

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

Department of the Treasury  
Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

**1996**

For calendar year 1996, or tax year beginning

1996, and ending

19

Use the IRS label. Otherwise, please print or type. See Specific Instructions.	Name of organization <b>WITHERBEE FOUNDATION</b>	A Employer identification number <b>95-4583560</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>9419 SUNSET BLVD</b>	Room/suite
	City or town, state, and ZIP code <b>BEVERLY HILLS, CA 90210-3406</b>	B State registration number (see instruction 7)

M 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)  
**\$ 12371644**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must use on cash basis.)

C If exemption application is pending, check here   
 D 1. Foreign organizations, check here   
 2. Organizations meeting the 81% test, check here and attach computation   
 E If private foundation status was terminated under section 507(b)(1)(A), check here   
 If the foundation is in a 60-month termination under section 507(b)(1)(B), check here   
 F If address changed, 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 col. (a) (see pg 8 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

1	Contributions, gifts, grants, etc., received (att. sch.) <b>STMT. 1</b>	11630468		
2	Contributions from split-interest trusts			
3	Interest on savings and temporary cash investments	6243	6243	6243
4	Dividend and interest from securities	435622	435622	435622
5a	Gross rents			
b	(Net rental income or (loss) _____)			
6	Net gain or (loss) from sale of assets not on line 10			
7	Capital gain or (loss) (from Part IV, line 2)			
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)			
12	<b>Total</b> (add lines 1 through 11)	12072333	441865	441865
13	Compensation of officers, directors, trustees, etc.			
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule) <b>SEE STATEMENT 2</b>	4200		4200
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach sch.) (see page 11 of the instructions)			
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings	986		986
22	Printing and publications			
23	Other expenses (attach schedule) <b>SEE STMT. 3</b>	3900		3900
24	<b>Total operating and administrative expenses</b> (add lines 13 through 23)	9086		9086
25	Contributions, gifts, grants paid <b>SEE PART XV</b>	432896		432896
26	<b>Total expenses and disbursements</b> (add line 24 and 25)	441982		441982
27a	Excess of revenue over expenses and disbursements (line 12 minus line 26)	11630351		
b	Net investment income (if negative, enter -0-)		441865	
c	Adjusted net income (if negative, enter -0-)		441865	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
ASSETS	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		99883	99883
	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, & other disqualified persons (attach schedule) (see page 12 of the instr.)			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government securities (att. sch.) STMT. 4		10121717	10121717
	b Investments - corporate stock (attach schedule) SEE STMT 5		1869058	1869058
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, bldg., & equipment; basis			
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment; basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see page 13 of the instructions)	0	12090658	12090658	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0	0		
FUNDS	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 29 and 31.			
	24 Unrestricted		12090658	
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 14 of the instructions)	0	12090658		
31 Total liabilities and net assets/fund balances (see page 14 of the instructions)	0	12090658		

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
2 Error amount from Part I, line 27a		2 11630351
3 Other increases not included in line 2 (itemize) SEE STATEMENT 6		3 460307
4 Add lines 1, 2, and 3		4 12090658
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 (c), line 30		6 12090658

**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.)
N/A					
(i) Gross sales price minus expense of sale	(j) Depreciation allowed (or allowable)	(k) Cost or other basis	(l) Gain or (loss) (i) plus (j) minus (k)		
Complete only for assets showing gain in column (l) and owned by the foundation on 12/31/98			(m) Same (Cost (k) gain minus cost (i), but not less than -0-) or Losses (from col. (l))		
(n) F.V. as of 12/31/98	(o) Adjusted basis as of 12/31/98	(p) Excess of col. (i) over col. (k), if any			

2 Capital gain net income or (net capital loss). { If gain, also enter in Part I, line 7 } If (loss), enter -0- in Part I, line 7	2
3 Net short-term capital gain or (loss) as defined in sections 1222(3) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 10 and 14 of the 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.  
 N/A  
 If section 4940(d)(2) applies, leave this part blank.  
 Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 15 of the instructions before making any entries.

