

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation DAN MURPHY FOUNDATION		A Employer identification number 95-6046963
Number and street (or P O box number if mail is not delivered to street address) 800 WEST SIXTH STREET	Room/suite	B Telephone number (see instructions) (213) 623-3120
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90017		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 249,813,740	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	322,756			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37,266	37,266		
	4 Dividends and interest from securities	1,514,366	1,514,366		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,745,361			
	b Gross sales price for all assets on line 6a	45,956,262			
	7 Capital gain net income (from Part IV, line 2)		2,745,361		
	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)	5,055,138	5,055,138			
12 Total. Add lines 1 through 11	9,674,887	9,352,131			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	337,122	121,472		215,650
	14 Other employee salaries and wages	138,393			138,393
	15 Pension plans, employee benefits	199,958	53,432		146,526
	16a Legal fees (attach schedule)	7,851			7,851
	b Accounting fees (attach schedule)	85,350	28,800		56,550
	c Other professional fees (attach schedule)	677,753	677,753		
	17 Interest	3,535			3,535
	18 Taxes (attach schedule) (see instructions)	103,682			568
	19 Depreciation (attach schedule) and depletion	14,832			
	20 Occupancy	89,604	19,372		70,232
	21 Travel, conferences, and meetings	17,031			17,031
	22 Printing and publications				
	23 Other expenses (attach schedule)	49,781	6,766		43,015
	24 Total operating and administrative expenses. Add lines 13 through 23	1,724,892	907,595		699,351
	25 Contributions, gifts, grants paid	8,809,050			9,809,050
26 Total expenses and disbursements. Add lines 24 and 25	10,533,942	907,595		10,508,401	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-859,055				
b Net investment income (if negative, enter -0-)		8,444,536			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	274,358	327,276	327,276
	2 Savings and temporary cash investments	3,154,939	2,923,224	2,923,224
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	188,166	79,245	79,245
	10a Investments—U S and state government obligations (attach schedule)	14,710,475	17,891,730	17,891,730
	b Investments—corporate stock (attach schedule)	115,806,505	132,029,104	132,029,104
	c Investments—corporate bonds (attach schedule)	5,932,566	6,249,952	6,249,952
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	77,089,720	79,140,777	79,140,777
	14 Land, buildings, and equipment basis ▶ _____ 129,034 Less accumulated depreciation (attach schedule) ▶ 109,142	34,724	19,892	19,892
15 Other assets (describe ▶ _____)	7,467,624	11,152,540	11,152,540	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	224,659,077	249,813,740	249,813,740	
Liabilities	17 Accounts payable and accrued expenses	228,376	223,798	
	18 Grants payable.	1,000,000		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	1,228,376	223,798	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	216,910,435	242,747,420	
	25 Temporarily restricted	6,520,266	6,842,522	
	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 (see instructions)	223,430,701	249,589,942		
31 Total liabilities and net assets/fund balances (see instructions) .	224,659,077	249,813,740		

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	223,430,701
2 Enter amount from Part I, line 27a	2	-859,055
3 Other increases not included in line 2 (itemize) ▶ _____	3	27,018,296
4 Add lines 1, 2, and 3	4	249,589,942
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	249,589,942

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,745,361
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	10,130,427	201,821,204	0 05020
2015	11,104,824	204,230,454	0 05437
2014	11,660,914	219,192,461	0 05320
2013	10,561,230	208,869,942	0 05056
2012	11,203,303	202,529,879	0 05532
2 Total of line 1, column (d)			2 0 263649
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 052730
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 227,918,804
5 Multiply line 4 by line 3			5 12,018,159
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 84,445
7 Add lines 5 and 6			7 12,102,604
8 Enter qualifying distributions from Part XII, line 4			8 10,508,401

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 24,140.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of HEIDI TALBOTT Telephone no (213) 623-3120

Located at 800 WEST SIXTH STREET LOS ANGELES CA ZIP+4 90017

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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?	<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)?	5b	No	
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>	6b	No	
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?	7b	No	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HEIDI TALBOTT 800 W SIXTH STREET LOS ANGELES, CA 90016	GRANTS ADMIN 40 00	97,125		

