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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation: S. Mark Taper Foundation

A Employer identification number: 32-0516588

Number and street (or P O box number if mail is not delivered to street address): 12011 San Vicente Blvd

Room/suite: 400

B Telephone number (see instructions): (310)476-5543

City or town, state or province, country, and ZIP or foreign postal code: Los Angeles CA 90049

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 122,918,857.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1,053.	1,053.		
	4	Dividends and interest from securities	2,925,893.	2,925,893.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,466,772.			
	b	Gross sales price for all assets on line 6a 39,026,794.				
	7	Capital gain net income (from Part IV, line 2)		5,466,772.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See Stmt	105,314,337.	5,199.		
	12	**Total.** Add lines 1 through 11	113,708,055.	8,398,917.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	22,312.			22,312.
	14	Other employee salaries and wages	892,337.	362,694.		529,643.
	15	Pension plans, employee benefits	132,838.	47,132.		85,706.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) L-16b Stmt	17,500.			17,500.
	c	Other professional fees (attach schedule) L-16c Stmt	406,767.	404,114.		2,654.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) See Stmt	233,074.	41,517.		34,807.
	19	Depreciation (attach schedule) and depletion	14,230.	5,550.		
	20	Occupancy	132,451.	51,656.		80,795.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	141,706.	74,865.		64,565.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,993,215.	987,528.		837,982.
	25	Contributions, gifts, grants paid	6,156,300.			6,156,300.
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,149,515.	987,528.		6,994,282.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	105,558,540.			
	b	**Net investment income** (if negative, enter -0-)		7,411,389.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,000.	3,452,156.	3,452,156.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 277,052.			
		Less: allowance for doubtful accounts ▶		277,052.	277,052.
	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) L-10a Stmt		15,438,792.	15,353,961.
	b	Investments—corporate stock (attach schedule) L-10b Stmt		49,373,954.	48,209,820.
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) L-13 Stmt		37,178,856.	55,505,291.
	14	Land, buildings, and equipment: basis ▶ 216,467.			
		Less accumulated depreciation (attach schedule) ▶ 95,890.		120,577.	120,577.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,000.	105,841,387.	122,918,857.
Liabilities	17	Accounts payable and accrued expenses	0.	280,747.	
	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.	280,747.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted	2,000.	105,560,640.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,000.	105,560,640.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,000.	105,841,387.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,000.
2	Enter amount from Part I, line 27a	2	105,558,540.
3	Other increases not included in line 2 (itemize) ▶ Other increase	3	100.
4	Add lines 1, 2, and 3	4	105,560,640.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	105,560,640.

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.)
1a	Investment account # 1	P	Various	Various
b	Investment account # 2	P	Various	Various
c	Investment account # 3	P	Various	Various
d	Investment account # 4	P	Various	Various
e	See Statement			

	(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	600,000.		894,711.	-294,711.
b	4,858,637.		3,566,220.	1,292,417.
c	11,615,523.		8,947,646.	2,667,877.
d	735,094.		358,382.	376,712.
e	14,217,540.		12,793,063.	1,424,477.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-294,711.
b				1,292,417.
c				2,667,877.
d				376,712.
e				1,424,477.

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	5,466,772.
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	5,466,772.

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))
2017	6,067,934.	136,585,154.	0.044426
2016	6,246,883.	121,691,649.	0.051334
2015	6,146,836.	126,881,617.	0.048445
2014	5,784,331.	128,245,163.	0.045104
2013	5,119,217.	116,314,266.	0.044012

2	**Total** of line 1, column (d)	2	0.233321
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	0.046664
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	141,477,163.
5	Multiply line 4 by line 3	5	6,601,890.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	74,114.
7	Add lines 5 and 6	7	6,676,004.
8	Enter qualifying distributions from Part XII, line 4	8	6,994,282.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	74,114.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	74,114.
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	74,114.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 153,000.		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	153,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	78,886.
11	Enter the amount of line 10 to be. **Credited to 2019 estimated tax** ▶ 78,886. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? Disallowed Fringes	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	×	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		×
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	×	

Website address ▶ www.smtfoundation.org

14 The books are in care of ▶ Roy Weitz Telephone no. ▶ (310)476-5543

Located at ▶ 12011 San Vicente Blvd #400 Los Angeles CA ZIP+4 ▶ 90049

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		×
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		×
	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 2018?	1c		×
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
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.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		×
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 2018?	4b		×

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year, did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 5				

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
See Schedule 5				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
See Schedule 6		

Total number of others receiving over $50,000 for professional services ▶ None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	138,207,055.
b	Average of monthly cash balances	1b	5,026,954.
c	Fair market value of all other assets (see instructions)	1c	397,629.
d	**Total** (add lines 1a, b, and c)	1d	143,631,638.
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	143,631,638.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,154,475.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	141,477,163.
6	**Minimum investment return.** Enter 5% of line 5	6	7,073,858.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	7,073,858.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	74,114.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	74,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	6,999,744.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6,999,744.
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	6,999,744.

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	6,994,282.
b	Program-related investments—total from Part IX-B	1b	0.
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	6,994,282.
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	74,114.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,920,168.

