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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
LADY'S SECRET FOUNDATION

% HOLTHOUSE CARLIN & VAN TRI

Number and street (or P O box number if mail is not delivered to street address) 10430 WILSHIRE BLVD APT 1804

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 900244655

A Employer identification number
30-6069840

B Telephone number (see instructions)
(310) 470-4987

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 1,118,152

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	49,736	49,736		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-461			
	b	Gross sales price for all assets on line 6a 168,205				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	49,275	49,736		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	82	82		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	57			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	139	82		0
	25	Contributions, gifts, grants paid	49,600			49,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,739	82		49,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-464			
	b	**Net investment income** (if negative, enter -0-)		49,654		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,969	3,813	3,813
	2	Savings and temporary cash investments	8,072	8,072	8,072
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	422,408	446,756	720,648
	c	Investments—corporate bonds (attach schedule)	233,050	203,224	205,777
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	189,601	188,936	179,842
	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)	855,100	850,801	1,118,152
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 ▶ ☐ 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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	855,100	850,799	
	30	**Total net assets or fund balances** (see instructions)	855,100	850,799	
	31	**Total liabilities and net assets/fund balances** (see instructions)	855,100	850,799	

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	855,100
2	Enter amount from Part I, line 27a	2	-464
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	854,636
5	Decreases not included in line 2 (itemize) ▶	5	3,837
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	850,799

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	700 SHRS - AFLAC INC 5 5%		2012-11-29	2017-11-16
b	2,000 SHRS - KENNEDY-WILSON		2013-01-08	2017-12-01
c	100,000 SHRS - MORGAN STANLEY		2010-09-08	2017-04-27
d	0 333 SHRS - NATIONAL GRID PLV SPON ADR		2010-09-20	2017-05-19
e	CAPITAL GAIN DIVIDENDS	P		

	(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	17,500		17,952	-452
b	50,000		50,698	-698
c	100,000		100,000	
d	23		16	7
e				682

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				-452
b				-698
c				
d				7
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	-461
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))
2016	78,950	1,084,451	0 072802
2015	78,758	1,084,922	0 072593
2014	64,500	1,090,572	0 059143
2013	55,000	971,495	0 056614
2012	56,500	918,911	0 061486

2	**Total** of line 1, column (d)	2	0 322638
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 064528
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,066,979
5	Multiply line 4 by line 3	5	68,850
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	497
7	Add lines 5 and 6	7	69,347
8	Enter qualifying distributions from Part XII, line 4 , ...	8	49,600

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	993
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	993
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	993
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	503		
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	1,303
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	310
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 310 **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)?.	1b		No
	*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*			
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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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*	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? *If "Yes," attach a conformed copy of the changes*	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	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? *If "No," attach explanation*	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	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?	13	Yes	

Website address ▶

14 The books are in care of ▶HOLTHOUSE CARLIN & VAN TRIGT Telephone no ▶(310) 566-1900

Located at ▶11444 W OLYMPIC BLVD FL 11 LOS ANGELES CA ZIP+4 ▶90064

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 |

			Yes	No
16	At any time during calendar year 2017, 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

				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?	☐ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 2017 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 2017).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		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)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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
JOYCE F KLEIN 10430 WILSHIRE BLVD APT 1804 LOS ANGELES, CA 90024	TRUSTEE 1 0	0	0	0

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

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

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

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

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	1,067,430
b	Average of monthly cash balances.	1b	15,797
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	1,083,227
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,083,227
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	16,248
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,066,979
6	**Minimum investment return.** Enter 5% of line 5.	6	53,349

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	53,349
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	993		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	993
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	52,356
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	52,356
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	52,356

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	49,600
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	49,600
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	49,600

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					52,356
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.					
b Total for prior years 2015 , 2014 , 2013					
3 Excess distributions carryover, if any, to 2017					
a From 2012.	11,467				
b From 2013.	7,279				
c From 2014.	10,859				
d From 2015.	25,696				
e From 2016.	25,152				
f Total of lines 3a through e.		80,453			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 49,600					
a Applied to 2016, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2017 distributable amount.					49,600
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*		2,756			2,756
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		77,697			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)		8,711			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		68,986			
10 Analysis of line 9					
a Excess from 2013.	7,279				
b Excess from 2014.	10,859				
c Excess from 2015.	25,696				
d Excess from 2016.	25,152				
e Excess from 2017.					

