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EXTENDED TO NOVEMBER 15, 2019

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

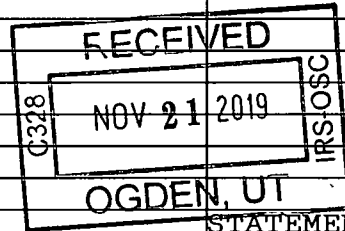
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation THOMAS & DOROTHY LEAVEY FOUNDATION		A Employer identification number 95-6060162
Number and street (or P O box number if mail is not delivered to street address) 10100 SANTA MONICA BLVD., STE 610	Room/suite	B Telephone number 310-551-9936
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 264,782,359.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		230,907.	1,213.		
4 Dividends and interest from securities		6,451,092.	5,406,316.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		14,416,139.			STATEMENT 1
b Gross sales price for all assets on line 6a 29,578,552.					
7 Capital gain net income (from Part IV, line 2)			14,399,426.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		43,203.	32,508.		
12 Total Add lines 1 through 11		21,141,341.	19,839,463.		
13 Compensation of officers, directors, trustees, etc		7,200.	3,600.		3,600.
14 Other employee salaries and wages		107,000.	10,700.		96,300.
15 Pension plans, employee benefits		5,700.	570.		0.
16a Legal fees STMT 3		237,189.	158,126.		79,055.
b Accounting fees STMT 4		238,672.	180,438.		43,396.
c Other professional fees STMT 5		2,572,700.	1,148,194.		8,000.
17 Interest					
18 Taxes STMT 6		-393,740.	141,175.		13,209.
19 Depreciation and depletion					
20 Occupancy		108,355.	54,177.		57,874.
21 Travel, conferences, and meetings		3,161.	0.		3,161.
22 Printing and publications					
23 Other expenses STMT 7		60,275.	30,138.		30,137.
24 Total operating and administrative expenses Add lines 13 through 23		2,946,512.	1,727,118.		334,732.
25 Contributions, gifts, grants paid		-8,873,147.			13,538,750.
26 Total expenses and disbursements Add lines 24 and 25		-5,926,635.	1,727,118.		13,873,482.
27 Subtract line 26 from line 12		27,067,976.			
a Excess of revenue over expenses and disbursements			18,112,345.		
b Net investment income (if negative enter -0-)					
c Adjusted net income (if negative enter -0-)				N/A	



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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	13,896,071.	7,058,784.	7,058,784.
	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 ▶ 69,436.			
		Less: allowance for doubtful accounts ▶ 0.	97,254.	69,436.	69,436.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,000.		
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	124,391,350.	115,851,044.	115,851,044.
	c	Investments - corporate bonds STMT 10	42,564,767.	42,846,526.	42,846,526.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	111,864,457.	98,934,698.	98,934,698.
	14	Land, buildings, and equipment basis ▶ 326,400.			
		Less: accumulated depreciation STMT 12 ▶ 326,400.			
	15	Other assets (describe ▶ DEPOSITS)	22,011.	21,871.	21,871.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	292,860,910.	264,782,359.	264,782,359.
	17	Accounts payable and accrued expenses	99,267.	192,250.	
	18	Grants payable	66,245,331.	43,833,434.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 13)	1,278,208.	651,398.	
	23	Total liabilities (add lines 17 through 22)	67,622,806.	44,677,082.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted	225,238,104.	220,105,277.	
	25	Temporarily restricted			
	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	225,238,104.	220,105,277.	
	31	Total liabilities and net assets/fund balances	292,860,910.	264,782,359.	

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	225,238,104.
2	Enter amount from Part I, line 27a	2	27,067,976.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	252,306,080.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	32,200,803.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	220,105,277.

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			
b SEE ATTACHED STATEMENTS			
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 29,578,552.		15,179,126.	14,399,426.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			14,399,426.

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	14,399,426.
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	14,398,814.	276,162,799.	.052139
2016	11,433,216.	252,842,035.	.045219
2015	13,445,880.	270,481,467.	.049711
2014	13,986,257.	281,159,728.	.049745
2013	13,668,703.	259,639,053.	.052645

2 Total of line 1, column (d)	2	.249459
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	.049892
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	289,685,311.
5 Multiply line 4 by line 3	5	14,452,980.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	181,123.
7 Add lines 5 and 6	7	14,634,103.
8 Enter qualifying distributions from Part XII, line 4	8	14,873,482.