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 2017	(c) 2017	(d) 2018
1	Distributable amount for 2018 from Part XI, line 7				6,999,744.
2	Undistributed income, if any, as of the end of 2018:				
a	Enter amount for 2017 only			6,751,886.	
b	Total for prior years. 20 ___, 20 ___, 20 ___				
3	Excess distributions carryover, if any, to 2018:				
a	From 2013 . . . 0.				
b	From 2014 . . . 0.				
c	From 2015 . . . 0.				
d	From 2016 . . . 0.				
e	From 2017 . . . 0.				
f	**Total** of lines 3a through e	0.			
4	Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 6,994,282.				
a	Applied to 2017, but not more than line 2a			6,751,886.	
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 2018 distributable amount				242,396.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2018 (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	0.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e	Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f	Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				6,757,348.
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 2013 not applied on line 5 or line 7 (see instructions)	0.			
9	**Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10	Analysis of line 9:				
a	Excess from 2014 . . . 0.				
b	Excess from 2015 . . . 0.				
c	Excess from 2016 . . . 0.				
d	Excess from 2017 . . . 0.				
e	Excess from 2018 . . . 0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

None

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.

None

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:

See Supplementary Information Statement

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See schedule 7				
Total . . . . . . ▶ **3a**				
b *Approved for future payment*				
See schedule 7				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) 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			14	1,053.	
4 Dividends and interest from securities			14	2,925,893.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,466,772.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Grant from Foundation under common control			1	105,309,138.	
b Miscellaneous income			14	5,199.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				113,708,055.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 113,708,055.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

Signature of officer or trustee: [signature] | Date: 11/12/2019 | Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶	Self-prepared	Firm's EIN ▶	
Firm's address ▶	12011 San Vicente Blvd #400 Los Angeles CA 90049	Phone no	

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. — Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
Adrienne Wittenberg 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049 310-476-5413	Online Letter of Inquiry containing description and purposes of applicant, and intended use of Grant requested. For further detail see www. smtfoundation.org.	Application letters accepted from December 1 through February 14.	Geographical preference to Southern California recipients. No grants to individuals.

S. Mark Taper Foundation 32-0516588

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

(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	(d) Date sold
Investment account # 5	P	Various	Various
Investment account # 6	P	Various	Various
Investment account # 7	P	Various	Various
Investment account # 8	P	Various	Various
Investment account # 9	P	Various	Various

(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)
260,000.		288,069.	-28,069.
585,026.		578,427.	6,599.
10,697,514.		10,471,609.	225,905.
1,740,000.		929,509.	810,491.
935,000.		525,449.	409,551.
14,217,540.	0.	12,793,063.	1,424,477.

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	
			-28,069.
			6,599.
			225,905.
			810,491.
			409,551.
0.	0.	0.	1,424,477.

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Other Income

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Miscellaneous revenue	5,199.	5,199.	
Transfer from controlled foundation see Sch. 3	105,309,138.		
Total	105,314,337.	5,199.	

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Federal excise tax	153,000.			
Payroll taxes	53,015.	18,489.		34,526.
Property tax	281.			281.
Federal tax on disallowed fringe (parking)	3,750.			
Foreign taxes	23,028.	23,028.		
Total	233,074.	41,517.		34,807.

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Telephone	7,454.	2,907.		4,547.
Conference & meetings	1,350.			1,350.
Dues & publications	1,437.	733.		704.
Insurance - workers compensation	5,918.	2,347.		3,571.
Office expense	20,174.	7,868.		12,306.
Bank account fees	23,500.	23,500.		
Payroll service	3,029.	1,181.		1,848.
Bank custody fees	23,345.	23,345.		
Filing fees	180.			180.
Insurance	7,277.			7,277.
Repair & maintenance	10,004.	3,901.		6,102.
Bank fees	1,761.	1,761.		
Outside labor	15,228.			15,228.
Other expense	18,774.	7,322.		11,452.
Loss on disposal of assets	2,275.			

Form 990-PF: Return of Private Foundation

Other Expenses — Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Total	141,706.	74,865.		64,565.

Form 990-PF
Part I, Lines 16a - 16c

Legal and Professional Fees

2018

Name	Employer Identification No
S. Mark Taper Foundation	32-0516588

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Quigley & Miron	Audit	17,500.			17,500.
Total to Form 990-PF, Part I, Line 16b		17,500.			17,500.

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management fees	Investment management	402,417.	402,417.		
JM Design	Interior design	4,350.	1,697.		2,654.
Total to Form 990-PF, Part I, Line 16c		406,767.	404,114.		2,654.

TEEW0701 SCR 09/07/17

Name	Employer Identification No
S. Mark Taper Foundation	32-0516588

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
US Treasury Notes			15,438,792.	15,353,961.
Tot to Fm 990-PF, Pt II, Ln 10a			15,438,792.	15,353,961.

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
See schedule 1 for required detail	49,373,954.	48,209,820.
Totals to Form 990-PF, Part II, Line 10b	49,373,954.	48,209,820.

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
See schedule 2 for required detail	37,178,856.	55,505,291.
Totals to Form 990-PF, Part II, Line 13	37,178,856.	55,505,291.

