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EXTENDED TO NOVEMBER 15, 2019

Form **990-PF** | **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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation		A Employer identification number
CARRIE ESTELLE DOHENY FOUNDATION		95-6202911
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
707 WILSHIRE BOULEVARD	4960	213-488-1122
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
LOS ANGELES, CA 90017		

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

D 1 Foreign organizations, check here ▶ ☐

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

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

04

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 161,347,722.

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

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

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26,037.	26,037.		
	4 Dividends and interest from securities	3,579,315.	3,551,621.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,550,550.			
	b Gross sales price for all assets on line 6a 28,764,184.				
	7 Capital gain net income (from Part IV, line 2)		5,452,979.		
	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	129,723.	237,376.		STATEMENT 1
	12 **Total** Add lines 1 through 11	9,285,625.	9,268,013.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	357,500.	141,800.		217,200.
	14 Other employee salaries and wages	286,950.	13,796.		272,535.
	15 Pension plans, employee benefits	134,079.	31,703.		102,376.
	16a Legal fees STMT 2	1,537.	1,537.		0.
	b Accounting fees STMT 3	28,560.	13,630.		14,930.
	c Other professional fees STMT 4	1,351,834.	1,318,354.		25,716.
	17 Interest	84,491.	84,491.		0.
	18 Taxes STMT 5	69,000.	109,544.		0.
	19 Depreciation and depletion	3,969.	767.		
	20 Occupancy	152,214.	26,983.		125,456.
	21 Travel, conferences, and meetings	10,146.	1,350.		8,828.
	22 Printing and publications	2,455.	0.		1,955.
	23 Other expenses STMT 6	30,319.	7,329.		22,980.
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,513,054.	1,751,284.		791,976.
	25 Contributions, gifts, grants paid	9,640,545.			7,336,800.
	26 **Total expenses and disbursements** Add lines 24 and 25	12,153,599.	1,751,284.		8,128,776.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<2,867,974.>			
	b **Net investment income** (if negative, enter -0-)		7,516,729.		
	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	50.	50.	50.
	2	Savings and temporary cash investments	75,746.	112,545.	112,545.
	3	Accounts receivable ▶ 108,803.			
		Less: allowance for doubtful accounts ▶	136,446.	108,803.	108,803.
	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	37,627.	37,389.	37,389.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	100,902,158.	88,343,530.	88,343,530.
	c	Investments - corporate bonds STMT 8	35,904,085.	35,791,040.	35,791,040.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	44,894,559.	36,946,238.	36,946,238.
	14	Land, buildings, and equipment basis ▶ 340,560.			
		Less accumulated depreciation STMT 10▶ 332,433.	11,547.	8,127.	8,127.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	181,962,218.	161,347,722.	161,347,722.
Liabilities	17	Accounts payable and accrued expenses	244,942.	60,617.	
	18	Grants payable	576,415.	2,880,160.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	821,357.	2,940,777.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31			
	24	Unrestricted	181,140,861.	158,406,945.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	181,140,861.	158,406,945.	
	31	Total liabilities and net assets/fund balances	181,962,218.	161,347,722.	

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	181,140,861.
2	Enter amount from Part I, line 27a	2	<2,867,974.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	178,272,887.
5	Decreases not included in line 2 (itemize) ▶ MARK TO MARKET ADJUSTMENT	5	19,865,942.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	158,406,945.

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	28,764,184.		23,311,205.	5,452,979.

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				5,452,979.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 5,452,979.

