

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

Name of foundation Colburn Foundation		A Employer identification number 95-4693145	
% LAYNE PINKERNELL			
Number and street (or P O box number if mail is not delivered to street address) 6311 ROMAINE STREET Suite 7138	Room/suite	B Telephone number (see instructions) (323) 464-4640	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90038		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) \$ 149,940,082	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)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	2,482,447	3,024,826	0	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,047,215			
	b Gross sales price for all assets on line 6a 61,122,107				
	7 Capital gain net income (from Part IV, line 2) . . .		1,830,023		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	16	1,457,772	0	
	12 Total. Add lines 1 through 11	7,529,678	6,312,621	0	
	13 Compensation of officers, directors, trustees, etc	131,769			131,769
	14 Other employee salaries and wages	40,871			40,871
	15 Pension plans, employee benefits	12,512			12,512
	16a Legal fees (attach schedule)	11,952	0	0	11,952
	b Accounting fees (attach schedule)	48,645	0	0	48,645
	c Other professional fees (attach schedule)	1,158,223	243,370	0	276
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	265,560	11,169	0	10,598
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	338			338
	22 Printing and publications	464			464
	23 Other expenses (attach schedule)	38,142	825,972	0	38,142
	24 Total operating and administrative expenses. Add lines 13 through 23	1,708,476	1,080,511	0	295,567
	25 Contributions, gifts, grants paid	2,584,246			6,656,451
	26 Total expenses and disbursements. Add lines 24 and 25	4,292,722	1,080,511	0	6,952,018
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,236,956			
	b Net investment income (if negative, enter -0-)		5,232,110		
c Adjusted net income (if negative, enter -0-)				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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	108,145	4,466	4,466
	2 Savings and temporary cash investments			
	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)			
	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)	145,626,101	149,758,495	149,758,495
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	103,974	177,121	177,121	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	145,838,220	149,940,082	149,940,082	
Liabilities	17 Accounts payable and accrued expenses	2,543	165	
	18 Grants payable	29,952,023	25,880,519	
	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 ▶ _____)	322,311	400,420	
	23 Total liabilities (add lines 17 through 22)	30,276,877	26,281,104	
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	115,561,343	123,658,978	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	115,561,343	123,658,978		
31 Total liabilities and net assets/fund balances (see instructions) .	145,838,220	149,940,082		

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	115,561,343
2 Enter amount from Part I, line 27a	2	3,236,956
3 Other increases not included in line 2 (itemize) ▶ _____	3	4,860,679
4 Add lines 1, 2, and 3	4	123,658,978
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	123,658,978

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			(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	
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	1,830,023
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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	7,436,002	149,165,901	0 049851
2014	6,542,714	150,548,267	0 043459
2013	6,814,120	138,760,732	0 049107
2012	6,563,852	127,540,370	0 051465
2011	6,940,842	129,596,374	0 053557

2 Total of line 1, column (d)	2	0 247439
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 049488
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	142,059,253
5 Multiply line 4 by line 3	5	7,030,228
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,321
7 Add lines 5 and 6	7	7,082,549
8 Enter qualifying distributions from Part XII, line 4 ,	8	6,952,018

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	104,642
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	104,642
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	104,642
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	308,584
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	308,584
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	203,942
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 203,942 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address www.colburnfoundation.org	13	Yes	
14	The books are in care of LAYNE PINKERNELL Telephone no (323) 464-4640			

Located at **6311 ROMAINE STREET SUITE 7138 LOS ANGELES CA** ZIP+4 **90038**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶	16	Yes	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)		Yes	No
(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
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)? ☐ Yes ☒ No 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> 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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i> 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	5b	6b	No
7b	7b	No	No

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	Expense account, (e) 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	Expense account, (e) other allowances
FELIX RACELIS	0	39,867	1,595	
6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	18 0			

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANGELES INVESTMENT ADVISORS LLC	INVESTMENT	243,370
429 SANTA MONICA BLVD SUITE 650		
SANTA MONICA, CA 90401		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	144,123,429
b	Average of monthly cash balances.	1b	99,163
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	144,222,592
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	144,222,592
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,163,339
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	142,059,253
6	Minimum investment return. Enter 5% of line 5.	6	7,102,963

