



EXTENDED TO NOVEMBER 15, 2018

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.

► Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

KLM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

10100 SANTA MONICA BLVD., STE 610

A Employer identification number

95-4682685

City or town, state or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90067

Room/suite

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify)

► \$ 88,168,829. (Part I, column (d) must be on cash basis.)

B Telephone number

310-551-9936

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 ►

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,842,425.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments		68,445.		
4	Dividends and interest from securities	1,009,745.	923,031.	STATEMENT 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,930,850.			STATEMENT 1
b	Gross sales price for all assets on line 6a	1,666,063.			
7	Capital gain net income (from Part IV, line 2)		1,661,968.		
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)				
11	Other income	0.	8,903.		STATEMENT 3
12	Total. Add lines 1 through 11	5,783,020.	2,662,347.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	78,009.	39,004.	39,004.
b	Accounting fees	STMT 5	110,576.	52,166.	52,166.
c	Other professional fees	STMT 6	82,266.	243,956.	0.
17	Interest				
18	Taxes	STMT 7	382,578.	30,565.	160.
19	Depreciation and depletion				
20	Occupancy		36,128.	18,064.	18,064.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 8	788.	0.	0.
24	Total operating and administrative expenses Add lines 13 through 23		690,345.	383,755.	109,394.
25	Contributions, gifts, grants paid		2,925,120.		2,925,120.
26	Total expenses and disbursements. Add lines 24 and 25		3,615,465.	383,755.	3,034,514.
27	Subtract line 26 from line 12		2,167,555.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		2,278,592.		
c	Adjusted net income (if negative enter -0-)			N/A	

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Part III	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	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		3,391,240.	4,843,949.	4,843,949.
	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				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use		96,753.		
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 10	34,015,882.	42,958,479.	42,958,479.
	c Investments - corporate bonds	STMT 11	9,121,008.	9,653,914.	9,653,914.
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 12	6,424,208.	5,312,438.	5,312,438.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►	STATEMENT 13)	27,489,800.	25,400,049.	25,400,049.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		80,538,891.	88,168,829.	88,168,829.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►	STATEMENT 14)	179,133.	445,112.	
	23 Total liabilities (add lines 17 through 22)		179,133.	445,112.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31				
	24 Unrestricted		52,895,379.	62,360,045.	
	25 Temporarily restricted		27,464,379.	25,363,672.	
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		80,359,758.	87,723,717.	
	31 Total liabilities and net assets/fund balances		80,538,891.	88,168,829.	

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 80,359,758.
2 Enter amount from Part I, line 27a	2 2,167,555.
3 Other increases not included in line 2 (itemize) ►	3 8,038,829.
4 Add lines 1, 2, and 3	4 90,566,142.
5 Decreases not included in line 2 (itemize) ► NET ASSETS RELEASED FROM RESTRICTION	5 2,842,425.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 87,723,717.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 NORTHERN TRUST PUBLICLY TRADED SECURITIES					
b FROM K-1					
c CAPITAL GAIN DIVIDENDS			P		
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 1,666,063.		1,307,326.	358,737.		
b		228,968.	-228,968.		
c		-1,532,199.	1,532,199.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
a			358,737.		
b			-228,968.		
c			1,532,199.		
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	1,661,968.
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) If (loss), enter -0- in Part I, line 8				3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,532,026.	49,360,769.	.051296
2015	2,354,701.	49,645,295.	.047430
2014	1,984,281.	47,692,493.	.041606
2013	1,838,644.	41,749,436.	.044040
2012	1,677,162.	36,612,080.	.045809

2 Total of line 1, column (d)

2 .230181

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3 .046036

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5

4 56,863,956.

5 Multiply line 4 by line 3

5 2,617,789.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 22,786.

7 Add lines 5 and 6

7 2,640,575.

8 Enter qualifying distributions from Part XII, line 4

8 3,034,514.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	1	22,786.
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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)	3	22,786.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
3 Add lines 1 and 2	5	22,786.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	39,018.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	44,018.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
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	21,232.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ►	11	0.

