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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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2016

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation AS&F FOUNDATION		A Employer identification number 95-6030792
Number and street (or P O box number if mail is not delivered to street address) 625 FAIR OAKS AVENUE, STE 360		B Telephone number (see instructions) (626) 411-5188
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		
G Check all that apply		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 55,433,174.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	2,010,942.	2,010,942.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	170,633.			
	b Gross sales price for all assets on line 6a 4,454,807.				
	7 Capital gain net income (from Part IV, line 2)		680,840.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	6,695.	78,157.			
12 Total. Add lines 1 through 11	2,188,270.	2,769,939.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	2,081.			2,081.
	b Accounting fees (attach schedule) ATCH 4	24,391.	4,878.		17,073.
	c Other professional fees (attach schedule) . [5]	178,799.	28,799.		150,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	32,029.			160.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,373.			1,373.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	2,215.			2,215.
	24 Total operating and administrative expenses. Add lines 13 through 23.	240,888.	33,677.		172,902.
	25 Contributions, gifts, grants paid	5,663,282.			3,683,282.
26 Total expenses and disbursements Add lines 24 and 25	5,904,170.	33,677.	0.	3,856,184.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,715,900.				
b Net investment income (if negative, enter -0-)		2,736,262.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		15,738.	40,809.	40,809.
	2	Savings and temporary cash investments		87.		
	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) ATCH 8		31,411,927.	32,341,501.	32,341,501.
	c	Investments - corporate bonds (attach schedule) ATCH 9		15,628,734.	15,576,525.	15,576,525.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 10		8,012,413.	7,474,339.	7,474,339.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		55,068,899.	55,433,174.	55,433,174.	
Liabilities	17	Accounts payable and accrued expenses		24,066.	12,500.	
	18	Grants payable		5,800,553.	7,780,553.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 11)		90,551.	99,918.	
23	Total liabilities (add lines 17 through 22)		5,915,170.	7,892,971.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		49,153,729.	47,540,203.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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)		49,153,729.	47,540,203.		
31	Total liabilities and net assets/fund balances (see instructions)		55,068,899.	55,433,174.		

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	49,153,729.
2	Enter amount from Part I, line 27a	2	-3,715,900.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	2,102,374.
4	Add lines 1, 2, and 3	4	47,540,203.
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	47,540,203.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	680,840.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	8,116,784.	55,593,001.	0.146004
2014	3,500,074.	60,302,518.	0.058042
2013	2,981,505.	57,659,739.	0.051709
2012	3,264,460.	55,097,561.	0.059249
2011	1,432,380.	55,467,275.	0.025824

2	Total of line 1, column (d)	2	0.340828
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	0.068166
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	54,355,334.
5	Multiply line 4 by line 3.	5	3,705,186.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	27,363.
7	Add lines 5 and 6.	7	3,732,549.
8	Enter qualifying distributions from Part XII, line 4. 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	8	3,856,184.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 87,242.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and foundation status. Includes 'Yes' and 'No' columns.

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).	Yes	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).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> N/A	X	
14	The books are in care of <input type="checkbox"/> WHITTIER TRUST COMPANY Telephone no <input type="checkbox"/> 626-441-5188 Located at <input type="checkbox"/> 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA ZIP+4 <input type="checkbox"/> 91030		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <input type="checkbox"/>	Yes	No
			X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? <input type="checkbox"/>	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income...

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).

Table with 5 columns: (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. Row 1: ATCH 13, 0., 0., 0.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: NONE

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		150,000.
Total number of others receiving over \$50,000 for professional services		0.

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	49,743,143.
b	Average of monthly cash balances	1b	190,553.
c	Fair market value of all other assets (see instructions).	1c	5,249,384.
d	Total (add lines 1a, b, and c)	1d	55,183,080.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	55,183,080.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	827,746.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,355,334.
6	Minimum investment return. Enter 5% of line 5	6	2,717,767.

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	2,717,767.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	27,363.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,690,404.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	2,690,404.
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	2,690,404.

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	3,856,184.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,856,184.
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	27,363.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,828,821.

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				2,690,404.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only,				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014			51,951.	
e From 2015			5,480,968.	
f Total of lines 3a through e	5,532,919.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 3,856,184				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount,				2,690,404.
e Remaining amount distributed out of corpus.	1,165,780.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,698,699.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	6,698,699.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014			51,951.	
d Excess from 2015			5,480,968.	
e Excess from 2016			1,165,780.	