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	7,102,963
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	104,642
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	104,642
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	6,998,321
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	6,998,321
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	6,998,321

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	6,952,018
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	6,952,018
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,952,018

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				6,998,321
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			4,105,470	
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>6,952,018</u>				
a Applied to 2015, but not more than line 2a			4,105,470	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				2,846,548
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			0
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				4,151,773
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

◀ | ▶

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
FELIX RACELIS
6311 ROMAINE STREET SUITE 7138
LOS ANGELES, CA 90038
(323) 464-4640

b The form in which applications should be submitted and information and materials they should include
PLEASE NOTE THAT WE STRONGLY URGE ALL GRANT SEEKERS TO CONTACT US AT 323-464-4640 BEFORE SUBMITTING A LETTER OF INTENT OR AN APPLICATION. AFTER A CONVERSATION, WE MAY ENCOURAGE YOU TO SUBMIT A LETTER OF INTENT. IF WE ARE UNFAMILIAR WITH YOUR ORGANIZATION OR PROGRAM, WE WILL LIKELY WANT TO MEET WITH YOU AND/ OR OBSERVE YOUR PROGRAM BEFORE ENCOURAGING YOU TO TAKE FURTHER STEPS. MOST OF OUR GRANTS ARE IN THE FORM OF GENERAL OPERATING SUPPORT. WE HAVE AN ONLINE APPLICATION PROCESS AND WILL WALK YOU THROUGH THAT IF AND WHEN YOU ARE READY TO SUBMIT AN APPLICATION. THE APPLICATION REQUIRES THE FOLLOWING -MISSION AND HISTORY OF YOUR ORGANIZATION -A COPY OF PROOF OF 501(C)(3) STATUS -MOST RECENT TWO AUDITED FINANCIAL STATEMENTS (OR 990'S IN THE CASE THAT YOU ARE NOT AUDITED), IF THIS INFORMATION IS MORE THAN A YEAR OLD, PLEASE ALSO SUBMIT AN INTERNAL FINANCIAL STATEMENT FOR YOUR MOST RECENTLY COMPLETED FISCAL YEAR -CURRENT YEAR BUDGET, IF YOU ARE APPLYING FOR FUNDING FOR A FUTURE YEAR'S ACTIVI

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
GRANTS ARE GENERALLY AWARDED TO ORGANIZATIONS IN THE SOUTHERN CALIFORNIA AREA. THE PURPOSE OF THE GRANT MUST BE FOR FURTHERING THE STUDY, TEACHING, AND PERFORMANCE OF CLASSICAL MUSIC AND DANCE.

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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				6,656,451
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				27,919,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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

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

Print/Type preparer's name Rosemarie Brown	Preparer's Signature	Date 2017-11-14	Check if self-employed ▶ ☐	PTIN P01278077
Firm's name ▶ Grant Thornton LLP				Firm's EIN ▶
Firm's address ▶ 515 S Flower Street 7th Floor Los Angeles, CA 90071				Phone no (213) 627-1717

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ADAGE CAPITAL PARTNERS, L P			
CHARLESBANK EQUITY FUND VIII			
GSO ENERGY SELECT OPPORTUNITIE			
HARVEST MLP INCOME FUND LLC			
KAYNE ANDERSON ENERGY FUND VI			
PATHWAY PRIVATE EQUITY 2007			
WELLINGTON TRUST COMPANY, NA			
CLEARLAKE CAPITAL PARTNERS IV			
ADAGE CAPITAL PARTNERS, L P			
BAIN CAPITAL XI, L 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)
54,216			54,216
189			189
42,772			42,772
		59,025	-59,025
		425	-425
		4,613	-4,613
		172,532	-172,532
		35,893	-35,893
478,656			478,656
355,628			355,628

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	
			54,216
			189
			42,772
			-59,025
			-425
			-4,613
			-172,532
			-35,893
			478,656
			355,628

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DUNE REAL ESTATE FUND III LP			
HARVEST MLP INCOME FUND LLC			
KAYNE ANDERSON ENERGY FUND IV			
KAYNE ANDERSON ENERGY FUND VI			
LONE STAR FUND IX (U S), L P			
LONE STAR FUND VIII (U S),LP			
LONE STAR REAL ESTATE II LP			
LONE STAR REAL ESTATE III LP			
LONE STAR REAL ESTATE IV LP			
OCH-ZIFF REAL ESTATE PARALLEL			