S. MARK TAPER FOUNDATION
32-0516588
FORM 990-PF FOR THE YEAR ENDED DECEMBER 31, 2018

LIST OF ATTACHMENTS

In support of Part II:

- Schedule 1 – Detail supporting line 10B – investments – corporate stock
- Schedule 2 – Detail supporting line 13 – investments – mutual funds

In support of Part VII-A, Question 11 and Parts V, X, XI, XII and XIII

- Schedule 3 – Schedule of controlled entity and statement of information regarding transfers from a controlled entity

In support of Part VII-A, Question 10

- Schedule 4 – Statement of Information regarding transfer from Substantial Contributor

In support of Part VIII:

- Schedule 5 – Information about officers, directors
- Schedule 6 – Information about independent contractors

In support of Part XV:

- Schedule 7 – Supplementary information

S. MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
DETAIL SUPPORTING PART II LINE 10B - INVESTMENTS - CORPORATE STOCK

SCHEDULE 1

QUANTITY	DESCRIPTION		TAX COST		MARKET VALUE
793	AON PLC	$	106,038	$	115,270
6,717	AT&T	$	224,639	$	191,703
21,000	AXA Equitable Hldgs Inc	$	421,875	$	349,230
1,221	Abbott Laboratories	$	50,091	$	88,315
1,058	Activision Blizzard (fka Activision Inc)	$	59,564	$	49,271
8,351	Actuant Corporation	$	213,210	$	175,287
11,933	Adient plc	$	491,767	$	179,711
229	Adobe Systems	$	52,118	$	51,809
671	Agilent Technologies Inc	$	44,148	$	45,266
335	Air Products & Chemicals	$	52,101	$	53,617
842	Alexion Pharmaceuticals	$	102,549	$	81,977
10,284	Allegheny Technologies (fka Airtouch Comm)	$	200,838	$	223,883
1,013	Allergan Inc	$	181,905	$	135,398
178	Alphabet Inc Cl A (fka: Google Inc Cl A)	$	133,356	$	186,003
288	Alphabet Inc Cl C (fka: Google Inc Cl C)	$	214,432	$	298,256
4,104	Altra Holdings Inc	$	131,044	$	103,216
245	Amazon.com Inc	$	310,597	$	367,983
1,384	American Electric Power Co Inc	$	95,475	$	103,440
36,692	American International Group	$	1,912,671	$	1,446,032
1,110	American Tower	$	124,910	$	175,591
8,392	Amneal Pharmaceuticals Inc	$	118,732	$	113,544
1,630	Anthem Inc.	$	252,421	$	428,087
20,300	Apache Corp	$	873,109	$	532,875
2,778	Apple Computer	$	341,238	$	438,202
4,412	Applied Energentics Inc	$	3,530	$	211
6,387	Argo Group Int'l Holdings, Ltd	$	227,383	$	429,526
11,134	BMC Stock Holdings Inc	$	196,130	$	172,354
21,689	Bancorp Inc	$	194,442	$	172,644
23,707	BankAmerica Corp.	$	310,045	$	584,140
8,101	Beacon Roofing Supply	$	304,658	$	256,964
7,400	Bed Bath & Beyond Inc	$	483,435	$	83,768
1,759	Berkshire Hathaway Inc Cl B	$	262,961	$	359,153
446	Biogen Idec Inc	$	120,995	$	134,210
312	Black Rock Inc	$	132,203	$	122,560
6,030	Boot Barn Holdings Inc	$	70,614	$	102,691
5,463	Briggs & Stratton Corp	$	114,197	$	71,456
751	Broadcom Inc (fka AVAGO Technologies)	$	112,989	$	190,964
6,200	CBS Corporation	$	323,617	$	271,064
425	CIGNA Corp.	$	67,883	$	80,716

S. MARK TAPER FOUNDATION

FOR THE YEAR ENDED DECEMBER 31, 2018

FEIN: 32-0516588

SCHEDULE 1

DETAIL SUPPORTING PART II LINE 10B - INVESTMENTS - CORPORATE STOCK

QUANTITY	DESCRIPTION		TAX COST		MARKET VALUE
54,000	CNH Industrial NV	$	451,703	$	497,340
1,940	CVS Corporation	$	148,769	$	127,109
4,383	Canadian Natural Resources	$	135,552	$	105,762
6,800	Capital One Financial	$	451,205	$	514,012
25,798	Career Education Corp	$	155,958	$	294,613
4,316	Carpenter Technology Corporation	$	178,138	$	153,693
8,998	Carrizo Oil & Co Inc	$	255,384	$	101,587
816	Caterpillar Inc	$	111,631	$	103,689
9,842	Centennial Resource Development Inc Cl C	$	168,104	$	108,459
3,093	Central Garden & Pet Co Cl A	$	62,439	$	96,656
2,471	ChevronTexaco Corp	$	269,763	$	268,820
463	Cimarex Energy Co	$	44,353	$	28,544
3,315	Cisco Systems	$	105,889	$	143,639
23,550	Citigroup Inc (fka Citicorp)	$	1,223,398	$	1,226,013
17,400	Citizens Financial Group	$	497,432	$	517,302
21,486	Comcast Corp New Cl A	$	699,155	$	731,598
3,172	ConAgra Inc.	$	115,479	$	67,754
11,441	Conduent Inc	$	185,555	$	121,618
347	Constellation Brands Inc	$	73,498	$	55,805
5,900	Cooper Tire & Rubber	$	165,944	$	190,747
15,900	Corning Inc	$	296,969	$	480,339
11,694	Corporate Office Properties Trust Inc	$	306,762	$	245,925
34,411	Cousins Properties Inc	$	320,092	$	271,847
4,700	Cummins Inc	$	533,437	$	628,108
1,820	DXP Enterprises Inc	$	47,163	$	50,669
10,925	Del Taco Restaurants Inc	$	122,310	$	109,141
1,492	Dentsply Sirona Inc	$	54,081	$	55,517
6,800	Discover Fin'l (fka Department 56)	$	415,839	$	401,064
28,700	Discovery Communications Ser C	$	624,475	$	662,396
475	Dollar General	$	39,778	$	51,338
2,148	Dow DuPont Inc	$	138,763	$	114,875
3,894	EBay Inc.	$	120,775	$	109,305
661	Eagle Materials Inc	$	58,150	$	40,341
711	Electronic Arts Inc	$	55,579	$	56,105
6,100	Embraer (fka: Embraer-Empresa Brasileira)	$	131,638	$	134,993
890	Emerson Electric	$	62,408	$	53,178
4,175	Encore Wire Corporation	$	161,011	$	209,502
2,686	EnerSys	$	180,507	$	208,460
1,505	Eog Resources Inc (fka Enron Oil & Gas)	$	139,804	$	131,251
157	Equinix Inc	$	65,324	$	55,352

S. MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
DETAIL SUPPORTING PART II LINE 10B - INVESTMENTS - CORPORATE STOCK

SCHEDULE 1

QUANTITY	DESCRIPTION		TAX COST		MARKET VALUE
40,100	Ericsson	$	236,379	$	355,687
7,163	Essential Properties Realty Trust	$	97,395	$	99,136
389	Expedia Inc Cl A	$	44,855	$	43,821
448	FDX Corp (fka Federal Express Corp)	$	68,304	$	72,276
4,360	Fabrinet	$	155,726	$	223,712
2,249	Facebook Inc Cl A	$	287,769	$	294,821
1,636	Fidelity Nat'l Information Services Inc	$	124,977	$	167,772
46,802	First Bancorp	$	280,323	$	402,497
5,001	First Data	$	87,216	$	84,567
22,536	First Horizon Nat'l Corp	$	283,238	$	296,574
13,144	Flushing Fin'l Corp	$	218,736	$	282,990
111,600	General Electric Co.	$	1,233,555	$	844,812
23,800	General Motors	$	858,263	$	796,110
10,600	GlaxoSmithKline PLC ADS	$	468,123	$	405,026
4,400	Goldman Sachs Group	$	860,958	$	735,020
5,296	HNI Corporation	$	195,475	$	187,637
5,300	Harley Davidson Inc	$	269,652	$	180,836
398	Harris Corp	$	52,078	$	53,591
12,700	Hess Corp	$	613,031	$	514,350
77,700	Hewlett Packard Enterpries	$	1,064,401	$	1,026,417
1,520	Honeywell International Inc	$	137,913	$	200,822
11,993	Infinera Corp (fka Infinity Fin'l Tech)	$	107,836	$	47,852
3,743	Innophos Holdings Inc	$	145,629	$	91,816
4,971	Insight Enterprises	$	161,294	$	202,568
5,041	Int'l Seaways Inc (fto Insweb Corp)	$	106,043	$	84,890
11,127	Interface, Inc	$	212,299	$	158,560
11,300	International Paper Co.	$	464,547	$	456,068
1,824	Itron Inc	$	91,106	$	86,257
3,298	J P Morgan Chase & Co	$	224,435	$	321,951
8,216	Jabil Circuit	$	183,350	$	203,675
5,706	James River Group Hldgs Ltd	$	170,101	$	208,497
2,663	Johnson & Johnson	$	304,881	$	343,660
16,331	Johnson Controls Inc	$	660,764	$	484,214
3,443	Koninklijke Philips NV (fka Philips Elect)	$	112,313	$	120,884
8,023	Kraton Performance Polymers Inc	$	178,274	$	175,222
1,047	LCI Industries	$	93,336	$	69,940
4,845	LGI Homes Inc	$	177,445	$	219,091
434	Lam Research	$	65,927	$	59,098
5,317	Lands' End Inc	$	92,508	$	75,555
11,757	Lattice Semiconductor	$	79,508	$	81,358

S. MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
DETAIL SUPPORTING PART II LINE 10B - INVESTMENTS - CORPORATE STOCK

