

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](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

**For calendar year 2017, or tax year beginning 12-01-2017, and ending 11-30-2018**

Name of foundation FLORA L THORNTON FOUNDATION		<b>A Employer identification number</b> 95-3855595
Number and street (or P O box number if mail is not delivered to street address) 1918 TAMARIND AVE	Room/suite	<b>B Telephone number</b> (see instructions) (323) 460-4748
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90068		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 48,734,620	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)	1,334,817			
<b>2</b>	Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	527,525	527,525		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	1,042,542			
<b>b</b>	Gross sales price for all assets on line 6a 3,948,119				
<b>7</b>	Capital gain net income (from Part IV, line 2)		1,042,542		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	33,642	33,642		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	2,938,526	1,603,709		
<b>13</b>	Compensation of officers, directors, trustees, etc	87,010	18,272		74,738
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)	4,053	0		0
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)	277,965	237,715		40,250
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	144,149	1,615		6,077
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings	18,431	0		18,431
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	26,932	0		0
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	558,540	257,602		139,496
<b>25</b>	Contributions, gifts, grants paid	2,233,800			2,233,800
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	2,792,340	257,602		2,373,296
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	146,186			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		1,346,107		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	437,311	273,296	273,296
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	2,371,391	1,946,627	1,898,144
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	8,092,415	4,251,809	8,264,733
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	1,096,622	1,460,813	1,441,697
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	24,672,882	29,349,969	36,856,750
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	36,670,621	37,282,514	48,734,620	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	0	3,171	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	3,171	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	4,236,839	4,236,839	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	32,433,782	33,042,504		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	36,670,621	37,279,343		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	36,670,621	37,282,514		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	36,670,621
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	146,186
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	462,536
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	37,279,343
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	37,279,343

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	1,042,542
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
<b>3</b> 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	1,831,809	44,705,341	0 040975
2015	1,682,262	42,673,359	0 039422
2014	1,982,845	42,586,141	0 046561
2013	926,082	44,137,071	0 020982
2012	1,877,244	41,986,996	0 044710
<b>2</b> Total of line 1, column (d)			0 192650
<b>3</b> 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			0 038530
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			47,079,735
<b>5</b> Multiply line 4 by line 3			1,813,982
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			13,461
<b>7</b> Add lines 5 and 6			1,827,443
<b>8</b> Enter qualifying distributions from Part XII, line 4			2,373,296

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 credits. Total amount owed is 67, and amount overpaid is 26,472.

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 for each question.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, 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)

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> 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	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(4)</b> 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	
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .			<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance check here. . . . .			<input type="checkbox"/>
<b>c</b>	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	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			<b>6b</b>
	<i>If "Yes" to 6b, file Form 8870</i>			<b>No</b>
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>

**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. . . . . **0**

**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. . . . . **0**

**Part IX-A Summary of Direct Charitable Activities**

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

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 . . . . . **0**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	46,619,619
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,177,066
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	47,796,685
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	47,796,685
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	716,950
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	47,079,735
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	2,353,987

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	2,353,987
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	13,461
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	13,461
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,340,526
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	2,340,526
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,340,526

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	2,373,296
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	2,373,296
<b>5</b>	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).	<b>5</b>	13,461
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	2,359,835

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				2,340,526
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,373,296</u>				
<b>a</b> Applied to 2016, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				2,340,526
<b>e</b> Remaining amount distributed out of corpus	32,770			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,770			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	32,770			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .	32,770			

**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			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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  
 RICHARD A GALOFARO  
 624 SOUTH GRAND AVENUE SUITE 2000  
 LOS ANGELES, CA 90017  
 (213) 629-7600

**b** The form in which applications should be submitted and information and materials they should include  
 NO SPECIFIC FORM

**c** Any submission deadlines  
 NONE

**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	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0





**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 )
MORGAN STANLEY A/C-1001 NSTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-1001 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-0574 NSTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-0574 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-3150 NSTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-3150 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-3279 NSTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-3279 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-5041 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30
MORGAN STANLEY A/C-9774 NLTCG DETAIL PROVIDED UPON REQUEST	P		2018-11-30

**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)
348,611		348,627	-16
139,908		71,672	68,236
38,879		33,489	5,390
386,914		306,291	80,623
20,000		19,916	84
864,150		866,808	-2,658
197,665		200,499	-2,834
1,595,038		936,225	658,813
129,567		105,412	24,155
94,359		16,638	77,721

