

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 06-01-2017, and ending 05-31-2018

Name of foundation Padi Foundation		A Employer identification number 95-4326850	
Number and street (or P O box number if mail is not delivered to street address) 9150 Wilshire Blvd		B Telephone number (see instructions) (310) 281-3200	
City or town, state or province, country, and ZIP or foreign postal code Beverly Hills, CA 90212		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) ▶ \$ 3,564,336		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	25,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,195	17,195	17,195	
	4 Dividends and interest from securities	148,654	148,654	148,654	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	197,056			
	b Gross sales price for all assets on line 6a	1,654,715			
	7 Capital gain net income (from Part IV, line 2)		197,056		
	8 Net short-term capital gain			26,881	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	387,905	362,905	192,730		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,000	13,500	13,500	27,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,073	1,768	1,768	3,537
	c Other professional fees (attach schedule)	10,500	2,625	2,625	5,250
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	85	22	21	42
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,048	512	512	1,024
	22 Printing and publications				
	23 Other expenses (attach schedule)	44,619	11,156	11,154	22,309
	24 Total operating and administrative expenses. Add lines 13 through 23	118,325	29,583	29,580	59,162
	25 Contributions, gifts, grants paid	416,175			416,175
26 Total expenses and disbursements. Add lines 24 and 25	534,500	29,583	29,580	475,337	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-146,595				
b Net investment income (if negative, enter -0-)		333,322			
c Adjusted net income (if negative, enter -0-)			163,150		

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	5,850	8,769	8,769
	2 Savings and temporary cash investments	96,227	70,256	70,256
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	335,767	300,188	296,130
	b Investments—corporate stock (attach schedule)	2,862,014	2,743,158	2,915,522
	c Investments—corporate bonds (attach schedule)	275,512	274,904	270,315
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	3,390	3,344	3,344	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,578,760	3,400,619	3,564,336	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	31,631	3,472	
	23 Total liabilities (add lines 17 through 22)	31,631	3,472	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" 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	3,547,129	3,397,147		
30 Total net assets or fund balances (see instructions)	3,547,129	3,397,147		
31 Total liabilities and net assets/fund balances (see instructions) .	3,578,760	3,400,619		

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	3,547,129
2 Enter amount from Part I, line 27a	2	-146,595
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	3,400,534
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,387
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,397,147

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a Merrill Lynch #210-04C09	P	2016-12-31	2017-07-01
b Merrill Lynch #210-04C09	P	2015-12-31	2017-07-01
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 543,551		516,670	26,881
b 1,111,164		940,989	170,175
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			26,881
b			170,175
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	197,056
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	26,881

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	331,261	3,743,639	0 08849
2015	370,346	3,967,872	0 09334
2014	313,352	4,188,095	0 07482
2013	319,033	4,218,541	0 07563
2012	296,677	3,943,360	0 07524

2 Total of line 1, column (d)	2	0 407503
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 081501
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,817,190
5 Multiply line 4 by line 3	5	311,105
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,333
7 Add lines 5 and 6	7	314,438
8 Enter qualifying distributions from Part XII, line 4	8	475,337

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 calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due/overpayment. Total tax due is 3,387.

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 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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.

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)? Organizations relying on a current notice regarding disaster assistance check here. ▶		<input type="checkbox"/>	5b No
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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>		<input type="checkbox"/>	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?		<input type="checkbox"/>	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	(e) Expense account, 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	(e) Expense account, other allowances
NONE				

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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses
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

1	Amount
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,757,325
b	Average of monthly cash balances.	1b	117,995
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,875,320
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	3,875,320
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	58,130
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,817,190
6	Minimum investment return. Enter 5% of line 5.	6	190,860

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	190,860
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	3,333
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,333
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	187,527
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	187,527
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	187,527

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	475,337
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	475,337
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	3,333
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	472,004

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				187,527
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.	103,885			
b From 2013.	125,556			
c From 2014.	108,971			
d From 2015.	175,234			
e From 2016.	147,141			
f Total of lines 3a through e.	660,787			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>475,337</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.				187,527
e Remaining amount distributed out of corpus	287,810			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	948,597			
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).	103,885			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	844,712			
10 Analysis of line 9				
a Excess from 2013.	125,556			
b Excess from 2014.	108,971			
c Excess from 2015.	175,234			
d Excess from 2016.	147,141			
e Excess from 2017.	287,810			