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	9,110,855.	173,426,537.	.052534
2016	8,347,696.	160,526,419.	.052002
2015	8,894,557.	170,984,791.	.052020
2014	9,130,752.	178,404,861.	.051180
2013	8,847,775.	172,168,274.	.051390

2	**Total** of line 1, column (d)	2	.259126
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	.051825
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	176,020,458.
5	Multiply line 4 by line 3	5	9,122,260.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	75,167.
7	Add lines 5 and 6	7	9,197,427.
8	Enter qualifying distributions from Part XII, line 4	8	8,129,155.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	150,335.
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	150,335.
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	150,335.
6 Credits/Payments:				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	111,375.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	85,000.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	196,375.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	17.
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	46,023.
11 Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 46,023. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 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.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions. ▶ CA, MA, MN, NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.DOHENYFOUNDATION.ORG

14 The books are in care of ▶ NINA S. SHEPHERD Telephone no ▶213-488-1122

Located at ▶707 WILSHIRE BLVD., STE 4960, LOS ANGELES, CA ZIP+4 ▶90017

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

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

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

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

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

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

(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 11		357,500.	71,429.	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
PAMELA THOMAS - 707 WILSHIRE BLVD., STE 4960, LOS ANGELES, CA 90017	GRANTS ADMINISTRATOR 32.00	94,200.	25,211.	0.
CATHERINE SANDERS - 707 WILSHIRE BLVD., STE 4960, LOS ANGELES, CA	GRANTS ADMINISTRATOR/PROGRAM OFF 32.00	101,000.	13,062.	0.
LISA ROGERS - 707 WILSHIRE BLVD., STE 4960, LOS ANGELES, CA 90017	GRANTS ADMINISTRATOR 32.00	80,050.	23,369.	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
ANGELES INVESTMENT ADVISORS 429 SANTA MONICA BLVD, SANTA MONICA, CA 90401	INVESTMENT ADVISORY & MGMT	913,166.
HARVEST MLP 100 WEST LANCASTER AVE., WAYNE, PA 19087	INV CONSULTING & SWAP FEES	177,073.
PIMCO - 840 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA 92660	INVESTMENT MANAGEMENT	71,786.
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**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.		
a	Average monthly fair market value of securities	1a	177,742,023.
b	Average of monthly cash balances	1b	857,159.
c	Fair market value of all other assets	1c	101,791.
d	**Total** (add lines 1a, b, and c)	1d	178,700,973.
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	178,700,973.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,680,515.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,020,458.
6	**Minimum investment return** Enter 5% of line 5	6	8,801,023.

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	8,801,023.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	150,335.		
b	Income tax for 2018. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	150,335.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	8,650,688.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	8,650,688.
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	8,650,688.

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	8,128,776.
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	379.
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	8,129,155.
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	8,129,155.

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				8,650,688.
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 — 580,907.				
b From 2014 — 407,701.				
c From 2015 — 553,369.				
d From 2016 — 515,605.				
e From 2017 — 652,234.				
f **Total** of lines 3a through e	2,709,816.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 8,129,155.				
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				8,129,155.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	521,533.			521,533.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,188,283.			
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	59,374.			
9 **Excess distributions carryover to 2019** Subtract lines 7 and 8 from line 6a	2,128,909.			
10 Analysis of line 9:				
a Excess from 2014 — 407,701.				
b Excess from 2015 — 553,369.				
c Excess from 2016 — 515,605.				
d Excess from 2017 — 652,234.				
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 ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE ARE RELATED	NONE ARE PRIVATE FOUNDATION	SEE ATTACHED STATEMENT	7,336,800.
Total			▶ 3a	7,336,800.
b *Approved for future payment*				
ALLIANCE FOR HOUSING AND HEALING 825 COLORADO BLVD SUITE 100 LOS ANGELES, CA 90041	NONE	NONE	HOUSING AND HOMELESS PREVENTION SERVICES	40,000.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE LOS ANGELES, CA 90011	NONE	NONE	BRIDGE TO THE FUTURE PROGRAM	30,000.
CENTER FOR RESTORATIVE JUSTICE WORKS 2350 W BEVERLY BLVD SUITE 200 MONTEBELLO, CA 90640	NONE	NONE	GET ON THE BUS PROGRAM	12,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	3,072,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	26,037.	
4 Dividends and interest from securities			14	3,579,315.	
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	900000	<157,327.>	18	287,050.	
8 Gain or (loss) from sales of assets other than inventory			18	5,550,550.	
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)		<157,327.>		9,442,952.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 9,285,625.

