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

OMB No 1545-0052

2016**Open to Public Inspection**

For calendar year 2016 or tax year beginning

06/01, 2016, and ending

05/31, 2017

Name of foundation ROBERT R. SPRAGUE FOUNDATION		A Employer identification number 95-7052355
Number and street (or P O box number if mail is not delivered to street address) 1600 HUNTINGTON DRIVE		B Telephone number (see instructions) (310) 552-8557
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		C If exemption application is pending check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) ▶ \$ 17,115,310.		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 (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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	9.	9.		ATCH 1
4 Dividends and interest from securities	372,531.	372,531.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	55,964.			
6a Net gain or (loss) from sale of assets not on line 10		55,964.		
b Gross sales price for all assets on line 6a 161,690.				
7 Capital gain net income (from Part IV, line 2)				
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 3	-1,022.	-1,022.		
12 Total. Add lines 1 through 11	427,482.	427,482.		
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 4	405.	202.		203.
b Accounting fees (attach schedule) ATCH 5	13,000.	6,500.		6,500.
c Other professional fees (attach schedule) [6]	98,073.	49,037.		49,036.
17 Interest				
18 Taxes (attach schedule) (see instructions) [7]	2,771.	2,761.		10.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	13,886.	13,811.		75.
24 Total operating and administrative expenses. Add lines 13 through 23.	128,135.	72,311.		55,824.
25 Contributions, gifts, grants paid	665,000.			665,000.
26 Total expenses and disbursements Add lines 24 and 25	793,135.	72,311.	0.	720,824.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-365,653.			
b Net investment income (if negative, enter -0-)		355,171.		
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			
	2	Savings and temporary cash investments	740,768.	320,194.	320,194.
	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) [9]	878,054.	876,799.	879,495.
	b	Investments - corporate stock (attach schedule) STMT II, Sched. I	7,108,624.	7,108,472.	13,810,691.
	c	Investments - corporate bonds (attach schedule) ATCH 10	50,168.	50,144.	51,580.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 11	1,963,354.	2,019,706.	2,053,350.	
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)	10,740,968.	10,375,315.	17,115,310.	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,797,227.	8,797,227.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	1,943,741.	1,578,088.	
	30	Total net assets or fund balances (see instructions)	10,740,968.	10,375,315.	
	31	Total liabilities and net assets/fund balances (see instructions)	10,740,968.	10,375,315.	

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	10,740,968.
2	Enter amount from Part I, line 27a	2	-365,653.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,375,315.
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	10,375,315.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
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	55,964.	
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	315,085.	15,193,536.	0.020738
2014	103,945.	14,179,905.	0.007330
2013	1,187,149.	12,859,504.	0.092317
2012	402,088.	11,833,083.	0.033980
2011	104,720.	11,017,058.	0.009505
2 Total of line 1, column (d)			2 0.163870
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 0.032774
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 16,296,607.
5 Multiply line 4 by line 3.			5 534,105.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,552.
7 Add lines 5 and 6.			7 537,657.
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			8 720,824.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	3,552.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	3,552.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,552.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,797.
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	8,797.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	5,245.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 5,245. Refunded 11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		N/A
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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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	X
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	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X
14 The books are in care of ▶ JOEL SPRAGUE Telephone no ▶ 310-552-8557 Located at ▶ SAME AS MAILING ADDRESS ZIP+4 ▶		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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)? 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?	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 ▶		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4b	X

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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 ☐ **5b** N/A

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 **6b** X

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 **7b** X

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	(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
ATCH 12		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	(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
NONE				

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

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	15,714,626.
b	Average of monthly cash balances	1b	830,153.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	16,544,779.
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	16,544,779.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	248,172.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,296,607.
6	Minimum investment return. Enter 5% of line 5	6	814,830.

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	814,830.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,552.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,552.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	811,278.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	811,278.
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	811,278.

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	720,824.
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	720,824.
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	3,552.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	717,272.

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				811,278.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			697,048.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>720,824.</u>				
a Applied to 2015, but not more than line 2a			697,048.	
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.				23,776.
e Remaining amount distributed out of corpus.				
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				
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.				787,502.
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				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 13				
Total			3a	665,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	9.	
4 Dividends and interest from securities				14	372,531.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	55,964.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 14 _____					-1,022.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					427,482.	
13 Total. Add line 12, columns (b), (d), and (e)						427,482.