(a) Base period years Calendar year for tax year beginning on	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio Row (b) divided by col. (c)
1995			
1994			
1993			
1992			
1991			

2 Total of line 1, column (d)	2
3 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	3
4 Enter the net value of noncharitable-use assets for 1995 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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 on page 15.

**Part VI Excise Tax on Investment Income (Section 4940(a), 4940(b), 4940(c))** - 1998 - see page 18 of the instructions

1a	Exempt operating foundations described in section 4940(c)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8837
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of line 27b		
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	8837
4	Subpart A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax on investment income (line 3 minus line 4 (but not less than -0-))	5	8837
6	Credits/Payments		
a	1998 estimated tax pmts & 1995 overpmt credited to 1998	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 2738)	6c	9500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments (add line 6a through d)	7	9500
8	Enter any PENALTY for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	603
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	60
11	Enter the amount of line 10 to be: Credited to 1997 estimated tax <input type="checkbox"/> 60 Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11a		X
11b		N/A
12		
13		

SEE STATEMENT 7

12 The books are in care of ROBERT FALLS Telephone No. 310-285-4818  
 Located at 9419 SUNSET BLVD BEVERLY HILLS, CA ZIP code 90210

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 9911. - Check here  and enter the amount of tax-exempt interest received or accrued during the year 13 N/A

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.

1 Self-dealing (section 4941):

a During the year did the organization (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or employ the official for a period after termination of government service, if terminating within 90 days.)

Yes No

Yes No

Yes No

Yes No

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 1a(1)-(6), did ANY of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current Notice regarding disaster assistance (see page 17 of the instructions)?
Organization relying on a current Notice regarding disaster assistance check here

1b N/A

c Did the organization 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 1998?

1c X

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

a At the end of tax year 1998, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1998?
If "Yes," list the years 19\_\_ 19\_\_ 19\_\_ 19\_\_

2a Yes No

b Are there any years listed in 2a for which the organization 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) in ALL years listed, answer "No" and attach statement - see page 17 of the instructions.)

2b N/A

c If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here:
19\_\_ 19\_\_ 19\_\_ 19\_\_

3 Taxes on excess business holdings (section 4943):

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

3a Yes No

b If "Yes," did it have excess business holdings in 1998 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1986, (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 organization had excess business holdings in 1998.)

3b N/A

4 Taxes on investments that jeopardize charitable purposes (section 4944):

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

4a X

b Did the organization make any investment in a prior year (but after December 31, 1986) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 1998?

4b X

5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):

a During the year did the organization pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 5a(1)-(5), did ANY of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current Notice regarding disaster assistance (see page 17 of the instructions)?
Organization relying on a current Notice regarding disaster assistance check here

5b N/A

c If the answer is "Yes" to question 5a(4), does the organization 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).

Yes 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 page 17 of the 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
SEE STATEMENT B				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 17 of the 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 ▶

**3 Five Highest-paid independent contractors for professional services - (see page 18 of the 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 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 18 of the instructions)

Describe any program-related investments made by the foundation during the tax year.	Amount
1 N/A	
2	
3	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 18 of the 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	11586397
b Average of monthly cash balances	1b	202881
c Fair market value of all other assets (see page 18 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	11789278
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2 Acquisition indebtedness applicable to line 1 assets	2	0
3 Line 1d minus line 2	3	11789278
4 Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see page 20 of the instructions)	4	176839
5 Net value of noncharitable-use assets - Line 3 minus line 4. (Enter in Part V, line 4.)	5	11612439
6 Minimum investment return. (Enter 5% of line 5)	6	580622