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/7/19 Title: CHIEF ADMINISTRATIVE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
LYNN D. BOSTER	[signature]	11/6/19		P00440365

Firm's name ▶ VASQUEZ & CO., LLP — Firm's EIN ▶ 33-0700332

Firm's address ▶ 665 N. CENTRAL AVE., STE 1550 GLENDALE, CA 91203 — Phone no. 213-873-1700

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	ANGELES GEO FUND K-1	P	VARIOUS	VARIOUS
b	DFA EMERGING MKTS	P	VARIOUS	01/31/18
c	DFA EMERGING MKTS	P	09/01/17	01/30/18
d	DFA EMERGING MKTS SMALL CAP	P	VARIOUS	08/16/18
e	DFA EMERGING MKTS SMALL CAP	P	12/02/15	03/02/18
f	DFA EMERGING MKTS SMALL CAP	P	VARIOUS	06/28/18
g	DFA EMERGING MKTS SMALL CAP	P	VARIOUS	08/16/18
h	VANGUARD TOTAL INTERNATIONAL	P	04/26/17	01/18/18
i	BROOKFIELD GLOBAL LISTED REAL ESTATE	P	VARIOUS	08/24/18
j	BROOKFIELD GLOBAL LISTED REAL ESTATE	P	09/12/16	08/16/18
k	BROOKFIELD GLOBAL LISTED REAL ESTATE	P	VARIOUS	08/24/18
l	DFA US SMALL CAP	P	11/30/15	03/28/18
m	DFA US SMALL CAP	P	11/30/15	06/05/18
n	DFA US SMALL CAP	P	11/30/15	06/21/18
o	DFA US SMALL CAP	P	VARIOUS	07/06/18

	(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	3,993,379.			3,993,379.
b	1,790,990.		1,593,978.	197,012.
c	225,000.		201,399.	23,601.
d	195,527.		178,616.	16,911.
e	300,000.		236,986.	63,014.
f	2,000,000.		1,788,850.	211,150.
g	1,714,781.		1,566,470.	148,311.
h	520,000.		443,532.	76,468.
i	137,151.		145,006.	<7,855.>
j	700,000.		744,092.	<44,092.>
k	2,636,319.		2,787,308.	<150,989.>
l	100,000.		96,093.	3,907.
m	225,000.		197,544.	27,456.
n	400,000.		347,181.	52,819.
o	300,000.		259,992.	40,008.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				3,993,379.
b				197,012.
c				23,601.
d				16,911.
e				63,014.
f				211,150.
g				148,311.
h				76,468.
i				<7,855.>
j				<44,092.>
k				<150,989.>
l				3,907.
m				27,456.
n				52,819.
o				40,008.

