

For calendar year 2016, or tax year beginning 10-01-2016, and ending 09-30-2017

Name of foundation THE JAMES J AND SUE FEMINO FOUNDATION		A Employer identification number 23-7423792	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 70155		Room/suite	B Telephone number (see instructions) (626) 796-7886
City or town, state or province, country, and ZIP or foreign postal code PASADENA, CA 91117		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
Initial return of a former public charity ☐ Amended return ☐ Name change ☐		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 24,710,329		J Accounting method ☒ Cash ☐ Accrual ☐ 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)	500,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,756	3,756	3,756	
	4 Dividends and interest from securities	567,988	567,988	567,988	
	5a Gross rents	167,741	167,741	167,741	
	b Net rental income or (loss) 167,741				
	6a Net gain or (loss) from sale of assets not on line 10	303,675			
	b Gross sales price for all assets on line 6a 551,633				
	7 Capital gain net income (from Part IV, line 2)		303,675		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,922	10,922		
	12 Total. Add lines 1 through 11	1,554,082	1,054,082	739,485	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,750	4,750		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,249	6,249		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	95,082	95,082		
	24 Total operating and administrative expenses. Add lines 13 through 23	106,081	106,081		0
	25 Contributions, gifts, grants paid	959,238			959,238
	26 Total expenses and disbursements. Add lines 24 and 25	1,065,319	106,081		959,238
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	488,763			
	b Net investment income (if negative, enter -0-)		948,001		
	c Adjusted net income (if negative, enter -0-)			739,485	

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	2,009,772	2,012,213	2,012,213		
	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	15,200	13,400	13,400		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	17,522,402	19,882,564	19,882,564		
	c	Investments—corporate bonds (attach schedule)	195,720	148,180	148,180		
	11	Investments—land, buildings, and equipment basis ▶ 2,040,822 Less accumulated depreciation (attach schedule) ▶ _____	2,040,822	2,040,822	2,040,822		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	447,163	613,150	613,150		
	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)	22,231,079	24,710,329	24,710,329			
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			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	22,231,079	24,710,329			
	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)	22,231,079	24,710,329				
31	Total liabilities and net assets/fund balances (see instructions) .	22,231,079	24,710,329				

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	22,231,079
2	Enter amount from Part I, line 27a	2	488,763
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,990,487
4	Add lines 1, 2, and 3	4	24,710,329
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	24,710,329

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	303,675
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	985,431	21,962,098	0 04487
2014	876,550	21,496,829	0 04078
2013	622,225	17,528,744	0 03550
2012	764,150	16,872,840	0 04529
2011	895,411	14,918,080	0 06002
2 Total of line 1, column (d)			2 0 226454
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 045291
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 23,830,079
5 Multiply line 4 by line 3			5 1,079,288
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,480
7 Add lines 5 and 6			7 1,088,768
8 Enter qualifying distributions from Part XII, line 4			8 959,238

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	18,960
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	18,960
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	18,960
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,400
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	6,400
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,560
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THE JAMES J AND SUE FEMINO FDN Telephone no (626) 796-7886			

Located at **P O BOX 70155 PASADENA CA** ZIP+4 **911177155**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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	5b	6b	No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		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
JAMES J FEMINO P O BOX 70155 PASADENA, CA 91177155	President 10 00	0		
SUE FEMINO P O BOX 70155 PASADENA, CA 91177155	Vice President 10 00	0		
Stephen Rose 355 s grand ave 35th floor Los Angeles, CA 900711560	Secretary 0 00	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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ☐ Yes ☒ No				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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	19,831,385
b	Average of monthly cash balances.	1b	2,307,367
c	Fair market value of all other assets (see instructions).	1c	2,054,222
d	Total (add lines 1a, b, and c).	1d	24,192,974
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	24,192,974
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	362,895
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,830,079
6	Minimum investment return. Enter 5% of line 5.	6	1,191,504

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	1,191,504
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	18,960
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,960
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,172,544
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,172,544
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	1,172,544

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	959,238
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	959,238
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	959,238

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				1,172,544
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			441,699	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 959,238				
a Applied to 2015, but not more than line 2a			441,699	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				517,539
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				655,005
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				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))
See Additional Data Table

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	959,238
b <i>Approved for future payment</i>				
Total			3b	

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					3,756
4 Dividends and interest from securities.					567,988
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					167,741
6 Net rental income or (loss) from personal property					
7 Other investment income.					10,922
8 Gain or (loss) from sales of assets other than inventory					303,675
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).					1,054,082
13 Total. Add line 12, columns (b), (d), and (e).					1,054,082