**Part XI Distributable Amount** (see page 20 of the 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	580622
2a Tax on investment income for 1994 from Part VI, line 5	2a	8837
b Income tax for 1994. (This does not include the tax from Part VI.)	2b	
c Line 2a plus line 2b	2c	8837
3 Distributable amount before adjustments (line 1 minus line 2c)	3	571785
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Line 4a plus line 4b	4c	
5 Line 3 plus line 4c	5	571785
6 Deduction from distributable amount (see page 20 of the instructions)	6	
7 Distributable amount as adjusted (line 5 minus line 6). (Also enter in Part XIII, line 1.)	7	571785

**Part XII Qualifying Distributions** (see page 20 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 28	1a	441982
b Program-related investments - total of lines 1 - 3 of 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 in Part V, line 8, and Part XIII, line 4.)	4	441982
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b (see page 21 of the instructions)	5	
6 Adjusted qualifying distributions (line 4 minus line 5)	6	441982

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 page 21 of the instructions)**

	(a) Corpus	(b) Years prior to 1995	(c) 1995	(d) 1996
1 Distributable amount for 1996 from Part XI, line 7.....				571785
2 Undistributed income, if any, as of the end of 1995:				
a Enter amount for 1995 only.....			0	
b Total for prior years: 19____, 19____, 19____		0		
3 Excess distributions carryover, if any, to 1996:				
a From 1991.....				
b From 1992.....				
c From 1993.....				
d From 1994.....				
e From 1995.....				
f Total of lines 3a through e.....	0			
4 Qualifying distributions for 1996 from Part XII, line 4: ▶ \$ <u>441982</u>				
a Applied to 1995, but not more than line 2a.....			0	
b Applied to undistributed income of prior years (Election required - see page 21 of the instructions).....		0		
c Treated as distributions out of corpus (Election required - see page 21 of the instructions).....	0			
d Applied to 1996 distributable amount.....				441982
e Remaining amount distributed out of corpus.....	0			
5 Excess distributions carryover applied to 1996..... (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	0			
b Prior years' undistributed income (line 2b minus line 4b).....		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.....		0		
d Subtract line 6c from line 6b. Taxable amount - see page 21 of the instructions.....		0		
e Undistributed income for 1995 (line 2a minus line 4a). Taxable amount - see page 21 of the instructions.....			0	
f Undistributed income for 1996 (line 1 minus lines 4d and 5). This amount must be distributed in 1997.....				129803
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 21 of the instructions).....	0			
8 Excess distributions carryover from 1991 not applied on line 5 or line 7 (see page 22 of the instructions).....	0			
9 Excess distributions carryover to 1997 (line 6a minus lines 7 and 8).....	0			
10 Analysis of line 9:				
a Excess from 1992.....				
b Excess from 1993.....				
c Excess from 1994.....				
d Excess from 1995.....				
e Excess from 1996.....				

**Part XIV Private Operating Foundations** (see page 22 of the instructions and Part VII-A, question 9) **N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1998, 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).

	Tax year		Prior 3 years		(e) Total
	(a) 1998	(b) 1995	(c) 1994	(d) 1993	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.					
b 85% of line 2a.					
c Qualifying distributions from Part XII, line 4 for each year listed.					
d Amounts included in line 2c not used directly for active conduct of exempt activities.					
e Qualifying distributions made directly for active conduct of exempt activities (line 2c minus line 2d).					
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)(ii).					
(3) Largest amount of support from an exempt organization.					
(4) 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 page 22 of the 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 STATEMENT 9**

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

**NONE**

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

Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., (see page 22 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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 area, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year SEE STATEMENT 10</p>				
<b>Total</b> .....				<b>432896</b>
<p>b Approved for future payment</p>				
<b>Total</b> .....				



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to social organizations?

Table with columns 'Yes' and 'No' and rows for 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

- a Transfers from the reporting organization to a noncharitable exempt organization of: (1) Cash, (2) Other assets. b Other Transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities or equipment, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the organization 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Part XVIII Public Inspection

- 1 Enter the date the notice of availability of the annual return appeared in a newspaper: 8/26/97. 2 Enter the name of the newspaper: DAILY COMMERCE. 3 Check here to indicate that you have attached a copy of the newspaper notice required by the instructions on page 24.

