

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation WINDSONG TRUST		A Employer identification number 56-2461733	
Number and street (or P O box number if mail is not delivered to street address) 838 MANHATTAN BEACH BLVD		Room/suite	B Telephone number (see instructions) (310) 747-4600
City or town, state or province, country, and ZIP or foreign postal code MANHATTAN BEACH, CA 902664933		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 494,321,714	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,253,352	18,253,352		
	5a Gross rents	56,273	56,273		
	b Net rental income or (loss) -16,108				
	6a Net gain or (loss) from sale of assets not on line 10	2,458,225			
	b Gross sales price for all assets on line 6a 69,970,658				
	7 Capital gain net income (from Part IV, line 2)		2,458,225		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	20,767,850	20,767,850		
	13 Compensation of officers, directors, trustees, etc	1,180,816	59,040		1,121,776
	14 Other employee salaries and wages	80,397	16,079		64,318
	15 Pension plans, employee benefits	228,343	15,438		212,905
	16a Legal fees (attach schedule)	122,761	0		122,761
	b Accounting fees (attach schedule)	44,000	8,800		35,200
	c Other professional fees (attach schedule)	2,521,023	2,516,248		4,775
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	337,617	63,002		18,849
	19 Depreciation (attach schedule) and depletion	28,017	0		
	20 Occupancy	118,000	74,663		43,337
	21 Travel, conferences, and meetings	9,144	458		8,686
	22 Printing and publications				8,936
	23 Other expenses (attach schedule)	25,029	1,252		23,777
	24 Total operating and administrative expenses. Add lines 13 through 23	4,695,147	2,754,980		1,665,320
	25 Contributions, gifts, grants paid	23,462,605			23,462,605
	26 Total expenses and disbursements. Add lines 24 and 25	28,157,752	2,754,980		25,127,925
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,389,902			
	b Net investment income (if negative, enter -0-)		18,012,870		
	c Adjusted net income (if negative, enter -0-)				

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 . . . . .	24,372	2,491,699	2,491,699		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable . . . . .					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .					
	c	Investments—corporate bonds (attach schedule) . . . . .					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .	428,241,569	418,655,312	490,246,954		
	14	Land, buildings, and equipment basis ▶ 1,740,095 Less accumulated depreciation (attach schedule) ▶ 199,335	1,560,634	1,540,760	1,524,397		
15	Other assets (describe ▶ _____)	324,928	58,664	58,664			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	430,151,503	422,746,435	494,321,714			
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 ▶ _____)	346,141	334,640			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	346,141	334,640			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted . . . . .	429,805,362	422,411,795			
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds . . . . .					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	429,805,362	422,411,795			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	430,151,503	422,746,435				

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)	1 429,805,362
2	Enter amount from Part I, line 27a . . . . .	2 -7,389,902
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 422,415,460
5	Decreases not included in line 2 (itemize) ▶ _____	5 3,665
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 422,411,795

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	2,458,225
<b>3</b> 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		<b>3</b>	

**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))
2015	25,458,943	509,038,533	0 050014
2014	25,255,424	514,669,048	0 049071
2013	24,991,950	508,414,745	0 049157
2012	25,079,525	502,036,508	0 049956
2011	21,476,116	502,661,283	0 042725
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 240923
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 048185
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 487,420,388
<b>5</b> Multiply line 4 by line 3			<b>5</b> 23,486,351
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 180,129
<b>7</b> Add lines 5 and 6			<b>7</b> 23,666,480
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 25,127,925

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	180,129
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	180,129
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	180,129
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	173,461
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	52,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	225,461
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	377
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	44,955
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> 44,955 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, NV		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> GIGI OSCO-BINGEMANN CO-TRUSTEE Telephone no <b>►</b> (310) 747-4600			