Part VII-A Statements Regarding Activities

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?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	X
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.	1c	X
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	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► CA	8b	X
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 <i>General Instruction G</i> ? If "No," attach explanation	9	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	10	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► ANDERSEN TAX LLC Located at ► 400 SOUTH HOPE STREET, SUITE 1000, LOS ANGELES, CA ZIP+4 ► 90071 Telephone no ► 213-593-2300		
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	N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X 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	X
Organizations relying on a current notice regarding disaster assistance, check here ►	1c	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	3a	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

		Yes	No
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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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	N/A		
Organizations relying on a current notice regarding disaster assistance, check here	► <input type="checkbox"/>		
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?	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
	7b		

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
KATHLEEN L. McCARTHY 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	TRUSTEE 1.00	0.	0.	0.

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

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

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

► 0

Form 990-PF (2017)

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
- b Average of monthly cash balances
- c Fair market value of all other assets
- d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and
1c (attach detailed explanation)

1e	0.
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2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4

6 Minimum investment return Enter 5% of line 5

1a	47,556,208.
1b	4,555,272.
1c	5,618,425.
1d	57,729,905.
2	0.
3	57,729,905.
4	865,949.
5	56,863,956.
6	2,843,198.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations, check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6

1	2,843,198.
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2a Tax on investment income for 2017 from Part VI, line 5

2a	22,786.
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b Income tax for 2017. (This does not include the tax from Part VI.)

2b	149,827.
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c Add lines 2a and 2b

2c	172,613.
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3 Distributable amount before adjustments. Subtract line 2c from line 1

3	2,670,585.
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4 Recoveries of amounts treated as qualifying distributions

4	0.
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5 Add lines 3 and 4

5	2,670,585.
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6 Deduction from distributable amount (see instructions)

6	0.
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7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1

7	2,670,585.
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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
- b Program-related investments - total from Part IX-B

1a	3,034,514.
1b	0.

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

2	
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3 Amounts set aside for specific charitable projects that satisfy the

3a	
----	--

- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)

3b	
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4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4

4	3,034,514.
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5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

5	22,786.
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income Enter 1% of Part I, line 27b

6	3,011,728.
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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				2,670,585.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			2,076,892.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. ► \$ 3,034,514.			2,076,892.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				957,622.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2017 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr				0.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				1,712,963.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT A	NONE	501(C)(3)	GENERAL	2,925,120.
Total			► 3a	2,925,120.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	523000				
4 Dividends and interest from securities	523000	18,316.	14	991,429.	
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	523000	4,663.	14	-4,663.	
8 Gain or (loss) from sales of assets other than inventory	523000	560,596.	18	1,370,254.	
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)		583,575.		2,357,020.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,940,595.

(See worksheet in line 13 instructions to verify calculations)

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

KLM FOUNDATION

Employer identification number

95-4682685

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 foundationCheck 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 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 33 1/3% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

KLM FOUNDATION

Employer identification number

95-4682685

Part II **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	KATHLEEN L. MCCARTHY CHARITABLE LEAD ANNUITY TRUST 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	\$ 2,469,166.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
2	LEAVEY CHARITABLE LEAD ANNUITY TRUST 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	\$ 373,259.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Name of organization

Employer identification number

KLM FOUNDATION

95-4682685

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

KLM FOUNDATION

95-4682685

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 info once) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(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
(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
(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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

NORTHERN TRUST PUBLICLY TRADED SECURITIES

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,666,063.	-264,787.	0.	0.	1,930,850.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

FROM K-1 PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

CAPITAL GAIN DIVIDENDS PURCHASED

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 1,930,850.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	1,009,745.	0.	1,009,745.	923,031.	
TO PART I, LINE 4	1,009,745.	0.	1,009,745.	923,031.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	0.	8,903.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	8,903.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	78,009.	39,004.		39,004.
TO FM 990-PF, PG 1, LN 16A	78,009.	39,004.		39,004.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	110,576.	52,166.		52,166.
TO FORM 990-PF, PG 1, LN 16B	110,576.	52,166.		52,166.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	19,549.	12,213.		0.
INVESTMENT MANAGER FEES	31,717.	73,808.		0.
K-1 DEDUCTIONS	0.	126,935.		0.
INVESTMENT ADVISOR FEES	31,000.	31,000.		0.
TO FORM 990-PF, PG 1, LN 16C	82,266.	243,956.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	44,178.	0.		160.
FOREIGN TAXES	0.	30,565.		0.
DEFERRED TAX PROVISION	338,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	382,578.	30,565.		160.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	788.	0.		0.
TO FORM 990-PF, PG 1, LN 23	788.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAIN	7,297,106.
CHANGE IN FMV OF BENEFICIAL INTEREST	741,723.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,038,829.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #2601329 - EQUITIES	28,442,476.	28,442,476.
NORTHERN TRUST #2601329 - COMMODITIES	703,390.	703,390.
NORTHERN TRUST #2647711 - SEE STMT	13,812,613.	13,812,613.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,958,479.	42,958,479.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #2601329 - SEE STMT	9,653,914.	9,653,914.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,653,914.	9,653,914.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENT - OCM HIGH YIELD PLUS	FMV	145,464.	145,464.
PARTNERSHIP INVESTMENT - ARCHIPELAGO	FMV	3,774,280.	3,774,280.
PARTNERSHIP INVESTMENT - OAKTREE	FMV	1,392,694.	1,392,694.
POWER OPPS IV			
TOTAL TO FORM 990-PF, PART II, LINE 13		5,312,438.	5,312,438.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	3,385.	3,385.	3,385.
INTEREST & DIVIDEND RECEIVABLE	22,039.	32,992.	32,992.
BENEFICIAL INTEREST IN SPLIT-INTEREST AGREEMENT	27,464,376.	25,363,672.	25,363,672.
TO FORM 990-PF, PART II, LINE 15	27,489,800.	25,400,049.	25,400,049.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	168,300.	314,200.
DUE TO BROKER	10,833.	15,912.
ACCRUED EXCISE TAX	0.	5,000.
ACCRUED UNRELATED BUSINESS INCOME TAX	0.	110,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	179,133.	445,112.

KLM FOUNDATION

95-4682685

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2017**

Part VII-B, Question 1a(3)

The KLM Foundation, a trustee of the KLM Foundation, and another private foundation share office expenses and equipment based upon usage.

KLM Foundation
EIN: 95-4682685
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2017

Grants and Contributions paid during the year
Statement A Part XV, 3a

CK #	Organization Name	Amount
2821	CARDINAL'S AWARD DINN	10,000.00
2822	EOHUS	100.00
4914	CATHOLIC EDUC FDTN	1,000.00
4916	FREEDOMS FDTN LAC	250.00
4917	FORDHAM PREP SCHOOL	1,000.00
4923	FREEDOMS FDTN AT VALL	1,000.00
4926	LA POLICE RESERVE F	1,500.00
4927	NATURAL HISTORY MUSEU	10,000.00
4928	CATHOLIC BIG BROTHER	1,000.00
4929	SUDAN RELIEF FUND	1,000.00
4930	STUDENTS FOR LIFE OF	1,000.00
4935	TOGETHER IN MISSION	2,500.00
4936	ARCHDIOCESE OF LA	1,000.00
4938	ST. ANDREW CATHOLIC S	2,500.00
4939	INTL LIFE SERVICES	1,120.00
4943	ST. VINCENT MEALS ON	1,000.00
4944	LIBRARY FDTN OF LA	1,200.00
4945	THE PAULIST FATHERS	10,000.00
4946	LA COUNTY POLICE CA	1,000.00
4949	CATHOLIC CHARITIES OF	10,000.00
4956	JESUIT CHARITIES	1,000.00
4958	HOLY FAMILY HOSPITAL	250.00
4960	MUSIC CENTER	2,600.00
4961	CONGRESSIONAL MEDAL	5,000.00
4962	USC BAND	1,000.00
4963	BLESSED SACRAMENT	1,000.00
4965	AMERICAN RED CROSS	5,000.00
4966	ST. JOHN'S SEMINARY	5,000.00
4967	ST. JOHN'S HEALTH CTR	5,000.00
4970	GOOD SHEPHERD SHELTER	1,000.00
4971	GOOD SHEPHERD CENTER	1,000.00
4975	LAS MADRINAS	600.00
4976	INTERNATIONAL LIFE	1,000.00
4977	CLARE FOUNDATION	2,500.00
4978	A PLACE CALLED HOME	5,000.00
4979	AFRICAN WILDLIFE FOUN	10,000.00
4980	AMERICAN FARMLAND TRU	2,500.00

4981 AMERICAN RED CROSS LA	10,000.00
4982 ANGELUS	2,500.00
4983 ASPCA	25,000.00
4984 BLESSED SACRAMENT	25,000.00
4985 BURNRESCUE	5,000.00
4986 CALIFORNIA STATE PARK	10,000.00
4987 CARE	25,000.00
4988 CASA OF LOS ANGELES	10,000.00
4989 CATHEDRAL OF OUR LADY	5,000.00
4990 AMERICA	2,500.00
4991 CATHOLIC BISHOP OF NO	5,000.00
4992 CATHOLIC EXTENSION	10,000.00
4993 CATHOLIC MEDICAL	5,000.00
4994 CATHOLIC RELIEF SERV	50,000.00
4995 CHILDHELP	2,500.00
4996 CHILDREN'S BUREAU	5,000.00
4997 CHILDRENS HOSPITAL LA	50,000.00
4998 CHILDRENS HOSPITAL LA	50,000.00
4999 CHRYSALIS	2,500.00
5000 COVENANT HOUSE	2,500.00
5001 JESUITS WEST	1,000.00
5002 DAUGHTERS OF MARY AND	10,000.00
5003 DEL MAR FOUNDATION	2,500.00
5004 DOLORES MISSION CHURC	10,000.00
5005 DOLORES MISSION SCHOO	10,000.00
5006 DOMINICAN SISTERS	1,000.00
5007 DSPT	10,000.00
5008 DOWNTOWN WOMEN'S CENT	2,500.00
5009 DREAMCHASER HORSE RES	2,500.00
5010 ETERNAL WORD TELEVIS	2,500.00
5011 FINCA	2,500.00
5012 FIRSTSTEP	2,500.00
5013 FREEDOMS FOUNDATION	25,000.00
5014 FRIENDS OF THE SMITHS	2,500.00
5015 GENTLE GIANTS	2,500.00
5016 GEORGETOWN	50,000.00
5017 GEORGE W BUSH PRESID	2,500.00
5018 GIRL SCOUTS OF GREAT	5,000.00
5019 GLAZA	5,000.00
5020 GOOD SHEPHERD SHELTER	5,000.00
5021 GOODWILL SOUTHERN CAL	2,500.00
5022 GOOD SHEPHERD CENTER	5,000.00
5023 HABITAT FOR HUMANITY	5,000.00
5024 HABITAT FOR HORSES	2,500.00
5025 HELEN KELLER INTERNAT	2,500.00
5026 HILLSDALE COLLEGE	5,000.00
5027 HOMEBOY INDUSTRIES	10,000.00

5028 HOSPITALLER FOUNDAT	5,000.00
5029 THE HUMANE SOCIETY OF	2,500.00
5032 THE FRIENDS OF THE AR	2,500.00
5033 IGNATIAN VOLUNTEER	2,500.00
5034 INTERNATIONAL LIFE	5,000.00
5035 JESUIT VOLUNTEER CORP	2,500.00
5036 JESUITS WEST	5,000.00
5037 JOHN WAYNE CANCER	5,000.00
5038 JUNIOR LEAGUE OF LA	2,500.00
5039 KAPPA ALPHA THETA	25,000.00
5040 KEEPERS OF THE WILD	2,500.00
5041 KNOM RADIO MISSION	2,500.00
5042 LAS MADRINAS	50,000.00
5043 LEARNING ALLY INC	2,500.00
5044 LES AMIES	1,000.00
5045 LIFE OUTREACH INTERN	1,000.00
5046 LITTLE SISTERS OF THE	5,000.00
5047 LOS ANGELES MASTER	2,500.00
5048 LOS ANGELES PHILHARM	2,500.00
5049 LOYOLA HIGH SCHOOL	100,000.00
5050 LOYOLA MARYMOUNT UNIV	100,000.00
5052 DOHENY EYE INSTITUTE	1,000.00
5053 FORDHAM PREPARATORY	25,000.00
5054 MADD	2,500.00
5055 MAKE-A-WISH	2,500.00
5056 MARCH OF DIMES	2,500.00
5057 THE MARIST BROTHERS	2,500.00
5058 ASCENDING LIGHT LEAD	2,500.00
5059 EOHSJ	25,000.00
5060 MARLBOROUGH SCHOOL	5,000.00
5061 MARYKNOLL FATHERS &	5,000.00
5062 MEALS ON WHEELS WEST	2,500.00
5063 MEDICAL MISSION SISTE	2,500.00
5064 MEND	5,000.00
5065 MILES JESU	2,500.00
5066 MISSION DOCTORS ASSOC	1,000.00
5067 NATIONAL PARK FOUNDAT	5,000.00
5068 NATIONAL TRUST FOR	2,500.00
5069 NATIONAL WILDLIFE FED	2,500.00
5070 THE NATURE CONSERVANC	2,500.00
5071 CARMELITE MONASTERY	50,000.00
5072 NORBERTINE ASSOCIATIO	5,000.00
5073 OPERATION SMILE	5,000.00
5074 OPICA	2,500.00
5075 OPTIONS UNITED	5,000.00
5076 ORDER OF MALTA	50,000.00
5078 LIVE & LET LIVE FARM	1,000.00

5079 DOCTORS WITHOUT BORDE	25,000.00
5080 ST. CHARLES CATHOLIC	1,000.00
5081 PROVIDENCE LITTLE CO	2,500.00
5082 PROJECT HOPE	2,500.00
5083 PREGNANCY HELP CENTER	2,500.00
5084 PEACEFUL VALLEY DONKE	1,000.00
5085 PATH	2,500.00
5086 PRISON FELLOWSHIP	5,000.00
5087 PRIEST RETIREMENT FUN	5,000.00
5088 RED CLOUD INDIAN SCH	5,000.00
5089 ST. PAUL THE APOSTLE	100,000.00
5090 ST. PAUL THE APOSTLE	10,000.00
5091 ST. JOSEPH CENTER	2,500.00
5092 ST. THOMAS HERITAGE	1,000.00
5093 THE SEEING EYE	2,500.00
5094 SISTERS OF SOCIAL SER	50,000.00
5095 SOAR (ANNUAL)	5,000.00
5096 ORDER OF ST. GREGORY	50,000.00
5097 MARYMOUNT HIGH SCHOOL	500,000.00
5098 SAINT JOHN'S HEALTH	20,000.00
5099 SPCALA	2,500.00
5100 ST. PATRICK'S SEMINAR	1,000.00
5101 ST. JOSEPH'S INDIAN	5,000.00
5102 ST. ANNE'S FOUNDATION	5,000.00
5103 SPECIAL OLYMPICS	2,500.00
5104 ST. ANDREWS CATHOLIC	10,000.00
5105 THE SALVATION ARMY	5,000.00
5106 SMILE TRAIN	2,500.00
5107 SISTERS OF ST. JOSEPH	2,500.00
5108 ST. MICHAEL'S ABBEY	1,000.00
5109 SAVE THE REDWOODS	2,500.00
5110 THOMAS AQUINAS COLLEG	5,000.00
5111 UNITED NEGRO COLLEGE	2,500.00
5112 UNITED WAY OF GREATER	2,500.00
5113 THE URSULINE SCHOOL	10,000.00
5114 USC HILLEL	2,500.00
5115 USC NORRIS COMPREHENS	5,000.00
5116 USC	2,500.00
5117 THE USO	2,500.00
5118 USC MEN'S CREW	2,500.00
5119 USC	1,000.00
5120 USC ROSKI EYE INSTITU	5,000.00
5121 USC ROSSIER SCHOOL OF	5,000.00
5122 UNITED FRIENDS OF THE	2,500.00
5123 UNITED STATES OLYMPIC	10,000.00
5124 UNION RESCUE MISSION	2,500.00
5127 HOLY FAMILY SERVICES	5,000.00

5128 ST. CAMILLUS CENTER	5,000.00
5129 LOS ANGELES REGIONAL	2,500.00
5130 VERBUM DEI HIGH SCHOOL	10,000.00
5131 THE VETERANS OF FOREIGN	2,500.00
5132 VETERANS PARK CONSERV	2,500.00
5133 WORLD VISION	2,500.00
5134 WORLD WILDLIFE FUND	2,500.00
5135 YOSEMITE CONSERVANCY	2,500.00
5136 ASSISTANCE LEAGUE OF	2,500.00
5137 ARCHDIOCESAN YOUTH	2,500.00
5138 BARLOW FOUNDATION	2,500.00
5139 BRIGHTFOCUS FOUNDATION	5,000.00
5140 CALIFORNIA HOSPITAL	10,000.00
5141 CALIFORNIA SCIENCE	25,000.00
5142 CARMELITE SISTERS OF	10,000.00
5143 CATHOLIC EDUCATION FD	100,000.00
5144 CHILDREN'S BURN FOUND	10,000.00
5145 COMBONI MISSIONARIES	2,500.00
5146 FADICA	25,000.00
5147 FREEDOMS FOUNDATION	5,000.00
5148 GARY SINISE FOUNDATION	2,500.00
5149 GIRL SCOUTS OF THE US	2,500.00
5150 GUIDE DOGS FOR THE BL	2,500.00
5151 GUIDING EYES FOR THE	2,500.00
5152 HOLY FAMILY HOSPITAL	2,500.00
5154 GOOD SHEPHERD CENTER	1,000.00
5155 HOOVER INSTITUTION	5,000.00
5156 CALIFORNIA PATRONS OF	10,000.00
5157 LOS ANGELES HOUSE OF	2,500.00
5158 SCENIC AMERICA	2,500.00
5159 USC CARUSO CATHOLIC	250,000.00
5160 MARYMOUNT CALIFORNIA	5,000.00
5162 THE COLLEAGUES (YE)	50,000.00
5163 HOUSE OF PRAYER FOR	10,000.00
5164 THE HUNGER PROJECT	5,000.00
5165 IEDF, INC.	1,000.00
5166 JESUIT SCHOOL OF THEO	10,000.00
5167 LAY MISSION-HELPERS	2,500.00
5168 LINCOLN TRAINING	2,500.00
5169 LOS ANGELES BOYS &	2,500.00
5170 MARY & JOSEPH RETREAT	2,500.00
5171 MARYCREST MANOR	10,000.00
5172 MARYVALE	5,000.00
5173 MOUNT SAINT MARY'S	10,000.00
5174 PACIFIC LEGAL FOUNDAT	5,000.00
5175 PARA LOS NINOS	2,500.00
5176 PAULIST PRODUCTIONS	10,000.00

5177 THE RONALD REAGAN PRE	1,000.00
5178 ST. JAMES INN	5,000.00
5179 ST. JAMES MISSION CIR	1,000.00
5180 SAINT PATRICK'S COLLE	10,000.00
5181 SANTA CLARA UNIVERSIT	100,000.00
5182 SKULL AND DAGGER FOUN	2,500.00
5183 SOCIETY FOR THE PROPA	2,500.00
5184 SUNSHINE FUND	1,000.00
5185 USC ALUMNI ASSOCIATIO	1,000.00
5186 USC INSTITUTE FOR ADV	5,000.00
5187 USC LIBRARIES	100,000.00
5188 USC MARSHALL SCHOOL	2,500.00
5189 USC TROY CAMP	2,500.00
5190 WOMEN'S LEAGUE OF SJO	1,000.00
5191 WESTERN DOMINICAN PRO	2,500.00

2,925,120.00