

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

KLM FOUNDATION

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

10100 SANTA MONICA BLVD., STE 610

A Employer identification number

95-4682685

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

LOS ANGELES, CA 90067

Room/suite

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

B Telephone number

310-551-9936

C If exemption application is pending, check here 6H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1. Foreign organizations, check here 12. Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) \$ 82,289,143 (Part I, column (d) must be on cash basis.)

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).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,842,425.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments		141,018.		
3		1,010,073.	1,116,282.		STATEMENT 2
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not Gross sales price for all assets on line 6a	4,362,586.			STATEMENT 1
7	Capital gain net income (from Part IV, line 2)		2,411,589.		
8	Net short-term capital gain				
9	Income modifications.				
Gross sales less returns and allowances					
10a	b Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	0.	10,563.		STATEMENT 3
12	Total. Add lines 1 through 11	6,255,981.	3,679,452.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	89,007.	44,504.	44,503.
b	Accounting fees	STMT 5	82,077.	37,844.	37,844.
c	Other professional fees	STMT 6	126,146.	253,057.	0.
17	Interest				
18	Taxes	STMT 7	-31,125.	37,195.	160.
19	Depreciation and depletion				
20	Occupancy		30,761.	15,381.	15,380.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 8	619.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		297,485.	387,981.	97,887.
25	Contributions, gifts, grants paid		2,892,900.		2,842,900.
26	Total expenses and disbursements. Add lines 24 and 25		3,190,385.	387,981.	2,940,787.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		3,065,596.		
b	Net investment income (if negative, enter -0-)		3,291,471.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Revenue

Operating and Administrative Expenses

SCANNED

DEC 3 1 2019

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.	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		4,843,949.	4,382,358.	4,382,358.
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock	STMT 11	42,958,479.	39,131,800.	39,131,800.
	c Investments - corporate bonds	STMT 12	9,653,914.	9,599,643.	9,599,643.
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 13	5,312,438.	5,733,237.	5,733,237.
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation				
	15 Other assets (describe ►	STATEMENT 14)	25,400,049.	23,442,105.	23,442,105.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		88,168,829.	82,289,143.	82,289,143.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable			50,000.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►	STATEMENT 15)	445,112.	202,594.	
	23 Total liabilities (add lines 17 through 22)		445,112.	252,594.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted		62,360,045.	58,755,132.	
	25 Temporarily restricted		25,363,672.	23,281,417.	
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		87,723,717.	82,036,549.	
	31 Total liabilities and net assets/fund balances		88,168,829.	82,289,143.	

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 87,723,717.
2 Enter amount from Part I, line 27a	2 3,065,596.
3 Other increases not included in line 2 (itemize) ►	3 760,170.
4 Add lines 1, 2, and 3	4 91,549,483.
5 Decreases not included in line 2 (itemize) ►	5 9,512,934.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 82,036,549.

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 NORTHERN TRUST PUBLICLY TRADED SECURITIES					
b FROM K-1					
c CAPITAL GAIN DIVIDENDS			P		
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 4,362,586.			3,524,233.	838,353.	
b			-92,878.	92,878.	
c			-1,480,358.	1,480,358.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				838,353.	
b				92,878.	
c				1,480,358.	
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	2,411,589.
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). If (loss), enter -0- in Part I, line 8		}		3	N/A

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	3,011,728.	56,863,956.	.052964
2016	2,532,026.	49,360,769.	.051296
2015	2,354,701.	49,645,295.	.047430
2014	1,984,281.	47,692,493.	.041606
2013	1,838,644.	41,749,436.	.044040

- 2 Total of line 1, column (d) **2** **.237336**
- 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** **.047467**
- 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 **4** **62,766,174.**
- 5 Multiply line 4 by line 3 **5** **2,979,322.**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **32,915.**
- 7 Add lines 5 and 6 **7** **3,012,237.**
- 8 Enter qualifying distributions from Part XII, line 4 **8** **2,940,787.**