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES 2730 SAND HILL ROAD MENLO PARK, CA 94025	INVESTMENT MGMT	453,842
WELLINGTON MANAGEMENT 280 CONGRESS STREET BOSTON, MA 02210	INVESTMENT MGMT	72,186
NEUMEIER POMA INVESTMENT COUNSEL 26435 CARMEL RANCHO BLVD CARMEL, CA 93923	INVESTMENT MGMT	62,360
PAMELA R ROSS CPA 22739 FEDERALIST ROAD CALABASAS, CA 91302	ACCOUNTING	57,600
HS MANAGEMENT 640 5TH AVENUE NEW YORK, NY 10019	INVESTMENT MGMT	89,365

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses

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

1	Amount
All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	225,284,633
b	Average of monthly cash balances.	1b	4,641,369
c	Fair market value of all other assets (see instructions).	1c	1,463,647
d	Total (add lines 1a, b, and c).	1d	231,389,649
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	231,389,649
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,470,845
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	227,918,804
6	Minimum investment return. Enter 5% of line 5.	6	11,395,940

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	11,395,940
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	168,891
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	168,891
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	11,227,049
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,227,049
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	11,227,049

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	10,508,401
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	10,508,401
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	10,508,401

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				11,227,049
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,240,327			
b From 2013.	511,781			
c From 2014.	962,827			
d From 2015.	988,925			
e From 2016.	52,481			
f Total of lines 3a through e.	3,756,341			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>10,508,401</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				10,508,401
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	718,648			718,648
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,037,693			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	521,679			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,516,014			
10 Analysis of line 9				
a Excess from 2013.	511,781			
b Excess from 2014.	962,827			
c Excess from 2015.	988,925			
d Excess from 2016.	52,481			
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 DAN MURPHY FOUNDATION
 800 W SIXTH STREET
 LOS ANGELES, CA 90017
 (213) 623-3120

b The form in which applications should be submitted and information and materials they should include
 WRITTEN REQUEST BY INVITATION ONLY

c Any submission deadlines
 YEAR ROUND

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT A SEE ATTACHMENT A SEE ATTACHMENT A, CA 00000	N/A	PC	CHARITABLE	9,809,050
Total			▶ 3a	9,809,050
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
ABDIEL QUALIFIED OFFSHORE PARTNERS	P	2014-09-17	2017-11-30
DIMENSIONAL EMERGING MARKETS	P	2014-09-10	2017-06-30
FORCE CAPITAL II	P	2014-11-01	2017-06-30
GREENLIGHT CAPITAL OFFSHORE	P	2014-12-01	2017-12-31
KNIGHTHEAD OFFSHORE FUND	P	2014-06-30	2017-12-31
VANGUARD ST BOND FUND	P	2014-11-11	2017-06-30
VANGUARD EMERGING MKTS	P	2011-11-11	2017-06-30
VANGUARD INST INDEX	P	2014-11-11	2017-02-28
RS INVESTMENTS	P	2014-01-11	2017-03-31
LITESPEED OFFSHORE FUND	P	2014-05-30	2017-07-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,000,000		757,500	1,242,500
2,500,000		2,570,270	-70,270
3,700,267		4,000,000	-299,733
2,550,723		3,000,000	-449,277
1,058,989		1,225,161	-166,172
3,000,000		3,008,587	-8,587
2,500,000		2,662,889	-162,889
2,000,000		1,820,399	179,601
1,000,000		1,537,957	-537,957
3,876,633		4,500,000	-623,367

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,242,500
			-70,270
			-299,733
			-449,277
			-166,172
			-8,587
			-162,889
			179,601
			-537,957
			-623,367

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
BUENA VISTA ASIAN OPPORTUNITIES OFFSHORE	P	2014-12-30	2017-10-31
CEVIAN CAPITAL II	P	2014-10-01	2017-10-31
HS GROWTH	P	2014-11-11	2017-01-11
NEUMEIER POMA	P	2014-01-11	2017-11-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,108,024		4,500,000	608,024
6,312,100		5,000,000	1,312,100
6,179,197		5,072,326	1,106,871
4,170,329		3,555,812	614,517