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.

THOMAS & DOROTHY LEAVEY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a FROM ANRP II (AIV TW) K-1	P	VARIOUS	VARIOUS
b FROM ANRP II (AIV TW) K-1	P	VARIOUS	VARIOUS
c FROM APOLLO NATURAL RESOURCES PARTNERS II K-1	P	VARIOUS	VARIOUS
d FROM WILTON K-1	P	VARIOUS	VARIOUS
e FROM WILTON K-1	P	VARIOUS	VARIOUS
f FROM ENERGY CAPITAL PARTNERS II-B K-1	P	VARIOUS	VARIOUS
g FROM ENERGY CAPITAL PARTNERS II-B K-1	P	VARIOUS	VARIOUS
h FROM ENERGY CAPITAL PARTNERS III-B K-1	P	VARIOUS	VARIOUS
i FROM ENERGY CAPITAL PARTNERS III-B K-1	P	VARIOUS	VARIOUS
j FROM SALIENT MLP TOTAL RETURN TE FUND K-1	P	VARIOUS	VARIOUS
k FROM SALIENT MLP TOTAL RETURN TE FUND K-1	P	VARIOUS	VARIOUS
l FROM OFFSHORE MEZZANINE PARTNERS III K-1	P	VARIOUS	VARIOUS
m FROM OFFSHORE MEZZANINE PARTNERS III K-1	P	VARIOUS	VARIOUS
n FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS
o FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		11,837.	-11,837.
b		-12,058.	12,058.
c		-8,727.	8,727.
d			0.
e		15,861.	-15,861.
f			0.
g		-254,586.	254,586.
h		507.	-507.
i		-1,910.	1,910.
j			0.
k			0.
l		12.	-12.
m		-68,440.	68,440.
n			0.
o		-378,551.	378,551.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-11,837.
b			12,058.
c			8,727.
d			0.
e			-15,861.
f			0.
g			254,586.
h			-507.
i			1,910.
j			0.
k			0.
l			-12.
m			68,440.
n			0.
o			378,551.

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo, day, yr)	(mo, day, yr)
1a	FROM CRESTVIEW PARTNERS III K-1	P	VARIOUS	VARIOUS
b	DISPOSITION OF YORK	P	VARIOUS	VARIOUS
c	BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
d	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
e	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
f	BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	P	VARIOUS	VARIOUS
g	FROM BRIDGE MULITFAMILY & COMMERCIAL OFFICE FUND	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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			- 38,102.	38,102.
b			- 623,079.	623,079.
c				0.
d	3,573,791.		3,567,323.	6,468.
e	19,222,964.		12,980,803.	6,242,161.
f				0.
g			- 11,764.	11,764.
h	6,781,797.			6,781,797.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				38,102.
b				623,079.
c				0.
d				6,468.
e				6,242,161.
f				0.
g				11,764.
h				6,781,797.
i				
j				
k				
l				
m				
n				
o				

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

14,399,426.

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

3

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			
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 checked="" type="checkbox"/>	and enter 1%	1	181,123.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		3	181,123.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		5	181,123.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a 152,814.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 115,000.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments Add lines 6a through 6d		7	267,814.
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	86,691.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax	86,691. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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		X
1c Did the foundation file Form 1120-POL for this year?		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.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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

	Yes	No
11		X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
If "Yes," attach statement See instructions

12		X
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13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13	X	
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Website address **N/A**

14 The books are in care of **ANDERSEN TAX LLC** Telephone no. **213-593-2300**

Located at **400 S. 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	N/A	
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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?

	Yes	No
16		X

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

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

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

1a During the year, did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)
a disqualified person?

☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

☒ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available
for the benefit or use of a disqualified person)?

☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (Exception Check "No"
if the foundation agreed to make a grant to or to employ the official for a period after
termination of government service, if terminating within 90 days.)

☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations
section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check here

☐

1b		X
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c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected
before the first day of the tax year beginning in 2018?

1c		X
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2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation
defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning
before 2018?

☐ Yes ☒ No

If "Yes," list the years

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect
valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach
statement - see instructions)

N/A

2b		
----	--	--

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time
during the year?

☒ Yes ☐ No

b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after
May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose
of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,
Form 4720, to determine if the foundation had excess business holdings in 2018)

3b		X
----	--	---

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?