**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	
			-16
			68,236
			5,390
			80,623
			84
			-2,658
			-2,834
			658,813
			24,155
			77,721

**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, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
OTHER GAIN (LOSS)	P		2018-11-30
CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,712			2,712
130,316			130,316

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,712
			130,316

<b>Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
LANEY THORNTON 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0
EDWARD A LANDRY 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE EMERITUS 5 00	0	0	0
ELIZABETH THORNTON TROY 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0
ERIC SMALL 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0
JENNIFER THORNTON WIELAND 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0
CHARLES THORNTON III 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0
KAY TORNBORG 1918 TAMARIND AVE LOS ANGELES, CA 90068	EXECUTIVE DIRECTOR 40 00	87,010	0	0
RICHARD GALAFARO 1918 TAMARIND AVE LOS ANGELES, CA 90068	TRUSTEE 5 00	0	0	0

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN YOUTH SYMPHONY 3424 WILSHIRE BLVD 830 LOS ANGELES, CA 90010	NONE	501(C)(3)	GENERAL SUPPORT	25,000
BAY AREA WARRIORS 3435 CESAR CHAVEZ ST PH SAN FRANCISCO, CA 94110	NONE	501(C)(3)	GENERAL SUPPORT	10,000
CATE SCHOOL1960 CATE MESA RD CARPINTERIA, CA 93103	NONE	501(C)(3)	GENERAL SUPPORT	30,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY 302 OAKLAND, CA 94612	NONE	501(C)(3)	GENERAL SUPPORT	40,000
CENTER FOR IMMIGRATION STUDIES 1629 K STREET NW SUITE 600 WASHINGTON, DC 20006	NONE	501(C)(3)	GENERAL SUPPORT	25,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW STE 300 WASHINGTON, DC 20005	NONE	501(C)(3)	GENERAL SUPPORT	40,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CHROHNS & COLITUS FOUNDATION 10350 SANTA MONICA BLVD STE 120 LOS ANGELES, CA 90025	NONE	501(C)(3)	GENERAL SUPPORT	60,000
COMMUNITY PARTNERS MATERNAL MENTAL HEALTH NOW 1000 N ALAMEDA ST SUITE 240 LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	5,000
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE SUITE 500 ARLINGTON, VA 22202	NONE	501(C)(3)	GENERAL SUPPORT	65,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800


**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
DOHENY EYE INSTITUTE 1450 SAN PABLO ST LOS ANGELES, CA 90033	NONE	501(C)(3)	GENERAL SUPPORT	10,000
DR SUSAN LOVE RESEARCH FOUNDATION 2811 WILSHIRE BLVD 500 SANTA MONICA, CA 90403	NONE	501(C)(3)	GENERAL SUPPORT	2,500
ENGENDER HEALTH 440 NINTH AVENUE NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL SUPPORT	20,000
<b>Total</b> . . . . . <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ENVIRONMENTAL DEFENSE FUND 123 MISSION ST 28TH FLOOR SAN FRANCISCO, CA 94105	NONE	501(C)(3)	GENERAL SUPPORT	50,000
EPIC 1718 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20009	NONE	501(C)(3)	GENERAL SUPPORT	20,000
FIRST BASE FOUNDATION 519 BROWNING ST MILL VALLEY, CA 94941	NONE	501(C)(3)	GENERAL SUPPORT	5,000
<b>Total</b> . . . . . <b>3a</b>			▶	2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
FLINTRIDGE PREPARATORY SCHOOL 4543 CROWN AVE LA CANADA FLINTRIDGE, CA 91011	NONE	501(C)(3)	GENERAL SUPPORT	2,500
FOOD FORWARD 7412 FULTON AVE 3 NORTH HOLLYWOOD, CA 91605	NONE	501(C)(3)	GENERAL SUPPORT	50,000
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	501(C)(3)	GENERAL SUPPORT	100,000
<b>Total</b> . . . . . 				2,233,800
<b>3a</b>				