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	

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04-01-18

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	PIMCO INCOME INSTITUTIONAL FUND	P	12/22/15	12/13/18
b	VANGUARD INSITUTIONAL INDEX FUND	P	07/29/16	03/15/18
c	VANGUARD TOTAL INTERNATIONAL	P	04/26/17	09/25/18
d	VANGUARD VALUE INDEX FUND	P	VARIOUS	09/25/18
e	NASDAQ SETTLEMENTS	P	VARIOUS	VARIOUS
f	ANGELES ABSOLUTE RETURN FUND	P	11/30/15	09/30/18
g	OAK HILL ADVISORS	P	VARIOUS	VARIOUS
h	UBP ASSET MANAGEMENT	P	VARIOUS	11/29/18
i	ANGELES PRIV MKTS K1	P	VARIOUS	VARIOUS
j	ANGELES PRIV MKTS 2 K1	P	VARIOUS	VARIOUS
k	HARVEST FUND K-1	P	VARIOUS	VARIOUS
l	FX ON PART 1 LINE 11(B)	P	VARIOUS	VARIOUS
m	STCG DIVIDEND DISTRIBUTION TAX	P		
n	CAPITAL GAINS DIVIDENDS			
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	100,000.		100,976.	<976.>
b	350,000.		282,224.	67,776.
c	1,600,000.		1,516,740.	83,260.
d	3,500,000.		2,811,117.	688,883.
e	1,187.			1,187.
f	3,000,000.		3,000,000.	0.
g	619,760.		619,760.	0.
h	770.			770.
i	66,183.			66,183.
j	362.			362.
k	4,001,601.		4,285,688.	<284,087.>
l	107,653.		107,653.	0.
m	10,082.			10,082.
n	168,439.			168,439.
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				<976.>
b				67,776.
c				83,260.
d				688,883.
e				1,187.
f				0.
g				0.
h				770.
i				66,183.
j				362.
k				<284,087.>
l				0.
m				10,082.
n				168,439.
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	5,452,979.
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 XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
CLARIS HEALTH 11500 W. OLYMPIC BLVD SUITE 560 LOS ANGELES, CA 90064	NONE	NONE	CLINICAL, EDUCATIONAL & SUPPORT SERVICES	50,000.
DOHENY EYE INSTITUTE PO BOX 86228 LOS ANGELES, CA 90086	NONE	NONE	SITE RELOCATION, EXPANSION OF RESEARCH AND PROGRAMMING	2,000,000.
FAMILY HOPE DBA ELIZABETH HOUSE PO BOX 94077 PASADENA, CA 91109	NONE	NONE	CRISIS INTERVENTION & LONG TERM SERVICES FOR VULNERABLE WOMEN & CHILDREN	30,000.
FOODBANK OF SOCAL 1444 SAN FRANCISCO STREET LONG BEACH, CA 90813	NONE	NONE	BROWN BAG NETWORK PROGRAM FOR SENIORS	50,000.
GOOD SHEPHERD CENTER 1650 ROCKWOOD STREET LOS ANGELES, CA 90026	NONE	NONE	FARLEY HOUSE FAMILY SERVICES & CHILDREN'S PROGRAM	60,000.
GRANDPARENTS AS PARENTS (ONEGENERATION) 17400 VICTORY BLVD VAN NUYS , CA 91406	NONE	NONE	KINSHIP FAMILY SERVICES	20,000.
LAKE AVENUE COMMUNITY FOUNDATION 712 E VILLA ST PASADENA, CA 91101	NONE	NONE	STUDENTS & TUTORS ACHIEVING REAL SUCCESS	20,000.
LAS FAMILIAS DEL PUEBLO 307 EAST SEVENTH ST LOS ANGELES, CA 90014	NONE	NONE	PURCHASE AND RENOVATION OF NEW LOCATION	100,000.
L.A. HOUSE OF RUTH PO BOX 33288 LOS ANGELES, CA 90033	NONE	NONE	BRIDGE SHELTER PROGRAM	100,000.
MARYVALE 7600 EAST GRAVE AVENUE LOS ANGELES, CA 91770	NONE	NONE	CAMPUS REPAIRS	100,000.
Total from continuation sheets				2,990,000.

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
MOUNT ST. MARY'S 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE	NONE	REPAIRS/MAINTENANCE AT DOHENY CAMPUS	125,000.
OPERATION PROGRESS 10221 COMPTON AVE SUITE 102 LOS ANGELES, CA 90002	NONE	NONE	YOUTH PROGRAMS	20,000.
ORTHOPAEDIC FOUNDATION 403 WEST ADAMS LOS ANGELES, CA 90007	NONE	NONE	OICARE FOR KIDS	20,000.
SERVANTS OF MARY 2131 WEST 27TH STREET LOS ANGELES, CA 90018	NONE	NONE	CHARITABLE NURSING AND SPIRITUAL CARE OF THE SICK	40,000.
SOCIETY OF ST. VINCENT DE PAUL 210 NORTH AVENUE 21 LOS ANGELES, CA 90031	NONE	NONE	RENOVATION OF THRIFT SHOP RESTROOMS	20,000.
SOUTH CENTRAL LOS ANGELES MINISTRY PROJECT 892 EAST 48TH STREET LOS ANGELES, CA 90011	NONE	NONE	FAMILY LITERACY PROGRAM	30,000.
ST. JOHN PAUL II STEM ACADEMY 465 EAST OLIVE AVENUE BURBANK, CA 91501	NONE	NONE	ACADEMY START UP COSTS	25,000.
ST. VINCENT DE PAUL CHURCH 621 WEST ADAMS BLVD LOS ANGELES, CA 90007	NONE	NONE	PEWS AND FLOORING RESTORATION	50,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	NONE	COMPREHENSIVE PEDIATRIC CARE PROGRAM	30,000.
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	NONE	FOOD PURCHASES	80,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
YMCA 401 SOUTH HOPE STREET LOS ANGELES, CA 90071	NONE	NONE	YOUTH & FAMILY HEALTH & WELL-BEING INITIATIVE	20,000.
Total from continuation sheets				