SCHEDULE 1

QUANTITY	DESCRIPTION		TAX COST		MARKET VALUE
10,438	Libbey Inc	$	164,037	$	40,499
2,065	Lowes Cos Inc	$	172,323	$	190,723
11,033	MDU Resources Group Inc	$	240,707	$	263,027
9,750	MRC Global Inc (fka Monterey Resources)	$	198,652	$	119,243
13,550	Mack-Cali Realty Corp	$	322,154	$	265,445
8,200	Magna Intl Inc Class A	$	360,566	$	372,690
1,900	Manpower Inc	$	147,168	$	123,120
43,500	Marathon Oil Group (fka: USX Marathon Grp)	$	478,438	$	623,790
2,602	Marathon Petroleum Corp	$	148,328	$	153,544
1,627	Mastercard Inc	$	153,536	$	306,934
767	McDonalds Corp	$	114,825	$	136,196
7,501	Medtronic plc (fka Medtronic Inc)	$	615,627	$	682,291
578	Microchip Technology	$	47,887	$	41,570
13,257	Microsoft Corp	$	727,436	$	1,346,513
18,505	Modine Manufacturing Co.	$	199,202	$	200,039
13,972	Mondelez Int'l Inc (fka Kraft Foods, Inc)	$	576,625	$	559,299
2,400	Morgan Stanley	$	94,423	$	95,160
21,200	Murphy Oil Corp	$	813,353	$	495,868
6,498	Myriad Genetics Inc	$	153,981	$	188,897
14,400	Nat'l Oilwell Varco Inc	$	444,714	$	370,080
3,083	Nat'l Retail Properties Inc	$	115,008	$	149,556
356	Northrop Grumman Corp	$	92,461	$	87,184
418	Nvidia Corp	$	72,614	$	55,803
17,700	Oracle Corp	$	719,978	$	799,155
11,300	P P & L Resources Inc	$	343,598	$	320,129
2,300	PACCAR Inc.	$	104,712	$	131,422
4,494	PDC Energy Inc.	$	249,577	$	133,741
1,117	PVH Corp	$	96,974	$	103,825
416	Palo ALto Networks Inc	$	69,120	$	78,354
3,400	Pepsico Inc	$	367,130	$	375,632
7,583	Pfizer Inc	$	254,290	$	330,998
3,638	Philip Morris International	$	324,837	$	242,873
7,938	Popular Inc	$	236,756	$	374,832
7,788	Portland General Electric Co	$	224,458	$	357,080
15,960	QEP Resources Inc.	$	202,625	$	89,855
722	Qualcomm Inc.	$	41,363	$	41,089
17,082	RPT Realty (fka Ramco-Gershenson Pptys Tr)	$	228,883	$	204,130
6,853	Renasant Corp	$	182,904	$	206,824
1,553	Restaurant Brands Int'l Inc	$	87,919	$	81,222
8,204	Royal Dutch Shell PLC Cl A	$	568,452	$	478,047

S. MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
DETAIL SUPPORTING PART II LINE 10B - INVESTMENTS - CORPORATE STOCK

SCHEDULE 1

QUANTITY	DESCRIPTION		TAX COST		MARKET VALUE
10,791	SITE Centers Corp	$	131,516	$	119,456
8,961	SM Energy (fka St Mary Lnd & Exploration)	$	204,407	$	138,716
11,541	STAG Industrial Inc	$	300,015	$	287,140
2,292	Saia Inc	$	89,013	$	127,939
6,900	Sanofi	$	282,833	$	299,529
1,233	Schwab (Charles) Corp	$	48,799	$	51,206
4,477	Semtech Corp.	$	118,745	$	205,360
229	Sherwin Williams	$	63,586	$	90,102
7,200	Southern Co	$	312,991	$	316,224
1,289	Southwest Airlines	$	69,939	$	59,913
10,925	State Street Boston	$	785,426	$	689,040
4,543	Steelcase Inc	$	68,245	$	67,373
21,975	Sunstone Hotel Investors Inc	$	335,574	$	285,895
1,383	Sysco Corp	$	83,180	$	86,659
470	T-Mobile US Inc	$	26,860	$	29,897
2,070	Tapestry Inc	$	64,848	$	69,863
3,194	Texas Bancshares Inc	$	179,645	$	163,181
2,700	Texas Instruments Inc	$	244,832	$	255,150
998	Total System Services Inc	$	85,024	$	81,127
3,100	Travelers Group Inc	$	357,534	$	371,225
967	US Bancorp	$	48,446	$	44,192
4,900	Unilever PLC	$	281,025	$	256,025
4,818	Unitil Corp	$	146,943	$	243,984
1,853	Verizon Communications, Inc.	$	87,883	$	104,176
5,306	Virtusa Corp	$	157,998	$	225,983
11,675	Vista Outdoor Inc	$	221,600	$	132,511
35,190	Vodafone Group ADR (fka Vodafone Airtouch)	$	1,008,069	$	678,463
2,784	WESCO Int'l Inc	$	181,853	$	133,632
2,793	WSFS Financial Corp	$	90,144	$	105,883
10,080	Washington Federal Inc	$	222,467	$	269,237
27,175	Wells Fargo & Co New	$	1,452,073	$	1,252,224
27,794	Wesco Aircraft Holdings Inc	$	314,771	$	219,573
2,452	Weyerhaeuser Co	$	61,331	$	53,601
2,200	Zimmer Biomet Holdings	$	210,615	$	228,184
		$	49,373,954	$	48,209,820

S. MARK TAPER FOUNDATION

FOR THE YEAR ENDED DECEMBER 31, 2018

FEIN: 32-0516588

SCHEDULE 2

DETAIL SUPPORTING PART II LINE 13 - INVESTMENTS - OTHER

QUANTITY	DESCRIPTION	TAX COST	MARKET VALUE
110,381.000	IShares TR Russell Midcap Value Index Fd	$ 5,235,139	$ 8,427,589
291,265.582	Julius Baer Intl Equity Fund Class I	$ 6,890,736	$ 6,844,741
288,127.837	Neuberger & Berman Equity Fd RE Fd	$ 3,919,840	$ 3,373,977
316,551.277	Oakmark Int'l Fund - Institutional	$ 7,791,290	$ 6,470,308
285,436.032	Vanguard Growth Index Fund Inst	$ 8,214,680	$ 19,720,775
282,368.975	Vanguard Mid-Cap Index Fund Inst Shs	$ 5,127,171	$ 10,667,900
		$ 37,178,856	$ 55,505,291

