

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending

COLBURN FOUNDATION
6311 ROMAIN STREET, SUITE 7138
LOS ANGELES, CA 90038

A Employer identification number
95-4693145

B Telephone number (see instructions)
3234644640

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, column (c), line 16)
\$ 169,113,630.

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	2,480,583.	2,828,302.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,600,616.			
b	Gross sales price for all assets on line 6a	56,101,926.			
7	Capital gain net income (from Part IV, line 2)		10,704,697.		
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)				
See Statement 1		1,481.	229,573.		
12	Total. Add lines 1 through 11	14,082,680.	13,762,572.		
13	Compensation of officers, directors, trustees, etc	128,787.			128,787.
14	Other employee salaries and wages	40,414.			40,414.
15	Pension plans, employee benefits	15,083.			15,083.
16a	Legal fees (attach schedule) See St 2	20,354.			20,354.
b	Accounting fees (attach sch) See St 3	56,556.			56,556.
c	Other professional fees (attach sch) See St 4	1,680,058.	254,063.		875.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 5	473,888.	4,241.		11,359.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	112.			112.
22	Printing and publications	449.			449.
23	Other expenses (attach schedule)				
See Statement 6		28,257.	969,916.		28,257.
24	Total operating and administrative expenses. Add lines 13 through 23	2,443,958.	1,228,220.		302,246.
25	Contributions, gifts, grants paid Part XV	7,748,118.			6,448,221.
26	Total expenses and disbursements. Add lines 24 and 25	10,192,076.	1,228,220.		6,750,467.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,890,604.			
b	Net Investment Income (if negative, enter 0)		12,534,352.		
c	Adjusted net income (if negative, enter 0)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	4,466.	5,823.	5,823.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 7	149,758,495.	169,107,807.	169,107,807.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)	177,121.			
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	149,940,082.	169,113,630.	169,113,630.	
LIABILITIES	17 Accounts payable and accrued expenses	165.	911.	
	18 Grants payable	25,880,519.	27,150,012.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe) See Statement 8	400,420.	635,828.	
	23 Total liabilities (add lines 17 through 22)	26,281,104.	27,786,751.	
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ☒			
	24 Unrestricted	123,658,978.	141,326,879.	
	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			
	30 Total net assets or fund balances (see instructions)	123,658,978.	141,326,879.	
	31 Total liabilities and net assets/fund balances (see instructions)	149,940,082.	169,113,630.	

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	123,658,978.
2 Enter amount from Part I, line 27a	2	3,890,604.
3 Other increases not included in line 2 (itemize) See Statement 9	3	13,777,297.
4 Add lines 1, 2, and 3	4	141,326,879.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	141,326,879.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	10,704,697.
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	10,704,697.

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	6,952,018.	142,059,253.	0.048937
2015	7,436,002.	149,165,901.	0.049851
2014	6,542,714.	150,548,267.	0.043459
2013	6,814,120.	138,760,732.	0.049107
2012	6,563,852.	127,540,370.	0.051465

2 Total of line 1, column (d)	2	0.242819
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	0.048564
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	155,170,334.
5 Multiply line 4 by line 3	5	7,535,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	125,344.
7 Add lines 5 and 6	7	7,661,036.
8 Enter qualifying distributions from Part XII, line 4	8	6,750,467.

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)

1 a 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	250,687.
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	0.
3 Add lines 1 and 2		3	250,687.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	250,687.
6 Credits/Payments:			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6a	244,642.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	394,642.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	29.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	143,926.	
11 Enter the amount of line 10 to be credited to 2018 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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

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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 <u>WWW.COLBURNFOUNDATION.ORG</u>	13	X
14 The books are in care of <u>LAYNE B PINKERNELL</u> Telephone no <u>(323) 464-4640</u> Located at <u>6311 ROMAINE ST., STE 7138 LOS ANGELES CA</u> ZIP + 4 <u>90038</u>		
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 <u>N/A</u>	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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
1 a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ☐	1 b	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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 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 <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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)	2 b	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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructionsOrganizations 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) N/A

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and 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
See Statement 10		128,787.	13,487.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ANGELES INVESTMENT ADVISORS 429 SANTA MONICA BLVD., STE 650 SANTA MONICA, CA 90401	INVESTMENT ADVISOR	254,063.
GRANT THORNTON LLP 515 S FLOWER ST, 7TH FLOOR LOS ANGELES, CA 90071	ACCOUNTING	56,556.
Total number of others receiving over \$50,000 for professional services		0

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part IX 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	1 a	157,511,277.
b Average of monthly cash balances	1 b	22,057.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	157,533,334.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	157,533,334.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,363,000.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	155,170,334.
6 Minimum investment return. Enter 5% of line 5	6	7,758,517.