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

[illegible]

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER INT'L FUND A K-1	9.	9.
TOTAL	<u>9.</u>	<u>9.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WHITTIER TRUST, NOMINEE	334,386.	334,386.
WHITTIER TRUST - US GOVERNMENT OBLIG	5,413.	5,413.
WHITTIER TRUST - MUNICIPAL BONDS	11,729.	11,729.
WHITTIER TRUST - CORPORATE BONDS	1,400.	1,400.
WHITTIER INT'L FUND A - K-1 DIVIDENDS	19,603.	19,603.
TOTAL	<u>372,531.</u>	<u>372,531.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM WHITTIER INT'L FUND A	-1,022.	-1,022.
TOTALS	-1,022.	-1,022.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEE	405.	202.		203.
TOTALS	<u>405.</u>	<u>202.</u>		<u>203.</u>

ATTACHMENT 5FORM 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>
WHITTIER TRUST	13,000.	6,500.		6,500.
TOTALS	<u>13,000.</u>	<u>6,500.</u>		<u>6,500.</u>

ATTACHMENT 6

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 MANAGEMENT FEES	98,073.	49,037.	49,036.
TOTALS	<u>98,073.</u>	<u>49,037.</u>	<u>49,036.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STATE TAX - WHITTIER INT'L	13.	13.	
STATE TAX - WHITTIER TRUST	10.		10.
FOREIGN TAXES - WHITTIER INT'L	1,865.	1,865.	
FOREIGN TAXES - WHITTIER TRUST	883.	883.	
TOTALS	<u>2,771.</u>	<u>2,761.</u>	<u>10.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WHITTIER INT'L FND A K-1 ADMIN FILING FEE	13,811. 75.	13,811.	75.
TOTALS	13,886.	13,811.	75.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US TREASURY NTS (SEE SCH B-1)	623,608.	624,074.
US OBLIGATIONS TOTAL	<u>623,608.</u>	<u>624,074.</u>
STATE MUNICIPAL BONDS (SEE SCH B-1)	253,191.	255,421.
STATE OBLIGATIONS TOTAL	<u>253,191.</u>	<u>255,421.</u>
US AND STATE OBLIGATIONS TOTAL	<u>876,799.</u>	<u>879,495.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	50,144.	51,580.
TOTALS	<u>50,144.</u>	<u>51,580.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER INT'L FUND A	816,667.	817,491.
BOND & EQUITY FUNDS	977,249.	1,014,682.
MUTUAL FUND	225,790.	221,177.
(SEE SCH B-1)		
TOTALS	<u>2,019,706.</u>	<u>2,053,350.</u>

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98 (EIN- 95-7052355)
JOEL SPRAGUE, TRUSTEE



Whittier Trust
INVESTMENT & WEALTH MANAGEMENT

Date: MAY 31, 2017

Summary of Assets

	Percent of Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH	.00	0.00	0.00		
CASH EQUIVALENTS					
MISC CASH EQUIV-TAXABLE	1.87	320,193.98	320,193.98	2,035	0.64
TOTAL CASH EQUIVALENTS	1.87	320,193.98	320,193.98	2,035	0.64
FIXED INCOME SECURITIES					
U S TREASURY BONDS & NOTES		523,576.83	524,425.00	5,000	0.95
U S GOVT AGENCY OBLIGATIONS		100,031.46	99,649.00	1,150	1.15
MUNICIPAL BONDS&NOTES TAXABLE	1.49	253,190.71	255,420.50	10,940	4.28
CORPORATE BONDS & NOTES	30	50,143.24	51,579.50	1,425	2.76
MUTUAL FUND-TAXABLE BOND	1.29	225,789.77	221,177.33	9,642	4.36
FIXED INCOME TAXABLE	5.93	977,249.48	1,014,681.56	33,360	3.29
TOTAL FIXED INCOME SECURITIES	12.66	2,129,981.49	2,166,932.89	61,517	2.84
EQUITIES					
US LARGE CAP EQUITIES	58.38	5,087,224.52	9,992,275.03	221,524	2.22
US SMALL AND MID-CAP EQUITIES	14.95	1,001,116.40	2,559,131.64	40,159	1.57
NON-US EQUITIES	7.36	1,020,131.51	1,259,284.76	33,400	2.65
WTC PART-NON US EQUITY(DEV)	4.78	816,667.00	817,490.78	14,219	1.74
TOTAL EQUITIES	85.47	7,925,139.43	14,628,182.21	309,302	2.11
GRAND TOTAL	100.00	10,375,314.90	17,115,309.08	372,854	2.18