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
 CHARLES RETTIG PRESIDENT
 9150 WILSHIRE BLVD SUITE 300
 BEVERLY HILLS, CA 902123430
 (310) 281-3200

b The form in which applications should be submitted and information and materials they should include
 COMMON GRANT APPLICATION AVAILABLE ONLINE AT WWW.PADIFOUNDATION.ORG

c Any submission deadlines
 NOVEMBER 1 THROUGH JANUARY 31

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NOVEMBER 1 THROUGH JANUARY 31

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> Recipient Sch Online Fndtn Website 9150 Wilshire Blvd Suite 300 Beverly Hills, CA 90212		I	Educational Scholarships	416,175
Total			▶ 3a	416,175
b <i>Approved for future payment</i>				
Total			▶ 3b	

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
Charles Rettig 9150 Wilshire Blvd 300 Beverly Hills, CA 90212	President 0 00	10,000		
Daniel Hanes 9150 Wilshire Blvd 300 Beverly Hills, CA 90212	Director 0 00	14,000		
Andrew Saxon 9150 Wilshire Blvd 300 Beverly Hills, CA 90212	Director 0 00	10,000		
Paul Dayton 9150 Wilshire Blvd 300 Beverly Hills, CA 90212	Director 0 00	10,000		
Jeff Nadler 9150 Wilshire Blvd 300 Beverly Hills, CA 90212	Director 0 00	10,000		

TY 2017 Accounting Fees Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,073	1,768	1,768	3,537

TY 2017 Investments Corporate Bonds Schedule

Name: Padl Foundation

EIN: 95-4326850

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
WATSON PHARMACEUTICALS	9,683	9,750
ANHEUSER-BUSCH INBEV WOR CO	6,390	6,250
ABBVIE INC	10,847	10,746
ALTRIA GROUP INC COMPANY	8,175	8,143
CAPITAL ONE FINANCIAL CO GLB	10,324	10,387
CITIGROUP INC GLB	8,976	8,759
ENTERPRISE PRODUCTS OPER COMPANY	4,627	4,843
GOLDMAN SACHS GROUP INC	7,183	6,792
JP MORGAN CHASE & CO GLB	7,065	6,719
MORGAN STANLEY SER F	7,058	7,037
VERIZON COMMUNICATIONS GLB	9,080	9,025
AMERICAN EXPRESS CREDIT SER MTN	5,865	5,857
BANK OF NY MELLON CORP	14,012	13,849
MICROSOFT CORP	6,370	6,332
STATE STREET CORP	12,269	11,826
ORACLE CORP	10,241	9,812
CVS HEALTH GROUP	11,011	11,021
Apple Inc	7,956	7,594
Kinder Morgan Inc	7,160	7,003
Pfizer Inc	7,846	7,723

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
United Technologies Corp GLB	9,003	8,839
CITIGROUP INC	5,918	5,903
GENERAL MOTORS FINL CO	9,015	9,001
WALMART STORES INC	9,991	9,725
JP MORGAN CHASE & CO	8,678	8,879
NORTHROP GRUMMAN CORP	8,003	7,622
APPLE INC	7,016	6,457
WELLS FARGO & COMPANY	5,014	4,664
STATE STREET CORP	9,975	9,719
GOLDMAN SACHS GROUP INC	6,281	6,334
MORGAN STANLEY	5,864	5,857
AMERICAN EXPRESS CREDIT	8,922	8,829
WELLS FARGO & COMPANY	9,086	9,018

TY 2017 Investments Corporate Stock Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC	8,714	5,801
MICROSOFT CORP	26,189	46,554
PFIZER INC	18,054	20,768
PROCTER & GAMBLE	4,085	4,390
US BANCORP	4,807	7,748
COMCAST CRP NEW CL A SPL	4,718	7,234
AMERICAN INTL GROUP INC	11,768	10,822
AMAZON COM INC	17,182	48,889
ASTRAZENECA PLC SPND ADR	8,708	11,035
ASML HLDG NV N REG SHS	4,499	8,259
BERKSHIRE HATHWAY INC DEL CL B NEW	6,252	8,810
CITIGROUP INC COM NEW	18,377	21,007
DIAGEO PLC SPSD ADR NEW	18,315	21,831
FACEBOOK INC CLASS A CS	9,355	18,027
HONEYWELL INTL INC DEL	11,006	11,833
HOME DEPOT INC	4,806	7,462
INTL PAPER CO	2,331	2,622
JP MORGAN CHASE & CO	14,702	25,575
MORGAN STANLEY	8,871	12,485
METLIFE INC COM	7,731	7,404
MARATHON OIL CORP	3,836	3,772
MASTERCARD INC	10,017	11,217
MERCK AND CO INC SHS	8,151	9,227
MOTOROLA SOLUTIONS INC	2,665	4,723
MARATHON PETROLEUM CORP	3,340	5,453
NETFLIX COM INC	5,153	17,580
NEXTERA ENERGY INC SHS	3,236	6,301
NIKE INC CL B	5,589	7,611
NORTHROP GRUMMAN CORP	1,322	4,909
PRUDENTIAL FINANCIAL INC	3,255	3,486