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)
3,831			3,831
		244,201	-244,201
		143,378	-143,378
		25,311	-25,311
269,589			269,589
87,700			87,700
		32,738	-32,738
122,470			122,470
34,977			34,977
69,533			69,533

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	
			3,831
			-244,201
			-143,378
			-25,311
			269,589
			87,700
			-32,738
			122,470
			34,977
			69,533

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
PATHWAY PRIVATE EQUITY 2007			
VISTA EQUITY PARTNERS V, LP			
CONTRARIAN DISTRESSED FUND			
WELLINGTON TRUST COMPANY NA			
PUBLICLY TRADED COMPANIES			

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)
348,352			348,352
100,162			100,162
156,631			156,631
64,631			64,631
358,802			358,802

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			(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	
			348,352
			100,162
			156,631
			64,631
			358,802

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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	Expense account, (e) other allowances
LAYNE PINKERNELL	TREASURER/SECRETARY	101,769	11,571	0
6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	24 0			
GAIL EICHENTHAL	DIRECTOR	6,000	0	0
6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	1 0			
ROBERT ATTIYEH	DIRECTOR	24,000	0	0
6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	1 0			
CAROL COLBURN GRIGOR	CHAIRMAN & PRESIDENT	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			
RICHARD W COLBURN	DIRECTOR	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			
DAVID COLBURN	DIRECTOR	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			
JOHN KNUCKOLS	DIRECTOR	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			
ALLISON SAMPSON	DIRECTOR	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			
EDMUND EDELMAN THRU SEPT 12 2016	DIRECTOR	0	0	0
6311 ROMAINE STREET LOS ANGELES, CA 90038	1 0			