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1	65,829.
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3 Add lines 1 and 2	3	65,829.
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	65,829.
6 Credits/Payments:		
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	56,232.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	96,232.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
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	30,403.
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ► 30,403. Refunded ► 11		0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1a	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.	1b	X
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. ► \$ 0. (2) On foundation managers. ► \$ 0.	2	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	3	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	4a	X
If "Yes," attach a detailed description of the activities.	4b	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	5	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	6	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	7	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
If "Yes," attach the statement required by <i>General Instruction T</i> .	8a	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
• By language in the governing instrument, or	8b	X
• 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?	9	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	10	X
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► CA		2
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 <i>General Instruction G</i> ? If "No," attach explanation		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14 The books are in care of ► ANDERSEN TAX LLC Telephone no. ► 213-593-2300 Located at ► 400 SOUTH HOPE STREET, SUITE 1000, LOS ANGELES, CA ZIP+4 ► 90071		
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	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	1b	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>
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(i)(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? If "Yes," list the years ►	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<input type="checkbox"/>	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	►	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/>	N/A	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		<input type="checkbox"/>	Yes
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	N/A	
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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>

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.**

(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
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
IRELL & MANELLA, LLP - 1800 AVENUE OF THE STARS, SUITE 900, LOS ANGELES, CA 90067	LEGAL SERVICES	89,000.
ANDERSEN TAX LLC - 400 SOUTH HOPE STREET, SUITE 1000, LOS ANGELES, CA 90071	ACCOUNTING AND TAX SERVICES	68,327.
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	NONE	
		0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	
		0.
2		
All other program-related investments. See instructions.		
3	NONE	
		0.
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	53,090,764.
b Average of monthly cash balances	1b	4,332,710.
c Fair market value of all other assets	1c	6,298,530.
d Total (add lines 1a, b, and c)	1d	63,722,004.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	63,722,004.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	955,830.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,766,174.
6 Minimum investment return. Enter 5% of line 5	6	3,138,309.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	3,138,309.
2a Tax on investment income for 2018 from Part VI, line 5	2a	65,829.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	67,806.
c Add lines 2a and 2b	2c	133,635.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,004,674.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,004,674.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,004,674.

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	2,940,787.
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	2,940,787.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,940,787.

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				3,004,674.
2 Undistributed income, if any, as of the end of 2018:			1,712,963.	
a Enter amount for 2017 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 2,940,787.			1,712,963.	
a Applied to 2017, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount			1,227,824.	
e Remaining amount distributed out of corpus	0.			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		0.		
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 instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,776,850.
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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	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				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

1 a 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 ►

4942(j)(3) or 4942(j)(5)

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

KATHLEEN L. MCCARTHY

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.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT A	NONE	501(C)(3)	GENERAL	2,842,900.
Total				► 3a 2,842,900.
b Approved for future payment				
SEE ATTACHED STATEMENT B	NONE	501(C)(3)	GENERAL	50,000.
Total				► 3b 50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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	523000			
4 Dividends and interest from securities	523000	22,293.	14	987,780.
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	523000	-11,876.	14	11,876.
8 Gain or (loss) from sales of assets other than inventory	523000	340,127.	18	2,063,356.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		350,544.		3,063,012.
13 Total. Add line 12, columns (b), (d), and (e)			13	3,413,556.
(See worksheet in line 13 instructions to verify calculations.)				

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).
N/A	

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.		

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?

b If "Yes," complete the following schedule.

Yes No

(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.

May the IRS discuss this return with the preparer shown below? See instr.

Signature or name of Justice		Date	Date			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SUSAN K. AMSTER			11/11/19		P00378875
	Firm's name ► ANDERSEN TAX LLC			Firm's EIN ► 33-1197384		
	Firm's address ► 400 SOUTH HOPE STREET, SUITE 1000 LOS ANGELES, CA 90071			Phone no. 213-593-2300		

Schedule B

(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Name of the organization

KLM FOUNDATION

Organization type (check one):

Filers of:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Employer identification number

95-4682685Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 **exclusively** for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions **exclusively** for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received **nonexclusively** religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

KLM FOUNDATION

95-4682685

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KATHLEEN L. MCCARTHY CHARITABLE LEAD ANNUITY TRUST 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	\$ 2,469,166.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
2	LEAVEY CHARITABLE LEAD ANNUITY TRUST 10100 SANTA MONICA BLVD., STE 610 LOS ANGELES, CA 90067	\$ 373,259.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization

KLM FOUNDATION

Employer identification number

95-4682685

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____

Name of organization

KLM FOUNDATION

Employer identification number

95-4682685

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

NORTHERN TRUST PUBLICLY TRADED SECURITIES

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,362,586.	1,959,103.	0.	0.	2,403,483.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

FROM K-1

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
--------------------------------	--	--------------------	------------------	-----------