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
HAMPSHIRE COLLEGE893 WEST STREET AMHERST, MA 01002	NONE	501(C)(3)	GENERAL SUPPORT	30,000
HEART OF LOS ANGELES 2701 WILSHIRE BLVD STE 100 LOS ANGELES, CA 90057	NONE	501(C)(3)	GENERAL SUPPORT	30,000
HOBART SHAKESPEAREANS 900 S HOBART STREET LOS ANGELES, CA 90006	NONE	501(C)(3)	GENERAL SUPPORT	4,200
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD STE 980 LOS ANGELES, CA 90010	NONE	501(C)(3)	GENERAL SUPPORT	5,000
IYENGAR YOGA INSTITUTE OF LOS ANGELES 1835 S LA CIENEGA BLVD LOS ANGELES, CA 90035	NONE	501(C)(3)	GENERAL SUPPORT	10,000
KCRW FOUNDATION 1900 PICO BLVD SANTA MONICA, CA 90405	NONE	501(C)(3)	GENERAL SUPPORT	15,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
KUSC RADIO1149 S HILL ST STE H100 LOS ANGELES, CA 90015	NONE	501(C)(3)	GENERAL SUPPORT	20,000
LIBRARY FOUNDATION OF LOS ANGELES 630 W 5TH STREET LOS ANGELES, CA 90071	NONE	501(C)(3)	GENERAL SUPPORT	50,000
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	501(C)(3)	GENERAL SUPPORT	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	501(C)(3)	GENERAL SUPPORT	30,000
LOS ANGELES OPERA 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	50,000
LOS ANGELES PHILHARMONIC 111 S GRAND AVE LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
LOS ANGELES REGIONAL FOOD BANK 1734 E 41ST STREET LOS ANGELES, CA 90058	NONE	501(C)(3)	GENERAL SUPPORT	10,000
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY RD SANTA BARBARA, CA 93108	NONE	501(C)(3)	GENERAL SUPPORT	10,000
NATURAL HISTORY MUSEUM OF LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	501(C)(3)	GENERAL SUPPORT	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
NATURAL RESOURCES DEFENSE COUNCIL 111 SUTTER ST 21ST FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	50,000
NUMBERS USA 1400 CRYSTAL DR STE 240 ARLINGTON, VA 22202	NONE	501(C)(3)	GENERAL SUPPORT	20,000
OPERA LEAGUE OF LOS ANGELES 135 N GRAND AVE 327 LOS ANGELES, CA 90012	NONE	501(C)(3)	GENERAL SUPPORT	30,000
<b>Total</b> . . . . . <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
PARISH OF ST MATTHEW 1031 BIENVENEDA AVE PACIFIC PALISADES, CA 90272	NONE	501(C)(3)	GENERAL SUPPORT	30,000
PCI MEDIA IMPACT 777 UNITED NATIONS PLAZA 5TH FLOOR NEW YORK, NY 10017	NONE	501(C)(3)	GENERAL SUPPORT	43,000
POPULATION MEDIA CENTER 30 KIMBALL AVE 302 SOUTH BURLINGTON, VT 05403	NONE	501(C)(3)	GENERAL SUPPORT	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
PROGRESSIVES FOR IMMIGRATION 1701 PENNSYLVANIA AVE NW WASHINGTON, DC 20006	NONE	501(C)(3)	GENERAL SUPPORT	20,000
RAINFOREST ALLIANCE 223 BROADWAY 28TH FLOOR NEW YORK, NY 10279	NONE	501(C)(3)	GENERAL SUPPORT	100,000
RARE 1310 NO COURTHOUSE RD STE 110 ARLINGTON, VA 22201	NONE	501(C)(3)	GENERAL SUPPORT	100,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM ST BOULDER, CO 80302	NONE	501(C)(3)	GENERAL SUPPORT	50,000
SAVE THE REDWOODS LEAGUE 111 SUTTER ST 28TH FLOOR SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	75,000
SKIRBALL CULTURAL CENTER 2701 N SEPULVDA BLVD LOS ANGELES, CA 90049	NONE	501(C)(3)	GENERAL SUPPORT	9,500
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800