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Los Angeles Chamber of Orchestra 350 S FIGUEROA ST SUITE 183 Los Angeles, CA 90071	NONE	PC	Classical Arts	303,000
Los Angeles Master Chorale 135 N Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	210,000
USC Thornton School of Music PO BOX 77913 Los Angeles, CA 90007	NONE	PC	classical arts	177,500
California Institute of the Arts 24700 Mcbean Parkway Valencia, CA 91355	NONE	PC	Classical Arts	100,000
The Colburn School 200 S Grand Ave Los Angeles, CA 90012	NONE	PC	Classical Arts	3,394,500
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Heart of Los Angeles 2701 Wilshire Blvd suite 100 Los Angeles, CA 90057	NONE	PC	Classical Arts	28,000
The Somerset Foundation 329 SYCAMORE RD SANTA MONICA, CA 90402	NONE	PC	Classical Arts	5,000
American Youth Symphony 2365 WESTWOOD BLVD 23 Los Angeles, CA 90064	NONE	PC	Classical Arts	20,000
Idyllwild Arts Foundation PO BOX 38 IDYLLWILD, CA 92549	NONE	PC	Classical Arts	30,000
KUSC PO BOX 77913 LOS ANGELES, CA 90007	NONE	PC	Classical Arts	30,000
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Monday Evening Concerts 3710 s robertson blvd suite 200 CULVER CITY, CA 90232	NONE	PC	Classical Arts	15,000
Ojai Festivals Ltd PO BOX 185 OJAI, CA 93024	NONE	PC	Classical Arts	43,000
Philharmonic Society Of Orange County 2082 BUSINESS CENTER DRIVE STE 100 IRVINE, CA 92612	NONE	PC	Classical Arts	27,000
Jacaranda 1626 N BENTON WAY LOS ANGELES, CA 90026	NONE	PC	Classical Arts	10,000
LA's Best 200 N SPRING ST Los Angeles, CA 90012	NONE	PC	Classical Arts	6,500
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
The Music Guild 3637 MOTOR AVE SUITE 240 LOS ANGELES, CA 90034	NONE	PC	Classical Arts	5,000
Pasadena Conservatory of Music 100 N HILL AVE PASADENA, CA 91106	NONE	PC	classical Arts	15,000
Seegerstrom Center of the Arts 600 TOWN CENTER DR COSTA MESA, CA 92626	NONE	PC	Classical Arts	25,000
Young Concert Artists 250 WEST 57 ST SUITE 1222 NEW YORK, NY 10019	NONE	PC	Classical Arts	10,000
Los Angeles Music & Art School 3630 e 3rd st LOS ANGELES, CA 90063	NONE	PC	Classical Arts	25,000
Total ► 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Museum Associates (Sunday Live) 5905 WILSHIRE BLVD Los Angeles, CA 90063	NONE	PC	Classical Arts	15,000
Los Angeles Children's Chorus 585 E COLORADO BLVD Pasadena, CA 91101	NONE	PC	Classical Arts	15,000
Musica Angelica 1223 Wilshire Blvd 287 Santa Monica, CA 90403	NONE	PC	Classical Arts	155,000
CAP UCLA CO REGENTS OF THE UNIVERSITY OF CALIFOR 11000 KINROSS AVE SUITE 102 LOS ANGELES, CA 90095	NONE	PC	Classical Arts	85,000
Da Camera Society 10 Chester Place Los Angeles, CA 90007	NONE	PC	Classical Arts	25,000
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Calder Performing Arts 3270 descano dr los angeles, CA 90026	NONE	PC	Classical Arts	5,000
California State UNIVERSITY OF Northridge 18111 Nordhoff Street Northridge, CA 91330	NONE	PC	Classical Arts	55,000
Long Beach Opera 507 Pacific Ave Long Beach, CA 90802	NONE	PC	Classical Arts	15,000
Center Stage Strings PO BOX 1203 three rivers, CA 93271	NONE	PC	Classical arts	5,000
Los Angeles County Arts Commission 1055 Wilshire Blvd suite 800 Los Angeles, CA 90017	NONE	PC	Classical arts	10,000
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
New School University 55 WEST 13TH ST 7TH FLOOR New York, NY 10011	NONE	PC	Classical arts	12,000
PIANO SPHERES 149 SOUTH WINDSOR BLVD LOS ANGELES, CA 90004	NONE	PC	CLASSICAL ARTS	10,000
PASADENA ARTS COUNCIL 65 s grand avenue pasadena, CA 91105	NONE	PC	CLASSICAL ARTS	6,000
ELEMENTAL STRINGS 1831 stanford street suite 111 santa monica, CA 90404	NONE	PC	CLASSICAL ARTS	10,000
THE INDUSTRY PRODUCTION 846 1/2 sanborn avenue LOS ANGELES, CA 90029	NONE	PC	CLASSICAL ARTS	2,500
Total ► 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a Paid during the year				
NEIGHBORHOOD MUSIC SCHOOL 358 south boyle avenue LOS ANGELES, CA 90033	NONE	PC	CLASSICAL ARTS	10,000
RENAISSANCE ARTS ACADEMY 1800 colorado blvd eagle rock, CA 90041	none	PC	CLASSICAL ARTS	15,000
ETM-LA INC 847 n hollywood way suite 206 burbank, CA 91505	none	PC	CLASSICAL ARTS	10,000
ARTS HIGH FOUNDATION 1140 S HILL STREET SUITE H-100 LOS ANGELES, CA 90015	NONE	PC	CLASSICAL ARTS	10,000
BAROQUE MUSIC FESTIVAL PO BOX 838 CORONA DEL MAR, CA 926250838	NONE	PC	CLASSICAL ARTS	5,000
Total ► 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
GRAND PERFORMANCES 350 S GRAND AVE LOS ANGELES, CA 90071	NONE	EOF	CLASSICAL ARTS	8,500
MUSEUM ASSOCIATES 5905 WHILSHIRE BLVD LOS ANGELES, CA 90063	NONE	PC	CLASSICAL ARTS	10,000
NEW WEST SYMPHONY 2100 THOUSAND OAKS BLVD D THOUSAND OAKS, CA 91362	NONE	PC	CLASSICAL ARTS	10,000
PACIFIC CHORALE 3303 HARBOR BLVD SUITE E5 COSTA MESA, CA 92626	NONE	PC	CLASSICAL ARTS	10,000
PASADENA SYMPHONY 2 N LAKE AVE PASADENA, CA 91101	NONE	PC	CLASSICAL ARTS	40,000
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
PERFORMING ARTS CENTER OF LOS ANGELES 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	PC	CLASSICAL ARTS	5,000
SOUTH BAY CHAMBER PO BOX 2313 PALOS VERDES PENINSULA, CA 90274	NONE	PC	CLASSICAL ARTS	5,000
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 N SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE	PC	CLASSICAL ARTS	10,000
WILD UP PO BOX 292075 LOS ANGELES, CA 90029	NONE	PC	CLASSICAL ARTS	7,500
INNER CITY YOUTH ORCHESTRA OF LOS ANGELES 6820 SOUTH LA TIJERA BLVD SUITE 20 LOS ANGELES, CA 90045	NONE	PC	CLASSICAL ARTS	2,500
Total ► 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLADO 231 LOS ANGELES, CA 90042	NONE	PC	CLASSICAL ARTS	3,250
CHAPMAN UNIVERSITY 1 UNIVERSITY DR ORANGE, CA 92866	NONE	PC	CLASSICAL ARTS	5,000
OPERA BUFFS 200 S GRAND AVE LOS ANGELES, CA 90012	NONE	PC	CLASSICAL ARTS	5,000
THE STREET SYMPHONY PO BOX 555007 LOS ANGELES, CA 90055	NONE	PC	CLASSICAL ARTS	2,000
ARROWHEAD ARTS ASSOCIATION PO BOX 1925 LAKE ARROWHEAD, CA 92352	NONE	PC	CLASSICAL ARTS	500
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	PC	CLASSICAL ARTS	750,250
GUILD OPERA COMPANY PO BOX 4582 GLENDALE, CA 91222	NONE	PC	CLASSICAL ARTS	250
OPERA LEAGUE OF LOS ANGELES PO BOX 49-1057 LOS ANGELES, CA 90049	NONE	PC	CLASSICAL ARTS	5,000
LOS ANGELES PHILHARMONIC 111 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PC	CLASSICAL ARTS	750,000
MADISON PROJECT 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	PC	CLASSICAL ARTS	25,000
Total ▶ 3a				6,656,451