CAPITAL GAIN DIVIDENDS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

2,403,483.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	1,010,073.	0.	1,010,073.	1,116,282.	
TO PART I, LINE 4	1,010,073.	0.	1,010,073.	1,116,282.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	0.	10,563.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	10,563.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	89,007.	44,504.		44,503.
TO FM 990-PF, PG 1, LN 16A	89,007.	44,504.		44,503.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	82,077.	37,844.		37,844.
TO FORM 990-PF, PG 1, LN 16B	82,077.	37,844.		37,844.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	17,981.	12,377.		0.
INVESTMENT MANAGER FEES	71,915.	79,253.		0.
K-1 DEDUCTIONS	0.	125,177.		0.
INVESTMENT ADVISOR FEES	36,250.	36,250.		0.
TO FORM 990-PF, PG 1, LN 16C	126,146.	253,057.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	32,015.	0.		0.
TAXES AND LICENSES	160.	0.		160.
FOREIGN TAXES	0.	37,195.		0.
DEFERRED TAX PROVISION	-63,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-31,125.	37,195.		160.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	619.	0.		0.
TO FORM 990-PF, PG 1, LN 23	619.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
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DESCRIPTION	AMOUNT
CHANGE IN FMV OF BENEFICIAL INTEREST	760,170.
TOTAL TO FORM 990-PF, PART III, LINE 3	760,170.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
UNREALIZED LOSSES	6,670,509.
NET ASSETS RELEASED FROM RESTRICTION	2,842,425.
TOTAL TO FORM 990-PF, PART III, LINE 5	9,512,934.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #2601329 - EQUITIES	26,048,914.	26,048,914.
NORTHERN TRUST #2601329 - COMMODITIES	627,167.	627,167.
NORTHERN TRUST #2647711 - SEE STMT	12,455,719.	12,455,719.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,131,800.	39,131,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #2601329 - SEE STMT	9,599,643.	9,599,643.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,599,643.	9,599,643.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENT - OCM HIGH YIELD PLUS	FMV	66,840.	66,840.
PARTNERSHIP INVESTMENT - ARCHIPELAGO	FMV	3,699,044.	3,699,044.
PARTNERSHIP INVESTMENT - OAKTREE POWER OPPS IV	FMV	1,967,353.	1,967,353.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,733,237.	5,733,237.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	3,385.	3,385.	3,385.
INTEREST & DIVIDEND RECEIVABLE	32,992.	47,938.	47,938.
BENEFICIAL INTEREST IN SPLIT-INTEREST AGREEMENT	25,363,672.	23,281,417.	23,281,417.
PREPAID EXPENSES	0.	2,865.	2,865.
PREPAID EXCISE TAXES	0.	11,500.	11,500.
PREPAID UNRELATED BUSINESS INCOME TAX	0.	95,000.	95,000.
TO FORM 990-PF, PART II, LINE 15	25,400,049.	23,442,105.	23,442,105.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	314,200.	180,900.
DUE TO BROKER	15,912.	21,694.
ACCRUED EXCISE TAX	5,000.	0.
ACCRUED UNRELATED BUSINESS INCOME TAX	110,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	445,112.	202,594.

KLM FOUNDATION

95-4682685

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2018**

Part VII-B, Question 1a(3)

The KLM Foundation, a trustee of the KLM Foundation, and another private foundation share office expenses and equipment based upon usage.