Declaration section with signature of Harry Beeson, CPA, dated 10-22-97, and firm information for Romberger, Wilson & Beeson, Inc.

(Where required)

RECORDING REQUESTED BY AND MAIL TO:

DAILY COMMERCE

...Since 1917...

915 East First Street P.O. Box 54026  
Los Angeles, California 90054-0026  
Telephone (213) 229-5300  
Fax (213) 680-3682

ROMBERGER, WILSON & BEESON  
801 N. BRAND BLVD. #1040  
GLENDALE CA 91203

Proof of Publication

(2015.5 C.C.P.)

State of California )  
County of Los Angeles ) SS


WITHERBEE FOUNDATION

I am a citizen of the United States and a resident of the County of Los Angeles; I am over the age of eighteen years, and not a party to or interested in the above entitled matter, I am the principal clerk of the printer and publisher of the DAILY COMMERCE, a daily newspaper printed and published in the English language in the City of Los Angeles, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of County of Los Angeles, State of California, under date of June 17, 1952, Case No. 599,760. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

08/26/97

EXECUTED ON : 08/26/97  
AT LOS ANCELES, CALIFORNIA

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

  
.....  
Signature

This space for filing stamp only

DJC7419148

**NOTICE OF AVAILABILITY  
OF ANNUAL RETURNS**

Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the calendar year 1996 of THE WITHERBEE FOUNDATION, a private foundation, is available at the foundation's principal office for inspection during regular business hours from 9 a.m. to 5 p.m. by any citizen who requests it within 180 days after the date of this publication.

The foundation's principal office is located at Suite 1040, 801 North Brand Blvd., Glendale, CA 91203.

The principal manager of the foundation is Robert Fels.

DC-DJC7419148  
08/26

**Poor Quality  
Copy**



Department of the Treasury  
Internal Revenue Service  
Document 721311 889

Client 25800

WITHERBEE FOUNDATION

95-4583560

**STATEMENT 1  
FORM 990-PF, PART I, LINE 1  
CONTRIBUTIONS, GIFTS, AND GRANTS**

**DIRECT CONTRIBUTIONS:**

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	AMOUNT OF CONTR.
VICTORIA WITHERBEE	9419 SUNSET BLVD BEVERLY HILLS CA 90210	\$ 100000
VICTORIA WITHERBEE	9419 SUNSET BLVD BEVERLY HILLS CA 90210	11530468
DESCRIPTION : STOCK @ FMV DATE RECEIVED: 6/07/96		
TOTAL DIRECT CONTRIBUTIONS		\$ 11630468
TOTAL CONTRIBUTIONS		\$ 11630468

**STATEMENT 2  
FORM 990-PF, PART I, LINE 16A  
LEGAL FEES**

RUNQUIST & ASSOC. ....	\$ 4200
TOTAL	\$ 4200

**STATEMENT 3  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES**

INSURANCE .....	\$ 3900
TOTAL	\$ 3900

Client 25000

WITHERBEE FOUNDATION

95-4583500

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 12**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

U.S. GOVERNMENT OBLIGATIONS	VAL. METHOD	BOOK VAL.	FAIR MKT. VALUE
U.S. GOVERNMENT OBLIGATIONS	MKT VALS	\$ 10121717	10121717
		\$ 10121717	10121717
<b>TOTAL</b>		<b>\$ 10121717</b>	<b>10121717</b>