S. Mark Taper Foundation
FOR THE PERIOD BEGINNING JANUARY 1, 2018 AND ENDING DECEMBER 31, 2018
EIN: 32-0516588
Form 990-PF - Return of Private Foundation

PART VII-A - QUESTION 11 - SCHEDULE OF CONTROLLED ENTITY

The following nonprofit public benefit corporation was a controlled entity from January 1 through November 30, 2018:

S. Mark Taper Foundation
12011 San Vicente Boulevard
Suite 400
Los Angeles, CA 90049
95-4245076

This entity is not an excess business holding.

PARTS V and XIII

As of 12:01 a.m. on January 1, 2018, pursuant to an Agreement for Transfer between the S. Mark Taper Foundation nonprofit public benefit corporation (EIN 95-4245076) and the S. Mark Taper Foundation trust (EIN 32-0516588):

- The coporation (EIN 95-4245076) transferred assets with a book value of $105,309,138 and a market value of $143,767,139 to the trust (EIN 32-0516588).

- All tax attributes and experience that the S. Mark Taper Foundation nonprofit public benefit corporation (EIN 95-4245076) had under sections 4940 - 4945 of the Internal Revenue Code were transferred to the S. Mark Taper Foundation trust (EIN 32-0516588)

- A copy of the Agreement of Transfer was attached to the S. Mark Taper Foundation corporation (EIN 95-4245076) 990-PF final return for the period beginning January 1, 2018 and ending November 30, 2018.

S. Mark Taper Foundation
FOR THE PERIOD BEGINNING JANUARY 1, 2018 AND ENDING DECEMBER 31, 2018
EIN: 32-0516588
Form 990-PF - Return of Private Foundation

Part VII-A - Question 11 - Statement of Information Regarding Transfer From Controlled Entity

(A) Name and address of controlled entity	(B) EIN	(C) Description of transfer	(D) Amount of transfer Book Value	(E) Amount of transfer Market Value
S. Mark Taper Foundation 12011 San Vicente Boulevard Suite 400 Los Angeles, CA 90049	95-4245076	Grant from controlled foundation	$105,309,138	$143,767,139

S. MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
FORM 990-PF, PART VIII, LINE 1 & 2 - INFORMATION ABOUT OFFICERS, DIRECTORS, EMPLOYEES

1. List all officers, directors, . . .

(a) Name and address	(b) Title and avg hours	(c) Comp	(d) Employee ben plans	(e) Expense account
Janice Taper Lazarof 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Trustee and President 5 - 10 hours	-0-	-0-	-0-
Amelia Bolker Kaufman 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Trustee, Vice President, Secretary, and Treasurer 7 hours	$22,312	$447	-0-
Roy Weitz 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Trustee and Chief Financial/ Investment Officer Full-time 35 hours	$352,075	$26,698	-0-

2. Compensation of five highest paid employees

Adrienne Wittenberg 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Executive Director Full-time 35 hours	$250,258	$40,436	-0-
Deborah Green 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Accounting / Program Officer Full-time 35 hours	$126,397	$2,505	-0-
Kristen Haggins 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Program Officer Full-time 35 hours	$77,728	$11,143	-0-
Gabriele Burkhard 12011 San Vicente Boulevard, Suite 400 Los Angeles, CA 90049	Program Officer Full-time 35 hours	$69,393	$1,385	-0-

S. MARK TAPER FOUNDATION **SCHEDULE 6**
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN: 32-0516588
FORM 990-PF, PART VIII, Line 3 - INFORMATION ABOUT INDEPENDENT CONTRACTORS

3. Five highest-paid independent contractors . . .

Name and address	Type of Service	Compensation
Hotchkis & Wiley Capital Management Los Angeles, CA	Investment Mgmt	159,844
Frontier Capital Management Boston, MA	Investment Mgmt	128,423
Bank of America/U.S Trust Portland, OR	Investment Mgmt	82,160

S MARK TAPER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2018
FEIN 32-0516588
FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NOTE No Recipient listed below is an individual

