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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: ANN PEPPERS FOUNDATION

A Employer identification number: 95-2114455

Number and street (or P O box number if mail is not delivered to street address): 625 FAIR OAKS AVENUE, STE 360

Room/suite:

B Telephone number (see instructions): (626) 441-5188

City or town, state or province, country, and ZIP or foreign postal code: SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ▶ [ ] 6

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation 04

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) ▶ $ 30,364,965.

J Accounting method [ ] Cash [X] 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 ▶ [ ]

3/04

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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	657,726.	657,726.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	626,638.			
	b Gross sales price for all assets on line 6a 8,694,828.				
	7 Capital gain net income (from Part IV, line 2)		642,495.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	8,900.	7,657.		
	12 **Total.** Add lines 1 through 11	1,293,264.	1,307,878.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72,000.	18,000.		54,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	15,925.	3,981.		11,944.
	c Other professional fees (attach schedule) [3]	447,469.	159,984.		299,519.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	28,784.	5,259.		160.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	76.			76.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	3,714.	213.		3,501.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	567,968.	187,437.		369,200.
	25 Contributions, gifts, grants paid	853,075.			1,298,011.
	26 *Total expenses and disbursements* Add lines 24 and 25	1,421,043.	187,437.	0.	1,667,211.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-127,779.			
	b **Net investment income** (if negative, enter -0-)		1,120,441.		
	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	Savings and temporary cash investments	569,479.	1,762,664.	1,762,664.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	19,573.	11,208.	11,208.
10a	Investments - U S and state government obligations (attach schedule)[6]	2,708,300.	2,182,484.	2,182,484.
b	Investments - corporate stock (attach schedule) ATCH 7	25,517,212.	21,264,972.	21,264,972.
c	Investments - corporate bonds (attach schedule) ATCH 8	4,070,947.	4,097,069.	4,097,069.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	393,679.	979,986.	979,986.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	84,459.	66,582.	66,582.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	33,363,649.	30,364,965.	30,364,965.
Liabilities 17	Accounts payable and accrued expenses	38,593.	19,863.	
18	Grants payable	940,354.	495,418.	
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 ▶ ATCH 11)	140,268.	104,689.	
23	**Total liabilities** (add lines 17 through 22)	1,119,215.	619,970.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26, and lines 30 and 31.**			
24	Unrestricted	32,244,434.	29,744,995.	
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)	32,244,434.	29,744,995.	
31	**Total liabilities and net assets/fund balances** (see instructions)	33,363,649.	30,364,965.	

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	32,244,434.
2	Enter amount from Part I, line 27a	2	-127,779.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,116,655.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	2,371,660.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,744,995.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	642,495.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	1,318,171.	31,446,062.	0.041918
2016	1,393,642.	28,804,396.	0.048383
2015	1,334,946.	28,247,707.	0.047259
2014	1,266,701.	23,679,006.	0.053495
2013	1,130,127.	21,514,301.	0.052529

2	Total of line 1, column (d)	2	0.243584
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	0.048717
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	32,812,436.
5	Multiply line 4 by line 3	5	1,598,523.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,204.
7	Add lines 5 and 6	7	1,609,727.
8	Enter qualifying distributions from Part XII, line 4	8	1,667,211.

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 ▶ [X] and enter 1% of Part I, line 27b	1	11,204.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	11,204.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	11,204.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 25,882.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	30,882.
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	19,678.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 19,678. **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?	4b		
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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 13 ATCH 14	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no ▶ (626)441-5188

Located at ▶ 625 FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA ZIP+4 ▶ 91030

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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			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		X
	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		X
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 ▶ ______, ______, ______, ______			
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 ▶ ______, ______, ______, ______			
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		X
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		X

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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	[X] 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 [X] 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		X
	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?	[X] Yes [ ] No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d) ATCH 15			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] 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 [X] 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
ATCH 16		72,000.	0.	0.

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

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

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

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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
ATCH 17		447,469.

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	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	32,886,429.
b	Average of monthly cash balances	1b	343,747.
c	Fair market value of all other assets (see instructions)	1c	81,942.
d	**Total** (add lines 1a, b, and c)	1d	33,312,118.
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	33,312,118.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	499,682.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,812,436.
6	**Minimum investment return.** Enter 5% of line 5	6	1,640,622.