Located at **►** 838 MANHATTAN BEACH BLVD MANHATTAN BEACH CA ZIP+4 **►** 902664933

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> <b>15</b>			
<b>16</b>	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>►</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2016? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float:right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span> <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right;">▶ <input type="checkbox"/></span> <b>c</b> 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? <span style="float:right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span> If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<b>5b</b>	<b>No</b>
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes" to 6b, file Form 8870	<b>6b</b>	<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>7b</b>	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
GIGI OSCO-BINGEMANN 838 MANHATTAN BEACH BLVD MANHATTAN BEACH, CA 90266	CO-TRUSTEE 40 00	590,408	53,000	0
VADIM FRIDMAN 604 PINNACLE HEIGHTS LN LAS VEGAS, NV 89144	CO-TRUSTEE 40 00	590,408	53,000	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BONNIE M MYERS 838 MANHATTAN BEACH BLVD MANHATTAN BEACH, CA 90266	EXECUTIVE ASSISTANT 40 00	80,397	13,311	0
<b>Total</b> number of other employees paid over \$50,000. <span style="float:right;">▶</span>				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROVENGER LAW GROUP LLP	LEGAL SERVICES	122,761
11111 SANTA MONICA BLVD SUITE 500		
LOS ANGELES, CA 90025		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	488,678,339
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	2,109,520
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	4,055,174
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	494,843,033
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	494,843,033
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	7,422,645
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	487,420,388
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	24,371,019

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	24,371,019
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	180,129
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	180,129
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	24,190,890
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	24,190,890
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	24,190,890

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	25,127,925
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	25,127,925
<b>5</b>	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).	<b>5</b>	180,129
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	24,947,796

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				24,190,890
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			23,457,764	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>25,127,925</u>				
<b>a</b> Applied to 2015, but not more than line 2a			23,457,764	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				1,670,161
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				22,520,729
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

**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 2016, enter the date of the ruling. . . . . ▶

**b** Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the organization 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) )

**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 ☒ 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. (see instructions) 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

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	23,462,605
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	18,253,352	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .			16	-16,108	
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	2,458,225	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		0		20,695,469	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		20,695,469

(See worksheet in line 13 instructions to verify calculations )

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

[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 |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

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

Print/Type preparer's name  LISA M CUMMINGS CPA	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN  P00043433
Firm's name ► COHNREZNICK LLP				Firm's EIN ► 22-1478099
Firm's address ► 400 CAPITOL MALL SUITE 1200  SACRAMENTO, CA 95814				Phone no (916) 442-9100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
UBS Financial Services #05587 ST	P		
UBS Financial Services #05587 LT	P		
UBS Financial Services #05594 ST	P		
UBS Financial Services #05594 LT	P		
UBS Financial Services #05586 ST	P		
UBS Financial Services #05586 LT	P		
UBS Financial Services #05584 ST	P		
UBS Financial Services #05584 LT	P		
UBS Financial Services #05585 ST	P		
UBS Financial Services #05585 LT	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,332,995		3,462,162	-129,167
2,406,298		1,755,396	650,902
903,943		855,723	48,220
3,567,030		4,898,905	-1,331,875
948,335		1,074,134	-125,799
1,071,432		762,916	308,516
7,562,388		7,975,206	-412,818
3,415,619		2,934,517	481,102
2,591,579		2,712,306	-120,727
1,257,153		993,309	263,844

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-129,167
			650,902
			48,220
			-1,331,875
			-125,799
			308,516
			-412,818
			481,102
			-120,727
			263,844

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
UBS Financial Services #05592 ST	P		
UBS Financial Services #05592 LT	P		
UBS Financial Services #05593 ST	P		
UBS Financial Services #05593 LT	P		
UBS Financial Services #05591 ST	P		
UBS Financial Services #05591 LT	P		
UBS Financial Services #05616 ST	P		
UBS Financial Services #05616 LT	P		
UBS Financial Services #05610 ST	P		
UBS Financial Services #05610 LT	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
347,230		402,230	-55,000
3,338,034		3,148,138	189,896
2,044,280		2,236,016	-191,736
5,443,709		4,434,360	1,009,349
195,802		159,603	36,199
1,823,861		1,185,677	638,184
48,286		44,900	3,386
105,608		236,190	-130,582
3,742,141		3,636,000	106,141
1,995,711		1,559,366	436,345

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-55,000
			189,896
			-191,736
			1,009,349
			36,199
			638,184
			3,386
			-130,582
			106,141
			436,345