Recipient - Name	Recipient - Address	Recipient Status	Purpose of grant or contribution	Amount
A Community of Friends	3701 Wilshire Blvd , Suite 700, Los Angeles, CA 90010	PC	Hiring of a Family Services Specialist	$ 100,000
A Step Beyond	340 N Escondido Blvd , Escondido, CA 92025	PC	General operating support	25,000
Airport Marina Counseling Service	7891 La Tijera Blvd , Los Angeles, CA 90045	PC	General operating support	35,000
Alisa Ann Ruch Burn Foundation	50 N Hill Ave , Suite 305, Pasadena, CA 91106	PC	Program support within Los Angeles	20,000
All Peoples Community Center	822 E 20th St , Los Angeles, CA 90011	PC	FamilySource program support	75,000
Alliance for Housing and Healing	825 Colorado Blvd , Suite 100, Los Angeles, CA 90041	PC	General operating support	75,000
Alzheimer's San Diego	6632 Convoy Ct , San Diego, CA 92111	PC	General operating support	75,000
American National Red Cross fbo American Red Cross Los Angeles Region	11355 Ohio Ave , Los Angeles, CA 90025	PC	Capital support for downtown headquarters	185,000
Animal Samaritans	72120 Pet Land Place, Thousand Palms, CA 92276	PC	Program support	20,000
Boys & Girls Club of Hollywood	850 N Cahuenga Blvd , Los Angeles, CA 90038	PC	General operating support	50,000
Boys & Girls Clubs of Metro Los Angeles	800 S Figueroa St , Suite 950, Los Angeles, CA 90017	PC	Renovation of Roy W Roberts II Watts/Willowbrook club house	280,000
Casa Serena	1515 Bath St, Santa Barbara, CA 93101	PC	Program expansion	40,000
Center for Community Solutions	4508 Mission Bay Dr , San Diego, CA 92109	PC	General operating support	50,000
Center for Employment Opportunities	50 Broadway, Suite 1604, New York, NY 10004	PC	Program support within San Bernardino	50,000
Coalition for Humane Immigrant Rights of Los Angeles (CHIRLA)	2533 W 3rd St , Suite 101, Los Angeles, CA 90057	PC	Program support	100,000
Community Partners fbo Mindful Warrior Project	c/o Community Partners, 1000 N Alameda St , Suite 240, Los Angeles, CA 90012	PC	General operating support within Southern California	10,000
Community Partners fbo Partners for Pediatric Vision	c/o Community Partners, 1000 N Alameda St , Suite 240, Los Angeles, CA 90012	PC	General operating support	30,000
ElderHelp of San Diego	3860 Calle Fortunada, #101, San Diego, CA 92123	PC	General operating support	50,000
Enterprise Community Partners, Inc	11000 Broken Land Parkway, Suite 700, Columbia, MD 21044	PC	Program support within Los Angeles	100,000
Families Forward	8 Thomas, Irvine, CA 92618	PC	Program support within Orange County	75,000
Family Health Centers of San Diego, Inc	823 Gateway Center Way, San Diego, CA 92102	PC	General operating support	70,000
First Place for Youth	426 17th St , Suite 100, Oakland, CA 94612	PC	General operating support within Los Angeles County	100,000
Five Acres-The Boys and Girls Aid Society of Los Angeles County	760 W Mountain View St , Altadena, CA 91001	PC	General operating support	100,000
For the Child Inc - General operating account	4565 California Ave , Long Beach, CA 90807	PC	General operating support	65,000
Gabriella Foundation, The	222 E 16th St , Los Angeles, CA 90015	PC	General operating support	50,000
Girls on the Run of Los Angeles County	556 S Fair Oaks, #101-307, Pasadena, CA 91105	PC	Program support	20,000
Guide Dogs of the Desert	60735 Dillon Road, Whitewater, CA 92282	PC	General operating support	10,000
Harriett Buhai Center for Family Law	3250 Wilshire Blvd , Suite 710, Los Angeles, CA 90010	PC	Program support.	150,000
Hear Center	301 E Del Mar Blvd , Pasadena, CA 91101	PC	Free hearing and speech screenings	40,000
HeArt Project, The dba artworxLA	1930 Wilshire Blvd , Suite 800, Los Angeles, CA 90057	PC	General operating support	50,000
Inspire Life Skills Training, Inc	815 W Sixth St., Suite 160, Corona, CA 92882	PC	General operating support	40,000
International Guiding Eyes Inc, dba Guide Dogs of America	13445 Glenoaks Blvd , Sylmar, CA 91342	PC	General operating support	50,000
Jewish Family Service of Los Angeles	3580 Wilshire Blvd , Suite 700, Los Angeles, CA 90010	PC	Capital support for headquarters and service center	150,000
Jewish Family Service of San Diego	8804 Balboa Ave , San Diego, CA 92123	PC	Program support for Hand Up Food Pantry	100,000
Jewish Family Service of the Desert	490 S Farrell Dr , Suite C208, Palm Springs, CA 92262	PC	Support of mental health and counseling services	35,000
Jewish Free Loan Association	6505 Wilshire Blvd , Suite715, Los Angeles, CA 90048	PC	General operating support	100,000
Jewish Vocational Service dba JVS SoCal	6505 Wilshire Blvd , Suite 200, Los Angeles, CA 90048	PC	General operating support	150,000
JWCH Institute, Inc	5650 Jillson St , Commerce, CA 90040	PC	Renovation of clinic in Lynwood	150,000
KCRW Foundation Inc	1900 Pico Blvd , Santa Monica, CA 90405	PC	Broadcast and digital equipment	100,000
LA Family Housing Corporation	7843 Lankershim Blvd , North Hollywood, CA 91605	PC	Residential housing contruction	75,000
Legacy LA Youth Development Corp	1350 N San Pablo St , Los Angeles, CA 90033	PC	Program support	50,000
Los Angeles Center for Law and Justice Inc	5301 Whittier Blvd , Floor 4, Los Angeles, CA 90022	PC	General operating support	100,000
Los Angeles Parks Foundation	2650 N Commonwealth Ave , Los Angeles, CA 90027	PC	Equipment for park improvement	125,000
Los Angeles Team Mentoring Inc a Delaware Corporation	145 S Spring St , Suite 725, Los Angeles, CA 90012	PC	General operating support	50,000
Mama's Kitchen	3960 Home Ave , San Diego, CA 92105	PC	Program support	200,000
National Search Dog Foundation	6800 Wheeler Canyon Road, Santa Paula, CA 93060	PC	Disaster response grant.	20,000
One Voice	1228 15th St , Suite C, Santa Monica, CA 90404	PC	Program support	40,000
P F Bresee Foundation	184 S Bimini Place, Los Angeles, CA 90004	PC	General operating support	100,000
Painted Turtle, The	1300 4th St , Suite 300, Santa Monica, CA 90401	PC	General operating support	25,000
Pasadena Educational Foundation	351 S Hudson Ave , Rm 153, Pasadena, CA 91101-6733	PC	Office of Student and Family Services support	50,000
People for Irvine Community Health dba 2-1-1 Orange County	1505 E 17th St , Suite 108, Santa Ana, CA 92705	PC	General operating support.	25,000