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FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP AND LLC INCOME	271,742.	271,742.	
ROYALTY INCOME	15,308.	15,308.	
FX GAIN ANGELES GLOBAL EO K1	0.	67,808.	
FX GAIN CBRE CLARION	0.	11.	
FX GAIN ANG PRIV MKTS K1	0.	39,834.	
UNRELATED BUSINESS INCOME (LOSS)	<157,327.>	<157,327.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	129,723.	237,376.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE - EHLRICH PLEDGER LAW	1,537.	1,537.		0.
TO FM 990-PF, PG 1, LN 16A	1,537.	1,537.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEE - VASQUEZ	25,060.	12,530.		12,530.
TAX RETURN REVIEW - VASQUEZ	3,500.	1,100.		2,400.
TO FORM 990-PF, PG 1, LN 16B	28,560.	13,630.		14,930.

CARRIE ESTELLE DOHENY FOUNDATION 95-6202911

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INV ADVISORY FEE - ANGELES INVESTMENT ADVISORS	279,432.	279,432.		0.
INV MGMT - ANGELES ABSOLUTE RETURN FUND	71,975.	71,975.		0.
INV MGMT - ANGELES GEO	269,813.	269,813.		0.
INV MGMT - ANGELES PRIVATE MARKETS	218,878.	218,878.		0.
INV MGMT - ANGELES PRIVATE MARKETS 2	73,068.	73,068.		0.
INV MGMT = BAIRD	42,187.	42,187.		0.
INV MGMT - BROOKFIELD	20,879.	20,879.		0.
INV MGMT - DFA	29,215.	29,215.		0.
INV MGMT - DODGE & COX	30,758.	30,758.		0.
INV MGMT & SWAP FEES - HARVEST MLP	177,073.	177,073.		0.
INV MGMT - OAK HILL ADVISORS	<3,577.>	<3,577.>		0.
INV MGMT - PIMCO	71,786.	71,786.		0.
INV MGMT - VANGUARD	25,773.	25,773.		0.
NORTHERN TRUST SETTLEMENT FEE	62.	62.		0.
ROYALTY SEVERENCE FEE	991.	991.		0.
PLANT MAINTENANCE - ROLLING GREENS	1,833.	590.		1,243.
TAX SOFTWARE - CCH PROSYSTEM	678.	0.		678.
403(B) PLAN - CLASSIC PLANS USA	2,000.	280.		1,720.
COPIER SERVICE - COMPLETE COPY SYSTEMS	738.	237.		501.
GLM ONLINE GRANTS SYSTEM (AMORTIZATION)	2,925.	0.		0.
COMPUTER CONS & MAINT - SOFT POINT MEDIA	9,522.	1,688.		6,435.
SRI TEN 707 WILSHIRE - OFFICE	78.	25.		53.
PAYROLL MANAGEMENT - TRINET	10,625.	1,487.		9,138.
VDHS WORK STUDY, INC	7,725.	2,486.		5,239.
TYLER TILBURY - ROYALTY ASSET RESEARCH	2,688.	2,688.		0.
COMPENSATION CONSULTANT - VIVIENT CONSULTING	4,000.	560.		0.
MISCELLANEOUS FEES	709.	0.		709.
TO FORM 990-PF, PG 1, LN 16C	1,351,834.	1,318,354.		25,716.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX (ACCRUAL BASIS)	<40,544.>	0.		0.
FOREIGN TAXES	109,544.	109,544.		0.
TO FORM 990-PF, PG 1, LN 18	69,000.	109,544.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,277.	5,744.		15,533.
OFFICE SUPPLIES	8,807.	1,585.		7,212.
STATE FEES	235.	0.		235.
TO FORM 990-PF, PG 1, LN 23	30,319.	7,329.		22,980.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANGELES GLOBAL EQUITIES FUND	46,479,504.	46,479,504.
DFA US SMALL CAP FUND	2,324,273.	2,324,273.
