

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

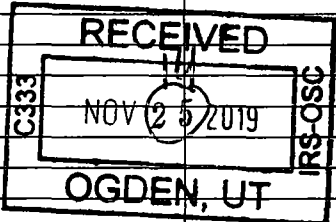
Department of the Treasury Internal Revenue Service

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.

For calendar year 2018 or tax year beginning 01/01, 2018, and ending 12/06, 2018

Name of foundation AS&F FOUNDATION, Employer identification number 95-6030792, Telephone number (626) 411-5188, City SOUTH PASADENA, CA 91030, Accounting method Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



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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	553,437.		
	2	Savings and temporary cash investments	7,794,042.		
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,347,479.	IX0.	IX0.	
Liabilities	17	Accounts payable and accrued expenses	6,250.		
	18	Grants payable	7,660,553.		
	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 7)	15,000.		
23	Total liabilities (add lines 17 through 22)	7,681,803.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted	665,676.		
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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)	665,676.	0.	
31	Total liabilities and net assets/fund balances (see instructions)	8,347,479.	0.		

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)	1 665,676.
2	Enter amount from Part I, line 27a	2 -665,676.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	18,587.
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	49,536,909.	29,287,175.	1.691420
2016	3,828,821.	54,355,334.	0.070441
2015	8,116,784.	55,593,001.	0.146004
2014	3,500,074.	60,302,518.	0.058042
2013	2,981,505.	57,659,739.	0.051709
2	Total of line 1, column (d)		2.017616
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 0.403523
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4 2,574,440.
5	Multiply line 4 by line 3.		5 1,038,846.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,608.
7	Add lines 5 and 6.		7 1,041,454.
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 8,630,025.

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

Table with 11 rows and 2 columns. Row 1: 1 2,608. Row 2: 2. Row 3: 3 2,608. Row 4: 4 0. Row 5: 5 2,608. Row 6: 6 Credits/Payments. Row 7: 7 6,000. Row 8: 8. Row 9: 9. Row 10: 10 3,392. Row 11: 11 3,392.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No). Row 1a: No. Row 1b: Yes. Row 1c: Yes. Row 2: Yes. Row 3: Yes. Row 4a: Yes. Row 4b: Yes. Row 5: Yes. Row 6: Yes. Row 7: Yes. Row 8a: Yes. Row 8b: Yes. Row 9: Yes. Row 10: Yes.

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		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 9 ATCH 10	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no ▶ 626-441-5188 Located at ▶ 625 FAIR OAKS AVENUE, STE 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		
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 ▶		X

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) <ul style="list-style-type: none"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶		X
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?		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)) <ul style="list-style-type: none"> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		
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"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
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"/> 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 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		75,000.
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	
b	Average of monthly cash balances	1b	2,613,645.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	2,613,645.
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	2,613,645.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,574,440.
6	Minimum investment return. Enter 5% of line 5	6	128,722.

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	128,722.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,608.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,608.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	126,114.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	126,114.
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	126,114.

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	8,630,025.
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	8,630,025.
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	2,608.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,627,417.

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				126,114.
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				51,951.
c From 2015				5,480,968.
d From 2016				1,165,780.
e From 2017				48,177,078.
f Total of lines 3a through e	54,875,111.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 8,630,025.				
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.				126,114.
e Remaining amount distributed out of corpus.	8,503,911.			
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	63,379,688.			
b Prior years' undistributed income Subtract line 4b from line 2h				
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	63,379,688.			
10 Analysis of line 9				
a Excess from 2014				51,951.
b Excess from 2015				5,480,968.
c Excess from 2016				1,165,780.
d Excess from 2017				48,177,078.
e Excess from 2018				8,503,911.

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		(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

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
<p>a Paid during the year</p> <p>ATCH 13</p>				
Total ▶ 3a				8,503,484.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.

**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)	
2,060.		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS 2,060.	VARIOUS
16,527.		469 SHS CA, INC. PROPERTY TYPE: SECURITIES				P	VARIOUS 16,527.	06/28/2018
TOTAL GAIN (LOSS)							<u>18,587.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	207,323.	207,323.
FEDERAL EXCISE TAX REFUND	48,370.	
	<u>255,693.</u>	<u>207,323.</u>
TOTALS		

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	17,234.			17,234.
TOTALS	<u>17,234.</u>			<u>17,234.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	43,501.	8,700.		30,451.
TOTALS	<u>43,501.</u>	<u>8,700.</u>		<u>30,451.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
WTC ADMINISTRATIVE EXPENSE	75,000.	75,000.
TOTALS	<u>75,000.</u>	<u>75,000.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	1,000.	
STATE FILING FEES	245.	245.
TOTALS	<u>1,245.</u>	<u>245.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE	3,611.	3,611.
TOTALS	<u>3,611.</u>	<u>3,611.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	15,000.	
TOTALS	<u>15,000.</u>	

FORM 990PF, PART VII-A, LINE 5 - DISSOLUTION STATEMENT

RECIPIENT'S NAME: CALIFORNIA COMMUNITY FDN EIN: 95-3510055
RECIPIENT'S ADDRESS: 221 S. FIGUEROA STREET, SUITE 400
SECOND LINE ADDRESS: LOS ANGELES, CA 90012
DISSOLUTION AMOUNT: 783,484.