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

1	Minimum investment return from Part X, line 6			1	1,640,622.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	11,204.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,204.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,629,418.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,629,418.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,629,418.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,667,211.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,667,211.
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	11,204.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,656,007.

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				1,629,418.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014 — 17,760.				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	17,760.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 1,667,211.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				1,629,418.
e Remaining amount distributed out of corpus	37,793.			
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	55,553.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
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)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	55,553.			
10 Analysis of line 9				
a Excess from 2014 — 17,760.				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018 — 37,793.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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

ATCH 18

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*				
ATCH 19				
Total . . . . . . ▶ **3a**				1,298,011.
b *Approved for future payment*				
ATCH 20				
Total . . . . . . ▶ **3b**				505,000.

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					
4 Dividends and interest from securities			14	657,726.	
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	626,638.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 21				8,900.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,293,264.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,293,264.

(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
	N/A		N/A

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
N/A		

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] 11/14/19 Secretary

Signature of officer or trustee | Date | Title

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
STEPHANIE WILKINSON	[signature]	11/12/2019		P01231617
Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP			Firm's EIN ▶ 95-4345526	
Firm's address ▶ 3011 TOWNSGATE ROAD, SUITE 400 WESTLAKE VILLAGE, CA 91361			Phone no 805-374-8555	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-100.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,982.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
925,524.		971,968.					-46,444.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
7,406,150.		6,771,389.					634,761.	
		335 SHS ISHARES S&P SMALL CAP 600 PROPERTY TYPE: SECURITIES				D	VARIOUS	12/12/2018
25,092.		13,634.					11,458.	
		305 SHS MIDCAP SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES				D	12/22/2016	12/12/2018
99,288.		45,204.					54,084.	
		3,000 SHS ISHARES MSCI EAFE INDEX FUND PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
206,864.		218,044.					-11,180.	
		66 SHS ISHARES S&P SMALL CAP 600 PROPERTY TYPE: SECURITIES				D	01/16/2009	12/12/2018
4,943.		2,686.					2,257.	
		1,150 SHS ENERGY TRANSFER OPERATING LP PROPERTY TYPE: SECURITIES				P	06/22/2018	08/15/2018
29,006.		29,408.					-402.	
		AIG SECURITIES LITIGATION SETTLEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	07/05/2018
43.							43.	
TOTAL GAIN(LOSS)							642,495.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX REFUND	2,900.	2,900.
CONSENT FEE INCOME	6,000.	6,000.
PARTNERSHIP LOSS		-1,243.
TOTALS	8,900.	7,657.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	15,925.	3,981.		11,944.
TOTALS	15,925.	3,981.		11,944.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	447,469.	159,984.	299,519.
TOTALS	447,469.	159,984.	299,519.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	23,365.		
FOREIGN TAXES	5,259.	5,259.	
FILING FEES	160.		160.
TOTALS	28,784.	5,259.	160.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES	2,751.		2,751.
INSURANCE EXPENSE	750.		750.
ADR FEES	213.	213.	
TOTALS	3,714.	213.	3,501.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREAS NTS 1.375%		912,933.	912,933.
UNITED STATES TREAS NTS 2.875%		96,470.	96,470.
UNITED STATES TREAS NTS 2.125%	255,161.		
FEDERAL FARM CR BKS DEB 1.730%	191,632.	191,224.	191,224.
FEDERAL HOME LOAN BANKS 1.640%	117,763.		
UNITED STATES TREAS NTS 1.500%	432,186.		
UNITED STATES TREAS NTS 1.250%		161,192.	161,192.
UNITED STATES TREAS NTS 1.625%	230,152.		
UNITED STATES TREAS NTS 1.750%	404,901.		
UNITED STATES TREAS NTS 0.125%	206,781.	136,871.	136,871.
UNITED STATES TREAS NTS 0.125%	252,807.	251,216.	251,216.
FEDERAL HOME LOAN BANKS 2.750%	100,592.	96,248.	96,248.
US OBLIGATIONS TOTAL	2,191,975.	1,846,154.	1,846,154.
PORT OF SEATTLE WA REVENUE 7%	164,889.		
SANTA MONICA CA CMNTY CLG 6.7%	110,002.	105,847.	105,847.
LOS ANGELES CA DEPT WATR 7%	115,535.	108,911.	108,911.
UNIV OF CALIFORNIA REV 6.27%	125,899.	121,572.	121,572.
STATE OBLIGATIONS TOTAL	516,325.	336,330.	336,330.
US AND STATE OBLIGATIONS TOTAL	2,708,300.	2,182,484.	2,182,484.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US LARGE CAP EQ - SEE ATTACHED	20,175,104.	17,743,515.	17,743,515.
NON-US EQUITIES - SEE ATTACHED	3,467,005.	1,720,515.	1,720,515.
US SMALL AND MID CAP EQ- SEE A	1,805,854.	1,029,314.	1,029,314.
CITIGROUP INC DEP SHS RP PFD K	35,377.	32,512.	32,512.
MORGAN STANLEY DEP SHS 1/1000	33,872.	30,846.	30,846.
WELLS FARGO & CO NEW DEP SHS		14,455.	14,455.
B RILEY FINL INC		41,820.	41,820.
BANK AMER CORP DEPSHS PFD		66,144.	66,144.
BANK AMER CORP PFD CUM SER C		68,499.	68,499.
FIRST REP BK SAN FRANCISCO C		7,734.	7,734.
US MID-CAP EQUITIES - SEE ATTA		131,660.	131,660.
US SMALL-CAP EQUITIES - SEE AT		225,669.	225,669.
ALEXANDRIA REAL ESTATE EQ IN		5,071.	5,071.
AMERICAN CAMPUS CMNTYS INC COM		2,856.	2,856.
COLONY CAP INC NEW		459.	459.
CORESITE RLTY CORP COM		11,340.	11,340.
NORTHSTAR REALTY EUROPE CORP		436.	436.
VEONEER INCORPORATED COM		1,014.	1,014.
ORBOTECH LTD		8,707.	8,707.
SPDR SERIES TRUST S&P BIOTECH		122,406.	122,406.
TOTALS	25,517,212.	21,264,972.	21,264,972.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN TOWER CORP NEW COM	259,517.	266,708.	266,708.
WTC MULTI STRATEGY FUND OFFSHO		492,696.	492,696.
DOUBLELINE INCOME SOLUTIONS	134,162.		
THE CARLYLE GROUP L.P.		2,284.	2,284.
FORTRESS TRANSPORTATION & INFR		3,298.	3,298.
GLENDOWER CAPITAL SOF IV, LP		215,000.	215,000.
TOTALS	393,679.	979,986.	979,986.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INT. AND DIV. RECEIVABLE	84,459.	66,582.	66,582.
TOTALS	84,459.	66,582.	66,582.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED EXCISE TAX		140,268.	104,689.
	TOTALS	140,268.	104,689.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		2,371,660.
	TOTAL	2,371,660.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

PASADENA COMMUNITY FOUNDATION (EIN: 02-0253310)

THE FOUNDATION MADE DISTRIBUTIONS TO A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. THESE DISTRIBUTIONS WERE TREATED AS A QUALIFYING DISTRIBUTION BY THE FOUNDATION.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

PASADENA COMMUNITY FOUNDATION (EIN: 02-0253310)

THE FOUNDATION MADE DISTRIBUTIONS TO A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. THE DISTRIBUTIONS WILL BE USED FOR THE GENERAL SUPPORT OF VARIOUS ORGANIZATIONS FOR RELIGIOUS, CHARITABLE, ARTS, HEALTH CARE, SCIENTIFIC, LITERARY, EDUCATIONAL PURPOSES OR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.

ATTACHMENT 15

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME:	THE GOODMAN CENTER
GRANTEE'S ADDRESS:	444 N. LARCHMONT BLVD., SUITE 102
CITY, STATE & ZIP:	LOS ANGELES, CA 90004
GRANT DATE:	VAR
GRANT AMOUNT:	13,011.
GRANT PURPOSE:	GOODMAN STORYTELLING WORKSHOP
AMOUNT EXPENDED:	13,011.
ANY DIVERSION?	NO
DATES OF REPORTS:	05/22/2018
VERIFICATION DATE:	05/22/2018

RESULTS OF VERIFICATION:

VERIFICATION CONFIRMED THAT $13,011 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION.

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LAWAYNE WILLIAMS 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	TREASURER/DIRECTOR 3.00	18,000.	0.	0.
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	SECRETARY 3.00	0.	0.	0.
JENNIFER F. DEVOLL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
PHILIP A. SWAN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 3.00	18,000.	0.	0.
MARY SCHAMMEL 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	AUDIT CHAIR/DIRECTOR 3.00	18,000.	0.	0.
	GRAND TOTALS	72,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 17

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WHITTIER TRUST COMPANY 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCS.	447,469.
TOTAL COMPENSATION		447,469.

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WHITTIER TRUST PHILANTHROPIC SVCS.
625 FAIR OAKS AVENUE, STE 360
SOUTH PASADENA, CA 91030
626-441-5188

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST PHILANTHROPIC SERVICES.

SUBMISSION DEADLINES:

FOR SUBMISSION GUIDELINES AND FORMAT, PLEASE CONTACT WHITTIER TRUST PHILANTHROPIC SERVICES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS ARE MADE IN SUPPORT OF EDUCATION, SOCIAL SERVICES AND ARTS IN THE LOS ANGELES COUNTY AREA.

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

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103	NONE PC	TO SUPPORT COMMUNITY PATHWAYS INITIATIVE	25,000
A NOISE WITHIN 3352 E FOOTHILL BLVD PASADENA, CA 91107	NONE PC	TO SUPPORT THE CLASSICS LIVE' EDUCATION PROGRAM	25,000
CASA DE LAS AMIGAS 160 NORTH EL MOLINO AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000
CONVALESCENT AID SOCIETY 3255 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	NONE PC	GENERAL OPERATING SUPPORT	25,000
THE FROSTIG CENTER 971 NORTH ALTADENA DRIVE PASADENA, CA 91107	NONE PC	OPERATING SUPPORT FOR FROSTIG SCHOOL	25,000
FVO SOLUTIONS, INC 789 N FAIR OAKS AVENUE PASADENA, CA 91103	NONE PC	GENERAL OPERATING SUPPORT	15,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JERICHO ROAD PASADENA 75 SOUTH GRAND AVENUE PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	10,000
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE PC	LEARNING & ACHIEVING THROUGH THE ARTS	25,000
LOS ANGELES MASTER CHORALE ASSOCIATION 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	30TH ANNUAL HIGH SCHOOL CHOIR FESTIVAL	25,000
MUSE/IQUE 300 E GREEN STREET, 3RD FLOOR PASADENA, CA 91101	NONE PC	MUSE/IQUE COMMUNITY PROGRAM	15,000
ONEONTA CLUB FOUNDATION 1613 CHELSEA ROAD, #853 SAN MARINO, CA 91108	NONE PC	IN HONOR OF PHIL V SWAN AND H ROSS MACMICHAEL	10,000
LOS ANGELES CHILDREN'S CHORUS 585 E COLORADO BLVD PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	20,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARSON'S NOSE THEATER 95 N MARENGO AVE , SUITE 110 PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	10,000
PASADENA CONSERVATORY OF MUSIC 100 NORTH HILL AVENUE PASADENA, CA 91106	NONE PC	GENERAL OPERATING SUPPORT, STAFF TRAINING	25,000
PASADENA PLAYHOUSE STATE THEATRE OF CALIFORNIA 39 SOUTH EL MOLINO AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000
PASADENA COMMUNITY FOUNDATION 301 EAST COLORADO BLVD , SUITE 810 PASADENA, CA 91101	NONE PC	DEVOLL DAF (JENNIFER DEVOLL)	20,000
PASADENA SYMPHONY ASSOCIATION 2 N LAKE AVENUE, SUITE 1080 PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000
PROFESSIONAL CHILD DEVELOPMENT ASSOCIATES 620 N LAKE AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000

ATTACHMENT 19

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION STATION HOMELESS SERVICES 825 EAST ORANGE GROVE BOULEVARD PASADENA, CA 91104	NONE PC	GENERAL OPERATING SUPPORT	25,000
VILLA ESPERANZA SERVICES 2116 EAST VILLA STREET PASADENA, CA 91107	NONE PC	GENERAL OPERATING SUPOORT	25,000
WESTRIDGE SCHOOL FOR GIRLS 324 MADELINE DRIVE PASADENA, CA 91105	NONE PC	TO SUPPORT THE PARTNERSHIP FOR SUCCESS' PROGRAM	25,000
YOUNG & HEALTHY 136 WEST PEORIA STREET PASADENA, CA 91103	NONE PC	GENERAL OPERATING SUPPORT	25,000
FIVE ACRES- THE BOYS & GIRLS AID SOCIETY OF LA 760 W. MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE PC	RESIDENTIAL THERAPEUTIC PROGRAM	20,000.
NEW VILLAGE CHARTER SCHOOL, INC 147 NORTH OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE PC	ACADEMIC AND SOCIAL-EMOTIONAL LEARNING PROGRAM FOR UNDERSERVED GIRLS	25,000

ATTACHMENT 19

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
READING PARTNERS 3452 EAST FOOTHILL BLVD , SUITE 315 PASADENA, CA 91107	NONE PC	PASADENA UNIFIED GROWTH PROJECT	25,000
THE HUNTINGTON LIBRARY, ART COLLECTIONS, AND BOTAN 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE PC	EDUCATION PROGRAMS	25,000.
CANCER SUPPORT COMMUNITY PASADENA 76 EAST DEL MAR BLVD , SUITE 215 PASADENA, CA 91105	NONE PC	PATIENT SUPPORT GROUP	25,000
FAMILY HOPE (DBA ELIZABETH HOUSE) P O BOX 94077 PASADENA, CA 91109	NONE PC	GENERAL OPERATING SUPPORT	20,000
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	NONE PC	CREATIVE EXPRESSIONS PROGRAM	10,000
ALZHEIMER'S ASSOCIATION, CA SOUTHLAND CHAPTER 9606 S SANTA MONICA BLVD , SUITE 200 BEVERLY HILLS, CA 90210	NONE PC	PHIL V. SWAN MEMORIAL GRANT	5,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC 225 NORTH MICHIGAN AVE , SUITE 1700 CHICAGO, IL 60601	NONE PC	GENERAL OPERATING SUPPORT	5,000
ASCENDING LIGHTS LEADERSHIP NETWORK 2415 SHOREDALE LINCOLN HEIGHTS, CA 90031	NONE PC	GENERAL OPERATING SUPPORT	5,000
BOYS & GIRLS CLUB OF WEST SAN GABRIEL VALLEY 328 S RAMONA AVENUE MONTEREY PARK, CA 91754	NONE PC	EDUCATION FOR LIFE PROGRAM	15,000
CLAREMONT MCKENNA COLLEGE 500 E NINTH STREET CLAREMONT, CA 91711	NONE PC	CLAREMONT MCKENNA COLLEGE CHALLENGE GRANT	40,000
COLLEGE ACCESS PLAN 871 E WASHINGTON BLVD , SUITE 207 PASADENA, CA 91104	NONE PC	GENERAL OPERATING SUPPORT	10,000
FAMILIES FORWARD 980 N FAIR OAKS AVE PASADENA, CA 91103	NONE PC	TWO-GENERATION LEARNING PROGRAM	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLINTRIDGE CENTER 236 WEST MOUNTAIN STREET, SUITE 106 PASADENA, CA 91103	NONE PC	YOUTH OF PROMISE PROGRAM	15,000
FOOTHILL FAMILY 2500 EAST FOOTHILL BLVD , SUITE 300 PASADENA, CA 91107	NONE PC	INDIVIDUAL AND FAMILY COUNSELING	15,000
GEORGETOWN UNIVERSITY 3300 WHITEHAVEN STREET, NW, SUITE 4000 WASHINGTON, DC 20007	NONE PC	MCDONOUGH SCHOOL OF BUSINESS, GLOBAL PROGRAMS	10,000
KIDSPACE CHILDREN'S MUSEUM 480 NORTH ARROYO BOULEVARD PASADENA, CA 91103	NONE PC	TO SUPPORT EDUCATION PROGRAMS (5-YEAR CHALLENGE GRANT)	80,000
LOYOLA MARYMOUNT UNIVERISTY 1 LMU DRIVE LOS ANGELES, CA 90045	NONE PC	SCHOLARSHIP FUND	170,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-34 LOS ANGELES, CA 90041	NONE PC	SCHOLARSHIP ENDOWMENT	80,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASADENA EDUCATIONAL FOUNDATION 351 SOUTH HUDSON AVENUE PASADENA, CA 91109	NONE PC	$5,000 JOHN MUIR FOOTBALL, $2,500 JOHN MUIR BASEBALL, $2,500 PEF DISCRETIONARY	10,000
POMONA COLLEGE 550 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	NONE PC	SUPPORT FOR FINANCIAL AID/SCHOLARSHIPS	80,000
RYMAN-CARROLL FOUNDATION 1933 S BROADWAY, 11TH FLOOR, SUITE 1138 LOS ANGELES, CA 90007	NONE PC	PROGRAM SUPPORT	10,000
SOUTH PASADENA SAN MARINO YMCA 1605 GARFIELD AVE SOUTH PASADENA, CA 91030	NONE PC	SUPPORT FOR TEEN PROGRAMS	20,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105	NONE PC	ENVIRONMENTAL REPORTING	10,000
ST ANDREW CATHOLIC SCHOOL 42 CHESTNUT STREET PASADENA, CA 91103	NONE PC	CAPITAL SUPPORT FOR NEW EDUCATION CENTER	25,000