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILLIP MORRIS INTL INC	2,930	2,625
QUALCOMM INC	5,706	5,580
SCHLUMBERGER LTD	9,511	9,957
SUNTRUST BKS INC COM	7,334	11,342
TOTAL SA SP ADR	3,496	4,064
3M COMPANY	3,828	4,734
TRAVELERS COS IN	3,979	5,141
UNILEVER NV NY REG SHS	4,745	5,187
UNION PACIFIC CORP	12,818	14,133
VERIZON COMMUNICATIONS COM	13,134	12,871
VISA INC CL A SHRS	13,795	25,883
WELLS FARGO & CO NEW DEL	15,970	15,981
ADVANTG GLOBAL SMALL CAP FD	191,115	177,350
MID CAP DIVIDEND FD OF	204,823	180,398
BLACKROCK ADVANTAGE EMRG	165,271	166,790
BLACKROCK GLOBAL LS CREDIT FUND CL I	176,687	172,152
BLACKROCK ALLOCATION TARGET SHARES M	108,188	105,924
BLACKROCK MULTI ASSET INCOME PORTFOLIO	357,551	345,302
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	376,766	347,235
ALIBABA GROUP HOLDINGS LT	2,377	3,960
ANTHEM INC	6,698	10,628
BANK OF CHINA LTD ADR	11,100	11,819
CONSTELLATION BRANDS INC	8,695	12,492
DOLLAR GENERAL CORP	2,148	2,537
GOLDMAN SACHS GROUP INC	7,192	7,228
HUMANA INC	4,262	4,365
KROGER CO	5,394	4,087
PIONEER NATURAL RES CO	3,241	3,283
QUEST DIAGNOSTIC	2,717	3,942
SALESFORCE COM INC	5,912	6,337

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TENCENT HOLDINGS LTD ADR	8,150	16,291
TREND MICRO INC ADR NEW	10,710	11,542
UNITEDHEALTH GROUP INC	16,639	31,155
ACTIVISION BLIZZARD INC	1,987	4,467
AETNA INC NEW	4,297	6,869
ALPHABET INC SHS	16,612	27,500
BECTON DICKINSON CO	6,985	8,642
BOSTON SCIENTIFIC CORP	8,891	11,153
DOMINOS PIZZA INC	3,515	5,281
EXELON CORPORATION	2,182	2,939
HESS CORP	5,175	7,250
INTESA SANPAOLO SPON ADR	6,836	8,109
LOCKHEED MARTIN CORP	2,148	3,460
OMRON CORP SP ADR	7,861	8,233
ORACLE CORP	12,706	15,184
PUB SVC ENTERPRISE GRP	6,594	8,212
ROYAL DUTCH SHELL PLC	7,880	9,254
SBA COMMUNICATIONS CRP A	6,181	6,007
SHERWIN WILLIAMS	4,219	6,827
TRANSDIGM GROUP INC	3,524	6,014
Blackrock Allocatikon Target Shares A	34,155	34,148
Adobe Sys Del PVS	6,796	13,960
AUTODESK INC DEL PV	5,128	7,617
BANCO BILBAO VIZCAYA ARGENTARIA S A ADR	18,186	17,262
CIE FINANCIERE RICHEMONT SA SHS	6,145	8,605
EQUIFAX INC	6,671	6,154
FIRST REP BK SAN FRNCISC CALIF NEW COM	5,273	5,478
ENGIE SHS	13,271	13,487
ICICI BANK LTD SPD ADR	15,740	16,436
IMPERIAL BRANDS PLC	9,558	7,166

