

Form 990-PF

C&F
927Department of the Treasury
Internal Revenue Service

Return of Private Foundation

OMB No 1545-0052

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.

1805
2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

06/01, 2017, and ending

05/31, 2018

Name of foundation

MILDRED E. & HARVEY S. MUDD FOUNDATION

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

Room/suite

11726 SAN VICENTE BLVD STE 625

A Employer identification number

95-6021276

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

B Telephone number (see instructions)

(310) 979-3240

LOS ANGELES, CA 90049

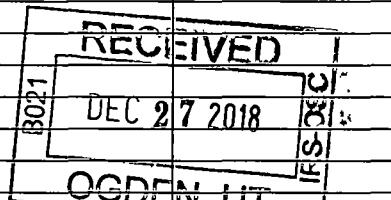
G Check all that apply

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 04

I Fair market value of all assets at J Accounting method: Cash Accrual
 end of year (from Part II, col (c), line 16) ► \$ 25,528,636. (Part I, column (d) must be on cash basis)

Part I Revenue	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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	426,319.	426,319.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	250,540.			
b	Gross sales price for all assets on line 6a	1,360,062.			
7	Capital gain net income (from Part IV, line 2)		250,540.		
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) ATCH. 1	-77,031.	-77,031.		
12	Total. Add lines 1 through 11	599,828.	599,828.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	6,300.	3,150.		3,150.
b	Accounting fees (attach schedule)	28,630.	19,190.		9,440.
c	Other professional fees (attach schedule) [2]				
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	30,417.	8,735.		75.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 4	32,597.	16,321.		16,276.
24	Total operating and administrative expenses	97,944.	47,396.		28,941.
25	Contributions, gifts, grants paid	1,100,241.			1,100,241.
26	Total expenses and disbursements. Add lines 24 and 25	1,198,185.	47,396.	0.	1,129,182.
27	Subtract line 26 from line 12	-598,357.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		552,432.		
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			
	2	Savings and temporary cash investments	381,032.	156,243.	156,243.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule) ATCH 5	8,432,410.	8,411,218.	14,194,305.
	c	Investments - corporate bonds (attach schedule) ATCH 6	4,448,331.	3,955,199.	3,987,164.
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)				
12	Investments - mortgage loans.				
13	Investments - other (attach schedule) ATCH 7	4,141,600.	4,301,931.	7,190,924.	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	17,403,373.	16,824,591.	25,528,636.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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"/> X			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	17,403,373.	16,824,591.	
	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)	17,403,373.	16,824,591.		
31	Total liabilities and net assets/fund balances (see instructions)	17,403,373.	16,824,591.		
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)	17,403,373.		
	2	Enter amount from Part I, line 27a	-598,357.		
	3	Other increases not included in line 2 (itemize) ► ATCH 8	19,575.		
	4	Add lines 1, 2, and 3	16,824,591.		
	5	Decreases not included in line 2 (itemize) ►			
	6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,824,591.		

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)
- 2 Enter amount from Part I, line 27a
- 3 Other increases not included in line 2 (itemize) ► ATCH 8
- 4 Add lines 1, 2, and 3
- 5 Decreases not included in line 2 (itemize) ►
- 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a SEE PART IV SCHEDULE					
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	250,540.	
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	0.	

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	1,102,052.	22,943,563.	0.048033
2015	1,121,607.	22,042,274.	0.050884
2014	1,082,017.	23,123,594.	0.046793
2013	981,927.	22,705,847.	0.043246
2012	1,072,423.	21,630,039.	0.049580

2 Total of line 1, column (d)	2	0.238536
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	0.047707
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	24,875,209.
5 Multiply line 4 by line 3.	5	1,186,722.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,524.
7 Add lines 5 and 6.	7	1,192,246.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,129,182.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	11,049.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	11,049.
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	11,049.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017.	6a	14,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	1,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	15,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	3,951.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ► 3,951. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b 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

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by *General Instruction T*

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?

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

8a Enter the states to which the foundation reports or with which it is registered See instructions ► CA,
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	<input type="checkbox"/>	Yes	No	
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	<input type="checkbox"/>			
12			X		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	<input type="checkbox"/>	N/A		
13			X		
14	The books are in care of ► CYNTHIA CONNOLLY Located at ► 11726 SAN VICENTE BLVD STE 625 LOS ANGELES, CA	Telephone no ►	310-979-3240		
		ZIP+4 ►	90049		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here	<input type="checkbox"/>		► 15	
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?	<input type="checkbox"/>		Yes	No
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.

1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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 ►				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?				
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
	If "Yes," list the years ►				
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)				
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)				
3b					
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?				
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?				
4b					

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Yes	No
	(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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	X
	Organizations relying on a current notice regarding disaster assistance, check here ► <input checked="" 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 type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	(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
ATCH 9		0.	0.	0.