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			608,024
			1,312,100
			1,106,871
			614,517

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
RICHARD A GRANT JR 800 W SIXTH STREET Los Angeles, CA 90017	President 40 00	188,356	33,469	
EDWARD A LANDRY 800 W SIXTH STREET Los Angeles, CA 90017	Vice President 5 00	0		
JEREMIAH T MURPHY 800 W SIXTH STREET Los Angeles, CA 90017	Secretary 5 00	0		
DEBRA KAY DUNCAN 800 W SIXTH STREET Los Angeles, CA 90017	Executive Dir 40 00	148,766	58,379	
JULIA D SCHWARTZ 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
FREDERICK J RUOPP 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
JON L REWINSKI 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
JOE SANDERS 1240 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
NORA URREA 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
DAVID FUHRMAN 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		
PATTY MCKENNA 800 W SIXTH STREET Los Angeles, CA 90017	Director 5 00	0		

TY 2017 Accounting Fees Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GREEN HASSON & JANKS	27,750	0	0	27,750
PAMELA R ROSS	57,600	28,800	0	28,800

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

TY 2017 Depreciation Schedule

Name: DAN MURPHY FOUNDATION

EIN: 95-6046963

Software ID: 17005038

Software Version: 2017v2.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LEASEHOLD IMPROVEMENTS	2012-01-01	47,244	32,058	SL	7 0000	6,749			
CABINERY	2012-05-08	10,897	7,265	SL	7 0000	1,557			
AUDIO VISUAL EQUIPMENT	2012-08-14	13,309	11,756	SL	5 0000	1,553			
CONFERENCE ROOM CHAIRS	2012-11-08	12,854	7,651	SL	7 0000	1,836			
DESKS AND CHAIRS	2012-12-07	21,960	12,810	SL	7 0000	3,137			

TY 2017 Investments Corporate Bonds Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
1607 CAPITAL PARTNERS	6,249,952	6,249,952

TY 2017 Investments Corporate Stock Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABDIEL QUALIFIED	8,507,023	8,507,023
HS CONCENTRATED QUALITY GROWTH	10,659,448	10,659,448
TWO SIGMA US ALL CAP	23,726,084	23,726,084
1607 CAPITAL PARTNERS INT'L	23,395,315	23,395,315
CEVIAN CAPITAL II		
GARDNER RUSSO GLOBAL EQUITY	8,538,132	8,538,132
KABOUTER INT'L	8,117,412	8,117,412
BUENA VISTA ASIAN		
DFA EMERGING MARKETS	5,955,002	5,955,002
RS INVESTMENTS	5,236,317	5,236,317
VANGUARD MUTUAL FUNDS	21,758,112	21,758,112
NEUMEIER POMA	6,935,217	6,935,217
WELLINGTON TRUST CO	9,201,042	9,201,042

TY 2017 Investments Government Obligations Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