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
MARLBORO SCHOOL OF MUSIC 1528 WALNUT ST SUITE 301 PHILADELPHIA, PA 19102	NONE	PC	CLASSICAL ARTS	10,000
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA MONICA, CA 93108	NONE	PC	CLASSICAL ARTS	20,000
TAOS SCHOOL OF MUSIC PO BOX 2630 TAOS, NM 87571	NONE	PC	CLASSICAL ARTS	6,000
THE CHAMBER MUSIC SOCIETY OF LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 100236582	NONE	PC	CLASSICAL ARTS	10,000
CONTRIBUTION FROM CHARLESBANK PASS THRU K-1 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	NONE	PC	AVAILABLE UPON REQUEST	208
Total 				6,656,451
3a				

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONTRIBUTION FROM HARVEST MLP PASS THRU FROM K-1 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	NONE	PC	AVAILABLE UPON REQUEST	212
CONTRIBUTION FROM KAYNE IV PASS THRU FROM K-1 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	NONE	PC	AVAILABLE UPON REQUEST	5
CONTRIBUTION FROM KAYNE VI PASS THRU FROM K-1 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	NONE	PC	AVAILABLE UPON REQUEST	143
CONTRIBUTION FROM OCH-ZIFF II PASS THRU FROM K-1 6311 ROMAINE STREET SUITE 7138 LOS ANGELES, CA 90038	NONE	PC	AVAILABLE UPON REQUEST	133
Total ► 3a				6,656,451

TY 2016 Accounting Fees Schedule**Name:** Colburn Foundation**EIN:** 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT THORNTON LLP	48,645			48,645

TY 2016 All Other Program Related Investments Schedule

Name: Colburn Foundation
EIN: 95-4693145

Category	Amount
N/A	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Colburn Foundation