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

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

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

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
NONE		0

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	NOT APPLICABLE
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.

Describe the two largest program-related investments made by the institution during the tax year on lines 1 and 2	
1	NOT APPLICABLE
<hr/> <hr/>	
2	
<hr/> <hr/>	
All other program-related investments See instructions	
3	NONE
<hr/> <hr/>	
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	24,850,128.
b	Average of monthly cash balances	1b	403,891.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	25,254,019.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,254,019.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	378,810.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,875,209.
6	Minimum investment return. Enter 5% of line 5	6	1,243,760.

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	1,243,760.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	11,049.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,049.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,232,711.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,232,711.
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	1,232,711.

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	1,129,182.
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	1,129,182.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,129,182.

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				1,232,711.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,100,528.	
b Total for prior years 20 15, 20 14, 20 13				
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 ► \$ 1,129,182.				
a Applied to 2016, but not more than line 2a			1,100,528.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				28,654.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.				1,204,057.
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)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

	Tax year	Prior 3 years				(e) Total
		(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a	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 foundation 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).)

N/A

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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a. The name, address, and telephone number or email address of the person to whom applications should be addressed.

N/A

b The form in which applications should be submitted and information and materials they should include.

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 10				
Total			► 3a	1,100,241.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	426,319.	
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			14	-77,031.	
7 Other investment income			18	250,540.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				599,828.	
13 Total. Add line 12, columns (b), (d), and (e)					599,828.
(See worksheet in line 13 instructions to verify calculations)					

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

✓ *Barry Sprague Mgmt* | 1/20/18
Signature of officer or trustee Date

► TRUSTEE

May the IRS discuss this return
with the preparer shown below?
See instructions Yes No

Paid Preparer Use Only	Print/Type preparer's name BRIAN KARMELICH	Preparer's signature 	Date 12/17/12	Check <input type="checkbox"/> if self-employed	PTIN P00116736
	Firm's name ► J. ARTHUR GREENFIELD & CO. LLP	Firm's EIN ► 95-2118809			
	Firm's address ► 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA	90024-4124	Phone no	310-208-2646	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORDINARY BUSINESS LOSS SEC. 988 FOREIGN CURRENCY TRANSLATION	-78,755. 1,724.	-78,755. 1,724.
TOTALS	<u><u>-77,031.</u></u>	<u><u>-77,031.</u></u>

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	9,750.	9,750.	
CUSTODIAN FEES	18,880.	9,440.	9,440.
TOTALS	<u><u>28,630.</u></u>	<u><u>19,190.</u></u>	<u><u>9,440.</u></u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STATE TAX	85.	10.	
FOREIGN TAX	8,725.	8,725.	
FEDERAL TAX	21,607.		
 TOTALS	 <u>30,417.</u>	 <u>8,735.</u>	 <u>75.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OFFICE & ADMINISTRATION	32,382.	16,191.	16,191.
OFFICE EXPENSE	130.	130.	
LICENSE AND PERMIT	85.		85.
TOTALS	<u><u>32,597.</u></u>	<u><u>16,321.</u></u>	<u><u>16,276.</u></u>

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCKS (SEE STATEMENT B.4)	<u>8,411,218.</u>	<u>14,194,305.</u>
TOTALS	<u>8,411,218.</u>	<u>14,194,305.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDSCORPORATE BOND
(SEE STATEMENT B.5)

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
	<u>3,955,199.</u>	<u>3,987,164.</u>
	<u><u>3,955,199.</u></u>	<u><u>3,987,164.</u></u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTION

TWEEDY BROWNE INT'L PARTNERS
 AEW/SEAPORT REAL ESTATE FUND
 RAILAY CAPITAL PARTNERS
 FUND X OPPORTUNITY FUND
 AMERICAN SECURITIES V
 APOLLO INVESTMENT FUND
 APOLLO NATURAL RESOURCES

TOTALS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING EMV</u>
TWEEDY BROWNE INT'L PARTNERS	1,505,962.	2,763,185.
AEW/SEAPORT REAL ESTATE FUND	928,412.	828,848.
RAILAY CAPITAL PARTNERS	654,319.	895,632.
FUND X OPPORTUNITY FUND	464,913.	1,706,059.
AMERICAN SECURITIES V	102,139.	107,554.
APOLLO INVESTMENT FUND	450,310.	647,022.
APOLLO NATURAL RESOURCES	195,876.	242,624.
	<u>4,301,931.</u>	<u>7,190,924.</u>