S MARK TAPER FOUNDATION				
FOR THE YEAR ENDED DECEMBER 31, 2018				
FEIN 32-0516588				
FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
NOTE No Recipient listed below is an individual				
Planned Parenthood Los Angeles	400 W 30th St, Los Angeles, CA 90007	PC	General operating support	250,000
Planned Parenthood Pasadena and San Gabriel Valley	2333 Lake Ave, Floor 2, Altadena, CA 91001	PC	General operating support	100,000
Posse Foundation, The	515 S Figueroa St, Suite 300, Los Angeles, CA 90071	PC	Program support	50,000
Program for Torture Victims	3550 Wilshire Blvd, Suite 1906, Los Angeles, CA 90010	PC	General operating support	30,000
Proyecto Pastoral dba Proyecto Pastoral at Dolores Mission	135 N Mission Rd, Los Angeles, CA 90033	PC	Program support	50,000
R M Pyles Boys Camp	27211 Henry Mayo Dr, Valencia, CA 91355	PC	General operating support	50,000
Richstone Center Inc, The dba The Richstone Family Center	13620 Cordary Ave, Hawthorne, CA 90250	PC	General operating support	45,000
Santa Catalina Island Conservancy dba Catalina Island Conservancy	320 Golden Shore, Suite 220, Long Beach, CA 90802	PC	Capital support for Trailhead Visitor Center	50,000
Shelter Partnership Inc	520 S Grand Ave, Suite 695, Los Angeles, CA 90071	PC	Program support	100,000
Single Room Occupancy Housing Corporation dba SRO Housing Corp	1055 W 7th St, Suite 3250, Los Angeles, CA 90017	PC	Housing renovation	110,000
Skirball Cultural Center	2701 N Sepulveda Blvd, Los Angeles, CA 90049	PC	Courtyard renovation	200,000
Southside Coalition of Community Health Centers	PO Box 862017, Los Angeles, CA 90086	PC	General operating support	50,000
St Anne's Maternity Home	155 N Occidental Blvd, Los Angeles, CA 90026	PC	Capital support for Early Learning Center	150,000
St James Inn	2718 Westwood Blvd, Los Angeles, CA 90064	PC	General operating support	25,000
St John's Well Child and Family Center, Inc	808 W 58th St, Los Angeles, CA 90037	PC	Capital support for furniture, fixtures, and equipment	250,000
Support the Enlisted Project Inc dba STEP	9951 Businesspark Ave, Suite A, San Diego, CA 92131	PC	General operating support	40,000
Teddy Bear Cancer Foundation	3892 State St, Suite 220, Santa Barbara, CA 93105	PC	General operating support	25,000
Theatre at Boston Court, The dba Boston Court Pasadena	70 N Mentor Ave, Pasadena, CA 91106	PC	Sponsorship of 2019 theatre season	60,000
Uncommon Good	211 W Foothill Blvd, Claremont, CA 91711	PC	Support for medical professionals educational loan repayment	170,000
United in Harmony	PO Box 34456, Los Angeles, CA 90034	PC	Program support	25,000
Unusual Suspects Theatre Company, The	3719 Verdugo Rd, Los Angeles, CA 90065	PC	General operating support	50,000
Venice Community Housing Corporation	720 Rose Ave, Venice, CA 90291	PC	After-school programs support	50,000
Villa Esperanza Services	2060 E Villa St, Pasadena, CA 91107	PC	Capital support for multipurpose room	25,000
Westside Children's Center, Inc	5721 W Slauson Ave, Suite 140, Culver City, CA 90230	PC	General operating support	50,000
Young & Healthy	136 W Peoria St, Pasadena, CA 91103	PC	Program expansion support	50,000
Zimmer Children's Museum dba Sharewell	6505 Wilshire Blvd, Suite 100, Los Angeles, CA 90048	PC	Capital support for new chidlren's museum	250,000
Miscellaneous dues, memberships and memorial contributions	N/A	PC	Miscellaneous dues, memberships and memorial contributions	16,300
				$ 6,156,300