VANGUARD INSTITUTIONAL INDEX	15,866,878.	15,866,878.
VANGUARD TOTAL INTERNATIONAL FUND	15,067,014.	15,067,014.
VANGUARD US VALUE INDEX FUND	8,605,861.	8,605,861.
TOTAL TO FORM 990-PF, PART II, LINE 10B	88,343,530.	88,343,530.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BAIRD CORE PLUS	14,202,175.	14,202,175.
DODGE & COX INCOME FUND	7,193,065.	7,193,065.
PIMCO INCOME FUND	14,395,800.	14,395,800.
TOTAL TO FORM 990-PF, PART II, LINE 10C	35,791,040.	35,791,040.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANGELES ABSOLUTE RETURN FUND	FMV	31,687,497.	31,687,497.
ANGELES PRIVATE MARKETS FUND	FMV	3,199,355.	3,199,355.
ANGELES PRIVATE MARKETS FD 2	FMV	685,073.	685,073.
OAK HILL ADVISORS FUND	FMV	1,374,311.	1,374,311.
INTEREST IN TRUST	FMV	1.	1.
NOTE	FMV	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		36,946,238.	36,946,238.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CAO TABLE	913.	913.	0.
NETWORK FRAME	866.	866.	0.
CONFERENCE CHAIRS	28,740.	28,740.	0.
FURNITURE	63,758.	63,758.	0.
DESK CHAIRS & ACCESSORIES	2,098.	2,098.	0.
DESK /COMPUTER ACCESSORIES	109.	109.	0.
CABINET	839.	839.	0.
SMALL BOOKCASE	680.	680.	0.
CANON COPIER	5,402.	5,402.	0.
LEASEHOLD IMPROVEMENTS	218,843.	218,843.	0.
TELECOMMUTE LAPTOP	1,171.	1,171.	0.
INTERNET COMPATIBLE PHONES	1,548.	1,548.	0.
CAO LAPTOP	990.	990.	0.
DELL SERVER & NETWORK SWITCH	4,492.	1,722.	2,770.
VIDEO DOOR PHONE	1,196.	230.	966.
5 DELL DESKTOPS	5,803.	3,707.	2,096.

HP PRINTER	893.	139.	754.
FIREWALL AND WIRELESS	1,670.	603.	1,067.
BOARDROOM TV	549.	72.	477.
TOTAL TO FM 990-PF, PART II, LN 14	340,560.	332,430.	8,130.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. SMITH, III 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	PRESIDENT, CHAIR, DIRECTOR 3.00	30,000.	0.	0.
TERRY SEIDLER 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR (THROUGH 9/18) 1.00	9,000.	0.	0.
REV. WM. PILETIC, C.M. 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR 1.00	0.	0.	0.
H. THOMAS BOYLE 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR 2.00	18,000.	0.	0.
MICHAEL S. FEELEY 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR 2.00	0.	0.	0.
ROBERT HARPER 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR 2.00	18,000.	0.	0.
MARGARET MORROW 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR 1.00	0.	0.	0.
MARY ANN MURPHY 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	DIRECTOR (AS OF 10/18) 1.00	3,000.	0.	0.
NINA S. SHEPHERD 707 WILSHIRE BLVD., STE 4960 LOS ANGELES, CA 90017	CAO/CFO/SEC'Y/TREASURER 30.00	279,500.	71,429.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		357,500.	71,429.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NINA SHEPHERD
707 WILSHIRE BLVD., STE 4960
LOS ANGELES, CA 90017