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
UBS Financial Services #07308 ST	P		
UBS Financial Services #07308 LT	P		
UBS Financial Services #08245 ST	P		
UBS Financial Services #08245 LT	P		
UBS Financial Services #08921 ST	P		
UBS Financial Services #08921 LT	P		
UBS Financial Services #18502 ST	P		
UBS Financial Services #18502 LT	P		
UBS Financial Services	P		


**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
651,810		661,548	-9,738
1,365,561		1,330,319	35,242
3,264,700		3,205,083	59,617
2,088,340		1,794,334	294,006
1,715,704		1,748,801	-33,097
3,640,214		3,659,485	-19,271
8,796,206		9,379,552	-583,346
1,364,272		1,266,257	98,015
942,417			942,417

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,738
			35,242
			59,617
			294,006
			-33,097
			-19,271
			-583,346
			98,015
			942,417



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)				
<b>a</b> <i>Paid during the year</i>				
Accept the Challenge 7104 North 15th Place Phoenix, AZ 85020		PC	Educational program support - operation tone up	48,680
After-School All-Stars Las Vegas 3720 Howard Hughes Pkwy Las Vegas, NV 89169		PC	After school educational programs	400,000
After-School All-Stars Los Angeles 5670 Wilshire Blvd Los Angeles, CA 90036		PC	After school educational programs	400,000
Alexander Dawson Foundation 10845 West Desert Inn Road Las Vegas, NV 89135		PC	Tuition assistance program - k-8 school	84,420
American Committee for the Weizmann Institute 633 Third Avenue New York, NY 10017		PC	Various educational programs support	500,000
<b>Total</b> . . . . . 				23,462,605
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
Andson Inc 11920 Southern Highlands Pkwy Las Vegas, NV 89141		PC	Educational program support - K-8 schools	65,000
Aquarium of the Pacific 320 Golden Shore Long Beach, CA 90802		PC	Ocean Science Education Program	100,000
Big Brothers Big Sisters of Greater LA 150 North San Fernando Road Los Angeles, CA 90065		PC	Community Based Mentoring Program	250,000
Blind Children's Center 4120 Marathon Street Los Angeles, CA 90029		PC	Educational program support - assistive technology	100,000
Boys & Girls Club of the LA Harbor 1200 S Cabrillo Avenue San Pedro, CA 90731		PC	College bound & arts academy educational programs	500,000
<b>Total . . . . . ►</b> <b>3a</b>				23,462,605

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)				
<b>a</b> <i>Paid during the year</i>				
Boys & Girls Club of the LA Harbor 1200 South Cabrillo Avenue San Pedro, CA 90731		PC	Career bound educational program	150,000
Boys & Girls Clubs of La Habra 1211 Fahringer Way La Habra, CA 90631		PC	Key Academy Educational Programs	50,000
Boys & Girls Clubs of So NV 2850 Lindell Road Las Vegas, NV 89146		PC	Educational Program Support	403,000
C5 Youth Foundation of So Calif 1334 South Central Avenue Los Angeles, CA 90021		PC	Educational Program Support	150,000
Candlelighters Childhood Cancer Foundation of NV 8990 Spanish Ridge Ave Las Vegas, NV 89148		PC	Educational Program Support	50,000
<b>Total . . . . . ►</b> <b>3a</b>				23,462,605

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)				
<b>a</b> <i>Paid during the year</i>				
Chadwick School 26800 S Academy Drive Palos Verdes Peninsula, CA 90274		PC	High school tuition assistance program	340,000
Child Development Institute 6340 Variel Avenue Woodland Hills, CA 91367		PC	Educational program support - Early Childhood Learning Center	200,000
Children Today 1900 East South Street Long Beach, CA 90805		PC	Educational Program Support	125,000
Children's Burn Foundation 5000 Van Nuys Blvd Sherman Oaks, CA 91403		PC	Educational safety program for children	75,000
City Year of Los Angeles 606 South Olive Street Los Angeles, CA 90014		PC	Educational Program Support	1,000,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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)				
<b>a</b> <i>Paid during the year</i>				
Communities in Schools of Los Angeles 2000 Avenue of the Stars Los Angeles, CA 90067		PC	Educational Program Support	360,000
Communities in Schools of Nevada 3720 Howard Hughes Parkway Las Vegas, NV 89074		PC	Expansion of educational program at three schools	61,590
Core Academy 701 South 9th Street Las Vegas, NV 89101		PC	Educational Program Support	150,000
de Toledo High School 22622 Vanowen Street West Hills, CA 91307		PC	Tuition Assistance Program	250,000
Freedom Writers Foundation 3335 East Ocean Blvd Long Beach, CA 90853		PC	Educational empowerment symposium	55,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**