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Print/Type preparer's name RICHARD C JOB	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00097975
Firm's name ▶ Richard C Job CPA				Firm's EIN ▶
Firm's address ▶ 16872 Bolsa Chica St200 Huntington Beach, CA 926493576				Phone no (714) 846-4451

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
110 CST BRANDS	P	2006-01-26	2017-06-28
56 CST BRANDS	P	2006-02-13	2017-06-28
2400 REYNOLDS AMERICAN	P	2005-06-09	2017-07-25
4 BRIT AMER TOBACCO	P	2005-06-09	2017-07-26
500 WHOLE FOODS MKT	P	2014-05-27	2017-08-28
1000 WHOLE FOODS MKT	P	2014-07-30	2017-08-28
1000 STAPLES INC	P	2006-03-01	2017-09-13
2333 DRYSHIPS INC	P	2008-04-09	2016-11-02
2333 DRYSHIPS INC	P	2009-01-05	2016-11-02
333 CST BRANDS	P	2001-01-01	2017-06-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,360		4,768	592
2,696		2,104	592
158,088		25,301	132,787
28		8	20
21,000		19,314	1,686
63,000		58,182	4,818
10,250		24,983	-14,733
1		24,130	-24,129
1		4,796	-4,795
16,160		2,768	13,392

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			592
			592
			132,787
			20
			1,686
			4,818
			-14,733
			-24,129
			-4,795
			13,392

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
300 PROXIM CORP	P	2004-07-22	2017-07-08
400 CORNING INC	P	2001-01-01	2017-09-11
0005 OCEAN RIG UDM INC	P	2011-09-21	2017-09-25
4000 REYNOLDS AMERICAN	P	2011-07-22	2017-07-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		3,010	-3,010
11,569		5,000	6,569
		69	-69
263,480		73,525	189,955

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,010
			6,569
			-69
			189,955

Form 990PF Part XV Line 1a - 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).

JAMES J FEMINO
SUE FEMINO

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>				
USC DEPARTMENT OF ATHLETICS UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	AF	4,950
CARES USC MEDICAL CENTER 1200 N STATE ST ROOM 1900 LOS ANGELES, CA 90033	none	PC	CA	2,000
USCSWIM WITH MIKE CHALLENGE UNIVERISTY PARK LOS ANGELES, CA 90089	none	PC	AF	4,720
SKULL DAGGER FOUNDATION PO BOX 278 DOWNEY, CA 90241	none	PC	SCH	2,000
USC CATHOLIC CENTER 3207 UNIVERSITY AVE LOS ANGELES, CA 90007	none	PC	RO	10,000
Total ▶ 3a				959,238

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>				
ST FELICITAS PERPETUA CHURCH 1190 PALOMAR RD SAN MARINO, CA 91108	none	PC	RO	10,000
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	none	PC	CA	20,000
PASADENA GUILD OF CHILDRENS HOSP 765 LA MIRADA AVE SAN MARINO, CA 91108	none	PC	MF	8,500
HUNTINGTON MEMORIAL HOSPITAL 100 W CALIFORNIA ST PASADENA, CA 91105	none	PC	MF	5,000
ORTHOPAEDIC RESEARCH EDUC FDN 6300 N RIVER RD 700 ROSEMONT, IL 60018	none	PC	MR	5,000
Total ▶ 3a				959,238

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>				
FRIENDS OF BECKMAN AUD - CALTECH MAIL CODE 332-92 PASADENA, CA 91125	none	PC	CA	1,000
USC KECK SCHOOL OF MEDICINE 1975 ZONAL AVE KAM 300 LOS ANGELES, CA 90089	none	PC	SCH	250,000
LOS ANGELES COUNTY ARBORETUM FDN 301 N BALDWIN AV ARCADIA, CA 91007	none	PC	CA	5,500
HUMAN RIGHTS WATCH 11500 W OLYMPIC BL 540 LOS ANGELES, CA 90064	none	PC	CA	7,500
THE YOSEMITE CONSERVANCY 101 MONTGOMERY ST 1700 SAN FRANCISCO, CA 94104	none	PC	EO	10,000
Total ▶ 3a				959,238

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>				
HUNTINGTON MEDICAL RESEARCH INST 734 FAIRMONT AVE PASADENA, CA 91105	none	PC	MR	215,000
USC CENTER FOR PHILANTHROPY LEWIS HALL 210 LOS ANGELES, CA 90089	none	PC	CA	25,000
THE ALS ASSOCIATION 1232 VILLAGE WAY A SANTA ANA, CA 92705	none	PC	MR	2,500
RONALD REAGAN PRES LBRY FDN 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	none	PC	CA	5,500
BOYS GIRLS CLUBS OF PASADENA 2020 N FAIR OAKS AVE PASADENA, CA 91107	none	PC	CA	1,000
Total ▶ 3a				959,238

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>				
VIOLENCE INTERVENTION PROGRAM HEART 1721 GRIFFIN AVE LOS ANGELES, CA 90031	none	PC	CA	2,500
PASADENA RONALD MCDONALD HOUSE 763 SOUTH PASADENA AVE PASADENA, CA 91105	none	PC	CA	5,000
LEARNING WORKS 88 N DAISY AVE PASADENA, CA 91107	none	PC	SCH	1,000
TOGETHER IN MISSION 3424 WILSHIRE BL LOS ANGELES, CA 90010	none	PC	RO	10,000
PASADENA EDUCATION FOUNDATION 351 SOUTH HUDSON AVE ROOM 153 PASADENA, CA 91101	none	PC	SCH	1,000
Total ▶ 3a				959,238

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>				
PASADENA COMMUNITY FOUNDATION 301 ECOLORADO BLVD SUITE 810 PASADENA, CA 91101	none	PC	CA	5,000
MISSION DOCTORS ASSN 3435 WILSHIRE BLVD SUITE 1940 LOS ANGELES, CA 90010	none	PC	MF	1,000
USC INSTITUTE FOR ADV CATHOLIC STUD 3551 TROUSDALE PKWY LOS ANGELES, CA 90089	none	PC	RO	5,000
SAN GABRIEL CEMETERY ASSN 601 WEST ROSES ROAD SAN GABRIEL, CA 91775	none	PC	CA	2,000
METHODIST HOSPITAL FOUNDATION 300 HUNTINGTON DRIVE ARCADIA, CA 91007	none	PC	MF	6,000
Total ▶ 3a				959,238

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>				
PHYSICIANS AID ASSN 1840 SOUTH GAFFET STREET SAN PEDRO, CA 90731	none	PC	MF	3,000
KUSC 1149 S HILL STREET LOS ANGELES, CA 90015	none	PC	CA	200
USC ALUMNI ASSOCIATION UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	SCH	2,000
THE SALVATION ARMY 960 E WALNUT ST PASADENA, CA 91106	none	PC	CA	1,000
UNION STATION HOMELESS SERVICE 825 E ORANGE GROVE BL PASADENA, CA 91104	none	PC	CA	10,000
Total ▶ 3a				959,238

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>				
PRIEST RETIREMENT FUND - ADLA 3424 WILSHIRE BL 2ND FLOOR LOS ANGELES, CA 90010	none	PC	RO	1,000
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103	none	PC	SCH	1,000
USC TROJAN BAND UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	SCH	2,168
DOLORES MISSION SCHOOL 170 S GLESS ST LOS ANGELES, CA 90033	none	PC	SCH	25,000
ALZHEIMERS ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO, IL 60601	none	PC	MR	1,000
Total ▶ 3a				959,238

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>				
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BLVD LOS ANGELES, CA 90017	none	PC	MF	1,000
USC ASIA PACIFIC ALUMNI ASSN 46 N LOS ROBLES AVE PASADENA, CA 91101	none	PC	SCH	1,000
PREGNANCY HELP CENTER OF SGV 5626 ROSEMEAD BL TEMPLE CITY, CA 91780	none	PC	CA	500
CANCER SUPPORT COMM OF PASADENA 76 E DEL MAR BLVD 215 PASADENA, CA 91105	none	PC	MF	5,000
LIFESOCAL P O BOX 250 LA CANADA, CA 91012	none	PC	CA	1,000
Total ▶ 3a				959,238

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>				
USC ATHLETICS - COLISEUM RENNOVATIO UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	AF	200,000
LITTLE SISTERS OF THE POOR 2100 S Western Ave San Pedro, CA 90732	none	PC	CA	2,000
BOYS REPUBLIC SCHOOL 1907 BOYS REPUBLIC DRIVE CHINO HILLS, CA 91709	none	PC	SCH	1,000
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	none	PC	CA	1,000
CARDINAL MCINTYRE FUND FOR CHARITY 3424 WILSHIRE BLVD LOS ANGELES, CA 90010	none	PC	RO	500
Total ► 3a				959,238

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>				
CARMELITE SISTERS LA 920 EAST ALHAMBRA ROAD ALHAMBRA, CA 91801	none	PC	RO	500
FAMILIES FORWARD 8 THOMAS IRVINE, CA 92618	none	PC	CA	1,000
READING PARTNERS 180 GRAND AVE SUITE 800 OAKLAND, CA 94612	none	PC	SCH	10,000
MATER DOLOROSA PASSIONIST RETREAT C 700 N SUNNYSIDE AVE SIERRA MADRE, CA 91024	none	PC	RO	200
MUSIC CENTER LA 135 N GRAND AVE LOS ANGELES, CA 90012	none	PC	CA	16,000
Total ▶ 3a				959,238

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>				
NATICITY CATHOLIC SCHOOL 944 WEST 56TH STREET LOS ANGELES, CA 90037	none	PC	SCH	8,500
NORTHWESTERN UNIVERSITY 663 CLARK STREET EVANSTON, IL 60208	none	PC	SCH	15,000
PASADENA SYMPHONY ASSOC 2 NORTH LAKE AVE SUITE 1080 PASADENA, CA 91105	none	PC	CA	1,000
PASADENA SENIOR CENTER 85 EAST HOLLY STREET PASADENA, CA 91103	none	PC	CA	1,000
RETIREMENT FUND FOR RELIGIOUS 3211 4TH STREET NE WASHINGTON, DC 20017	none	PC	RO	1,000
Total ▶ 3a				959,238

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>				
SANTA TERESITA 819 BUENA VISTA STREET DUARTE, CA 91010	none	PC	RO	10,000
ST ANNES 155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026	none	PC	SCH	1,000
UNICEF USA 125 MAIDEN LANE NEW YORK, NY 10038	none	PC	CA	1,000
Total ▶ 3a				959,238

TY 2016 Accounting Fees Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RICHARD C JOB CPA	4,750	4,750	0	0

TY 2016 General Explanation Attachment**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	FORM 990-PF Part II, Line 11 - LandLand San Marcos CA \$ 840,822Land Las Vegas NV 1,200,000 -----Total Land 2,040,822 =====Form 990-PF Part XV, Line 3a, Statement 10 - Additional InformationPC = Public Charity section 509(a)1,2,3Summary Totals CA - Community Activities Support \$ 117,700 AF - Athletic Facilities Support \$ 209,670 RO - Religious Organization Support \$ 48,200 MF - Medical Facilities Support \$ 29,500MR - Medical Research Support \$ 223,500SCH - School/Scholarship Support \$ 320,668EO - Environmental Org Support \$ 10,000 -----Total Contributions/Grants Paid \$ 959,238 =====

TY 2016 Investments Corporate Bonds Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY ACCT 136800-152	148,180	148,180

TY 2016 Investments Corporate Stock Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB ACCT 9983-SCHED	10,357,127	10,357,127
SCHWAB ACCT 0278-SCHED	2,114,380	2,114,380
E TRADE ACCT 1138-SCHED	6,086,792	6,086,792
MORGAN STANLEY ACCT 136800-152-SCHED	1,324,265	1,324,265

TY 2016 Investments - Land Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	2,040,822		2,040,822	2,040,822

TY 2016 Investments - Other Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE GROUP LP	FMV	383,755	383,755
AMERICAN TOWER CORP REIT	FMV	95,676	95,676
PROSHARES ULTRA SHORT ETF	FMV	10,689	10,689
VANGUARD FTSE EUROPE	FMV	58,330	58,330
WISDOMTREE EUROPE HEDGED	FMV	64,700	64,700

TY 2016 Other Expenses Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	94,869	94,869		
OTHER ADMIN	213	213		

TY 2016 Other Income Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	10,922	10,922	

TY 2016 Taxes Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAX-Federal 9-30-16	6,249	6,249		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization THE JAMES J AND SUE FEMINO FOUNDATION	Employer identification number 23-7423792

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE JAMES J AND SUE FEMINO FOUNDATION	Employer identification number 23-7423792
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES J SUE FEMINO P O BOX 70155 PASADENA, CA911177155	\$ 500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

23-7423792

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization THE JAMES J AND SUE FEMINO FOUNDATION	Employer identification number 23-7423792
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	