE COMPANIONS FOR INDEPENDENCE 2965 DUTTON AVE SANTA ROSA, CA 95407	NONE	PUBLIC CHARITY	GENERAL	10,000
CHILDRENS HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD 29 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL	25,000
CHRYSALIS 522 S MAIN STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	GENERAL	5,000
FRIENDS OF THE OBSERVATORY 2800 EAST OBSERVATORY ROAD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL	15,000
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	GENERAL	10,000
LOS ANGELES HABILITATION HOUSE 2041 SAN GABRIEL AVE LONG BEACH, CA 90810	NONE	PUBLIC CHARITY	GENERAL	10,000
NEW DIRECTIONS 5276 HOLLISTER AVENUE 207 SANTA BARBARA, CA 93111	NONE	PUBLIC CHARITY	GENERAL	29,000
SEAL BEACH SWIM CLUB PO BOX 605 SEAL BEACH, CA 90740	NONE	PUBLIC CHARITY	GENERAL	5,000
TAKING THE REINS 3919 RIGALI AVE LOS ANGELES, CA 90039	NONE	PUBLIC CHARITY	GENERAL	5,000
THE ACHIEVABLE FOUNDATION 5901 GREEN VALLEY CIRCLE SUITE 320 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	GENERAL	5,000
THE PAINTED TURTLE 1300 4TH STREET SUITE 300 SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	GENERAL	20,000
UNIVERSITY OF CALIFORNIA AT BERKELEY SCHOOL OF ENGINEERING 2080 ADDISON STREET BERKELEY, CA 94720	NONE	PUBLIC CHARITY	GENERAL	36,000
WLACC - CAMP EMERALD BAY 16525 SHERMAN WAY STE C8 VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	GENERAL	2,000
Total . . . . ▶ **3a**				233,000

TY 2016 Accounting Fees Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS MANAGEMENT FEES	73,426	0		0

TY 2016 Investments Corporate Stock Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,924,610	5,014,322

TY 2016 Investments - Other Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN INVESTORS IV PARTNERSHIP	FMV	4,270	2,495
MORGAN INVESTORS X PARTNERSHIP	FMV	67,665	63,557
MORGAN INVESTORS V PARTNERSHIP	FMV	0	2,557
MORGAN INVESTORS VIII PARTNERSHIP	FMV	0	12,748

TY 2016 Other Assets Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FINE ARTS AND MEMORABILIA	1	1	1

TY 2016 Other Decreases Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Description	Amount
RETURN ON CAPITAL ADJUSTMENTS	2,293

TY 2016 Other Expenses Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	52,064	52,064		0
OFFICE SUPPLIES & MISCELLANEOUS	280	0		0
TRAVEL	816	0		0
INSURANCE	1,250	0		0
DUES	750	0		0
MORGAN INVESTORS V - BANK AND CUSTODIAL FEES	30	30		0
MORGAN INVESTORS V - 2% PORTFOLIO DEDUCTIONS FROM SCHEDULE OF ACTIVITIES	3	3		0
MORGAN INVESTORS V - OFFICE SUPPLIES & MISC	3	3		0
MORGAN INVESTORS VIII - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	3	3		0
MORGAN INVESTORS VIII - BANK AND CUSTODIAL FEES	24	24		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN INVESTORS VIII - OFFICE SUPPLIES & MISC	2	2		0
MORGAN INVESTORS X - 2% PORTFOLIO DEDUCTIONS FROM PASSTHRU ENTITIES	21	21		0
MORGAN INVESTORS X - BANK AND CUSTODIAL FEES	45	45		0
MORGAN INVESTORS X - OFFICE SUPPLIES & MISC	2	2		0
POWERSHARES DB US DOLLAR INDEX - 2% PORTFOLIO DEDUCTIONS	459	459		0
MORGAN INVESTORS VIII - LIQUIDATING TRUST	2	2		0
MORGAN INVESTORS X - ORDINARY BUSINESS LOSS	160	160		0
POWERSHARES DB US DOLLAR INDEX - INVESTMENT INTEREST EXPENSE	1	1		0

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TY 2016 Other Income Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
POWERSHARES DB US DOLLAR INDEX	7,042	0	7,042

TY 2016 Taxes Schedule

Name: CARL W JOHNSON FOUNDATION

EIN: 95-4438839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	85	0		0