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 2017, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JOYCE F KLEIN

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

NONE

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

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

a The name, address, and telephone number or 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 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* See Additional Data Table				
Total . . . . ▶ **3a**				49,600
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities. . . .			14	49,736	
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				-461	
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). .				49,275	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 49,275

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2018-11-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
James S Carlin		2018-11-12		P00217059
Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP				Firm's EIN ▶
Firm's address ▶ 11444 W OLYMPIC BLVD 11TH FLR LOS ANGELES, CA 90064				Phone no (310) 566-1900

Form 990PF Part XV Line 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*				
AMERICAN YOUTH SYMPHONY 5051 WILSHIRE BLVD 506 LOS ANGELES, CA 90036	NONE	PC	TO INSPIRE THE FUTURE OF CLASSICAL MUSIC THROUGH PROVIDING FREE OR REDUCED CONCERTS	1,000
AMERICARES88 HAMILTON AVE STAMFORD, CT 06902	NONE	PC	TO SAVE LIVES AND IMPROVE HEALTH FOR PEOPLE AFFECTED BY POVERTY OR DISASTER SO THEY CAN REACH THEIR FULL POTENTIAL	2,000
ARON GUNNER MEMORIAL SCHOLARSHIP FUND PO BOX 2131 CARLSBAD, CA 92018	NONE	PC	TO PROVIDE ACADEMIC SCHOLARSHIPS FOR MOTIVATED, ENERGETIC, AND FORWARD-THINKING CARLSBAD HIGH SCHOOL STUDENTS	500
Total . . . . ▶ 3a				49,600

Form 990PF Part XV Line 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*				
CALIFORNIA STATE PARKS FOUNDATION 714 W OLYMPIC BLVD LOS ANGELES, CA 90015	NONE		TO PROTECT, IMPROVE, AND ADVOCATE FOR ALL OF CALIFORNIA'S STATE PARKS	100
COMMUNITIES IN SCHOOLS C/O CREATIVE ARTISTS 2000 AVE OF THE STARS LOS ANGELES, CA 90067	NONE	PC	TO SURROUND STUDENTS WITH A COMMUNITY OF SUPPORT, EMPOWERING THEM TO STAY IN SCHOOL AND ACHIEVE IN LIFE	5,000
CONNECTING TO CURE CROHN'S & COLITIS FUND 269 S BEVERLY DRIVE 243 BEVERLY HILLS, CA 90212	NONE	PC	TO PROMOTE PUBLIC AWARENESS ABOUT CROHN'S AND COLITIS, TO FUND RESEARCH FOR NEW TREATMENTS AND CURES, AND TO SUPPORT PATIENTS AND THEIR FAMILIES LIVING WITH THESE CHRONIC ILLNESSES	1,000
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
FRIENDS OF SHEBA MEDICAL CENTER 9465 WILSHIRE BLVD STE 300 BEVERLY HILLS, CA 90212	NONE	PC	TO RAISE AWARENESS AND PHILANTHROPIC SUPPORT FOR SHEBA MEDICAL CENTER'S COMPASSIONATE CLINICAL CARE, CUTTING EDGE RESEARCH, AND COMPREHENSIVE EDUCATIONAL TRAINING	5,000
HIRE HEROES USA 1360 UNION HALL RD 2-A ALPHARETTA, GA 30004	NONE	PC	TO EMPOWER US MILITARY MEMBERS, VETERANS, AND MILITARY SPOUSES TO SUCCEED IN THE CIVILIAN WORKFORCE	2,000
IBD SUPPORT FOUNDATION 8806 HOMER ST LOS ANGELES, CA 90035	NONE	PC	TO PROVIDE LEADING PSYCHOSOCIAL SUPPORT AND EDUCATION TO PATIENTS WITH CROHN'S DISEASE AND ULCERATIVE COLITIS AND THEIR FAMILIES	5,000
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD STE 1500 LOS ANGELES, CA 90025	NONE	PC	TO PROVIDE EMERGENCY RELIEF, HEALTH CARE TRAINING, AND DEVELOPMENT PROGRAMS TO THOSE IN GREAT NEED	2,500
IRAQ & AFGHANISTAN VETERANS OF AMERICA 119 W 40TH ST 19TH FLOOR NEW YORK, NY 10018	NONE	PC	TO SUPPORT VETERANS	2,000
JEWISH BIG BROTHERS BIG SISTERS OF LOS ANGELES 6505 WILSHIRE BLVD STE 600 LOS ANGELES, CA 90048	NONE	PC	TO ASSIST YOUTH IN ACHIEVING THEIR FULL POTENTIAL THROUGH INNOVATIVE, IMPACTFUL PROGRAMS THAT FACILITATE LASTING MENTORING RELATIONSHIPS AND SUPPORT POSITIVE DEVELOPMENT	1,000
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
LOS ANGELES REGIONAL FOOD BANK 1734 EAST 41ST ST LOS ANGELES, CA 90058	NONE	PC	TO SOURCE AND ACQUIRE FOOD AND OTHER PRODUCTS AND DISTRIBUTE THEM TO NEEDY PEOPLE THROUGH CHARITABLE AGENCIES OR DIRECTLY THROUGH PROGRAMS, TO CONDUCT HUNGER EDUCATION AND AWARENESS CAMPAIGNS AND ADVOCATE FOR PUBLIC POLICIES THAT ALLEVIATE HUNGER, TO ENERGIZE THE COMMUNITY TO GET INVOLVED AND SUPPORT HUNGER RELIEF	1,000
MEALS ON WHEELS OF WEST ANGELES 343 SO CHURCH LANE LOS ANGELES, CA 90067	NONE	PC	TO PROVIDE NUTRITIOUS MEALS AND FRIENDSHIP TO INDIVIDUALS WHO ARE UNABLE TO PLAN, SHOP, OR PREPARE MEALS FOR THEMSELVES DUE TO ILLNESS, DISABILITY, OR ADVANCED AGE	1,000
MR HOLLAND'S OPUS FOUNDATION 4370 TUJUNGA AVE STE 330 STUDIO CITY, CA 91604	NONE	PC	TO KEEP MUSIC IN SCHOOLS BY DONATING MUSICAL INSTRUMENTS TO UNDER-FUNDED MUSIC PROGRAMS, AND VITAL SUPPORT SERVICES TO SCHOOL DISTRICTS NATIONWIDE	1,000
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST NW STE 700 WASHINGTON, DC 20001	NONE	PC	TO PROTECT AND ENHANCE AMERICA'S NATIONAL PARK SYSTEM FOR PRESENT AND FUTURE GENERATIONS	500
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY SUITE 1509 NEW YORK, NY 10018	NONE	PC	TO HELP MAKE LIFE BETTER FOR PEOPLE WITH PARKINSON'S BY IMPROVING CARE AND ADVANCING RESEARCH TOWARD A CURE	5,000
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH ST LOS ANGELES, CA 90007	NONE	PC	TO PROVIDE CONVENIENT AND AFFORDABLE ACCESS TO A COMPREHENSIVE RANGE OF QUALITY REPRODUCTIVE HEALTH CARE AND SEXUAL HEALTH INFORMATION, THROUGH PATIENT SERVICES, EDUCATION, AND ADVOCACY	2,000
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
SAVE THE CHILDREN 501 KINGS HWY EAST SUITE 400 FAIRFIELD, CT 06825	NONE	PC	TO PROVIDE CHILDREN WITH A HEALTHY START IN LIFE, THE OPPORTUNITY TO LEARN, AND PROTECTION FROM HARM	5,000
THE HISPANIC FEDERATION 55 EXCHANGE PL 5TH FLOOR NEW YORK, NY 10005	NONE	PC	TO SUPPORT HISPANIC FAMILIES AND STRENGTHEN LATINO INSTITUTIONS THROUGH WORK IN THE AREAS OF EDUCATION, HEALTH, IMMIGRATION, CIVIC ENGAGEMENT, ECONOMIC EMPOWERMENT, AND THE ENVIRONMENT	2,000
THE SILVERSTEIN FOUNDATION FOR PARKINSONS WITH GBA ANSONIA STATION PO BOX 237137 NEW YORK, NY 10023	NONE	PC	TO RAISE AWARENESS AROUND PARKINSON'S DISEASE ASSOCIATED WITH GBA MUTATIONS AND RELEVANT CLINICAL TRIALS FOR MUTATION CARRIERS, TO AGGRESSIVELY SEEK OUT NEW, CUTTING-EDGE THERAPEUTIC APPROACHES TO TREATING AND PREVENTING PARKINSON'S IN GBA MUTATION CARRIERS, AND TO ENGAGE WITH CLINICIANS, SCIENTISTS, AND BIOTECHNOLOGY COMPANIES TO ACCELERATE RESEARCH AND CLINICAL TRIALS IN AN EFFORT TO RAPIDLY BRING NEW THERAPEUTIC OPTIONS TO PATIENTS	2,500
Total . . . . ▶ **3a**				49,600

Form 990PF Part XV Line 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*				
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE		TO PROVIDE QUALITY PRIMARY HEALTH CARE TO PEOPLE IN NEED	2,500
Total . . . . ▶ 3a				49,600

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

TY 2017 Depreciation Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

TY 2017 Investments Corporate Bonds Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ARCONIC INC	15,464	16,127
STIFEL FINANCIAL CORP 5.2%	24,237	23,684
STANLEY BLACK & DECKER 5.75%-I	18,143	17,654
GENERAL ELEC CAP CORP 4.875%-A	24,920	24,900
AT&T INC 5.35%	20,746	20,872
DOMINION ENERGY INC 5.25%	49,950	51,140
THE SOUTHERN CO 5.25% SER-A	49,764	51,400
MORGAN STANLEY MED TERM SR NTS	0	0
AFLAC INC 5.5%	0	0
KENNEDY-WILSON INC 7.75%	0	0
ALCOA INC 6.15	0	0

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TY 2017 Investments Corporate Stock Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	12,188	28,535
ABBVIE INC COM	13,217	48,355
AT&T INC	47,302	58,320
BRANDYWINE REALTY TR SBI NEW	17,871	27,285
HIGHWOODS PROPERTIES	16,468	25,455
INTEL CORP	9,344	23,080
JOHNSON & JOHNSON	29,504	69,860
KIMBERLY CLARK CORP	31,950	60,330
LEGGETT & PLATT INC	44,059	95,460
NATIONAL GRID PLC SPON ADR	21,823	26,935
NATIONAL RETAIL PROPERTIES I	15,245	21,565
PAYCHEX INC	15,535	34,040
PFIZER INC	8,958	18,110
RMR GROUP INC CL A	83	415
SENIOR HSG PPTY TR SBI	17,929	13,405
SOUTHERN CO	18,709	24,045
VERIZON COMMUNICATIONS	54,192	73,573
ANNALY CAPITAL MGMT 7.5-D	12,505	12,680
KIMCO REALTY CORP 5.50% SER-J	17,706	17,528
THE CARLYLE GRP LP 5.875 SER-A	24,357	24,102
WELLS FARGO 5.2%-N	17,811	17,570

TY 2017 Investments - Other Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALERIAN MLP ETF	AT COST	17,521	12,948
CBRE CLARION GL REAL ESTATE	AT COST	27,843	25,344
COHEN & STEERS QUAL INC RLTY	AT COST	28,346	31,625
GUGGENHEIM MULTI-ASSET INCOME	AT COST	50,075	51,566
ISHARES INTL SELECT DIV ETF	AT COST	20,224	20,274
ISHARES S&P US PFD STK IDX FD	AT COST	20,079	19,035
KAYNE ANDERSON MPL INVT CO	AT COST	24,848	19,050

TY 2017 Other Decreases Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Description	Amount
NONDEDUCTIBLE CONTRIBUTIONS	3,837

TY 2017 Other Expenses Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	22			
REGISTRATION RENEWAL FEES	35			

TY 2017 Taxes Schedule

Name: LADY'S SECRET FOUNDATION

EIN: 30-6069840

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	82	82		