**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
STUDENTS RUN LA5252 CREBS AVE TARZANA, CA 91356	NONE	501(C)(3)	GENERAL SUPPORT	10,000
SUSTAINABLE CONSERVATION 98 BATTERY ST STE 302 SAN FRANCISCO, CA 94111	NONE	501(C)(3)	GENERAL SUPPORT	30,000
THE UCLA FOUNDATION 10920 WILSHIRE BLVD 900 LOS ANGELES, CA 90024	NONE	501(C)(3)	GENERAL SUPPORT	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
TRUST FOR PUBLIC LAND 135 W GREEN ST PASADENA, CA 91105	NONE	501(C)(3)	GENERAL SUPPORT	5,000
USC THORNTON SCHOOL OF MUSIC 840 W 34TH STREET LOS ANGELES, CA 90089	NONE	501(C)(3)	GENERAL SUPPORT	60,500
WILD AID233 BROADWAY 2705 NEW YORK, NY 10279	NONE	501(C)(3)	GENERAL SUPPORT	38,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	NONE	501(C)(3)	GENERAL SUPPORT	40,000
YOSEMITE CONSERVANCY 101 MONTGOMERY ST 1700 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	GENERAL SUPPORT	30,000
AFRICAN WILDLIFE FOUNDATION 1100 NEW JERSEY AVE SE STE 900 WASHINGTON, DC 20003	NONE	501(C)(3)	GENERAL SUPPORT	30,000
<b>Total</b> . . . . . 				2,233,800
<b>3a</b>				

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
AS YOU SOW 1611 TELEGRAPH AVENUE STE 1450 OAKLAND, CA 94612	NONE	501(C)(3)	GENERAL SUPPORT	40,000
AUTRY MUSEUM OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027			GENERAL SUPPORT	20,000
CALIFORNIANS FOR POPULATION STABILIZATION 675 E SANTA CLARA STREET STE 860 VENTURA, CA 93002			GENERAL SUPPORT	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800


**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CENTER FOR CLIMATE PROTECTION PO BOX 3785 SANTA ROSA, CA 95402			GENERAL SUPPORT	10,000
CHILDREN OF CONSERVATION PO BOX 412470 LOS ANGELES, CA 90041			GENERAL SUPPORT	20,000
ENVIRONMENTAL DEFENSE FUND -FISHERIES PHIL 123 MISSION STREET SAN FRANCISCO, CA 94105			GENERAL SUPPORT	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
FEDERATION FOR AMERICAN IMMIGRATION REFORM 25 MASSACHUSETTS AVE NW STE 330 WASHINGTON, DC 20001			GENERAL SUPPORT	10,000
FRIENDS OF THE URBAN FOREST PRESIDIO OF SAN FRANCISCO-1007 GEN KENNEDY AVE STE 1 SAN FRANCISCO, CA 941291405			GENERAL SUPPORT	10,000
GREENBELT ALLIANCE 312 SUTTER STREET STE 510 SAN FRANCISCO, CA 94108			GENERAL SUPPORT	60,000
<b>Total . . . . .</b> <b>3a</b>			▶	2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
HARVARD BUSINESS SCHOOL ALUMNI DEVELOPMENT SVCS-124 MOUNT AUBURN ST CAMBRIDGE, MA 02138			GENERAL SUPPORT	10,000
MARINE MAMMAL CARE CENTER LA 555 W 5TH STREET 35TH FLOOR LOS ANGELES, CA 90013			GENERAL SUPPORT	5,000
NATIONAL PARK SERVICE SANTA MONICA MOUNTAINS REC AREA- 401 W HILLCREST DR THOUSAND OAKS, CA 91360			GENERAL SUPPORT	1,000
<b>Total</b> . . . . . 				2,233,800

**3a**

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
NATURE CONSERVANCY CALIFORNIA 4245 N FAIRFAX DRIVE ARLINGTON, VA 222031606			GENERAL SUPPORT GENERAL SUPPORT	75,000
PACHAMAMA ALLIANCE PO BOX 29191 SAN FRANCISCO, CA 94129			GENERAL SUPPORT GENERAL SUPPORT	5,000
PACIFIC FOREST TRUST PRESIDIO OF SAN FRANCISCO-1001-A OREILLY AVE SAN FRANCISCO, CA 94129			GENERAL SUPPORT	25,000
<b>Total</b> . . . . . <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
PEPPERWOOD FOUNDATION 2130 PEPPERWOOD PRESERVE ROAD SANTA ROSA, CA 95404			GENERAL SUPPORT	50,000
SAFARI WEST WILDLIFE FOUNDATION 3115 PORTER CREEK ROAD SANTA ROSA, CA 95404			GENERAL SUPPORT	5,000
THE PEOPLE CONCERN 2116 ARLINGTON AVENUE STE 100 LOS ANGELES, CA 90018			GENERAL SUPPORT	10,000
<b>Total</b> . . . . . <b>3a</b>				2,233,800