4a		X
----	--	---

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that
had not been removed from jeopardy before the first day of the tax year beginning in 2018?

4b		X
----	--	---

Form 990-PF (2018)

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 checked="" type="checkbox"/> Yes <input 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	5b	<input checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance, check here 		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<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?	6b	<input checked="" type="checkbox"/>
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?	N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		7,200.	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
RITA DENLEA - 10100 SANTA MONICA BLVD., STE 610, LOS ANGELES, CA	40.00	107,000.	5,700.	0.

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
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	462,420.
IRELL & MANELLA LLP - 1800 AVE OF THE STARS, #900, LOS ANGELES, CA 90067	LEGAL COUNSEL	237,189.
BEL AIR INVESTMENT - 1999 AVENUE OF THE STARS # 2800, LOS ANGELES, CA 90067	ADVISORY FEES	220,934.
ANDERSEN TAX LLC 400 S. HOPE ST. #1000, LOS ANGELES, CA 90071	ACCOUNTING SERVICES	154,582.
DELOITTE & TOUCHE - 555 WEST 5TH STREET, LOS ANGELES, CA 90013-1010	ACCOUNTING SERVICES	62,400.
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 SEE STATEMENT 15	339,000.
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	270,268,211.
b	Average of monthly cash balances	1b	13,716,313.
c	Fair market value of all other assets	1c	10,112,238.
d	Total (add lines 1a, b, and c)	1d	294,096,762.
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	294,096,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,411,451.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	289,685,311.
6	Minimum investment return. Enter 5% of line 5	6	14,484,266.

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	14,484,266.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	181,123.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	15,565.
c	Add lines 2a and 2b	2c	196,688.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,287,578.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,287,578.
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	14,287,578.

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	13,873,482.
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	1,000,000.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,873,482.
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	181,123.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,692,359.

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				14,287,578.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018.				
a From 2013	121,918.			
b From 2014	366,557.			
c From 2015	324,669.			
d From 2016				
e From 2017	404,622.			
f Total of lines 3a through e	1,217,766.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 14,873,482.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				14,287,578.
e Remaining amount distributed out of corpus	585,904.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	1,803,670.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	121,918.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,681,752.			
10 Analysis of line 9				
a Excess from 2014	366,557.			
b Excess from 2015	324,669.			
c Excess from 2016				
d Excess from 2017	404,622.			
e Excess from 2018	585,904.			

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 SCHEDULE A ATTACHED		501(C)(3)	GENERAL/EDUCATIONAL	13,199,750.
SEE SCHEDULE B ATTACHED		501(C)(3)	EDUCATIONAL	339,000.
Total			3a	13,538,750.
b Approved for future payment				
ST. JOHN'S HEALTH CENTER CANCER RESEARCH INITIATIVE		501(C)(3)	GENERAL/EDUCATIONAL	1,000,000.
THE HEART TOUCH PROJECT		501(C)(3)	GENERAL/EDUCATIONAL	100,000.
Total			3b	1,100,000.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ANRP II (AIV TW) K-1					
	0.	11,837.	0.	0.	-11,837.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM ANRP II (AIV TW) K-1					
	0.	-12,058.	0.	0.	12,058.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM APOLLO NATURAL RESOURCES PARTNERS II K-1					
	0.	-8,727.	0.	0.	8,727.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM WILTON K-1	PURCHASED		VARIOUS	VARIOUS
(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
FROM WILTON K-1	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	15,861.	0.	0.	-15,861.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM ENERGY CAPITAL PARTNERS II-B K-1	PURCHASED		VARIOUS	VARIOUS
(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
FROM ENERGY CAPITAL PARTNERS II-B K-1	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-254,586.	0.	0.	254,586.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM ENERGY CAPITAL PARTNERS III-B K-1	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	507.	0.	0.	-507.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM ENERGY CAPITAL PARTNERS III-B K-1	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-1,910.	0.	0.	1,910.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM SALIENT MLP TOTAL RETURN TE FUND K-1	PURCHASED		VARIOUS	VARIOUS
(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
FROM SALIENT MLP TOTAL RETURN TE FUND K-1	PURCHASED		VARIOUS	VARIOUS
(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	
FROM OFFSHORE MEZZANINE PARTNERS III K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	12.	0.	0.	-12.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FROM OFFSHORE MEZZANINE PARTNERS III K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-68,440.	0.	0.	68,440.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1	PURCHASED	VARIOUS	VARIOUS	
(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	
FROM JCR COMMERCIAL REAL ESTATE FINANCE FUND IIIB(Q) K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-378,551.	0.	0.	378,551.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM CRESTVIEW PARTNERS III K-1	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-38,102.	0.	0.	38,102.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF YORK	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-623,079.	0.	0.	623,079.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	PURCHASED		VARIOUS	VARIOUS
(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
SEE STATEMENT ATTACHED	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,573,791.	3,567,323.	0.	0.	6,468.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SEE STATEMENT ATTACHED	PURCHASED	VARIOUS	VARIOUS		
	19,222,964.	12,980,803.	0.	0.	6,242,161.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
BOOK/TAX ADJUSTMENT (EXCLUDING K-1S AND MLP)	PURCHASED	VARIOUS	VARIOUS		
	0.	-16,713.	0.	0.	16,713.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
FROM BRIDGE MULTIFAMILY & COMMERCIAL OFFICE FUND III INTERNATIONAL-A LP	PURCHASED	VARIOUS	VARIOUS		
	0.	-11,764.	0.	0.	11,764.