**KLM Foundation
EIN: 95-4682685**

**A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2018**

**Grants and Contributions paid during the year
Statement A: Part XV, 3a**

CK #	Organization Name	Amount
5221	USC	1,000.00
5223	CHILDREN'S INSTITUTE	250.00
5224	YOSEMITE CONSERVANCY	2,500.00
5225	TOGETHER IN MISSION	2,500.00
5228	ST. JOHN'S HEALTH CEN	500.00
5232	LIBRARY FOUNDATION OF	1,500.00
5233	LAS MADRINAS	300.00
5198	ACADEMY FOUNDATION	1,000.00
5199	ARCHDIOCESE OF LOS AN	10,000.00
5201	ST. JAMES INN	500.00
5202	THE FRIENDS OF THE AR	1,000.00
5206	SOAR!	1,000.00
5207	CHILDREN'S BURN FOUND	1,000.00
5211	BLESSED SACRAMENT SCH	750.00
5213	ICCF	1,000.00
5214	SPECIAL OLYMPICS	2,500.00
5215	UNITED FRIENDS OF THE	1,000.00
5217	ST. PAUL THE APOSTLE	1,000.00
5219	NATURAL HISTORY MUSEU	10,000.00
5220	LOS ANGELES PHILHARMO	1,000.00
5239	ST. PAUL THE APOSTLE	1,000.00
5244	OUR SAVIOR PARISH	1,000.00
5245	ARCHDIOCESE OF LOS AN	1,000.00
5247	THE MUSIC CENTER	2,600.00
5252	ST. JOHN CHRYSOSTOM	10,000.00
5253	SANTA TERESITA	1,000.00
5254	LES AMIES	250.00
5256	THE RIGHT TO LIFE LEA	2,500.00
5259	ASCENDING LIGHT LEADE	250.00
5260	INTERNATIONAL LIFE SE	1,000.00
5261	VERBUM DEI HIGH SCHOO	200.00
5263	USC BAND	300.00
5269	AMERICAN FARMLAND TRU	2,500.00
5270	ASPCA	25,000.00
5271	AMERICARES	1,000.00
5272	AMERICAN RED CROSS LA	10,000.00
5273	AFRICAN WILDLIFE FOUN	10,000.00

5274 BRIGHTFOCUS FOUNDATIO	10,000.00
5275 BOYS TOWN	2,500.00
5276 BLESSED SACRAMENT SCH	25,000.00
5277 CHILDREN'S BURN FOUND	9,000.00
5278 CATHEDRAL OF OUR LADY	5,000.00
5279 CLARE FOUNDATION	2,500.00
5280 CATHOLIC BIG BROTHERS	2,500.00
5281 CATHOLIC BISHOP OF NO	5,000.00
5282 CASA OF LOS ANGELES	10,000.00
5283 CHILDRENS HOSPITAL LO	25,000.00
5284 CHILDRENS HOSPITAL LO	25,000.00
5285 CATHOLIC EXTENSION	10,000.00
5286 CALIFORNIA STATE PARK	10,000.00
5287 CHILDHELP	2,500.00
5288 COVENANT HOUSE	2,500.00
5289 CARE USA	25,000.00
5290 CATHOLIC EDUCATION FO	100,000.00
5291 CATHOLIC RELIEF SERVI	50,000.00
5292 CONGRESSIONAL MEDAL	2,500.00
5293 DOLORES MISSION	10,000.00
5294 DOLORES MISSION	10,000.00
5295 DOHENY EYE INSTITUTE	2,500.00
5296 DAUGHTERS OF MARY AND	10,000.00
5297 DREAMCHASER HORSE RES	2,500.00
5298 DOMINICAN SISTERS VIS	2,500.00
5299 DEL MAR FOUNDATION	2,500.00
5300 AMERICA MEDIA	2,500.00
5301 EOHSJ	25,000.00
5302 THE FRIENDS OF THE AR	1,000.00
5303 FRIENDS OF THE SMITHS	2,500.00
5304 FORDHAM PREPARATORY	25,000.00
5305 DOCTORS WITHOUT BORDE	25,000.00
5306 GENTLE GIANTS	2,500.00
5307 GIRL SCOUTS OF GREATE	5,000.00
5308 GLAZA	5,000.00
5309 GOOD SHEPHERD CENTER	10,000.00
5310 GOOD SHEPHERD SHELTER	10,000.00
5311 GOODWILL SOUTHERN CAL	2,500.00
5312 GREGORIAN UNIVERSITY	2,500.00
5313 GUIDE DOGS FOR THE BL	2,500.00
5314 GUIDING EYES FOR THE	2,500.00
5315 GEORGE W BUSH PRESIDE	2,500.00
5316 HABITAT FOR HUMANITY	5,000.00
5317 HILSDALE COLLEGE	5,000.00
5318 HOLY FAMILY HOSPITAL	2,500.00
5319 HOLY FAMILY SERVICES	5,000.00
5320 HOMEBOY INDUSTRIES	10,000.00