ATTACHMENT 7

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NON DIVIDEND DISTRIBUTION	17,919.
BOOK/TAX DIFFERENCE - APOLLO INVESTMENTS	1,656.
TOTAL	<u>19,575.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		0.	0.	0.
BENJAMIN NORMAN SPRAGUE 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE	1.00		
CARYLL S MINGST 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE	1.00		
CYNTHIA S CONNOLLY 11726 SAN VICENTE BLVD #625 LOS ANGELES, CA 90049	TRUSTEE	1.00		
ELIZABETH S. DAY PO BOX 1740 BANDON, OR 97411	TRUSTEE	1.00		
	GRAND TOTALS		0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVEY MUDD COLLEGE CLAREMONT, CA 91711	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	230,250.
FIREFIGHTERS' BENEVOLENT ASSOCIATION IRVINE, CA 92602	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	500.
CAMP KESEM CULVER CITY, CA 90232	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	425.
ST. JOHN'S HEALTH CENTER FOUNDATION SANTA MONICA, CA 90404	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	47,500.
LEGACY CHARTER SCHOOL CHICAGO, IL 60623	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	2,000.
COLLEGE OF WOOSTER WOOSTER, OH 44691	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	25,000.

ATTACHMENT 10

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHWEST OREGON COMMUNITY COLLEGE COOS BAY, OR 97420	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	20,000.
AUTRY NATIONAL CENTER LOS ANGELES, CA 90027	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	70,000.
GETTY CONSERVATION INSTITUTE LOS ANGELES, CA 90049	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	25,000
MALBOROUGH SCHOOL LOS ANGELES, CA 90004	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	8,000.
CHILDRENS HOSPITAL LOS ANGELES LOS ANGELES, CA 90027	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	7,500.
HARVARD-WESTLAKE SCHOOL LOS ANGELES, CA 90077	NONE EXEMPT	QUALIFIED CHARITABLE EXEMPT PURPOSE	15,000.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA BARBARA MUSEUM OF NATURAL HISTORY SANTA BARBARA, CA 93105	NONE EXEMPT		QUALIFIED CHARITABLE EXEMPT PURPOSE 100,000.	
UCLA DEPARTMENT OF ORTHOPEDIC SURGERY LOS ANGELES, CA 90024	NONE		QUALIFIED CHARITABLE EXEMPT PURPOSE 5,000.	
UNIVERSITY OF CALIFORNIA, SANTA BARBARA SANTA BARBARA, CA 93106	NONE		QUALIFIED CHARITABLE EXEMPT PURPOSE 3,000.	
GRAND TETON NATIONAL PARK FOUNDATION JACKSON, WY 83001	NONE		QUALIFIED CHARITABLE EXEMPT PURPOSE 17,500.	
COOS HISTORY MUSEUM COOS BAY, OR 97420	NONE		QUALIFIED CHARITABLE EXEMPT PURPOSE 30,000.	
ST. MATTHEW'S PARISH SCHOOL PACIFIC PALISADES, CA 90272	NONE		QUALIFIED CHARITABLE EXEMPT PURPOSE 5,000.	

ATTACHMENT 10 (CONT'D)

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UCLA HEALTH AND MEDICAL SCIENCES LOS ANGELES, CA 90024	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	129,000.
LOS ANGELES COUNTY MUSEUM OF ART LOS ANGELES, CA 90036	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	125,000.
MIDDLEBURY COLLEGE	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	1,200.
SANTA BARBARA BOWL FOUNDATION SANTA BARBARA, CA 93103	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	500.
CRANE COUNTY DAY SCHOOL SANTA BARBARA, CA 93108	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	2,700.
CALIFORNIA NATURE CONSERVANCY SAN FRANCISCO, CA 94105	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	6,000.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUR WINDS WESTWARD HO EASTSOUND, WA 98243	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	500.
HOLLYWOOD BOWL	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	1,166.
JOHN WAYNE CANCER INSTITUTE	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	75,000.
SANTA MONICA, CA 90404 THE PEOPLE CONCERN	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	10,000.
LOS ANGELES, CA 90018 TRUST FOR PUBLIC LAND	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	15,000.
PORTLAND, OR 97204 PORTLAND ART MUSEUM	NONE	QUALIFIED CHARITABLE EXEMPT PURPOSE	120,000.
PORTLAND, OR 97205			

ATTACHMENT 10 (CONT'D.)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS
BLUE RIBBON/MUSIC CENTER
LOS ANGELES, CA 90012

FOUNDATION STATUS OF RECIPIENT
NONE

PURPOSE OF GRANT OR CONTRIBUTION
QUALIFIED CHARITABLE EXEMPT PURPOSE

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT
PURPOSE OF GRANT OR CONTRIBUTION

TOTAL CONTRIBUTIONS PAID
2,500.

TOTAL CONTRIBUTIONS PAID
1,100.241.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,360,062.		SEE STATEMENT G PROPERTY TYPE: SECURITIES 1,109,522.				P	VAR 250,540.	VAR
TOTAL GAIN(LOSS)							<u>250,540.</u>	