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include: 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; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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.

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient	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)				
<p>a Paid during the year</p> <p>ATCH 15</p>				
Total				3a 3,683,282.
<p>b Approved for future payment</p> <p>ATCH 16</p>				
Total				3b 7,805,000.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for all fields.

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... [X] Yes [] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: FOREST LAWN MEMORIAL PARK, 501(C) (13), COMMON OFFICER AND DIRECTORS.

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. Sign Here: Stephanie Wilkinson, 11/13/17, Exec. Dir. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only section containing: Preparer's name (STEPHANIE WILKINSON), Signature (Stephanie Wilkinson), Date (11/10/2017), PTIN (P01231617), Firm's name (HOLTHOUSE CARLIN & VAN TRIGT LLP), Firm's EIN (95-4345526), Firm's address (3011 TOWNSGATE ROAD, SUITE 400 WESTLAKE VILLAGE, CA 91361), Phone no (805-374-8555).

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P r o p e r t y D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					562.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					509,645.	
3,942,638.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 3,773,967.				P	VARIOUS	VARIOUS
							168,671.	
1,962.		GAIN ON SALE OF GEMS PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							1,962.	
TOTAL GAIN (LOSS)					<u>680,840.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST	2,010,942.	2,010,942.
TOTAL	<u>2,010,942.</u>	<u>2,010,942.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	6,145.	6,145.
NET INVESTMENT INC FROM STRATEGIC FD II		26,614.
NET INVESTMENT INC FROM STRATEGIC FD III		44,848.
FOREIGN TAX REFUND	550.	550.
TOTALS	<u>6,695.</u>	<u>78,157.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,081.			2,081.
TOTALS	<u>2,081.</u>			<u>2,081.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	14,022.	2,804.		9,815.
TAX PREPARATION FEES	10,369.	2,074.		7,258.
TOTALS	<u>24,391.</u>	<u>4,878.</u>		<u>17,073.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	28,799.	28,799.	
WTC ADMINISTRATIVE EXPENSE	150,000.		150,000.
TOTALS	<u>178,799.</u>	<u>28,799.</u>	<u>150,000.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	31,869.	
STATE FILING FEES	160.	160.
TOTALS	<u>32,029.</u>	<u>160.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE	2,215.	2,215.
TOTALS	<u>2,215.</u>	<u>2,215.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD PRIMECAP FUND ADMIRAL	5,244,232.	5,244,232.
VANGUARD WINDSOR FUND ADMIRAL	5,320,499.	5,320,499.
VANGUARD TOTAL STCK MKT INDEX	11,054,024.	11,054,024.
VANGUARD TOTAL INTL STOCK INDE	5,887,986.	5,887,986.
VANGUARD INTL GROWTH FUND ADMI	2,370,872.	2,370,872.
VANGUARD INTL VALUE FUND	2,463,888.	2,463,888.
TOTALS	<u>32,341,501.</u>	<u>32,341,501.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD TOTAL BOND MKT INDEX	6,290,729.	6,290,729.
VANGUARD TOTAL INT BOND INDEX	2,933,864.	2,933,864.
VANGUARD INTER-TERM INV GRADE	3,871,160.	3,871,160.
VANGUARD SHORT-TERM INV GRADE	2,480,772.	2,480,772.
TOTALS	<u>15,576,525.</u>	<u>15,576,525.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STRATEGIC PRIV. EQUITY FD III	2,220,976.	2,220,976.
STRATEGIC PRIV. EQUITY FD II	2,713,384.	2,713,384.
VANGUARD REIT INDEX FUND ADMIR	2,539,979.	2,539,979.
TOTALS	<u>7,474,339.</u>	<u>7,474,339.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	1,861.
DEFERRED EXCISE TAX PAYABLE	98,057.
TOTALS	<u>99,918.</u>

ATTACHMENT 12

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN FROM INVESTMENTS	2,102,374.
TOTAL	<u>2,102,374.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN F. LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT/CEO/DIRECTOR 1.00	0.	0.	0.
CAROL LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	V.P./SECRETARY/DIRECTOR 1.00	0.	0.	0.
SHARON LLEWELLYN CLARK, PH.D. 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
DARIN B. DRABING 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	ASSISTANT SECRETARY/DIRECTOR 1.00	0.	0.	0.
KEITH RENKEN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
PHILIP V. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	FORMER DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
KEN VIETZKE 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	CHIEF FINANCIAL OFFICER 1.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST COMPANY 625 FAIR OAKS AVE., STE. 360 SOUTH PASADENA, CA 91030	FIDUCIARY/PROFESSION	150,000.
	TOTAL COMPENSATION	<u>150,000.</u>

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

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

CONTRIBUTIONS - SEE STATEMENT ATTACHED

NONE
PC

SEE STATEMENT ATTACHED

3,683,282.

TOTAL CONTRIBUTIONS PAID

3,683,282

FORM 990RF - PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106	NONE PC	STROLL & ROLL MATCHING CHALLENGE GRANT AND 2016 FACILITIES UPGRADES AND IMPROVEMENTS	225,000.
LONG BEACH AREA COUNCIL, BOY SCOUTS OF AMERICA 401 EAST 37TH STREET LONG BEACH, CA 90807	NONE PC	NEW DINING HALL AT CAMP TAQUITZ	750,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005	NONE PC	BUILDING TOMORROW TOGETHER ENDORSEMENT CAMPAIGN	5,000,000
ANAHEIM FAMILY YMCA 240 SOUTH EUCLID STREET ANAHEIM, CA 92802	NONE PC	RESIDENT CAMP PROGRAM CAMPERSHIPS	20,000
BOY SCOUTS OF AMERICA VERDUGO HILLS COUNCIL 1325 GRANDVIEW AVE GLENDALE, CA 91201	NONE PC	KITCHEN AND DINING HALL RENOVATION AT CAMP VERDUGO OAKS	375,000
BOYS & GIRLS CLUB OF CYPRESS 10161 MOODY STREET CYPRESS, CA 90630	NONE PC	CAMPERSHIPS	20,000

FORM 990EF, PART VII - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOY SCOUTS OF AMERICA, WESTERN LOS ANGELES COUNTY 16525 SHERMAN WAY NO C-8 VAN HUY, CA 91406	NONE PC	CAMP WHITSETT DINING HALL, COMMISSARY AND KITCHEN RENOVATION	125,000
BOYS & GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BOULEVARD PASADENA, CA 91107	NONE PC	CAMPERSHIPS	20,000
BOYS & GIRLS CLUB OF POMONA VALLEY P O BOX 1149 POMONA, CA 91769	NONE PC	BOYS & GIRLS CLUB OF POMONA VALLEY SUMMER DAY CAMP	20,000
BOYS & GIRLS CLUB-WEST SAN GABRIEL VALLEY 328 SOUTH ROMONA AVENUE MONTEREY PARK, CA 91754	NONE PC	BOYS & GIRLS CLUB OF WEST SAN GABRIEL VALLEY SUMMER PROGRAM	40,000
BOYS & GIRLS CLUB OF LONG BEACH 3635 LONG BEACH BOULEVARD LONG BEACH, CA 90807	NONE PC	CAMPERSHIPS	25,000
YMCA OF BURBANK 321 EAST MAGNOLIA BOULEVARD BURBANK, CA 91502	NONE PC	CAMPERSHIPS	25,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREATER LOS ANGELES AREA COUNCIL, BOY SCOUTS OF AM 2333 SCOUT WAY LOS ANGELES, CA 90026	NONE PC	FOREST LAWN SCOUT RESEPVATION CAPITAL IMPROVEMENTS	900,000
BOYS & GIRLS CLUB OF LOS ANGELES 2635 PASADENA AVENUE LOS ANGELES, CA 90031	NONE PC	LOS ANGELES BOYS & GIRLS CLUB SUMMER CAMP 2016	25,000
SALESIAN BOYS & GIRLS CLUB OF LOS ANGELES 3218 WABASH AVENUE LOS ANGELES, CA 90063	NONE PC	CAMPERSHIPS	170,000
BOYS & GIRLS CLUB OF BURBANK AND GREATER EAST VALL 2244 NORTH BUENA VISTA STREET BURBANK, CA 91504	NONE PC	CAMPERSHIPS	35,000
YMCA OF POMONA VALLEY 1460 E HOLT, SUITE 196 POMONA, CA 91767	NONE PC	CAMPERSHIPS	30,000
TOTAL CONTRIBUTIONS APPROVED			<u>7,805,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME					
UNRELATED BUSINESS INCOME FROM PASS THRU ENTITY	900099	-31,636.	01	37,781.	
FOREIGN TAX REFUND			01	550.	
TOTALS		<u>-31,636.</u>		<u>38,331.</u>	