5321 THE HUMANE SOCIETY OF	2,500.00
5322 IGNATIAN VOLUNTEER CO	2,500.00
5323 INSTITUTE FOR HUMANE	10,000.00
5324 JESUIT SCHOOL OF THEO	10,000.00
5325 JESUITS WEST	5,000.00
5326 JOHN WAYNE CANCER INS	5,000.00
5327 KAPPA ALPHA THETA FOU	50,000.00
5328 KEEPERS OF THE WILD	2,500.00
5329 LAS MADRINAS	50,000.00
5330 LAY MISSION-HELPERS	2,500.00
5331 LES AMIES-CII	2,500.00
5332 LIFESAVERS WILD HORSE	2,500.00
5333 LOS ANGELES MASTER CH	2,500.00
5334 LOS ANGELES BOYS & GI	2,500.00
5335 LOS ANGELES PHILHARMO	1,500.00
5336 LOS ANGELES REGIONAL	2,500.00
5337 LITTLE SISTERS OF THE	5,000.00
5338 LOYOLA HIGH SCHOOL	100,000.00
5339 LOS ANGELES COUNTY PO	1,000.00
5340 LIVE & LET LIVE FARM	1,000.00
5341 MARLBOROUGH SCHOOL	5,000.00
5342 MARYMOUNT HIGH SCHOOL	500,000.00
5343 MERCY CORPS	5,000.00
5344 MAKE-A-WISH	2,500.00
5345 MADD	2,500.00
5346 MARY & JOSEPH RETREAT	2,500.00
5347 MERCY SHIPS	2,500.00
5348 MISSION DOCTORS ASSOC	2,500.00
5349 MEDICAL MISSION SISTE	2,500.00
5350 MEALS ON WHEELS WEST	2,500.00
5351 THE MARIST BROTHERS	2,500.00
5352 MARCH OF DIMES	2,500.00
5353 MILES JESU	2,500.00
5354 MARYKNOLL FATHERS & B	5,000.00
5355 MEND	5,000.00
5356 NATIONAL TRUST FOR HI	2,500.00
5357 NORBERTINE ASSOCIATIO	5,000.00
5358 NEW MOUNT CARMEL FOUN	50,000.00
5359 OPERATION SMILE	5,000.00
5361 OPTIONS UNITED .	2,500.00
5362 OPICA	2,500.00
5363 PREGNANCY HELP CENTER	2,500.00
5364 PATH	5,000.00
5365 PACIFIC LEGAL FOUNDAT	5,000.00
5366 PROJECT HOPE	2,500.00
5367 THE PAULIST FATHERS	10,000.00
5368 PRISON FELLOWSHIP	5,000.00

5369 PEACEFUL VALLEY DONKE	2,500.00
5370 RED CLOUD INDIAN SCHO	10,000.00
5371 SUDAN RELIEF FUND	2,500.00
5372 ST. JOSEPH CENTER	2,500.00
5373 ST. JOSEPH'S INDIAN	5,000.00
5374 SISTERS OF ST. JOSEPH	2,500.00
5375 ST. PAUL THE APOSTLE	10,000.00
5376 SPCALA	2,500.00
5377 SMILE TRAIN	2,500.00
5378 SAINT JOHN'S HEALTH C	20,000.00
5379 THE SEEING EYE	2,500.00
5380 ST. JAMES MISSION CIR	2,500.00
5381 ST. VINCENT MEALS ON	5,000.00
5382 THE SALVATION ARMY	5,000.00
5383 SAVE THE REDWOODS LEA	2,500.00
5384 ST. JOHN'S SEMINARY	5,000.00
5385 THOMAS AQUINAS COLLEG	5,000.00
5386 USC CARUSO CATHOLIC C	250,000.00
5387 UNIVERSITY OF SOUTHER	1,000.00
5388 UNITED WAY OF GREATER	2,500.00
5389 USC NORRIS COMPREHENS	5,000.00
5390 UNITED FRIENDS OF THE	1,000.00
5391 THE URSULINE SCHOOL	10,000.00
5392 THE UNIVERSITY OF SOU	2,500.00
5393 USC HILLEL	2,500.00
5394 THE USO	2,500.00
5395 UNION RESCUE MISSION	2,500.00
5396 UNITED STATES OLYMPIC	10,000.00
5397 VETERANS PARK CONSERV	2,500.00
5398 THE VETERANS OF FOREI	2,500.00
5399 VERBUM DEI HIGH SCHOO	10,000.00
5401 SCENIC AMERICA	2,500.00
5402 ST. JAMES INN	5,000.00
5403 THE ORDER OF ST. GREG	25,000.00
5405 WORLD WILDLIFE FUND	2,500.00
5406 WORLD VISION INC.	2,500.00
5407 WESTERN DOMINICAN PRO	2,500.00
5408 HOOVER INSTITUTION	5,000.00
5409 FREEDOMS FOUNDATION	25,000.00
5410 GARY SINISE FOUNDATIO	2,500.00
5411 SOAR	4,000.00
5412 NATIONAL WILDLIFE FED	2,500.00
5413 A PLACE CALLED HOME	5,000.00
5414 ASCENDING LIGHTS LEAD	2,500.00
5415 ANGELUS	2,500.00
5416 ASSISTANCE LEAGUE OF	2,500.00
5417 ARCHDIOCESAN YOUTH EM	2,500.00