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE GOODMAN CENTER 444 N LARCHMONT BLVD , SUITE 102 LOS ANGELES, CA 90004	NONE NC	GOODMAN STORYTELLING WORKSHOP	13,011
USC PACIFIC ASIA MUSEUM 46 NORTH LOS ROBLES AVENUE PASADENA, CA 91101	NONE PC	EDUCATION PROGRAMS AND LUNAR NEW YEAR FESTIVAL	15,000
WAYFINDER FAMILY SERVICES 5300 ANGELES VISTA BLVD LOS ANGELES, CA 90043	NONE PC	PROGRAM SUPPORT FOR CAMP BLOOMFIELD	15,000
		TOTAL CONTRIBUTIONS PAID	1,298,011

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGLES, CA 90045	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	80,000
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-34 LOS ANGELES, CA 90041	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	170,000
POMONA COLLEGE 550 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	170,000
CLAREMONT MCKENNA COLLEGE 500 E NINTH STREET CLAREMONT, CA 91711	NONE PC	APF SCHOLARSHIP ENDOWMENT (CHALLENGE GRANT- PAYABLE OVER 3 YEARS)	85,000
		TOTAL CONTRIBUTIONS APPROVED	505,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FOREIGN TAX REFUND			01	2,900.	
CONSENT FEE INCOME			01	6,000.	
TOTALS				8,900.	

FEDERAL ELECTIONS

DESCRIPTION: ELECTION TO AMORTIZE BOND PREMIUM

FORM & LINE/INSTRUCTION REFERENCE: FORM 990-PF, PAGE 1, PART I, LINE 4

REGULATION REFERENCE: IRC SECTION 171(C)

ANN PEPPERS FOUNDATION HEREBY ELECTS UNDER SECTION 171(C) OF THE INTERNAL REVENUE CODE TO AMORTIZE BOND PREMIUM PURSUANT TO TREASURY REGULATION 1.171-4(A).

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SEE ATTACHED	922.	641.	641.
ACCRUED INTEREST PURCHASED	2,276.	4,153.	4,153.
CORPORATE BONDS - SEE ATTACHED	3,998,469.	3,523,024.	3,523,024.
SPDR SERIES TRUST BRCLYS CAP		15,909.	15,909.
DOUBLELINE FUNDS TR TTL RTN	69,280.	67,911.	67,911.
PIMCO FDS INCOME FD INSTL.		33,416.	33,416.
GOLDSMAN SACHS GROUP INC PRFD		67,639.	67,639.
ING GROEP N V DEB		24,285.	24,285.
AMERICAN EXPRESS CO PRFD		39,400.	39,400.
JP MORGAN CHASE & CO PRFD		31,560.	31,560.
JP MORGAN CHASE & CO PRFD 4.6%		25,422.	25,422.
WELLS FARGO CO NEW PRFD		59,625.	59,625.
INVESCO VARIABLE RATE INVEST		204,084.	204,084.
TOTALS	4,070,947.	4,097,069.	4,097,069.