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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Friends of the Observatory 2800 East Observatory Road Los Angeles, CA 90027		PC	School Field Trip Program	100,000
Fulfillment Fund Las Vegas 8930 Spanish Ridge Ave Las Vegas, NV 89148		PC	Educational Program Support	650,000
Fulfillment Fund 6100 Wilshire Blvd Suite 600 Los Angeles, CA 90048		PC	College Access Program	200,000
Girl Scouts of Southern Nevada 2941 Harris Ave Las Vegas, NV 89101		PC	STEM Program	150,000
Goodwill of Southern Nevada 1280 W Cheyenny Avenue North Las Vegas, NV 89030		PC	Student Work Experience Program	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Hollenbeck Police Activities League 126 North St Louis Street Los Angeles, CA 90033		PC	Get it straight educational program - elementary & middle schools	150,000
Junior Achievement of So NV 7220 S Cimarron Road Las Vegas, NV 89113		PC	Educational Program Support - finance park & day programs	100,000
JYD Project 2831 St Rose Parkway Henderson, NV 89015		PC	Educational program support - read60 program	120,000
Kadima Hebrew Academy 7011 Shoup Ave West Hills, CA 91307		PC	Financial Aid Program	50,000
KIPP LA Schools 3601 East First Street Los Angeles, CA 90063		PC	Educational program support - kipp through college program	250,000
<b>Total . . . . .</b> ▶ <b>3a</b>				23,462,605

**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)				
<b>a</b> <i>Paid during the year</i>				
Leaders in Training 5545 Dueces Wild Court Las Vegas, NV 89122		PC	Educational Program Support	25,000
Los Angeles Clippers Foundation 1212 South Flower Street Los Angeles, CA 90017		PC	Read to Achieve Educational Program	206,000
Loyola High School of Los Angeles 1901 Venice Blvd Los Angeles, CA 90006		PC	Financial Aid Fund	100,000
Loyola Marymount University 1 LMU Drive Los Angeles, CA 90008		PC	STEM initiative program - K-12 schools	200,000
Malibu Jewish Center 24855 Pacific Coast Highway Malibu, CA 90265		PC	Hand in Hand Educational Program	75,000
<b>Total . . . . . ►</b> <b>3a</b>				23,462,605



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Manhattan Beach Education Foundation 325 South Peck Ave Manhattan Beach, CA 90266		PC	Educational Program Support - K-12 schools	415,000
Marty Hennessy Inspiring Children Foundation 1720 Debrilla Drive Las Vegas, NV 89123		PC	Educational Program Support	100,000
Mazel FREE 2901-2915 Brighton 6th Stree Brooklyn, NY 11235		PC	Educational Program Support - K-8 schools	250,000
Mondays Dark Inc 5130 South Fort Apache Las Vegas, NV 89148		PC	Educational program support - the space arts facility	100,000
Nevada Blind Children's Foundation 9330 W Martin Ave Las Vegas, NV 89148		PC	Educational Program Support	100,000
<b>Total</b> . . . . . 				23,462,605
<b>3a</b>				