5418 BARLOW RESPIRATORY HO	2,500.00
5419 CALIFORNIA HOSPITAL M	10,000.00
5421 SISTERS OF SOCIAL SER	50,000.00
5422 ST. CAMILLUS CENTER	5,000.00
5423 DOWNTOWN WOMEN'S CENT	2,500.00
5424 CALIFORNIA PATRONS OF	10,000.00
5425 CALIFORNIA SCIENCE CE	25,000.00
5426 CARMELITE SISTERS OF	10,000.00
5427 CATHOLIC MEDICAL MISS	5,000.00
5428 CHILDREN'S BUREAU	5,000.00
5429 CHRYSALIS	2,500.00
5430 THE COLLEAGUES	50,000.00
RECLASSED TO GRANT PAYABL	(50,000.00)
5431 COMBONI MISSIONARIES	2,500.00
5432 FADICA	25,000.00
5433 FREEDOMS FOUNDATION	5,000.00
5434 GEORGETOWN	50,000.00
5435 GIRL SCOUTS OF THE US	2,500.00
5436 HOSPITALLER FOUNDATIO	10,000.00
5437 HOUSE OF PRAYER FOR P	10,000.00
5438 THE HUNGER PROJECT	5,000.00
5439 INTERNATIONAL LIFE SE	5,000.00
5440 IEDF, INC.	1,000.00
5441 JESUIT VOLUNTEER CORP	2,500.00
5442 JUNIOR LEAGUE OF LOS	2,500.00
5443 KNOM RADIO MISSION IN	2,500.00
5444 LEARNING ALLY	2,500.00
5445 LINCOLN TRAINING CENT	2,500.00
5446 LOS ANGELES HOUSE OF	5,000.00
5447 LOS ANGELES POLICE RE	1,500.00
5448 LOYOLA MARYMOUNT UNIV	100,000.00
5449 MARYCREST MANOR	10,000.00
5450 MARYMOUNT CALIFORNIA	5,000.00
5451 MARYVALE	5,000.00
5452 MOUNT ST. MARY'S UNIV	25,000.00
5453 NATIONAL PARK FOUNDAT	5,000.00
5454 THE NATURE CONSERVANC	2,500.00
5455 ORDER OF MALTA	50,000.00
5456 PARA LOS NIÑOS	2,500.00
5458 PROVIDENCE LITTLE COM	2,500.00
5459 RETIREMENT FUND FOR A	5,000.00
5460 THE RONALD REAGAN PRE	2,500.00
5461 ST. ANNE'S FOUNDATION	5,000.00
5462 ST. PAUL THE APOSTLE	100,000.00
5463 SAINT PATRICK'S COLLE	10,000.00
5464 SANTA CLARA UNIVERSIT	100,000.00
5465 SKULL AND DAGGER FOUN	2,500.00

5466 SOCIETY FOR THE PROPA	2,500.00
5467 STUDENTS FOR LIFE OF	2,500.00
5468 UNITED NEGRO COLLEGE	2,500.00
5469 USC ALUMNI ASSOCIATIO	2,500.00
5470 TROJAN ATHLETIC FUND	2,500.00
5471 USC INSTITUTE FOR ADV	5,000.00
5472 USC LIBRARIES	100,000.00
5473 USC MARSHALL SCHOOL	2,500.00
5474 USC ROSSIER SCHOOL OF	5,000.00
5475 USC ROSKI EYE INSTITU	5,000.00
5476 USC TROY CAMP	2,500.00
5477 WOMEN'S LEAGUE OF SJO	1,000.00
	(2,500.00)
	<hr/>
	2,842,900.00

**KLM Foundation
EIN: 95-4682685**
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2018

Grants and Contributions Approved for future payment
Statement B: Part XV, 3b

Organization Name	Amount
THE COLLEAGUES	50,000.00
	50,000.00