CAPITAL GAINS DIVIDENDS FROM PART IV	6,781,797.
TOTAL TO FORM 990-PF, PART I, LINE 6A	14,416,139.

FORM 990-PF

OTHER INCOME

STATEMENT

2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM NORTHERN TRUST	0.	32,508.	
OTHER INCOME	43,203.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	43,203.	32,508.	

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	237,189.	158,126.		79,055.
TO FM 990-PF, PG 1, LN 16A	237,189.	158,126.		79,055.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANDERSEN TAX LLC	154,582.	113,166.		43,396.
DELOITTE & TOUCHE, LLP	84,090.	67,272.		0.
TO FORM 990-PF, PG 1, LN 16B	238,672.	180,438.		43,396.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,149,042.	462,744.		0.
CUSTODIAN FEES	104,595.	104,595.		0.
INVESTMENT ADVISORY FEES	311,063.	311,063.		0.
SCHOLARSHIP EVALUATION COMMITTEE	8,000.	0.		8,000.

K-1 DEDUCTIONS - WILTON	0.	4,746.	0.
K-1 DEDUCTIONS - ENERGY			
CAPITAL II-B	0.	12,847.	0.
K-1 DEDUCTIONS - ENERGY			
CAPITAL III-B	0.	48,879.	0.
K-1 DEDUCTIONS - CRESTVIEW			
PARTNERS III	0.	15,277.	0.
K-1 DEDUCTIONS - JCR			
COMMERCIAL REAL ESTATE	0.	10,738.	0.
K-1 DEDUCTIONS - OFFSHORE			
MEZZANINE PARTNERS III	0.	29,641.	0.
1099 DEDUCTION - EDGEWOOD			
MANAGEMENT	0.	0.	0.
K-1 DEDUCTIONS - APOLLO			
NATURAL RESOURCES FUND II	0.	73,135.	0.
K-1 DEDUCTIONS - JCR			
INCOME PLUS FUND IV(Q)	0.	1,748.	0.
K-1 DEDUCTIONS - SOUTHWEST			
VALUE PARTNERS FUND XVIII	0.	72,781.	0.
TO FORM 990-PF, PG 1, LN 16C	2,572,700.	1,148,194.	8,000.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	0.	139,892.		0.
FEDERAL EXCISE TAXES	173,000.	0.		0.
DEFERRED TAX PROVISION	-612,000.	0.		0.
PAYROLL TAXES	11,388.	1,139.		10,249.
PROPERTY TAXES	287.	144.		143.
FEES AND DUES	2,817.	0.		2,817.
OTHER TAXES	30,768.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-393,740.	141,175.		13,209.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	3,000.	1,500.		1,500.
INSURANCE	46,435.	23,218.		23,217.
STATIONARY & SUPPLIES	2,244.	1,122.		1,122.
OFFICE EXPENSES	6,294.	3,147.		3,147.
TELEPHONE	-33.	-17.		-16.
TRUSTEE EXPENSE	2,140.	1,070.		1,070.
ADMINISTRATIVE EXPENSE	195.	98.		97.
TO FORM 990-PF, PG 1, LN 23	60,275.	30,138.		30,137.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
2018 CHANGE IN UNREALIZED GAIN - SECURITIES	32,200,803.
TOTAL TO FORM 990-PF, PART III, LINE 5	32,200,803.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "STOCKS"	115,851,044.	115,851,044.
TOTAL TO FORM 990-PF, PART II, LINE 10B	115,851,044.	115,851,044.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "BONDS"	42,846,526.	42,846,526.
TOTAL TO FORM 990-PF, PART II, LINE 10C	42,846,526.	42,846,526.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES	FMV	77,788,761.	77,788,761.
ALTERNATIVE INVESTMENTS	FMV	21,145,937.	21,145,937.
TOTAL TO FORM 990-PF, PART II, LINE 13		98,934,698.	98,934,698.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	33,992.	33,992.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASEHOLD IMPROVEMENTS	207,952.	207,952.	0.
LEASEHOLD IMPROVEMENTS	2,022.	2,022.	0.
COPIER/PRINTER	4,641.	4,641.	0.
COMPUTER SOFTWARE	974.	974.	0.
COMPUTER SOFTWARE	16,540.	16,540.	0.
PRINTERS	1,656.	1,656.	0.
OFFICE FURNITURE	3,632.	3,632.	0.
TOTAL TO FM 990-PF, PART II, LN 14	326,400.	326,400.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	1,189,000.	577,000.
DEFERRED RENT	70,224.	46,398.
PAYABLE TO BROKER	18,984.	0.
ACCRUED EXCISE TAX	0.	28,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,278,208.	651,398.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS- -----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	CHAIRMAN, AS NEEDED 5.00	 0.	 0.	 0.
MICHAEL ENRIGHT 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	 2,400.	 0.	 0.
JACQUELINE POWERS DOUD 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	 2,400.	 0.	 0.
LOUIS CASTRUCCIO 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 5.00	 2,400.	 0.	 0.
COLLEEN PENNELL 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	 0.	 0.	 0.
MICHAEL MCCARTHY 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	 0.	 0.	 0.
MARK LEMONS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	 0.	 0.	 0.
KAREN HOLLINS 10100 SANTA MONICA BLVD., SUITE 610 LOS ANGELES, CA 90067	TRUSTEE, AS NEEDED 1.00	 0.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,200.	0.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY ONE

SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 40,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

339,000.

FORM 990-PF

EXPLANATION OF CASH SET-ASIDE

STATEMENT 16

PART XII, LINE 3B

PURSUANT TO IRC SECTION 53.4942(A)-3(B)(7)(II), THE FOUNDATION WILL SET-ASIDE A \$1,000,000 GRANT TO ST. JOHN'S HEALTH CENTER CANCER RESEARCH.

A) THE AMOUNT SET-ASIDE IS TO SUPPORT THE SPECIFIC CANCER RESEARCH INITIATIVE BEING CONDUCTED BY THE ST. JOHN'S HEALTH CENTER, AND IS TO QUALIFY FOR \$1,000,000 IN MATCHING FUNDS PAYABLE TO THE CENTER.

B) THE SET-ASIDE AMOUNT WILL BE PAID AND DISTRIBUTED TO ST. JOHN'S HEALTH CENTER NO LATER THAN NOVEMBER 2020. SUCH AMOUNT WAS PAID FULLY ON OR BEFORE JUNE 30, 2019.

C) THE CANCER RESEARCH PROJECT INITIATIVE WILL NOT BE COMPLETED BY THE END OF THE 2018 TAX YEAR. FURTHER, THE PROJECT CAN BE BETTER ACCOMPLISHED BY SUCH SET-ASIDE THAN BY IMMEDIATE PAYMENT OF THE \$1,000,000.

D) SEE STATEMENT ATTACHED SHOWING THE DISTRIBUTABLE AMOUNTS DETERMINED UNDER SECTION 4942(D) FOR PAST TAXABLE YEARS IN FOUNDATION'S START-UP AND FULL-PAYMENT PERIODS.

E) SEE STATEMENT ATTACHED SHOWING THE AGGREGATE AMOUNT OF ACTUAL PAYMENTS MADE IN CASH OR ITS EQUIVALENT, FOR PURPOSES DESCRIBED IN SECTION 170(C)(1) OR (2)(B), DURING EACH TAXABLE YEAR IN THE PRIVATE FOUNDATION'S START-UP AND FULL-PAYMENT PERIODS.

FURTHER INFORMATION IS AVAILABLE UPON REQUEST.