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<b>a</b> <i>Paid during the year</i>				
Nevada School of the Arts 401 S Fouth Street Las Vegas, NV 89101		PC	Educational Program Support	100,000
NFTE Greater LA 350 S Bixel Street Los Angeles, CA 90017		PC	Educational Program Support	150,000
Opportunity 180 11035 Lavender Hill Drive Las Vegas, NV 89139		PC	Educational program support at high performing charter schools	1,000,000
Oppportunity Village 6300 West Oakey Blvd Las Vegas, NV 89146		PC	Arts and Job Discovery Educational Programs for special needs children	616,915
Our House Grief Support Center 1663 Sawtelle Blvd Suite 300 Los Angeles, CA 90025		PC	Educational Program Support - child & adolescent grief counseling	300,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Pacific Club Impact Foundation 4110 MacArthur Blvd Newport Beach, CA 92660		PC	Impact & Legacy Educational Leadership Programs	100,000
Pinecrest Academy of Nevada 1360 South Boulder Hwy Henderson, NV 89015		PC	Educational support for charter schools	750,000
Rainbow Dreams Educational Foundation 950 West Lake Mead Blvd Las Vegas, NV 89106		PC	Dream Care Educational Program at charter school	50,000
Redondo Beach Educational Foundation 409 North Pacific Coast Highway Redondo Beach, CA 90277		PC	Educational Program Support - K-12 schools	417,000
Rolling Hills Preparatory School One Rolling Hills Prep Way San Pedro, CA 90732		PC	Financial aid program at 6-12 school	125,000
<b>Total . . . . .</b> ► <b>3a</b>				23,462,605

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<b>a</b> <i>Paid during the year</i>				
Roosters Foundation of OC 2222 Michelson Drive Irvine, CA 92612		PC	Educational Program Support	50,000
Rosary Academy 1340 North Acacia Avenue Fullerton, CA 92832		PC	Tuition Assistance Program	100,000
School on Wheels 83 South Palm Street Ventura, CA 93001		PC	Educational Program Support	100,000
Servite High School 1952 West La Palma Avenue Anaheim, CA 92801		PC	Tuition Assistance program	250,000
Simon Wiesenthal Center 1399 South Roxbury Drive Los Angeles, CA 90035		PC	Student Visitation Funding Program	500,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Skirball Cultural Center 2701 North Sepulveda Blvd Los Angeles, CA 90049		PC	Student visitation funding & Educational Program Support - K-12 schools	1,200,000
Spread the Word Nevada 1065 American Pacific Drive Henderson, NV 89074		PC	Educational Program Support	200,000
St Angela Merici Parish School 575 S Walnut Ave Brea, CA 92821		PC	Tuition assistance program	50,000
Staton Elementary PTO 1700 Sageberry Drive Las Vegas, NV 89144		PC	Educational Program Support	42,000
Strive 9124 South Main Street Los Angeles, CA 90005		PC	Educational Program Support	125,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Surfrider Foundation 942 Calle Negocio San Clemente, CA 92673		PC	Youth Leadership Educational Program	60,000
Teach for America Las Vegas Valley 701 East Bridger Ave Las Vegas, NV 89101		PC	Educational Program Support	1,100,000
Teach for America Los Angeles 606 South Olive Street Los Angeles, CA 90292		PC	Educational Program Support	600,000
The Charro Foundation 10533 East Lakeview Drive Scottsdale, AZ 85258		PC	Educational Program Support	306,000
The Friends of Green Chimneys 400 Doansburg Road Brewster, NY 10509		PC	Educational Program Support	250,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The Friendship Foundation 2108 Vail Avenue Redondo Beach, CA 90278		PC	Educational Program Support for special needs children	250,000
The LEAP Foundation 2080 Century Park East Los Angeles, CA 90067		PC	LEAP High School Scholarhsip Program	100,000
The Meadows School 8601 Scholar Lane Las Vegas, NV 89128		PC	Tuition assistance program - k- 12 school	1,250,000
The Salvation Army 180 East Ocean Blvd Long Beach, CA 90802		PC	Educational Program Support - at-risk children	120,000
The Smith Center for the Performing Arts 361 Symphony Park Ave Las Vegas, NV 89106		PC	Student visitation funding & childrens' arts educational program support	350,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
United Way of Southern Nevada 5830 West Flamingo Road Las Vegas, NV 89103		PC	Early childhood education scholarship program	1,000,000
Uplift Family Services 815 North El Centro Avenue Los Angeles, CA 90038		PC	Endless summer after school program	100,000
USC Rossier School of Education 3720 South Flower Street Los Angeles, CA 90089		PC	Educational program support - ednovate charter schools	500,000
Vista Del Mar Child & Family Services 3200 Motor Avenue Los Angeles, CA 90034		PC	Educ prog support for special needs & at-risk children - arts enrichment & vocational prog	300,000
Vistamar School 737 Hawaii Street El Segundo, CA 90245		PC	Tuition Assistance Program	125,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
West Valley Boys & Girls Club 7245 Remmet Ave Canoga Park, CA 91303		PC	Educational program support - College Bound Program	150,000
Westmark School 5461 Louise Avenue Encino, CA 91316		PC	Tuition Assistance program - k- 12 school	250,000
Windsong Foundation THE LAW BUILDING SUITE 100 THE VALLEY AV		PF	Educational support for various programs	977,000
YMCA of Southern Nevada 4141 Meadows Lane Las Vegas, NV 89107		PC	Educational Program Support - K-12 after school program	110,000
Young America's Foundation 217 State Street Santa Barbara, CA 93101		PC	Educational technology upgrades	95,000
<b>Total . . . . . ▶</b> <b>3a</b>				23,462,605