EIN: 95-4693145

TY 2016 Investments - Other Schedule

Name: Colburn Foundation

EIN: 95-4693145

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITIES	FMV	62,350,594	62,350,594
ADAGE CAPITAL PARTNERS, LP	FMV	10,712,020	10,712,020
HARVEST MLP INCOME FUND	FMV	5,464,431	5,464,431
WELLINGTON GLOBAL PERSPECTIVES	FMV	0	0
ANGELES ABSOLUTE RETURN FUND	FMV	22,005,411	22,005,411
ANGELES GLOBAL EQUITY OPPORTUN	FMV	17,947,597	17,947,597
BAIN CAPITAL FUND XI LP	FMV	1,667,478	1,667,478
BROOKFIELD CAPITAL PARTNERS IV	FMV	1,129,701	1,129,701
CHARLESBANK EQUITY FUND VIII	FMV	1,131,816	1,131,816
CLEARLAKE CAPITAL PARTNERS IV	FMV	1,970,708	1,970,708
CONTRARIAN DISTRESSED REAL EST	FMV	1,276,906	1,276,906
DOVER STREET VIII	FMV	3,492,214	3,492,214
DUNE REAL ESTATE FUND III	FMV	2,379,373	2,379,373
GSO ENERGY SELECT OPPORTUNITY	FMV	310,751	310,751
HIGHLAND CREDIT STRATEGIES	FMV	235,790	235,790
KAYNE ANDERSON ENERGY FUND IV	FMV	396,723	396,723
KAYNE ANDERSON ENERGY FUND VI	FMV	1,982,105	1,982,105
LONE STAR REAL ESTATE FUND II	FMV	443,537	443,537
LONE STAR REAL ESTATE FUND III	FMV	2,213,696	2,213,696
LONE STAR REAL ESTATE FUND IV	FMV	1,320,220	1,320,220
LONE STAR FUND VIII	FMV	1,829,047	1,829,047
LONE STAR FUND IX	FMV	2,195,446	2,195,446
OCH-ZIFF REAL ESTATE FUND II	FMV	1,028,414	1,028,414
OCH-ZIFF REAL ESTATE FUND III	FMV	1,080,296	1,080,296
ORBIMED ROYALTY OPPORTUNITIES	FMV	326,410	326,410
PATHWAY PRIVATE EQUITY FUND 20	FMV	3,662,192	3,662,192
VISTA EQUITY PARTNERS V	FMV	826,243	826,243
BAIN ASIA III	FMV	55,440	55,440
ANGELES PMF	FMV	323,936	323,936

TY 2016 Legal Fees Schedule**Name:** Colburn Foundation**EIN:** 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARILYN B O'TOOLE, ESQ	11,000			11,000
MUSICK, PEELER & GARRE	952			952

TY 2016 Other Assets Schedule

Name: Colburn Foundation

EIN: 95-4693145

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL EXCISE TAX RECEIVABLE	103,974	177,121	177,121

TY 2016 Other Expenses Schedule**Name:** Colburn Foundation**EIN:** 95-4693145**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL SERVICE FEES	1,901	0	0	1,901
INSURANCE EXPENSE	20,480	0	0	20,480
SUPPLIES EXPENSE	1,548	0	0	1,548
MEMBERSHIPS	4,000	0	0	4,000
TELEPHONE	2,171	0	0	2,171
POSTAGE SHIPPING EXPENSE	706	0	0	706
PARKING EXPENSE	14	0	0	14
OFFICE FURNITURE & EQUIPMENT	1,833	0	0	1,833
EQUIPMENT MAINTENANCE EXPENSE	4,890	0	0	4,890
BUSINESS MEALS	159	0	0	159

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES	260	0	0	260
OPERATING FEES	180	0	0	180
PASSTHRU PARTNERSHIP DEDUCTION	0	825,972	0	0

TY 2016 Other Income Schedule**Name:** Colburn Foundation**EIN:** 95-4693145**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM PARTNERSHIPS	0	1,457,772	0
MISCELLANEOUS INCOME	16	0	0

TY 2016 Other Increases Schedule

Name: Colburn Foundation
EIN: 95-4693145

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	4,860,679

TY 2016 Other Liabilities Schedule**Name:** Colburn Foundation**EIN:** 95-4693145

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	322,311	400,420

TY 2016 Other Professional Fees Schedule**Name:** Colburn Foundation**EIN:** 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	1,157,947	243,370	0	0
OTHER	276	0	0	276

TY 2016 Taxes Schedule**Name:** Colburn Foundation**EIN:** 95-4693145

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	10,598	0	0	10,598
FEDERAL EXCISE TAXES	131,508	0	0	0
DEFERRED EXCISE TAX EXPENSE	123,454	0	0	0
FOREIGN TAXES PAID	0	11,169	0	0