EXPLANATION OF DISTRIBUTION:

THE BOARD OF AS&F FOUNDATION RESOLVED THAT, AFTER PAYING OR ADEQUATELY PROVIDING FOR ALL KNOWN DEBTS AND LIABILITIES IMMEDIATELY PRIOR TO THE FOUNDATION'S DISSOLUTION, AND AFTER RECEIPT OF A DISSOLUTION WAIVER OF OBJECTIONS FROM THE CALIFORNIA ATTORNEY GENERAL, THE FOUNDATION'S REMAINING CASH AND OTHER ASSETS ARE TO BE DISTRIBUTED TO CALIFORNIA COMMUNITY FOUNDATION, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION, SO LONG AS IT THEN REMAINS TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("THE CODE"). THE DISTRIBUTED ASSETS ARE TO BE PLACED IN THE AS&F FOUNDATION FUND, A DONOR ADVISED FUND HELD AND MANAGED BY CALIFORNIA COMMUNITY FOUNDATION (THE "FUND"), PURSUANT TO A DONOR ADVISED FUND AGREEMENT BETWEEN THE FOUNDATION AND CALIFORNIA COMMUNITY FOUNDATION. THE CURRENT MEMBERS OF THE FOUNDATION'S BOARD ARE EXPECTED TO SERVE AS THE INITIAL MEMBERS OF THE FUND'S "BOARD OF ADVISORS." NO RESTRICTIONS WILL BE IMPOSED ON THE USE OF THE ASSETS TO BE DISTRIBUTED TO CALIFORNIA COMMUNITY FOUNDATION.

THE ABOVE DISTRIBUTION IS IN COMPLETE LIQUIDATION OF AS&F FOUNDATION'S ASSETS. THE CERTIFICATE OF DISSOLUTION WAS FILED BY AS&F FOUNDATION WITH THE CALIFORNIA SECRETARY OF STATE AND WAS EFFECTIVE DECEMBER 06, 2018. THE FOUNDATION CEASED TO EXIST AS OF THE SAME DATE. THE FINAL DISTRIBUTION OF ASSETS WILL BE MADE UPON FILING THE FINAL RETURN. THE FOREGOING DISTRIBUTION TO CALIFORNIA COMMUNITY FOUNDATION SERVES TO TERMINATE THE FOUNDATION'S FEDERAL INCOME TAX CLASSIFICATION AS A PRIVATE FOUNDATION UNDER CODE SECTION 507(B)(1)(A).

AS REPORTED ON THE 2017 TAX RETURN FOR AS&F FOUNDATION, A RESOLUTION OF DISSOLUTION WAS ADOPTED BY THE FOUNDATION ON MARCH 20, 2017. ATTACHED IS A COPY OF THE CERTIFICATE OF DISSOLUTION CERTIFIED BY THE CALIFORNIA SECRETARY OF STATE, WHICH INCLUDES THE CALIFORNIA ATTORNEY GENERAL'S DISSOLUTION WAIVER OF OBJECTIONS.

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

CALIFORNIA COMMUNITY FOUNDATION (EIN: 95-3510055)

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

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

CALIFORNIA COMMUNITY FOUNDATION (EIN: 95-3510055)

THE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH
A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES. THE DISTRIBUTION 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.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN F. LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	PRESIDENT/CEO/DIRECTOR 1.00	0.	0.	0.
CAROL LLEWELLYN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	V.P./SECRETARY/DIRECTOR 1.00	0.	0.	0.
SHARON LLEWELLYN CLARK, PH.D. 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
DARIN B. DRABING 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	ASSISTANT SECRETARY/DIRECTOR 1.00	0.	0.	0.
KEITH RENKEN 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	EXECUTIVE DIRECTOR 1.00	0.	0.	0.

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEN VIETZKE 625 FAIR OAKS AVENUE, STE 360 SOUTH PASADENA, CA 91030	CHIEF FINANCIAL OFFICER 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WHITTIER TRUST COMPANY 625 FAIR OAKS AVE., STE. 360 SOUTH PASADENA, CA 91030	FIDUCIARY/PROFESSION	75,000.
	TOTAL COMPENSATION	<u>75,000.</u>

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106	NONE PC	2018 STROLL & ROLL CHALLENGE GRANT AND FACILITIES UPGRADES	125,000.
YMCA OF GREATER LONG BEACH 3605 LONG BEACH BLVD , SUITE 210 LONG BEACH, CA 90807	NONE PC	CAMP OAKS IMPROVEMENTS	500,000
YMCA OF METROPOLITAN LOS ANGELES 625 SOUTH NEW HAMPSHIRE AVENUE LOS ANGELES, CA 90005	NONE PC	ENDORMMENT CAMPAIGN CHALLENGE GRANT	5,000,000
BOY SCOUTS OF AMERICA - WESTERN LOS ANGELES COUNTY 16525 SHERMAN WAY, UNIT C-8 VAN NUYS, CA 91406	NONE PC	CAMP WHITSET RENOVATIONS	125,000
BOY SCOUTS OF AMERICA - GREATER LOS ANGELES AREA 2333 SCOUT WAY LOS ANGELES, CA 90026	NONE PC	CAMP RENOVATIONS & CONSTRUCTION	310,000
BOY SCOUTS OF AMERICA - LONG BEACH AREA COUNCIL 401 EAST 37TH STREET LONG BEACH, CA 90807	NONE PC	CAMP TAQUITZ DINING HALL CONSTRUCTION	1,250,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA VERDUGO HILLS COUNCIL 1325 GRANDVIEW AVENUE GLENDALE, CA 91201	NONE PC	CAMP RENOVATIONS - DINING HALL & KITCHEN	375,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012	NONE PC	PROGRAM SUPPORT (SEE ATTACHMENTS 8, 9, AND 10)	783,484
FRIENDS OF FOSTER CHILDREN - SAN GABRIEL VALLEY P O BOX 1105 ARCADIA, CA 91077	NONE PC	GENERAL OPERATING SUPPORT	35,000
TOTAL CONTRIBUTIONS PAID			<u>8,503,484</u>

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

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME			01	207,323.	
FEDERAL EXCISE TAX REFUND			01	48,370.	
TOTALS				<u>255,693.</u>	