**TY 2016 Accounting Fees Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	44,000	8,800		35,200

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2016 Depreciation Schedule

**Name:** WINDSONG TRUST

**EIN:** 56-2461733

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2009-11-10	710,000	112,262	SL	39 000000000000	18,205	0		
LEASEHOLD IMPROVEMENTS	2009-11-10	3,500	555	SL	39 000000000000	90	0		
LAND	2009-11-10	893,000		L		0	0		
LEASEHOLD IMPROVEMENTS	2010-01-06	13,050	2,010	SL	39 000000000000	335	0		
LEASEHOLD IMPROVEMENTS - CABINETS	2010-07-21	1,100	952	200DB	7 000000000000	99	0		
LEASEHOLD IMPROVEMENTS - IRON RAILING	2010-07-27	650	563	200DB	7 000000000000	58	0		
OFFICE FURNITURE	2010-01-30	9,009	7,803	200DB	7 000000000000	804	0		
OFFICE FURNITURE	2010-02-28	13,163	11,401	200DB	7 000000000000	1,175	0		
OFFICE FURNITURE	2010-03-31	1,976	1,711	200DB	7 000000000000	177	0		
COMPUTER & PRINTER	2010-04-30	1,640	1,640	200DB	5 000000000000	0	0		
TV'S AND STAND	2010-04-30	5,063	5,063	200DB	5 000000000000	0	0		
OFFICE FURNITURE	2010-05-31	2,154	1,865	200DB	7 000000000000	193	0		
COMPUTERS	2010-09-10	10,770	10,770	200DB	5 000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2011-05-26	575		200DB	7 000000000000	0	0		
LEASEHOLD IMPROVEMENTS	2011-06-06	2,283		200DB	7 000000000000	0	0		
COMPUTER	2011-06-06	1,796		200DB	5 000000000000	0	0		
LEASEHOLD IMPROVEMENTS - A/C System	2014-08-25	1,874	66	SL	39 000000000000	48	0		
LEASEHOLD IMPROVEMENTS - A/C System	2014-10-03	14,827	459	SL	39 000000000000	380	0		
OFFICE FURNITURE	2014-03-11	1,250	290	200DB	7 000000000000	96	0		
OFFICE FURNITURE	2014-05-13	1,250	259	200DB	7 000000000000	105	0		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTERS	2014-12-03	10,541	2,266	200DB	5 000000000000	1,202	0		
Leasehold Improvements	2015-09-10	10,828	81	SL	39 000000000000	278	0		
Leasehold Improvements	2015-09-10	5,413	40	SL	39 000000000000	139	0		
LEASEHOLD IMPROVEMENTS	2015-10-08	12,650	68	SL	39 000000000000	324	0		
LEASEHOLD IMPROVEMENTS	2015-10-08	3,590	19	SL	39 000000000000	92	0		
office FURNITURE	2016-10-31	8,143		200DB	7 000000000000	4,217	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2016 Expenditure Responsibility Statement