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KEYCORP NEW COM	1,704	2,741
KONINKL PHIL NV SH NEW	8,306	10,079
MERCADOLIBRE INC	6,412	6,689
MARSH & MCLENNAN COS INC	3,299	3,938
NVIDIA	4,830	9,331
PG&E CORP	9,697	6,889
BROADCOM LTD	4,584	6,050
ROPER TECHNOLOGIES INC	2,971	4,964
SVB FINL GROUP	2,321	4,058
SUNCOR ENERGY INC NEW	10,045	13,446
SONY CORP ADR NEW	14,046	17,847
TAIWAN S MANUFCTRING ADR	4,996	6,269
ULTA BEAUTY INC	9,219	9,876
ZOETIS INC	3,501	5,775
ZAYO GROUP HLDGS INC	1,965	2,158
AEFON NV NY REG SHS	11,079	10,526
ALTRIA GROUP INC	4,483	3,456
ANADARKO PETE CORP	3,769	3,699
APPLIED MATERIAL INC	5,514	5,484
ARKEMA ADR	12,127	11,438
BAIDU INC SPON ADR	11,602	10,915
AXA SPONS ADR	7,040	6,632
BASF SE SPONSORED ADR	10,665	10,329
BAYER AG SP ADR	15,611	14,730
BIOMARIN PHARMACEUTICALS	11,158	11,835
BOOKING HLDGS INC	11,187	16,871
BP PLC SPON ADR	5,794	6,094
BRIGHTHOUSE FINL INC REG	911	660
BRITISH AMN TOBACO SPADR	13,224	10,394
BUNGE LIMITED	3,432	3,408

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BURBERRY GROP PLC SP ADR	9,471	10,567
CARDINAL HEALTH INC OHIO	4,912	3,594
CATERPILLAR INC DEL	2,498	2,431
CDW CORP	5,703	6,084
CHEVRON CORP	4,947	5,469
COSTAR GROUP INC COM	6,977	7,624
CRH PLC ADR	4,053	4,291
DEVON ENERGY CORP NEW	4,516	4,781
DOWDUPONT INC COM	12,365	11,604
DR PEPPER SNAPPLE GROUP INC	6,844	8,948
ETRADE FINL CORP	8,663	9,629
ELECTRONIC ARTS INC DEL	7,802	9,033
FIRSTENERGY CORP	6,583	7,194
FOMENTO ECNMCO MEX SPADR	7,387	6,499
ILLUMINS INV VOM	5,679	8,173
INDUSTRIA DE DISENO	11,554	10,668
INTRPUBLIC GRP OF CO	3,783	4,158
ITV PLC SHS	13,037	12,977
KELLOGG CO	4,123	4,250
LOES COMPANIES INC	3,662	4,465
MATTEL INC OCM	3,130	2,499
MCKESSON CORPORATION COM	6,659	5,678
MEDTRONIC PLC SHS	6,765	7,251
MITSUI FUDOSAN CO LTD	11,435	11,396
MOHAWK INDUSTRIES INC	5,270	4,081
NETEASE COM INC ADR	14,345	11,644
NIELSEN HOLDINGS PLC SHS	4,027	2,957
NINE DRAGONS PAPER	6,534	6,443
NOVO NORDISK A S ADR	5,328	5,039
PAYPAL HOLDINGS INC SHS	6,162	8,125

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PING AN INS GROUP CO	13,552	13,973
S&P GLOBAL INC	6,963	8,493
SCHWAB CHARLES CORP NEW	3,888	4,783
SEA LTD	5,146	6,108
TECHNIPFMC PLC REG SHS	6,007	6,666
TESLA INC	4,778	4,556
VERTEX PHARMCTLS INC	4,450	4,928
VULCAN MATERIALS CO	5,368	5,620
WILLIAMS COMPANIES DEL	3,775	3,652
WORKDAY INC CL A	3,729	4,452
CISCO SYSTEMS INC COM	4,330	4,313
ROCKWELL AUTOMATION	3,034	2,981

TY 2017 Investments Government Obligations Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

300,188

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

296,130

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

TY 2017 Other Assets Schedule**Name:** Padi Foundation**EIN:** 95-4326850**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
Interest receivable	3,390	3,344	3,344

TY 2017 Other Decreases Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Federal Tax	3,333
Penalties	54

TY 2017 Other Expenses Schedule**Name:** Padi Foundation**EIN:** 95-4326850**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
Administrative	11,678	2,920	2,919	5,839
Bank and Wire Fees	1,930	483	482	965
Investment Expenses	31,011	7,753	7,753	15,505

TY 2017 Other Liabilities Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Beginning of Year - Book Value	End of Year - Book Value
Grants Payable	29,994	3,387
FEDERAL INCOME TAX PAYABLE	1,577	85
Accrued expenses	60	

TY 2017 Other Professional Fees Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANT	10,500	2,625	2,625	5,250

TY 2017 Taxes Schedule**Name:** Padi Foundation**EIN:** 95-4326850**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Attorney General	75	19	19	37
Franchise Tax Board	10	3	2	5