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
VERIFIED CARBON STANDARD ASSOCIATION ONE THOMAS CIRCLE NW STE 1050 WASHINGTON, DC 20005			GENERAL SUPPORT	15,000
VERRA ONE THOMAS CIRCLE NW STE 1050 WASHINGTON, DC 20005			GENERAL SUPPORT	10,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA ST SUITE 230 LOS ANGELES, CA 90012			GENERAL SUPPORT	2,600
<b>Total</b> . . . . . <b>3a</b>				2,233,800

**TY 2017 Investments Corporate Bonds Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MARKETABLE SECURITIES	1,460,813	1,441,697

**TY 2017 Investments Corporate Stock Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MARKETABLE SECURITIES	4,251,809	8,264,733

**TY 2017 Investments Government Obligations Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595**US Government Securities - End  
of Year Book Value:**

1,946,627

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

1,898,144

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

0

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

0

**TY 2017 Investments - Other Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MUTUAL FUNDS	AT COST	8,853,730	8,560,912
OTHER INVESTMENTS	AT COST	13,326,705	20,021,152
EXCHANGE TRADED FUNDS	AT COST	7,169,534	8,274,686

**TY 2017 Legal Fees Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL	4,053	0		0

**TY 2017 Other Expenses Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	480	0		0
MISCELLANEOUS	13,778	0		0
TELEPHONE	1,299	0		0
INSURANCE	9,368	0		0
BANK CHARGES	12	0		0
EQUIPMENT EXPENSE	1,995	0		0

**TY 2017 Other Income Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM DISCOVERY GLOBAL OPPORT LTD	6,579	6,579	6,579
OTHER INCOME FROM MORGAN STANLEY A/C #1001,0574,9774	560	560	560
INCOME FROM MS GLOBAL DISCOVERY OPPTY	26,503	26,503	26,503

**TY 2017 Other Increases Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Description</b>	<b>Amount</b>
ADJUST TO 11/30/2017 FINANCIAL AUDIT UNRESTRICTED NET ASSETS COST BASIS	462,536

**TY 2017 Other Liabilities Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
DUE TO/FROM BROKER-UNSETTLED TRADES	0	3,171

**TY 2017 Other Professional Fees Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT	227,015	227,015		0
CONSULTANTS	50,950	10,700		40,250

**TY 2017 Taxes Schedule****Name:** FLORA L THORNTON FOUNDATION**EIN:** 95-3855595

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL TAXES	7,692	1,615		6,077
REGISTRY OF TRUSTS	375	0		0
FRANCHISE TAX BOARD	170	0		0
FEDERAL EXCISE TAXES	135,912	0		0

**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](http://www.irs.gov/form990).

OMB No 1545-0047  
**2017**

**Name of the organization**  
FLORA L THORNTON FOUNDATION

**Employer identification number**  
95-3855595

**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 33<sup>1</sup> 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)

<b>Name of organization</b> FLORA L THORNTON FOUNDATION	<b>Employer identification number</b> 95-3855595
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<b>Part I</b> <b>Contributors</b> (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	FLORA THORNTON ADMINISTRATIVE TRUST <hr/> 624 SOUTH GRAND AVE STE 2000 <hr/> LOS ANGELES, CA900173383	\$ 750,436	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
2	FLORA THORNTON ADMINISTRATIVE TRUST <hr/> 624 SOUTH GRAND AVE STE 2000 <hr/> LOS ANGELES, CA900173383	\$ 337,807	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
3	FLORA THORNTON ADMINISTRATIVE TRUST <hr/> 624 SOUTH GRAND AVE STE 2000 <hr/> LOS ANGELES, CA900173383	\$ 246,574	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
.	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
.	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
.	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>

<b>Name of organization</b> FLORA L THORNTON FOUNDATION	<b>Employer identification number</b> 95-3855595
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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
1	PUBLICLY TRADED SECURITIES	\$ 750,436	2018-11-01
2	37 5% MEMBER INTEREST, CAROLWOOD INVESTMENTS LLC	\$ 337,807	2018-09-19
3	22 5% PARTNER INTEREST, CAROLWOOD PARTNERS, A CA GEN PTHSP	\$ 246,574	2018-09-19
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____

<b>Name of organization</b> FLORA L THORNTON FOUNDATION	<b>Employer identification number</b> 95-3855595
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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
_____	_____
_____	_____