TELEPHONE NUMBER

213-488-1122

EMAIL ADDRESS

DOHENY@DOHENYFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

APPLICATION AND GUIDELINES LOCATED ON WEBSITE AT WWW.DOHENYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINE DEPENDS ON PROGRAM AREA. PLEASE REFER TO WEBSITE AT WWW.DOHENYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS TO INDIVIDUALS OR NON-U.S. INSTITUTIONS. NO GRANTS FOR PUBLISHING OR PRODUCTION OF BOOKS, TELEVISION, FILMS OR RADIO PROGRAMS, TRAVEL ADVERTISEMENT OR POLITICAL PURPOSES. NO INDIVIDUAL SCHOLARSHIPS. NO WORK OUTSIDE OF UNITED STATES.
VERY FEW GRANTS AWARDED FOR PROGRAMS OUTSIDE OF LOS ANGELES COUNTY.

2018 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
12	CAO TABLE	05/31/98	SL	7.00		16	913.				913.	913.		0.	913.
13	NETWORK FRAME	10/01/98	SL	7.00		16	866.				866.	866.		0.	866.
14	CONFERENCE CHAIRS	04/01/00	SL	10.00		16	28,740.				28,740.	28,740.		0.	28,740.
15	FURNITURE	04/01/00	SL	10.00		16	63,758.				63,758.	63,758.		0.	63,758.
17	DESK CHAIRS & ACCESSORIES	04/01/00	SL	5.00		16	2,098.				2,098.	2,098.		0.	2,098.
18	DESK /COMPUTER ACCESSORIES	07/01/00	SL	10.00		16	109.				109.	109.		0.	109.
19	CABINET	09/01/00	SL	10.00		16	839.				839.	839.		0.	839.
20	SMALL BOOKCASE	01/01/01	SL	10.00		16	680.				680.	680.		0.	680.
21	CANON COPIER	02/08/06	SL	7.00		16	5,402.				5,402.	5,402.		0.	5,402.
22	LEASEHOLD IMPROVEMENTS	04/01/00	SL	10.00		16	218,843.				218,843.	218,843.		0.	218,843.
28	TELECOMMUTE LAPTOP	02/01/11	SL	3.00		16	1,171.				1,171.	1,171.		0.	1,171.
39	INTERNET COMPATIBLE PHONES	11/01/13	SL	5.00		16	1,548.				1,548.	1,290.		258.	1,548.
50	CAO LAPTOP	12/01/14	SL	3.00		16	990.				990.	990.		0.	990.
61	DELL SERVER & NETWORK SWITCH	02/01/17	SL	5.00		16	4,492.				4,492.	824.		898.	1,722.
62	VIDEO DOOR PHONE	02/01/17	SL	10.00		16	1,196.				1,196.	110.		120.	230.
63	5 DELL DESKTOPS	02/01/17	SL	3.00		16	5,803.				5,803.	1,773.		1,934.	3,707.
64	HP PRINTER	12/01/17	SL	7.00		16	893.				893.	11.		128.	139.
65	FIREWALL AND WIRELESS	12/01/17	SL	3.00		16	1,670.				1,670.	46.		557.	603.

828111 04-01-18

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2018 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
76	BOARDROOM TV	02/01/18	SL	7.00		16	549.				549.			72.	72.
	* TOTAL 990-PF PG 1 DEPR						340,560.				340,560.	328,463.		3,967.	332,430.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						340,011.			0.	340,011.	328,463.			332,358.
	ACQUISITIONS						549.			0.	549.	0.			72.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						340,560.			0.	340,560.	328,463.			332,430.
	ENDING ACCUM DEPR											332,430.			
	ENDING BOOK VALUE											8,130.			

828111 04-01-18

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone