

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491043001191

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

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 10-01-2019, and ending 09-30-2020

Name of foundation
THE JAMES J AND SUE FEMINO FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
P O BOX 70155

City or town, state or province, country, and ZIP or foreign postal code
PASADENA, CA 91117

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 28,369,581**

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number
23-7423792

B Telephone number (see instructions)
(626) 796-7886

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here..... ☐

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

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

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

Part I

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	700,000		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	2,072	2,072	2,072
	4 Dividends and interest from securities	559,913	559,913	559,913
	5a Gross rents	161,354	161,354	161,354
	b Net rental income or (loss) 161,354			
	6a Net gain or (loss) from sale of assets not on line 10	935		
	b Gross sales price for all assets on line 6a 935			
	7 Capital gain net income (from Part IV, line 2)		935	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,183			
12 Total. Add lines 1 through 11	1,425,457	724,274	723,339	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	5,350	5,350	
	c Other professional fees (attach schedule)	35,568	35,568	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	18,804	18,804	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	92,497	92,497	
	24 Total operating and administrative expenses. Add lines 13 through 23	152,219	152,219	0
	25 Contributions, gifts, grants paid	1,141,500		1,141,500
26 Total expenses and disbursements. Add lines 24 and 25	1,293,719	152,219	1,141,500	
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	131,738		
	b Net investment income (if negative, enter -0-)		572,055	
c Adjusted net income (if negative, enter -0-)			723,339	

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form 990-PF (2019)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,403,195	1,141,752	1,141,752
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,147	20,803	20,803
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	23,504,588	24,674,361	24,674,361
	c Investments—corporate bonds (attach schedule)	93,160	85,560	85,560
	11 Investments—land, buildings, and equipment: basis ▶ 2,040,822 Less: accumulated depreciation (attach schedule) ▶ _____	2,040,822	2,040,822	2,040,822
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	944,274	406,283	406,283
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	28,004,186	28,369,581	28,369,581	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	28,004,186	28,369,581	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	28,004,186	28,369,581	
30 Total liabilities and net assets/fund balances (see instructions) .	28,004,186	28,369,581		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	28,004,186
2 Enter amount from Part I, line 27a	2	131,738
3 Other increases not included in line 2 (itemize) ▶ _____	3	233,657
4 Add lines 1, 2, and 3	4	28,369,581
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	28,369,581

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.)
1 a 100 Motors Liq Co	P	2012-06-12	2020-05-27
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 935			935
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(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			935
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	935
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2018	1,099,000	26,066,739	0.04216
2017	1,432,513	25,516,095	0.05614
2016	959,238	23,830,079	0.04025
2015	985,431	21,962,098	0.04487
2014	876,550	21,496,829	0.04078

2 Total of line 1, column (d)	2	0.224202
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.044840
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	27,320,859
5 Multiply line 4 by line 3	5	1,225,067
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,721
7 Add lines 5 and 6	7	1,230,788
8 Enter qualifying distributions from Part XII, line 4	8	1,141,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11,441
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	11,441
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,441
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	18,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	18,800
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,359
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax 7,359 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
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? <i>If "No," attach explanation.</i>	Yes	
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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.	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>THE JAMES J AND SUE FEMINO FDN</u> Telephone no. ► <u>(626) 796-7886</u>			

Located at ► P O BOX 70155 PASADENA CA ZIP+4 ► 911177155

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2019, 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	Yes	No
	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):		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		No
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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2019?	4b		No

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

5a	During the year did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			
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		7b	
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment 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, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES J FEMINO P O BOX 70155 PASADENA, CA 911177155	President 10.00	0		
SUE FEMINO P O BOX 70155 PASADENA, CA 911177155	Vice President 10.00	0		
SUE FEMINO P O BOX 70155 PASADENA, CA 911177155	Secretary 0.00	0		
MARIE S QUEEN P O BOX 70155 PASADENA, CA 911177155	CFO 0.00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	24,193,596
b	Average of monthly cash balances.	1b	1,481,692
c	Fair market value of all other assets (see instructions).	1c	2,061,625
d	Total (add lines 1a, b, and c).	1d	27,736,913
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	
3	Subtract line 2 from line 1d.	3	27,736,913
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	416,054
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,320,859
6	Minimum investment return. Enter 5% of line 5.	6	1,366,043

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

1	Minimum investment return from Part X, line 6.	1	1,366,043
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	11,441
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	11,441
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,354,602
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,354,602
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,354,602

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,141,500
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,141,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,141,500

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,354,602
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			671,153	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>1,141,500</u>				
a Applied to 2018, but not more than line 2a			671,153	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				470,347
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions.				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				884,255
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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).) See Additional Data Table	
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.	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions	
a The name, address, and telephone number or email address of the person to whom applications should be addressed:	
b The form in which applications should be submitted and information and materials they should include:	
c Any submission deadlines:	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,141,500
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated.

[illegible]

Part XVII

- | | | | |
|--|--|-----|----|
| | | Yes | No |
|--|--|-----|----|

--	--	--

- | | | |
|-------|--|----|
| 1a(1) | | No |
| 1a(2) | | No |

--	--	--

- | | | |
|--------------|--|-----------|
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |

1c		No
----	--	----

value
ue

[illegible]

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

<p>Sign Here</p> <p>*****</p> <hr/> <p>Signature of officer or trustee</p>	<p>2021-02-10</p> <hr/> <p>Date</p>	<p>*****</p> <hr/> <p>Title</p>
---	-------------------------------------	---------------------------------

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	RICHARD C JOB				
	Firm's name ► Richard C Job CPA				Firm's EIN ► 26-1756288
	Firm's address ► 16872 Bolsa Chica St200 Huntington Beach, CA 92649				Phone no. (714) 846-4451

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

Form 990PF Part XV Line 1a - 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).

JAMES J FEMINO
SUE FEMINO

Form 990PF Part XV Line 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				
USC DEPARTMENT OF ATHLETICS UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	AF	1,000
USCSWIM WITH MIKE CHALLENGE UNIVERISTY PARK LOS ANGELES, CA 90089	none	PC	AF	1,000
SKULL DAGGER FOUNDATION PO BOX 278 DOWNEY, CA 90241	none	PC	SCH	1,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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				
THE HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	none	PC	CA	60,000
PASADENA GUILD OF CHILDRENS HOSP 765 LA MIRADA AVE SAN MARINO, CA 91108	none	PC	MF	10,000
USC KECK SCHOOL OF MEDICINE 1975 ZONAL AVE KAM 300 LOS ANGELES, CA 90089	none	PC	SCH	10,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HUNTINGTON MEDICAL RESEARCH INST 734 FAIRMONT AVE PASADENA, CA 91105	none	PC	MR	410,750
USC CENTER FOR PHILANTHROPY LEWIS HALL 210 LOS ANGELES, CA 90089	none	PC	CA	45,000
CALTECH ASSOCIATES 1200 EAST CALIFORNIA BLVD PASADENA, CA 91125	none	PC	SCH	2,500
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
RONALD REAGAN PRES LBRY FDN 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	none	PC	CA	7,250
TOGETHER IN MISSION 3424 WILSHIRE BL LOS ANGELES, CA 90010	none	PC	RO	12,000
THE SALVATION ARMY 960 E WALNUT ST PASADENA, CA 91106	none	PC	CA	1,500
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNION STATION HOMELESS SERVICE 825 E ORANGE GROVE BL PASADENA, CA 91104	none	PC	CA	12,500
NORTHWESTERN UNIVERSITY 663 CLARK STREET EVANSTON, IL 60208	none	PC	SCH	30,000
UNIV OF SOUTHERN CAL UNIVERISTY PARK LOS ANGELES, CA 90089	none	PC	SCH	229,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CALIF STATE PARKS FDN 33 NEW MONTGOMERY STREET 520 SAN FRANCISCO, CA 94105	none	PC	CA	1,000
THE PASADENA VILLAGE 236 WEST MOUNTAIN ST SUITE 104 PASADENA, CA 91103	none	PC	CA	1,000
USC THORNTON SCHOOL OF MUSIC UNIVERSITY PARK LOS ANGELES, CA 90089	none	PC	SCH	25,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CALIF SKIN DISEASE FDN - CAMP WONDE 1600 S MAIN STREET SUITE 325 WALNUT CREEK, CA 94596	none	PC	MF	5,000
ALS ASSOCIATION 1300 WILSON BLVD SUITE 600 ARLINGTON, VA 22209	none	PC	MR	2,500
LEARNING WORKS90 N DAISY AVE pasadena, CA 91107	none	PC	SCH	1,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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				
CITY OF HOPE1500 E DUARTE ROAD DUARTE, CA 91010	none	PC	MF	200,000
BOY SCOUTS OF AMERICA 1325 W WALNUT HILL LANE IRVING, TX 75038	none	PC	CA	1,000
COLONIAL WILLIAMSBURG FOUNDATION P O BOX 1776 WILLAIMSBURG, VA 23187	none	PC	CA	5,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DOLORES MISSION SCHOOL 170 SOUTH GLESS STREET LOS ANGELES, CA 90033	none	PC	SCH	5,000
GOOD SAMARITAN HOSPITAL 12401 WASHINGTON BLVD WHITTIER, CA 90602	none	PC	MF	1,000
HOMEBOY INDUSTRIES 130 W BRUNO STREET LOS ANGELES, CA 90012	none	PC	CA	5,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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				
HOUSE INSTITUTE FOUNDATION 2100 W 3RD ST SUITE 111 LOS ANGELES, CA 90057	none	PC	MF	1,000
HUMAN RIGHTS WATCH 11500 W OLYMPIC BLVD SUITE 608 LOS ANGELES, CA 90064	none	PC	CA	2,500
HUNTINGTON MEMORIAL HOSPITAL 100 W CALIFORNIA BLVD PASADENA, CA 91105	none	PC	MF	10,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LEUKEMIA LYMPHOMA FOUNDATION 3 INTERNATIONAL DRIVE SUITE 200 RYE BROOK, NY 10573	none	PC	MR	5,000
MARYVALEORG 7600 EAST GRAVES AVENUE ROSEMEAD, CA 91770	none	PC	CA	1,000
METHODIST HOSPITAL FOUNDATION 300 W HUNTINGTON DRIVE ARCADIA, CA 91007	none	PC	MF	5,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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				
PASADENA SENIOR CENTER 85 EAST HOLLY STREET PASADENA, CA 91103	none	PC	CA	2,500
PHYSICIANS AID ASSOC 1049 HAVENHURST DRIVE 90 WEST HOLLYWOOD, CA 90046	none	PC	CA	2,500
RONALD MCDONALD HOUSE 110 ORTH CARPENTER STREET CHICAGO, IL 60607	none	PC	MF	5,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ROSE BOWL AQUATICS CENTER 360 N ARROYO BLVD PASADENA, CA 91103	none	PC	CA	6,000
SALK INSTITUTE FOR BIOLOGICAL STUDI 10010 N TORREY PINES RD LA JOLLA, CA 92037	none	PC	MR	5,000
SAN GABRIEL CEMETARY ASSOCIATION 601 W ROSES RD SAN GABRIEL, CA 91775	none	PC	CA	2,000
Total ▶ 3a				1,141,500

Form 990PF Part XV Line 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				
ST FELICITAS PERPETUA 1190 PALOMAR RD SAN MARINO, CA 91108	none	PC	RO	5,000
CARES USC 1200 N STATE STREET ROOM 1900 LOS ANGELES, CA 90033	none	PC	MF	1,000
USC LIBRARIES 3550 TROUSDALE PARKWAY LOS ANGELES, CA 90089	none	PC	CA	2,000
Total ▶ 3a				1,141,500

TY 2019 Accounting Fees Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RICHARD C JOB CPA	5,350	5,350	0	0

TY 2019 General Explanation Attachment**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	FORM 990-PF Part II, Line 11 - LandLand San Marcos CA \$ 840,822Land Las Vegas NV 1,200,000 -----Total Land 2,040,822 =====Form 990-PF Part XV, Line 3a, Statement 10 - Additional InformationPC = Public Charity section 509(a)1,2,3Summary Totals:CA - Community Activities Support \$ 157,750 AF - Athletic Facilities Support \$ 2,000 RO - Religious Organization Support \$ 17,000 MF - Medical Facilities Support \$ 238,000MR - Medical Research Support \$ 423,250SCH - School/Scholarship Support \$ 303,500 -----Total Contributions/Grants Paid \$1,141,500 =====

TY 2019 Investments Corporate Bonds Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY ACCT 136800-152	85,560	85,560

TY 2019 Investments Corporate Stock Schedule

Name: THE JAMES J AND SUE FEMINO FOUNDATION

EIN: 23-7423792

Software ID: 19009920

Software Version: 2019v5.0

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB ACCT 9983-SCHED	12,171,544	12,171,544
SCHWAB ACCT 0278-SCHED	3,109,520	3,109,520
E TRADE ACCT 1138-SCHED	7,551,413	7,551,413
MORGAN STANLEY ACCT 136800-152-SCHED	1,841,884	1,841,884

TY 2019 Investments - Land Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	2,040,822		2,040,822	2,040,822

TY 2019 Investments - Other Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE GROUP LP	FMV		
AMERICAN TOWER CORP REIT	FMV	169,211	169,211
PROSHARES ULTRA SHORT ETF	FMV		
VANGUARD FTSE EUROPE	FMV	52,430	52,430
WISDOMTREE EUROPE HEDGED	FMV	61,750	61,750
SIMON PROPERTY GR	FMV	122,892	122,892

TY 2019 Other Expenses Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	87,887	87,887		
OTHER ADMIN	4,610	4,610		

TY 2019 Other Income Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	1,183		

TY 2019 Other Increases Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0

Description	Amount
unrealized gains (losses) on investments	230,363
return of capital morg stnly	3,294

TY 2019 Other Professional Fees Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hahn & Hahn	12,568	12,568	0	0
Lucas Horsfall	23,000	23,000	0	0

TY 2019 Taxes Schedule**Name:** THE JAMES J AND SUE FEMINO FOUNDATION**EIN:** 23-7423792**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAX-Federal 9-30-19	18,746	18,746		
CA tax paid for 9-30-19	58	58		

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047
		2019
Name of the organization THE JAMES J AND SUE FEMINO FOUNDATION		Employer identification number 23-7423792

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization
THE JAMES J AND SUE FEMINO FOUNDATIONEmployer identification number
23-7423792**Part I****Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES J SUE FEMINO P O BOX 70155 PASADENA, CA 911177155	\$ 700,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization THE JAMES J AND SUE FEMINO FOUNDATION	Employer identification number 23-7423792
---	--

Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given <small>(see instructions). Use duplicate copies of Part II if additional space is needed.</small>	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization THE JAMES J AND SUE FEMINO FOUNDATION	Employer identification number 23-7423792
---	--

Part III

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

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

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

FORM 990-PF PART II LINE 10b COL b, CORPORATE STOCKS AT MARKET VALUE:

NAME	SCHWAB 9656-9983	SCHWAB 7868-0278	ETRADE XXXX-1138	MORG STN 136800-152	TOTAL ALL ACCTS
ABBOTT LABORATORIES			21,766		21,766
A T & T	213,825	57,020	256,590	85,530	612,965
AKAMI TECHNOLOGIES	110,540				110,540
ALIBABA GROUP HLDG	73,495				73,495
ALPHABET INC	183,200	43,968	73,280		300,448
AMGEN INC	304,992	50,832			355,824
APPLE INC	463,240	370,592	1,158,100	926,480	2,918,412
ARCHER DANIELS MIDLAND CO	46,490		46,490		92,980
BANK OF AMERICA CORP	72,270		192,720		264,990
BLACKSTONE GROUP INC.	391,500	52,200	104,400	156,600	704,700
BOEING CO	462,728				462,728
BOX INC		17,360	26,040		43,400
BP PLC ADR		20,952	69,840		90,792
BRIT AMER TOBACCO	45,621		76,060		121,681
CARNIVAL CORP		30,360			30,360
CISCO SYSTEMS	39,390				39,390
CITIGROUP INC NEW	43,110	25,866	43,110		112,086
COCA COLA CO	148,110		197,480		345,590
CONOCOPHILLIPS	180,620	44,334	131,360		356,314
COSTCO WHSL CORP		106,500			106,500
CVS HEALTH CORP			35,040		35,040
DOW INC	15,667				15,667
DTE ENERGY CO	230,080				230,080
DISNEY WALT CO	3,660,732		86,856		3,747,588
DUKE ENERGY CORP NEW	149,932		118,050		267,982
DUPONT DE NEMOUS INC	18,475				18,475
EL POLLO LOCO		40,500			40,500
ENBRIDGE INC	72,971				72,971
EXXON MOBIL CORP	20,598		17,165		37,763
FEDEX CORP			150,912		150,912
FLIR SYSTEMS INC	32,265				32,265
FORD MOTOR CO NEW	79,920				79,920
GARMIN LTD NEW	94,860	47,430			142,290
GENERAL ELECTRIC CO	155,750	12,460	105,910	24,920	299,040
GENERAL MOTORS CO				280,424	280,424
GILEAD SCIENCES INC	37,914				37,914
GOLDMAN SACHS GROUP INC	80,388		30,145		110,533
HERSHEY COMPANY			100,338		100,338
HUNTINGTON INGALLS INDUSTRIES INC			7,038		7,038
INTEL CORP		51,780	362,460		414,240
INTERNATIONAL BUSINESS MACHINES CORP			36,501		36,501
INTL GAME TECHN			6,066		6,066
JGB SMITH POPERTIES			16,044		16,044
JOHNSON & JOHNSON	461,528		372,200		833,728
KRAFT HEINZ COMPANY	96,739		74,875		171,614
LAS VEGAS SANDS CORP	279,960	163,310	186,640	93,320	723,230
LUMENTUM HOLDINGS INC	52,591				52,591
MATTEL INC	0		52,650		52,650

FORM 990-PF PART II LINE 10b COL b, CORPORATE STOCKS AT MARKET VALUE:
 CONTINUED

NAME	SCHWAB 9656-9983	SCHWAB 7868-0278	ETRADE XXXX-1138	MORG STN 136800-152	TOTAL ALL ACCTS
MCDONALDS CORP	438,980	65,847	877,960	219,490	1,602,277
MERCK & CO INC NEW	82,950				82,950
MONDELEZ INTL INC	39,755				39,755
MOTOROLA SOLUTIONS INC	89,539	78,405	44,691		212,635
MOTORS LIQ CO GUC UBI				140	140
NIKE INC	125,540				125,540
NOKIA CORP SPON ADR	78,200	46,920	23,460		148,580
NORFOLK SOUTHERN CORP	106,995				106,995
NORTHROP GRUMMAN CORP			94,647		94,647
NORWEGIAN CRUISE LN		17,110			17,110
NVIDIA CORP		811,830			811,830
ODP CORP THE	13,615		58,350		71,965
PJT PARTNERS INC	7,576	1,515	1,515		10,606
PAPA JOHNS INTL INC	82,280		82,280		164,560
PEPSICO INC	166,320	69,300	415,800		651,420
PETROLEO BRAZILIERO	17,800				17,800
PFIZER INC	293,600		256,900		550,500
PHILLIPS 66	129,600	25,920	38,880		194,400
PINNACLE WEST CAPITAL CP	44,432				44,432
PROCTOR & GAMBLE	625,455		208,485		833,940
QUALCOMM INC		94,144			94,144
RAYTHEON TECHNOLOGIES CO	40,278				40,278
SEGATE TECHNOLOGY PLC			147,810		147,810
SHAKE SHACK	45,136				45,136
SIRIUS XM RADIO INC		10,720			10,720
SORRENTO THERAPUTICS INC			22,300		22,300
STARBUCKS CORP	601,440	455,376	515,520		1,572,336
STONECO LTD			37,023		37,023
SUNCOR ENERGY INC NEW	12,230				12,230
TATA MOTORS LTD ADR	28,770				28,770
UNILEVER PLC ADR NEW	155,434				155,434
UNION PACIFIC CORP	236,244				236,244
VALE SA ADR	31,740	15,870	10,580		58,190
VALERO ENERGY CORP NEW	64,980	64,980	43,320		173,280
VEON LTD			1,260		1,260
VERITONE INC	13,740	32,060			45,800
VERIZON COMMUNICATIONS			297,450		297,450
VODAPHONE GROUP PLC			26,840	53,680	80,520
WEC ENERGY GROUP	90,117				90,117
WABTEC	7,611	619	4,641	1,300	14,171
WALMART INC	111,928	41,973	55,964		209,865
WELLS FARGO BK NA	23,510				23,510
WIPRO LTD ADR	46,248		57,801		104,049
WYNN RESORTS		50,267	71,810		122,077
ZYNGA INC		91,200			91,200
TOTAL CORPORATE STOCKS	12,171,544	3,109,520	7,551,413	1,841,884	24,674,361

SCHWAB 9656-9983	SCHWAB 7868-0278	ETRADE XXXX-1138	MORG STN 136800-152	TOTAL ALL ACCTS
---------------------	---------------------	---------------------	------------------------	--------------------

FORM 990-PF PART II LINE 10c COL b, CORPORATE BONDS & PREFERRED STOCKS AT MARKET VALUE:

NAIENT CORP SER NT 6%				85,560	85,560
TOTAL CORPORATE BONDS & PFD STKS	0	0	0	85,560	85,560

FORM 990-PF PART II LINE 13 COL b, INVESTMENTS OTHER AT MARKET VALUE:

AMERICAN TOWER CORP - REIT	169,211				169,211
SIMON PROPERTY GROUP	45,276	77,616			122,892
PARTNERSHIPS	214,487	77,616	0	0	292,103
VANGUARD FTSE EUROPE	52,430				52,430
WISDOMTREE EUROPE HEDGED	61,750				61,750
EXCHNG TRADED FUNDS	114,180	0	0	0	114,180
TOTAL OTHER INVESTMENTS	328,667	77,616	0	0	406,283
					25,166,204