For the Account of:

ROBERT R. SPRAGUE FOUNDATION 6/3/98 (95-7052355)
JOEL SPRAGUE, TRUSTEE



Date: MAY 31, 2017

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		0.00	0.00		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
171,360 86	BLACKROCK TREAS INC	1 000	171,360 86	171,360 86	1,089	0 64
148,833 12	BLACKROCK TREAS	1 000	148,833 12	148,833 12	946	0 64
	TOTAL MISC CASH EQUIV-TAXABLE		320,193.98	320,193.98	2,035	0.64
	TOTAL CASH EQUIVALENTS		320,193.98	320,193.98	2,035	0.64
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
225,000	UNITED STATES TREAS NTS NOTE 1 000% 3/15/18	99 840	225,139 33	224,640 00	2,250	1 00
100,000	UNITED STATES TREAS NTS NOTE 1 375% 9/30/18	100 199	99,554 69	100,199 00	1,375	1 37
100,000	UNITED STATES TREAS NTS NOTE 0 625% 9/30/17	99 844	99,812 50	99,844 00	625	0 63
100,000	UNITED STATES TREAS NTS NOTE 0 750%12/31/17	99 742	99,070 31	99,742 00	750	0 75
	TOTAL U.S. TREASURY BONDS & NOTES		523,576.83	524,425.00	5,000	0.95
	U.S. GOVT AGENCY OBLIGATIONS					
100,000	FEDERAL HOME LOAN BANKS DEB 1 150% 1/28/19	99 649	100,031 46	99,649 00	1,150	1 15
	MUNICIPAL BONDS&NOTES TAXABLE					
100,000	HAMPTON ROADS SANTN DIST VA 4 505% DUE 11/1/17	101 286	100,198 31	101,286 00	4,505	4 45
100,000	NEW YORK NY CITY TRAN FIN 4 366% DUE 8/1/17	100 518	100,056 35	100,518 00	4,366	4 34
50,000	NEW YORK CITY NY TRANSITION 4 137% DUE 08/01/20	107 233	52,936 05	53,616 50	2,069	3 86
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		253,190.71	255,420.50	10,940	4.28

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98 (45-7052355)
JOEL SPRAGUE, TRUSTEE



Date: MAY 31, 2017

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CORPORATE BONDS & NOTES						
50,000	APPLE INC NOTE 2 850% 5/06/21	103 159	<u>50,143 24</u>	<u>51,579 50</u>	1,425	2 76
MUTUAL FUND-TAXABLE BOND						
21,963 985	ROWE T PRICE INSTL INCOME FD FLTG RATE FD	10 070	<u>225,789 77</u>	<u>221,177 33</u>	9,642	4 36
FIXED INCOME TAXABLE						
4,806	ISHARES LEHMAN AGGREGATE BONDS	109 760	520,196 48	527,506 56	12,544	2 38
1,000	ISHARES INVEST GRADE CORP BONDS	120 250	103,480 00	120,250 00	3,859	3 21
1,000	ISHARES TR HIGH YLD CORP	88 650	81,110 00	88,650 00	4,504	5 08
1,000	ISHARES GLOBAL INTERMEDIATE CREDIT INDEX	110 020	101,953 00	110,020 00	2,674	2 43
4,500	ETF HIGH YIELD BONDS	37 390	<u>170,510 00</u>	<u>168,255 00</u>	9,779	5 81
TOTAL FIXED INCOME TAXABLE			<u>977,249.48</u>	<u>1,014,681.56</u>	33,360	3.29
TOTAL FIXED INCOME SECURITIES			<u>2,129,981.49</u>	<u>2,166,932.89</u>	61,517	2.84
EQUITIES						
US LARGE CAP EQUITIES						
1,500	AT&T INC	38 530	46,438 00	57,795 00	2,940	5 09
1,500	ALTRIA GROUP INC	75 440	30,057 75	113,160 00	3,660	3 23
1,500	AMERICAN EXPRESS CO	76 940	74,967 00	115,410 00	1,920	1 66
1,500	AMGEN INC	155 240	48,627 83	232,860 00	6,900	2 96
2,000	BANK OF AMERICA CORPORATION	22 410	81,300 00	44,820 00	600	1 34
1,500	BOEING CO	187 630	97,402 52	281,445 00	8,520	3 03
1,500	CATERPILLAR INC DEL	105 430	104,280 40	158,145 00	4,620	2 92
1,500	CHEVRON CORP	103 480	70,315 00	155,220 00	6,480	4 17
1,500	CISCO SYS INC	31 530	39,616 06	47,295 00	1,740	3 68

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98 (45-7052355)
JOEL SPRAGUE, TRUSTEE



Date: **MAY 31, 2017**

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,500	COCA COLA CO	45 470	33,638 00	68,205 00	2,220	3 25
1,000	COLGATE PALMOLIVE CO	76 360	51,464 90	76,360 00	1,600	2 10
1,500	DISNEY WALT CO COM DISNEY	107 940	40,600 22	161,910 00	2,340	1 45
1,500	DU PONT E I DE NEMOURS & CO	78 920	63,874 00	118,380 00	2,280	1 93
1,000	DUKE ENERGY CORP NEW COM NEW	85 680	54,472 98	85,680 00	3,420	3 99
1,500	EXXON MOBIL CORP	80 500	64,942 18	120,750 00	4,620	3 83
500	FEDEX CORP	193 840	22,691 25	96,920 00	800	0 83
1,265	GENERAL ELECTRIC CO	27 380	38,771 74	34,635 70	1,214	3 51
1,500	GOLDMAN SACHS GROUP INC	211 260	239,815 01	316,890 00	4,500	1 42
1,500	HERSHEY CO	115 270	48,187 50	172,905 00	3,708	2 14
1,500	HOME DEPOT INC	153 510	54,198 00	230,265 00	5,340	2 32
2,000	HONEYWELL INTL INC	132 990	77,320 68	265,980 00	5,320	2 00
1,500	INTEL CORP	36 110	40,187 75	54,165 00	1,635	3 02
1,500	INTERNATIONAL BUSINESS MACHS	152 630	123,158 65	228,945 00	9,000	3 93
7,635	ISHARES S&P 500 INDEX	242 900	1,462,765 57	1,854,541 50	33,876	1 83
3,000	ISHARES RUSSELL 1000 GROWTH	119 340	151,366 00	358,020 00	4,404	1 23
1,500	J P MORGAN CHASE & CO	82 150	53,428 00	123,225 00	3,000	2 43
1,500	JOHNSON & JOHNSON	128 250	86,214 00	192,375 00	5,040	2 62
1,500	MCDONALDS CORP	150 890	66,228 50	226,335 00	5,640	2 49
1,500	MERCK & CO INC	65 110	53,388 54	97,665 00	2,280	2 33
1,500	MICROSOFT CORP	69 840	37,380 81	104,760 00	2,340	2 23
400	NIKE INC CL B	52 990	14,749 78	21,196 00	288	1 36
1,500	PEPSICO INC	116 870	58,886 25	175,305 00	4,830	2 76
1,500	PFIZER INC	32 650	25,761 50	48,975 00	1,920	3 92
1,500	PHILIP MORRIS INTL INC	119 800	68,492 25	179,700 00	6,240	3 47

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98 (95-7052355)
JOEL SPRAGUE, TRUSTEE



Date: MAY 31, 2017

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
1,387	PROCTER & GAMBLE CO	88 090	75,851 54	122,180 83	3,825	3 13
5,935	SPDR TR S&P 500	241 440	663,145 39	1,432,946 40	26,844	1 87
5,000	STARBUCKS CORP	63 610	21,262 00	318,050 00	5,000	1 57
1,400	TARGET CORP	55 150	46,117 75	77,210 00	3,360	4 35
1,500	3M CO	204 470	115,145 00	306,705 00	7,050	2 30
1,500	TRAVELERS COMPANIES, INC	124 850	87,911 50	187,275 00	4,320	2 31
1,500	UNITED TECHNOLOGIES CORP	121 280	52,281 00	181,920 00	3,960	2 18
200	UNITEDHEALTH GROUP INC	175 180	14,422 00	35,036 00	500	1 43
1,265	VERIZON COMMUNICATIONS	46 640	43,074 75	58,999 60	2,922	4 95
4,800	VISA INC COM CL A	95 230	231,776 52	457,104 00	3,168	0 69
1,500	WAL MART STORES INC	78 600	84,704 08	117,900 00	3,060	2 60
1,500	WELLS FARGO & CO NEW	51 140	26,544 37	76,710 00	2,280	2 97
TOTAL US LARGE CAP EQUITIES			5,087,224.52	9,992,275.03	221,524	2.22
US SMALL AND MID-CAP EQUITIES						
80	ADVANSIX INC	28 770	414 32	2,301 60	0	0 00
441	COTY INC COM CL A	18 940	6,317 92	8,352 54	221	2 64
6,550	ISHARES S&P MIDCAP 400 INDEX	171 830	387,216 50	1,125,486 50	17,325	1 54
5,500	ISHARES RUSSELL 2000 VALUE	114 970	293,136 50	632,335 00	11,506	1 82
5,800	ISHARES RUSSELL 2000 INDEX	136 320	314,031 16	790,656 00	11,107	1 40
TOTAL US SMALL AND MID-CAP EQUITIES			1,001,116.40	2,559,131.64	40,159	1.57
NON-US EQUITIES						
11,500	ISHARES MSCI EAFE INDEX FUND	66 060	579,726 05	759,690 00	20,367	2 68
1,000	ROYAL DUTCH SHELL PLC SPONS ADR A	54 410	46,892 50	54,410 00	3,196	5 87
2,000	SPDR MSCI ACWI X U S	35 910	63,940 00	71,820 00	1,542	2 15
1,500	UNILEVER N V N Y SHS NEW	56 780	48,655 05	85,170 00	1,829	2 15

For the Account of:
ROBERT R. SPRAGUE FOUNDATION 6/3/98 (95-7052355)
JOEL SPRAGUE, TRUSTEE



Date: MAY 31, 2017

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
7,074	VANGUARD EMERGING MARKET EQUITY ETF	40 740	<u>280,917.91</u>	<u>288,194.76</u>	6,466	2.24
	TOTAL NON-US EQUITIES		<u><u>1,020,131.51</u></u>	<u><u>1,259,284.76</u></u>	33,400	2.65
	WTC PART-NON US EQUITY(DEV)					
322,424 6305	WHITTIER INTERNATIONAL FUND A, L P	2 535	<u>816,667.00</u>	<u>817,490.78</u>	14,219	1.74
	TOTAL EQUITIES		<u><u>7925,139.43</u></u>	<u><u>14,628,182.21</u></u>	309,302	2.11

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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JOEL SPRAGUE
44 16TH STREET
HERMOSA BEACH, CA 90254

OFFICER AS NEEDED

GRAND TOTALS

0. 0. 0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSING WORKS 1277 N. WILCOX AVENUE LOS ANGELES, CA 90038	NONE PC		QUALIFIED CHARITABLE PURPOSE	50,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5150 W GOLDFEAF CIRCLE, SUITE 400 LOS ANGELES, CA 90056	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
GUIBORD CENTER-RELIGION INSIDE OUT 540 S COMMONWEALTH LOS ANGELES, CA 90020	NONE PC		QUALIFIED CHARITABLE PURPOSE	50,000.
BIG BROTHERS BIG SISTERS OF GREATER LA 3150 N SAN FERNANDO RD., SUITE C LOS ANGELES, CA 90065	NONE PC		QUALIFIED CHARITABLE PURPOSE	20,000.
HERMOSA BEACH EDUCATION FOUNDATION PO BOX 864 HERMOSA BEACH, CA 90254	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, CA 90027	NONE PC		QUALIFIED CHARITABLE PURPOSE	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUVENILE DIABETES RESEARCH FOUNDATION 811 WILSHIRE BLVD, SUITE 1600 LOS ANGELES, CA 90017	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
THE MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVENUE LONG BEACH, CA 90806	NONE PC		QUALIFIED CHARITABLE PURPOSE	30,000.
MENTAL HEALTH ASSOCIATION OF NYC 50 BROADWAY 19TH FLOOR NEW YORK, NY 10004	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD, SUITE 900 LOS ANGELES, CA 90024	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
CALIFORNIA POLYTECHNIC STATE UNIVERSITY FUND ONE GRAND AVENUE SAN LUIS OBISPO, CA 93407	NONE PC		QUALIFIED CHARITABLE PURPOSE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LEUKEMIA & LYMPHOMA SOCIETY 4929 WILSHIRE BLVD, SUITE 800 LOS ANGELES, CA 90010	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
CANCER SUPPORT COMMUNITY - PASADENA 76 EAST DEL MAR BLVD., SUITE 215 PASADENA, CA 91105	NONE PC		QUALIFIED CHARITABLE PURPOSE	15,000
ANIMAL VEGETABLE MINERAL 1860 WALNUT ST, APT 1 BOULDER, CO 80302	NONE PC		QUALIFIED CHARITABLE PURPOSE	5,000.
PLANT A SEED PO BOX 1039 MODESTO, CA 95353	NONE PC		QUALIFIED CHARITABLE PURPOSE	5,000.
YOUNG AND HEALTHY 1905 LINCOLN AVE., BUILDING D, RM 416 PASADENA, CA 91103	NONE PC		QUALIFIED CHARITABLE PURPOSE	5,000.
CHAPCARE 455 W MONTANA ST PASADENA, CA 91103	NONE PC		QUALIFIED CHARITABLE PURPOSE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CAMBODIAN CHILDREN'S FUND 2461 SANTA MONICA BLVD. PMB 833 SANTA MONICA, CA 90404	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
AKSHAYA PATRA 92 MONTVALE AVENUE, SUITE 2500 STONEHAM, MA 02180	NONE PC		QUALIFIED CHARITABLE PURPOSE	20,000.
MANHATTAN BEACH EDUCATION FOUNDATION 325 S PECK AVE MANHATTAN BEACH, CA 90267	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
SKID ROW HOUSING TRUST 1317 E 7TH STREET LOS ANGELES, CA 90021	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
REDONDO BEACH EDUCATIONAL FOUNDATION 409 NORTH PACIFIC COAST HIGHWAY, SUITE 310 REDONDO BEACH, CA 90277	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
LA CONSERVATION CORPS 605 W OLYMPIC BLVD., SUITE 450 LOS ANGELES, CA 90015	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
MARINE MAMMAL CARE CENTER 3601 SOUTH GAFFEY STREET, #8 SAN PEDRO, CA 90731	NONE PC		QUALIFIED CHARITABLE PURPOSE	20,000.
JACARANDA FOUNDATION 2578 BROADWAY, SUITE 142 NEW YORK, NY 10025	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
EDUCATION DEVELOPMENT CENTER 43 FOUNDRY AVENUE WALTHAM, MA 02453	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST #400 LOS ANGELES, CA 90012	NONE PC		QUALIFIED CHARITABLE PURPOSE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD PASADENA, CA 91107	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
PLANNED PARENTHOOD PASADENA AND SAN GABRIEL VALLEY 2333 LAKE AVENUE 2ND FLOOR ALTADENA, CA 91001	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
RONALD McDONALD HOUSE CHARITIES 4560 FOUNTAIN AVENUE LOS ANGELES, CA 90029	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
KING HARBOR YOUTH FOUNDATION 280 YACHT CLUB WAY REDONDO BEACH, CA 90277	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
SURFRIDER FOUNDATION 942 CALLE NEGOCIO SUITE 350 SAN CLEMENTE, CA 92673	NONE PC		QUALIFIED CHARITABLE PURPOSE	10,000.
WALK WITH SALLY 840 APOLLO STREET SUITE 324 EL SEGUNDO, CA 90278	NONE		QUALIFIED CHARITABLE PURPOSE	5,000.
TOTAL CONTRIBUTIONS PAID				<u>665,000.</u>

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
MISCELLANEOUS INCOME/LOSS			18	-1,022.	
TOTALS				<u>-1,022.</u>	

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

Kind of Property		Description				P or 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)	
		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES 5,574.				P	01/01/2016 -5,574.	12/31/2016
59,026.		WHITTIER INT'L FUND A K-1 (88-0382438) - PROPERTY TYPE: SECURITIES				P	01/01/2015 59,026.	12/31/2016
100,002.		WHITTIER TRUST - LT PROPERTY TYPE: SECURITIES 100,152.				P	01/01/2015 -150.	12/31/2016
5.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS					01/01/2015 5.	12/31/2016
2,657.		WHITTIER TRUST - CAPITAL GAIN DIVIDENDS					01/01/2015 2,657.	12/31/2016
<u>161,690.</u>								
TOTAL GAIN(LOSS)							<u>55,964.</u>	