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	7,758,517.
2a Tax on investment income for 2017 from Part VI, line 5	2 a	250,687.	
b Income tax for 2017. (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	250,687.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	7,507,830.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	7,507,830.
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	7,507,830.

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	1 a	6,750,467.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,750,467.
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	6,750,467.

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				7,507,830.
2 Undistributed income, if any, as of the end of 2017.				
a Enter amount for 2016 only			4,151,773.	
b Total for prior years. 20 __, 20 __, 20 __		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. ▶ \$ 6,750,467.				
a Applied to 2016, but not more than line 2a			4,151,773.	
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				2,598,694.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				4,909,136.
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 (see instructions)	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				

BAA

Form 990-PF (2017)

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
<i>a Paid during the year</i> See Statement 12				
Total			3 a	6,448,221.
<i>b Approved for future payment</i> See Statement 13				
Total			3 b	29,269,500.

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) 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					
4	Dividends and interest from securities			14	2,480,583.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	11,600,616.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	MISCELLANEOUS			1	1,481.	
b	PARTNERSHIP K-1 INCOME					
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				14,082,680.	
13	Total. Add line 12, columns (b), (d), and (e)					14,082,680.

(See worksheet in line 13 instructions to verify calculations)

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

2017

Federal Statements

Page 1

COLBURN FOUNDATION

95-4693145

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
MISCELLANEOUS	\$ 1,481.		
Total	\$ 1,481.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MARILYN O'TOOLE	\$ 11,000.			\$ 11,000.
MUSICK PEELER GARRETT LLP	9,354.	"		9,354.
Total	\$ 20,354.	\$ 0.	\$ 0.	\$ 20,354.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GRANT THORNTON LLP	\$ 56,556.			\$ 56,556.
Total	\$ 56,556.	\$ 0.	\$ 0.	\$ 56,556.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES	\$ 1,679,183.	\$ 254,063.		
OTHER	875.			\$ 875.
Total	\$ 1,680,058.	\$ 254,063.	\$ 0.	\$ 875.

COLBURN FOUNDATION

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DEFERRED EXCISE TAXES	\$ 212,825.			
FEDERAL EXCISE TAXES	249,704.			
FOREIGN TAXES		\$ 4,241.		
PAYROLL TAXES	• 11,359.			\$ 11,359.
Total	\$ 473,888.	\$ 4,241.	\$ 0.	\$ 11,359.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BUSINESS MEALS	\$ 78.			\$ 78.
EQUIPMENT MAINTENANCE	3,107.			3,107.
INSURANCE	15,716.			15,716.
MEETING EXPENSE	94.			94.
MEMBERSHIPS	2,500.			2,500.
OPERATING EXPENSE	160.			160.
OTHER EXPENSE	218.			218.
PARTNERSHIP EXPENSES		\$ 969,916.		
PAYROLL SERVICE FEES	1,905.			1,905.
POSTAGE AND SHIPPING	597.			597.
SUPPLIES	1,567.			1,567.
TELEPHONE	2,315.			2,315.
Total	\$ 28,257.	\$ 969,916.	\$ 0.	\$ 28,257.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
ANGELES ABSOLUTE RETURN FUND	Mkt Val	\$ 24,962,372.	\$ 24,962,372.
ANGELES GLOBAL EQUITY OPPORTUNITY FUND I	Mkt Val	44,590,689.	44,590,689.
ANGELES PRIVATE MARKET FUND	Mkt Val	1,734,499.	1,734,499.
BAIN CAPITAL ASIA FUND III	Mkt Val	508,262.	508,262.
BAIN CAPITAL FUND XI	Mkt Val	2,868,603.	2,868,603.
BROOKFIELD CAPITAL PARTNERS IV	Mkt Val	3,919,479.	3,919,479.
CHARLESBANKEQUITY FUND VIII	Mkt Val	1,746,285.	1,746,285.
CLEARLAKE CAPITAL PARTNERS IV	Mkt Val	1,863,219.	1,863,219.
CONTRARIAN DISTRESSED REAL ESTATE	Mkt Val	761,576.	761,576.
DOVER STREET VIII	Mkt Val	3,147,910.	3,147,910.
DUNE REAL ESTATE FUND III	Mkt Val	2,968,149.	2,968,149.
GSO ENERGY SLEECT OPPORTUNITY FUND	Mkt Val	1,030,640.	1,030,640.
HIGHLAND CREDIT STRATEGIES	Mkt Val	0.	0.

COLBURN FOUNDATION

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Statement 7 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
KAYNE ANDERSON ENERGY FUND IV	Mkt Val	\$ 328,775.	\$ 328,775.
KAYNE ANDERSON ENERGY FUND VI	Mkt Val	790,905.	790,905.
LONE STAR REAL ESTATE FUND II	Mkt Val	247,363.	247,363.
LONE STAR REAL ESTATE FUND III	Mkt Val	1,138,007.	1,138,007.
LONE STAR REAL ESTATE FUND IV	Mkt Val	1,211,788.	1,211,788.
LONE STAR FUND VIII	Mkt Val	1,419,111.	1,419,111.
LONE STAR FUND IX	Mkt Val	1,741,094.	1,741,094.
OCH-ZIFF REAL ESTATE FUND II	Mkt Val	714,195.	714,195.
OCH-ZIFF REAL ESTATE FUND III	Mkt Val	1,322,500.	1,322,500.
ORBIMED ROYALTY OPPORTUNITIES II	Mkt Val	647,893.	647,893.
PATHWAY PRIVATE EQUITY FUND 2007	Mkt Val	3,373,951.	3,373,951.
VISTA EQUITY PARTNERS V	Mkt Val	1,020,084.	1,020,084.
ADAGE CAPITAL PARTNERS	Mkt Val	8,974,397.	8,974,397.
HARVEST MLP INCOME FUND	Mkt Val	5,142,037.	5,142,037.
Total Other Investments		<u>\$ 118,173,783.</u>	<u>\$ 118,173,783.</u>

Other Securities

PUBLICLY TRADED SECURITIES	Mkt Val	50,934,024.	50,934,024.
Total Other Securities		<u>\$ 50,934,024.</u>	<u>\$ 50,934,024.</u>
Total		<u>\$ 169,107,807.</u>	<u>\$ 169,107,807.</u>

Statement 8
Form 990-PF, Part II, Line 22
Other Liabilities

FEDERAL EXCISE TAX PAYABLE	\$ 5,062.
DEFERRED TAX LIABILITY	630,766.
Total	<u>\$ 635,828.</u>

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

UNREALIZED GAIN ON INVESTMENTS	\$ 13,777,297.
Total	<u>\$ 13,777,297.</u>

COLBURN FOUNDATION

95-4693145

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
CAROL C GRIGOR 6311 ROMAINE ST., STE 7138 LOS ANGELES, CA 90038	Chairman 1.00	\$ 0.	\$ 0.	\$ 0.
RICHARD COLBURN 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	0.	0.	0.
DAVID D COLBURN 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	0.	0.	0.
ROBERT ATTIYEH 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	24,000.	0.	0.
GAIL EICHENTHAL 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	0.	0.	0.
JOHN KNUCHOLS 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	0.	0.	0.
ALLISON SAMPSON 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Director 1.00	0.	0.	0.
LAYNE PINKERNELL 6311 ROMAINE ST., SUITE 7138 LOS ANGELES, CA 90038	Treasurer 24.00	104,787.	13,487.	0.
Total		\$ 128,787.	\$ 13,487.	\$ 0.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

FELIX RACELIS

Care Of:

Street Address:

6311 ROMAINE ST., SUITE 7138

City, State, Zip Code:

LOS ANGELES, CA 90038

Telephone:

(323)-464-4640

E-Mail Address:

FRACELIS@COLBURNFOUNDATION.ORG

Form and Content:

PLEASE NOTE THAT WE STRONGLY URGE ALL GRANT SEEKERS TO CONTACT US AT 323-464-4640 BEFORE SUBMITTING A LETTER OF INTENT OR AN APPLICATION. AFTER A CONVERSATION, WE MAY ENCOURAGE YOU TO SUBMIT A LETTER OF INTENT. IF WE ARE UNFAMILIAR WITH YOUR ORGANIZATION OR PROGRAM, WE WILL LIKELY WANT TO MEET WITH YOU AND/OR OBSERVE YOUR PROGRAM

COLBURN FOUNDATION

95-4693145

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Submission Deadlines:
 Restrictions on Awards:

BEFORE ENCOURAGING YOU TO TAKE FURTHER STEPS. MOST OF OUR GRANTS ARE IN THE FORM OF GENERAL OPERATING SUPPORT. WE HAVE AN ONLINE APPLICATION PROCESS AND WILL WALK YOU THROUGH WHEN YOU ARE READY TO SUBMIT AN APPLICATION. THE APPLICATION REQUIRES THE FOLLOWING; MISSION AND HISTORY OF YOUR ORGANIZATION, A COPY OF PROOF OF 501(C)(3) STATUS, MOST RECENT TWO AUDITED FINANCIAL STATEMENTS (OR FORM 990'S IN THE CASE THAT YOU ARE NOT AUDITED). IF THIS IS MORE THAN A YEAR OLD, PLEASE ALSO SUBMIT AN INTERNAL FINANCIAL STATEMENT FOR THE MOST RECENTLY COMPLETED FISCAL YEAR, CURRENT YEAR BUDGET IF YOU ARE APPLYING FOR FUNDING FOR A FUTURE YEAR'S ACTIVITY.

NONE
 GRANTS ARE GENERALLY AWARDED TO ORGANIZATIONS IN THE SOUTHERN CALIFORNIA AREA. THE PURPOSE OF THE GRANT MUST BE FOR FURTHERING THE STUDY, TEACHING, AND PERFORMANCE OF CLASSICAL MUSIC AND DANCE.

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
THE COLBURN SCHOOL 200 S GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	\$ 3,094,500.
LOS ANGELES PHILHARMONIC 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	750,000.
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	750,250.
LOS ANGELES CHAMBER ORCHESTRA 350 S FIGUEROA ST, STE 183 LOS ANGELES CA 90071	NONE	PC	CLASSICAL ARTS	303,000.
LOS ANGELES MASTER CHORALE 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	210,000.
MUSICA ANGELICA 65 PINE AVE #12 LONG BEACH CA 90802	NONE	PC	CLASSICAL ARTS	100,000.

COLBURN FOUNDATION

95-4693145

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
USC THORNTON SCHOOL OF MUSIC P.O. BOX 77913 LOS ANGELES CA 90007	NONE	PC	CLASSICAL ARTS	\$ 157,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA CA 91355	NONE	PC	CLASSICAL ARTS	120,000.
AMERICAN YOUTH SYMPHONY 2365 WESTWOOD BLVD., #23 LOS ANGELES CA 90064	NONE	PC	CLASSICAL ARTS	20,000.
CALIFORNIA STATE UNIVERSITY - NORTHRIDGE 18111 NORDHOFF ST NORTHRIDGE CA 91330	NONE	PC	CLASSICAL ARTS	100,000.
THE DA CAMERA SOCIETY 10 CHESTER PLACE LOS ANGELES CA 90007	NONE	PC	CLASSICAL ARTS	20,000.
HEART OF LOS ANGELES 2701 WILSHIRE BLVD., STE 100 LOS ANGELES CA 90057	NONE	PC	CLASSICAL ARTS	35,000.
IDYLLWILD ARTS FOUNDATION P.O. BOX 38 IDYLLWILD CA 92549	NONE	PC	CLASSICAL ARTS	30,000.
KUSC P.O. BOX 77913 LOS ANGELES CA 90007	NONE	PC	CLASSICAL ARTS	50,000.
LONG BEACH OPERA 507 PACIFIC AVE LONG BEACH CA 90802	NONE	PC	CLASSICAL ARTS	15,000.
LOS ANGELES MUSIC & ARTS SCHOOL 3630 E THIRD ST LOS ANGELES CA 90063	NONE	PC	CLASSICAL ARTS	25,000.
MADISON PROJECT (BROAD STAGE) 1900 PICO BLVD SANTA MONICA CA 90504	NONE	PC	CLASSICAL ARTS	25,000.

COLBURN FOUNDATION

95-4693145

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
MUSEUM ASSOCIATES 5905 WILSHIRE BLVD LOS ANGELES CA 90036	NONE	PC	CLASSICAL ARTS	\$ 40,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA CA 93108	NONE	PC	CLASSICAL ARTS	40,000.
NEW SCHOOL 55 W 13TH ST., ROOM 929 NEW YORK NY 10011	NONE	PC	CLASSICAL ARTS	12,000.
OJAI FESTIVALS, LTD P.O. BOX 185 OJAI CA 93024	NONE	PC	CLASSICAL ARTS	38,000.
PACIFIC SYMPHONY 3631 S HARBOR BLVD, STE 100 SANTA ANA CA 92704	NONE	PC	CLASSICAL ARTS	40,000.
PASADENA CONSERVATORY OF MUSIC 100 N HILLS AVE PASADENA CA 91106	NONE	PC	CLASSICAL ARTS	15,000.
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DR, STE 100 IRVINE CA 92612	NONE	PC	CLASSICAL ARTS	32,000.
RENAISSANCE ARTS ACADEMY 1800 COLORADO BLVD EAGLE ROCK CA 90041	NONE	PC	CLASSICAL ARTS	25,000.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DR COSTA MESA CA 92626	NONE	PC	CLASSICAL ARTS	25,000.
UCLA FOUNDATION 11000 KINROSS AVE, STE 102 LOS ANGELES CA 90095	NONE	PC	CLASSICAL ARTS	50,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMI 9390 N SANTA MONICA BLVD BEVERLY HILLS CA 90210	NONE	PC	CLASSICAL ARTS	20,000.
YOUNG CONCERT ARTISTS 250 WEST 57TH ST NEW YORK NY 10019	NONE	PC	CLASSICAL ARTS	15,000.

COLBURN FOUNDATION

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Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
BAROQUE MUSIC FESTIVAL P.O. BOX 838 CORONA DEL MAR CA 92625	NONE	PC	CLASSICAL ARTS	\$ 5,000.
BOSTON COURT PERFORMING ARTS CENTER P.O. BOX 60187 PASADENA CA 91116	NONE	PC	CLASSICAL ARTS	5,000.
CALDER PERFORMING ARTS ASSOCIATION 3270 DESCANSO DR LOS ANGELES CA 90026	NONE	PC	CLASSICAL ARTS	5,000.
THE CHAMBER MUSIC SOCIETY OF LINCOLN CTR 70 LINCOLN CENTER PLAZA NEW YORK NY 10023	NONE	PC	CLASSICAL ARTS	10,000.
CENTER STAGE STRINGS 200 S GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	5,000.
CHORUS AMERICA 1156 15TH ST, STE 310 WASHINGTON DC 20005	NONE	PC	CLASSICAL ARTS	5,000.
EIGHTH BLACKBIRD PERFORMING ARTS ASSOC 4045 M ROCKWELL, 2ND FL CHICAGO IL 60618	NONE	PC	CLASSICAL ARTS	15,000.
ELEMENTAL STRINGS 1831 STANFORD SST., STE 111 SANTA MONICA CA 90404	NONE	PC	CLASSICAL ARTS	10,000.
ETM-LA INC 2501 W BURBANK BLVD., STE 301 BURBANK CA 91505	NONE	PC	CLASSICAL ARTS	10,000.
GRAND PERFORMANCES 350 S GRAND AVE, STE A4 LOS ANGELES CA 90071	NONE	PC	CLASSICAL ARTS	10,000.
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLUDA, #231 LOS ANGELES CA 90042	NONE	PC	CLASSICAL ARTS	7,500.
JACARANDA 1626 N BENTON WAY LOS ANGELES CA 90026	NONE	PC	CLASSICAL ARTS	10,000.

COLBURN FOUNDATION

95-4693145

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
LOS ANGELES CHILDREN'S CHORUS 585 E COLORADO BLVD PASADENA CA 91101	NONE	PC	CLASSICAL ARTS	\$ 15,000.
LA'S BEST 200 N SPRING ST., STE M-120 LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	6,500.
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD., STE 800 LOS ANGELES CA 90017	NONE	PC	CLASSICAL ARTS	10,000.
MARLBORO SCHOOL OF MUSIC 1528 WALNUT ST., STE 301 PHILADELPHIA PA 19102	NONE	PC	CLASSICAL ARTS	10,000.
THE MUSIC GUILD 3637 MOTOR AVE., 240 LOS ANGELES CA 90034	NONE	PC	CLASSICAL ARTS	10,000.
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES CA 90033	NONE	PC	CLASSICAL ARTS	10,000.
NEW WEST SYMPHONY ASSOCIATION 2100 THOUSAND OAKS BLVD., STE D THOUSAND OAKS CA 91362	NONE	PC	CLASSICAL ARTS	10,000.
PACIFIC CHORALE 3303 HARBOR BLVD., STE E5 COSTA MESA CA 92626	NONE	PC	CLASSICAL ARTS	10,000.
PASADENA ARTS COUNCIL (SAPPA) 65 S GRAND AVE PASADENA CA 91105	NONE	PC	CLASSICAL ARTS	7,000.
PASADENA SYMPHONY ORCHESTRA 2 N LAKE AVE., STE 1080 PASADENA CA 91101	NONE	PC	CLASSICAL ARTS	10,000.
PERFORMING ARTS CENTER OF LOS ANGELES CO 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	5,000.

COLBURN FOUNDATION

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Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
PIANO SHERES 149 S WINDSOR BLVD LOS ANGELES CA 90004	NONE	PC	CLASSICAL ARTS	\$ 10,000.
RIVERSIDE CITY COLLEGE 3564 RAMONA DR RIVERSIDE CA 92506	NONE	PC	CLASSICAL ARTS	10,000.
SANTA CECILIA OPERA & ORCHESTRA ASSOC 2759 W BROADWAY LOS ANGELES CA 90041	NONE	PC	CLASSICAL ARTS	10,000.
SANTA MONICA YOUTH ORCHESTRA P.O. BOX 128 SANTA MONICA CA 90406	NONE	PC	CLASSICAL ARTS	5,000.
SONGFEST 6369 EUCLID RD CINCINNATI OH 45236	NONE	PC	CLASSICAL ARTS	10,000.
SOUTH BAY CHAMBER MUSIC SOCIETY P.O. BOX 2313 PALOS VERDES PENINSU CA 90274	NONE	PC	CLASSICAL ARTS	5,000.
TAOS SCHOOL OF MUSIC P.O. BOX 2630 TAOS NM 87571	NONE	PC	CLASSICAL ARTS	7,000.
WILDUP P.O. BOX 292075 LOS ANGELES CA 90029	NONE	PC	CLASSICAL ARTS	10,000.
INNER CITY YOUTH ORCHESTRA 6820 LA TIJERA BLVD., STE 201 LOS ANGELES CA 90045	NONE	PC	CLASSICAL ARTS	2,500.
THE STREET SYMPHONY PROJECT 1463 1/2 RIDGE WAY LOS ANGELES CA 90026	NONE	PC	CLASSICAL ARTS	2,000.
THE INDUSTRY PRODUCTION INC 846 1/2 SANBORN AVE LOS ANGELES CA 90029	NONE	PC	CLASSICAL ARTS	2,500.
CHAPMAN UNIVERSITY 1 UNIVERSITY DR ORANGE CA 92866	NONE	PC	CLASSICAL ARTS	5,000.

COLBURN FOUNDATION

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Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
THE OPERA BUFFS, INC 200 S GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	\$ 5,000.
OPERA LEAGUE OF LOS ANGELES 135 N GRAND AVE., STE 327 LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	5,000.
ARROWHEAD ARTS ASSOCIATION P.O. BOX 1925 LAKE ARROWHEAD CA 92325	NONE	PC	CLASSICAL ARTS	500.
GUILD OPERA P.O BOX 4582 GLENDALE CA 91222	NONE	PC	CLASSICAL ARTS	250.
CONTRIBUTIONS FROM PASS THROUGH K-1'S				721.
Total				<u>\$ 6,448,221.</u>

Statement 13
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
THE COLBURN SCHOOL 200 S GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	\$ 20,000,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	6,750,000.
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	1,000,000.
LOS ANGELES CHAMBER ORCHESTRA SOCIETY 350 S FIGUEROA ST., STE 183 LOS ANGELES CA 90071	NONE	PC	CLASSICAL ARTS	600,000.
LOS ANGELES MASTER CHORALE 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	200,000.

COLBURN FOUNDATION

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
USC THORNTON SCHOOL OF MUSIC 840 W 34TH ST LOS ANGELES CA 90089	NONE	PC	CLASSICAL ARTS	\$ 150,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA CA 91355	NONE	PC	CLASSICAL ARTS	100,000.
AMERICAN YOUTH SYMPHONY, INC 2365 WESTWOOD BLVD., #23 LOS ANGELES CA 90064	NONE	PC	CLASSICAL ARTS	20,000.
ELEMENTAL MUSIC 1831 STANFORD ST., STE 111 SANTA MONICA CA 90404	NONE	PC	CLASSICAL ARTS	30,000.
HEART OF LOS ANGELES 2701 WILSHIRE BLVD., STE 100 LOS ANGELES CA 90057	NONE	PC	CLASSICAL ARTS	25,000.
LOS ANGELES MUSIC & ARTS SCHOOL 3630 E THIRD ST LOS ANGELES CA 90063	NONE	PC	CLASSICAL ARTS	25,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA CA 93108	NONE	PC	CLASSICAL ARTS	60,000.
MUSEUM ASSOCIATES 5905 WILSHIRE BLVD LOS ANGELES CA 90036	NONE	PC	CLASSICAL ARTS	15,000.
THE NEW SCHOOL 55 WEST 13TH ST., ROOM 929 NEW YORK NY 10011	NONE	PC	CLASSICAL ARTS	12,000.
OJAI FESTIVALS, LTD P.O. BOX 185 OJAI CA 93024	NONE	PC	CLASSICAL ARTS	25,000.
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CENTER DR., STE 100 IRVINE CA 92612	NONE	PC	CLASSICAL ARTS	30,000.
UCLA FOUNDATION 11000 KINROSS AVE., STE 102 LOS ANGELES CA 90095	NONE	PC	CLASSICAL ARTS	50,000.

COLBURN FOUNDATION

95-4693145

Statement 13 (continued)
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DR COSTA MESA CA 92626	NONE	PC	CLASSICAL ARTS	\$ 50,000.
YOUNG CONCERT ARTISTS 270 W 57TH ST NEW YORK NY 10019	NONE	PC	CLASSICAL ARTS	20,000.
BOSTON COURT PERFORMING ARTS CENTER P.O. BOX 60187 PASADENA CA 91116	NONE	PC	CLASSICAL ARTS	7,500.
CENTER STAGE STINGS 200 S GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	5,000.
EIGHTH BLACKBIRD PERFORMING ARTS ACCOC 4045 N ROCKWELL, 2ND FLOOR CHICAGO IL 60618	NONE	PC	CLASSICAL ARTS	15,000.
HEAR NOW MUSIC FESTIVAL 4209 VIA ARBOLADA, #231 LOS ANGELES CA 90042	NONE	PC	CLASSICAL ARTS	5,000.
LOS ANGELES CHILDREN'S CHORUS 585 E COLORADO BLVD PASADENA CA 91101	NONE	PC	CLASSICAL ARTS	10,000.
MARLBORO SCHOOL OF MUSIC 1528 WALNUT ST., STE 300 PHILADELPHIA PA 19102	NONE	PC	CLASSICAL ARTS	10,000.
PACIFIC CHORALE 3303 HARBOR BLVD., STE E5 COSTA MESA CA 92626	NONE	PC	CLASSICAL ARTS	10,000.
PACIFIC SYMPHONY 3631 S HARBOR BLVD., STE 100 SANTA ANA CA 92704	NONE	PC	CLASSICAL ARTS	10,000.
PIANO SPHERES 149 S WINDSOR BLVD LOS ANGELES CA 90004	NONE	PC	CLASSICAL ARTS	10,000.
THE CHAMBER MUSIC SOCIETY OF 70 LINCOLN CENTER DR NEW YORK NY 10023	NONE	PC	CLASSICAL ARTS	10,000.

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Statement 13 (continued)
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<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PERFORMING ARTS CENTER OF LOS ANGELES 135 N GRAND AVE LOS ANGELES CA 90012	NONE	PC	CLASSICAL ARTS	\$ 5,000.
YOUNG MUSICIANS FOUNDATION 244 S SAN PEDRO ST., STE 506 LOS ANGELES CA 90012	NONE			10,000.

Total \$ 29,269,500.