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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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OMB No 1545-0052
2016
Open to Public Inspection

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

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation NANCY E BARRY & LETITIA P REES FOUNDATION | | A Employer identification number 95-7026070 | |
| % WM HAROLD BORTHWICK | | | |
| Number and street (or P O box number if mail is not delivered to street address) 1056 AMALFI DR | Room/suite | B Telephone number (see instructions) (213) 621-0810 | |
| City or town, state or province, country, and ZIP or foreign postal code PACIFIC PALISADES, CA 902724028 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3,396,363 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small> | | (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 <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 138 | 138 | | |
| | 4 Dividends and interest from securities | 46,993 | 46,993 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 218,309 | | | |
| | b Gross sales price for all assets on line 6a | 241,000 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 218,309 | | |
| | 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) | | | | | |
| 12 Total. Add lines 1 through 11 | 265,440 | 265,440 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 1,900 | 1,900 | 0 | 0 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | 203 | 203 | | |
| | 18 Taxes (attach schedule) (see instructions) | 25,547 | 25,547 | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 4,620 | 4,620 | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 32,270 | 32,270 | 0 | 0 |
| | 25 Contributions, gifts, grants paid | 229,035 | | | 229,035 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 261,305 | 32,270 | 0 | 229,035 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 4,135 | | | | |
| b Net investment income (if negative, enter -0-) | | 233,170 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | 18,467 | 26,413 | 26,413 |
| | 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) | 3,160,995 | 3,032,967 | 3,369,950 |
| | 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) | | | |
| | 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) | 3,179,462 | 3,059,380 | 3,396,363 | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ _____) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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 | 3,179,462 | 3,059,380 | | |
| 30 Total net assets or fund balances (see instructions) | 3,179,462 | 3,059,380 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 3,179,462 | 3,059,380 | | |

| 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 | 3,179,462 |
| 2 Enter amount from Part I, line 27a | | 2 | 4,135 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | | 3 | 12,069 |
| 4 Add lines 1, 2, and 3 | | 4 | 3,195,666 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | | 5 | 136,286 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | | 6 | 3,059,380 |

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 480 SHS BERKSHIRE HATHAWAY INC CL B | | 1966-04-06 | 2016-01-25 |
| b 170 SHS BERKSHIRE HATHAWAY INC CL B | | 1966-04-06 | 2016-05-04 |
| c 500 SHS BERKSHIRE HATHAWAY INC CL B | | 1966-04-06 | 2016-06-15 |
| d 350 SHS BERKSHIRE HATHAWAY INC CL B | | 1966-04-06 | 2016-10-04 |
| e 200 SHS COSTCO WHOLESALE CORP | | 2014-03-18 | 2016-10-31 |

| (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 60,135 | | 5 | 60,130 |
| b 24,105 | | 2 | 24,103 |
| c 70,683 | | 5 | 70,678 |
| d 49,849 | | 4 | 49,845 |
| e 29,479 | | 22,675 | 6,804 |

| 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 | | | 60,130 |
| b | | | 24,103 |
| c | | | 70,678 |
| d | | | 49,845 |
| e | | | 6,804 |

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|---------|
| 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 | 218,309 |
| 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 | 205,789 | 2,029,313 | 0 101408 |
| 2014 | 389,035 | 1,904,416 | 0 20428 |
| 2013 | 242,035 | 2,679,659 | 0 090323 |
| 2012 | 95,650 | 594,172 | 0 16098 |
| 2011 | 123,500 | 344,075 | 0 358933 |

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| 2 Total of line 1, column (d) | 2 | 0 915924 |
| 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 183185 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 1,833,689 |
| 5 Multiply line 4 by line 3 | 5 | 335,904 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,332 |
| 7 Add lines 5 and 6 | 7 | 338,236 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 229,035 |

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 9,113.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. 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). 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 N/A 13 Yes
14 The books are in care of WM HAROLD BORTHWICK Telephone no (213) 621-6810

Located at 1056 AMALFI DR PACIFIC PALISADES CA ZIP+4 902724028

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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

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)
(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.
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?
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? 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)
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).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes 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 |
|---------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| WILLIAM H BORTHWICK 1056 AMALFI DR PACIFIC PALISADES, CA 902724028 | AS NEEDED 0 | 0 | 0 | 0 |
| MARIBETH A BORTHWICK 1056 AMALFI DR PACIFIC PALISADES, CA 902724028 | AS NEEDED 0 | 0 | 0 | 0 |

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

| (a) Name and address of each employee paid more than \$50,000 | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| | | | | |
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| | | | | |

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 |
|--------------------------------------------------------------------------------------------|---------------------|------------------|
| | | |
| | | |
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| | | |
| | | |
| | | |
| | | |
| 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 | |
| 2 | |
| 3 All other program-related investments. See instructions | |

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 | 1,833,586 |
| b | Average of monthly cash balances. | 1b | 28,027 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 1,861,613 |
| 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 | 1,861,613 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 27,924 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 1,833,689 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 91,684 |

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 | 91,684 |
| 2a | Tax on investment income for 2016 from Part VI, line 5. | 2a | 4,663 |
| b | Income tax for 2016 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 4,663 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 87,021 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 87,021 |
| 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 | 87,021 |

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 | 229,035 |
| 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 | 229,035 |
| 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 | 229,035 |

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 | | | | 87,021 |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only. | | | 0 | |
| b Total for prior years 2014, 2013, 2012 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | |
| a From 2011. | 107,316 | | | |
| b From 2012. | 66,824 | | | |
| c From 2013. | 113,502 | | | |
| d From 2014. | 337,377 | | | |
| e From 2015. | 118,097 | | | |
| f Total of lines 3a through e. | 743,116 | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>229,035</u> | | | | |
| a Applied to 2015, but not more than line 2a | | | 0 | |
| 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. | | | | 87,021 |
| e Remaining amount distributed out of corpus | 142,014 | | | |
| 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 | 885,130 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). | 107,316 | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | 777,814 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012. | 66,824 | | | |
| b Excess from 2013. | 113,502 | | | |
| c Excess from 2014. | 337,377 | | | |
| d Excess from 2015. | 118,097 | | | |
| e Excess from 2016. | 142,014 | | | |

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

a The name, address, and telephone number or email 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) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | ▶ 3a | 229,035 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | ▶ 3b | |

| 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> | | | | |
| LAS MADRINAS 4650 W SUNSET BLVD LOS ANGELES, CA 90027 | NONE | | CHARITABLE | 5,000 |
| MT VERNON LADIES ASSOCIATION 3200 MOUNT VERNON MEMORIAL HWY ALEXANDRIA, VA 22309 | NONE | | CHARITABLE | 15,000 |
| THE HUNTINGTON 1151 OXFORD ROAD SAN MARINO, CA 91108 | NONE | | CHARITABLE | 39,500 |
| GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BLVD LOS ANGELES, CA 90017 | NONE | | CHARITABLE | 11,000 |
| THE PARISH OF ST MATTHEW 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272 | NONE | | CHARITABLE | 10,500 |
| HARVARD-WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077 | NONE | | CHARITABLE | 5,000 |
| STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305 | NONE | | CHARITABLE | 10,000 |
| THE UCLA FOUNDATION 10920 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90024 | NONE | | CHARITABLE | 30,000 |
| THE PHI BETTA KAPPA SOCIETY 1606 NEW HAMPSHIRE AVENUE NW WASHINGTON, DC 20009 | NONE | | CHARITABLE | 35 |
| THE JOHN THOMAS DYE SCHOOL 11414 CHALON ROAD LOS ANGELES, CA 90049 | NONE | | CHARITABLE | 3,000 |
| THE LIBRARY FUND 2080 ADDISON STREET BERKELEY, CA 94720 | NONE | | CHARITABLE | 1,000 |
| MARLBOROUGH SCHOOL 250 SOUTH ROSSMORE AVENUE LOS ANGELES, CA 90004 | NONE | | CHARITABLE | 85,000 |
| STANFORD LAW SCHOOL 326 GALVEZ STREET STANFORD, CA 94305 | NONE | | CHARITABLE | 10,000 |
| ST MATHEWS MUSIC GUILD 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272 | NONE | | CHARITABLE | 2,000 |
| SIGMA NU EDUCATIONAL FOUNDATION PO BOX 1869 LEXINGTON, VA 24450 | NONE | | CHARITABLE | 250 |
| Total ▶ | | | | 229,035 |
| 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> | | | | |
| ALZHEIMERS GREATER LOS ANGELES 4221 WILSHIRE BLVD 400 LOS ANGELES, CA 90010 | NONE | | CHARITABLE | 500 |
| THE LEAGUE FOR CHILDREN 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007 | NONE | | CHARITABLE | 1,000 |
| KAPPA ALPHA THETA FDN 8740 FOUNDERS ROAD INDIANAPOLIS, IN 46268 | NONE | | CHARITABLE | 250 |
| Total ▶ 3a | | | | 229,035 |

TY 2016 Accounting Fees Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| ACCOUNTING FEES | 1,900 | 1,900 | | |

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

TY 2016 Depreciation Schedule

Name: NANCY E BARRY & LETITIA P REES FOUNDATION

EIN: 95-7026070

TY 2016 Investments Corporate Stock Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|-------------------------------|--------------------------------------|
| 1 SH BERKSHIRE HATHAWAY CLA | 0 | 0 |
| 23,200 SHS BANK OF AMERICA | 400,628 | 512,720 |
| 3,330 SHS COSTCO WHOLESALE CRP | 377,542 | 533,166 |
| 2 SHS BERKSHIRE HATHAWAY CLA | 455,034 | 488,242 |
| HIMALAYA CAPITAL INVESTORS, LP | 1,399,222 | 1,399,222 |
| 5,000 SHS KRAFT HEINZ CO | 400,541 | 436,600 |

TY 2016 Other Decreases Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070

| Description | Amount |
|-----------------------------------------|---------|
| BOOK/TAX BASIS DIFFERENCE-SALE OF STOCK | 132,207 |
| GAAP/TAX DIFFERENCE - HIMALAYA K-1 | 4,079 |

TY 2016 Other Expenses Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| BANK CHARGES | 116 | 116 | | |
| REGISTRY OF CHARITABLE TRUSTS | 75 | 75 | | |
| HIMALAYA CAPITAL INVESTORS, LP | 3,374 | 3,374 | | |
| HIMALAYA CAPITAL INVESTORS, LP | 1,055 | 1,055 | | |

TY 2016 Other Increases Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070

| Description | Amount |
|---------------------------------|---------------|
| KRAFT NONDIVIDEND DISTRIBUTIONS | 12,069 |

TY 2016 Taxes Schedule**Name:** NANCY E BARRY & LETITIA P REES FOUNDATION**EIN:** 95-7026070

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| FTB | 10 | 10 | | |
| IRS | 21,686 | 21,686 | | |
| FOREIGN TAX | 3,851 | 3,851 | | |