**Name:** WINDSONG TRUST

**EIN:** 56-2461733

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
WINDSONG FOUNDATION	THE LAW BUILDING SUITE 100 THE VALLEY AV	2016-12-15	977,000	EDUCATIONAL SUPPORT FOR VARIOUS PROGRAMS	977,000	THERE WERE NO DIVERSIONS OF THE GRANT FUNDS BY THE GRANTEE	REPORTS ARE PROVIDED THROUGHOUT THE YEAR	2016-12-31	ALL GRANT FUNDS WERE EXPENDED FOR CHARITABLE PURPOSES

**TY 2016 Investments - Other Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MONEY MARKET FUNDS	FMV	4,664,854	4,048,302
EQUITIES	FMV	94,579,374	109,323,566
ALTERNATIVE INVESTMENTS	FMV	315,406,431	372,819,912
REAL ESTATE	FMV	4,004,653	4,055,174

**TY 2016 Land, Etc.**  
**Schedule**

**Name:** WINDSONG TRUST  
**EIN:** 56-2461733

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	710,000	130,467	579,533	
LEASEHOLD IMPROVEMENTS	3,500	645	2,855	
LAND	893,000	0	893,000	
LEASEHOLD IMPROVEMENTS	13,050	2,345	10,705	
LEASEHOLD IMPROVEMENTS - CABINETS	1,100	1,051	49	
LEASEHOLD IMPROVEMENTS - IRON RAILING	650	621	29	
OFFICE FURNITURE	9,009	8,607	402	
OFFICE FURNITURE	13,163	12,576	587	
OFFICE FURNITURE	1,976	1,888	88	
COMPUTER & PRINTER	1,640	1,640	0	
TV'S AND STAND	5,063	5,063	0	
OFFICE FURNITURE	2,154	2,058	96	
COMPUTERS	10,770	10,770	0	
LEASEHOLD IMPROVEMENTS	575	575	0	
LEASEHOLD IMPROVEMENTS	2,283	2,283	0	
COMPUTER	1,796	1,796	0	
LEASEHOLD IMPROVEMENTS - A/C System	1,874	114	1,760	
LEASEHOLD IMPROVEMENTS - A/C System	14,827	839	13,988	
OFFICE FURNITURE	1,250	1,011	239	
OFFICE FURNITURE	1,250	989	261	
COMPUTERS	10,541	8,739	1,802	
Leasehold Improvements	10,828	359	10,469	
Leasehold Improvements	5,413	179	5,234	
LEASEHOLD IMPROVEMENTS	12,650	392	12,258	
LEASEHOLD IMPROVEMENTS	3,590	111	3,479	
OFFICE FURNITURE	8,143	4,217	3,926	

**TY 2016 Legal Fees Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	122,761	0		122,761



## TY 2016 Other Assets Schedule

**Name:** WINDSONG TRUST

**EIN:** 56-2461733

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
TAXES RECEIVABLE	324,928	58,664	58,664

**TY 2016 Other Decreases Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

Description	Amount
50% MEALS AND ENTERTAINMENT	3,174
BOOK TAX DEPRECIATION ADJUSTMENT	491

**TY 2016 Other Expenses Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	9,406	470		8,936
POSTAGE AND DELIVERY	1,659	83		1,576
OFFICE EXPENSES	2,730	137		2,593
OFFICE SUPPLIES	6,501	325		6,176
PROPERTY INSURANCE	1,209	60		1,149
LICENSES AND PERMITS	350	18		332
MEALS AND ENTERTAINMENT	3,174	159		3,015

**TY 2016 Other Liabilities Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
ACCRUED PROFIT SHARING CONTRIBUTION	119,693	119,311
ACCRUED EXPENSES - OTHER	577	1,142
ACCRUED INVESTMENT FEES	188,784	194,154
ACCRUED LEGAL FEES	37,087	20,033

**TY 2016 Other Professional Fees Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT CONSULTANT FEES	2,515,997	2,515,997		0
PAYROLL PROCESSING FEES	3,257	163		3,094
Administrative Support Services	1,769	88		1,681

**TY 2016 Taxes Schedule****Name:** WINDSONG TRUST**EIN:** 56-2461733

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PROPERTY TAXES	19,534	977		18,557
STATE TAXES	308	16		292
FOREIGN TAXES	62,009	62,009		0
FEDERAL TAXES	255,766	0		0