17,891,730

**US Government Securities - End
of Year Fair Market Value:**

17,891,730

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Investments - Other Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FORCE CAPITAL II	FMV		
GREENLIGHT CAPITAL	FMV		
LUXOR CAPITAL	FMV	475,169	475,169
OWL CREEK	FMV	3,607,492	3,607,492
THIRD POINT	FMV	4,923,821	4,923,821
BLACKSTONE STRATEGIC ALLIANCE	FMV	1,934,653	1,934,653
MS CAPITAL PARTNERS IV	FMV		
MS GLOBAL DISTRESSED	FMV	3,811,079	3,811,079
MS PRIVATE EQUITY ASIA	FMV	997,701	997,701
MS PRIVATE III CAYMAN	FMV	2,992,706	2,992,706
MSDW VENTURE IV	FMV	26,576	26,576
RIALTO REAL ESTATE FUND	FMV	4,121,356	4,121,356
ALPHAKEYS REAL ESTATE FUND	FMV	4,259,742	4,259,742
KNIGHTHEAD	FMV		
LITESPEED	FMV		
TACONIC OPPORTUNITY	FMV	6,616,025	6,616,025
YORK CREDIT OPPORTUNITIES	FMV	5,730,347	5,730,347
HARVEST MLP	FMV	8,459,981	8,459,981
GREENSPRING ASSOCIATES	FMV	3,569,955	3,569,955
CENTERGATE CAPITAL PARTNERS	FMV	138,601	138,601
DENHAM OIL & GAS FUND	FMV	1,038,363	1,038,363
PELICAN ENERGY PARTNERS	FMV	1,987,311	1,987,311
AQR STYLE PREMIA	FMV	5,679,743	5,679,743
ROW DIVERSIFIED OFFSHORE	FMV	4,670,987	4,670,987
OVERLOOK PARTNERS	FMV	5,531,023	5,531,023
BERTRAM GROWTH	FMV	925,883	925,883
LONE STAR X	FMV	14,867	14,867
DAVIDSON KEMPNER	FMV	7,627,396	7,627,396

**TY 2017 Land, Etc.
Schedule****Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	129,034	109,142	19,892	19,892

TY 2017 Legal Fees Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LOEB & LOEB	1,918	0	0	1,918
MUSICK PEELER & GARRETT	5,933	0	0	5,933

TY 2017 Other Assets Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BENEFICIAL INTEREST IN CRT	6,520,266	6,842,522	6,842,522
INVESTMENT CASH RECEIVABLE	917,456	4,280,116	4,280,116
KINGS COUNTY PARTNERSHIP	29,902	29,902	29,902

TY 2017 Other Expenses Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER SERVICE AND SUPPORT	12,254			12,254
DUES AND SUBSCRIPTIONS	2,619			2,619
INSURANCE	11,720			11,720
MISCELLANEOUS INVESTMENT FEES	6,766	6,766		
OFFICE EXPENSES	13,372			13,372
TELEPHONE	3,050			3,050

TY 2017 Other Income Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Income	4,915,007	4,915,007	
MISCELLANEOUS INCOME	140,131	140,131	

TY 2017 Other Professional Fees Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAMBRIDGE ASSOCIATES	453,842	453,842	0	0
HS MANAGEMENT	89,365	89,365	0	0
NEUMEIER POMA	62,360	62,360	0	0
WELLINGTON	72,186	72,186	0	0

TY 2017 Taxes Schedule**Name:** DAN MURPHY FOUNDATION**EIN:** 95-6046963**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	103,114			
PROPERTY TAXES	568			568

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2017

Name of the organization
DAN MURPHY FOUNDATION

Employer identification number
95-6046963

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization DAN MURPHY FOUNDATION	Employer identification number 95-6046963
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROSEMARY B DONOHUE CRT ONE WILSHIRE BLVD LOS ANGELES, CA90017	\$ 147,838	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JULIA ANN DONOHUE CRT ONE WILSHIRE BLVD LOS ANGELES, CA90017	\$ 174,292	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DAN MURPHY FOUNDATION	Employer identification number 95-6046963
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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
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization DAN MURPHY FOUNDATION	Employer identification number 95-6046963
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(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
_____	_____
_____	_____

(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
_____	_____
_____	_____

0336148

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF DAN MURPHY FOUNDATION
a California nonprofit corporation

FILED *W*
Secretary of State
State of California
MAR 16 2017 *JP*

The undersigned, Richard A. Grant, Jr. and Monsignor Jeremiah Murphy, hereby certify that:

1. They are the President and Secretary, respectively, of Dan Murphy Foundation (the "Corporation"), a California nonprofit corporation.
2. The Articles of Incorporation of the Corporation shall be amended as follows:

Article Third shall be amended to read in its entirety as follows:

"THIRD: This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Trustees of said Corporation.
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Richard A. Grant, Jr.
Richard A. Grant, Jr., President

Jeremiah T. Murphy
Monsignor Jeremiah Murphy, Secretary



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 27 2017

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State