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VAL. METHOD	BOOK VAL.	FAIR MKT. VALUE
CENTERIOR ENERGY CORP	MKT VALS	11932	11932
CENTRAL & SOUTHWEST CORP	MKT VAL	102500	102500
CENTRAL LOUISIANA ELEC CO - NEW	MKT VAL	95196	95196
CINERGY CORP	MKT VAL	17055	17055
CONSOLIDATED NATURAL GAS CO	MKT VAL	221000	221000
EDISON INTERNATIONAL	MKT VAL	159000	159000
IES INDUSTRIES INC	MKT VAL	298750	298750
INDIANA ENERGY INC	MKT VAL	146250	146250
NEW YORK STATE ELEC & GAS CORP	MKT VAL	64875	64875
OKLAHOMA GAS & ELECTRIC CO	MKT VAL	250500	250500
PACIFIC GAS & ELECTRIC CO	MKT VAL	168000	168000
SOUTHWESTERN PUBLIC SERVICE CO	MKT VAL	141500	141500
UNION ELECTRIC CO	MKT VAL	192500	192500
<b>TOTAL</b>		<b>\$ 1869058</b>	<b>1869058</b>

**STATEMENT 6**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

INCREASE IN FMV OF SECURITIES .....	\$ 460307
<b>TOTAL</b>	<b>\$ 460307</b>

Client 25800

WITHERBEE FOUNDATION

95-4583560

**STATEMENT 7**  
**FORM 990-PF, PART VI-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

VICTORIA WITHERBEE  
 9419 SUNSET BLVD. BEVERLY HILLS, CA. 90210-3406

**STATEMENT 8**  
**FORM 990-PF, PART VII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE & AVG. HRS/WK DEVOTED	COMP.	EMPLOYEE BEN. CONTRIB.	EXPENSE PLN ACCOUNT/ OTHER
VICTORIA WITHERBEE 9419 SUNSET BLVD BEVERLY HILLS, CA 90210	CO CHA'R 5	0	0	0
FLORITA RUSKIN 9419 SUNSET BLVD BEVERLY HILLS, CA 90210	SECRETARY/TREAS 5	0	0	0
BOB FALLS 9419 SUNSET BLVD BEVERLY HILLS, CA 90210-3406	DIRECTOR/PRES 20	0	0	0
	<b>TOTAL</b>	<b>\$ 0</b>	<b>0</b>	<b>0</b>

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 1a**  
**FOUNDATION MANAGERS - 2% OF MORE CONTRIBUTORS**

VICTORIA WITHERBEE

Client 25800

WITHERBEE FOUNDATION

95-4583560

STATEMENT 10  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FNDTN. STATUS	PURPOSE OF GRANT/CONTRIB.	AMOUNT
BALANCING THE BUDGET FOUND LOS ANGELES CA	N/A	EXEMPT	HUMANITARIAN	\$ 1000
SHERIFFS YOUTH FOUNDATION 4700 RAMONA BLVD 4TH FLR MONTEREY PARK CA 91754	N/A	EXEMPT	YOUTH PROGRAM	5000
BEVERLY HILLS POLICE ASSN PO BOX 301 BEVERLY HILLS, CA 90213	N/A	EXEMPT	CIVIC SUPPORT	2100
CARING FOR BABIES W/AIDS P.O. BOX 351535 LOS ANGELES, CA 90035	N/A	EXEMPT	HUMANITARIAN	150000
JOHN WAYNE CANCER SOCIETY ST JOHNS MEDICAL CENTER SANTA MONICA, CA	N/A	EXEMPT	HUMANITARIAN	7500
LA CHAPTER ARCS 1801 AVE OF THE STARS 708 LOS ANGELES CA 90067	N/A	EXEMPT	CHARITY	1200
BALBOA MAGNET SCHOOL 17020 LABRADOR ST NORTHRIDGE CA 91325	N/A	EXEMPT	EDUCATIONAL	67000
CTR FOR PARTIALLY SIGHTED 720 WILSHIRE BLVD #200 SANTA MONICA CA	N/A	EXEMPT	HUMANITARIAN	45096
AISH INSTITUTE NORTH HOLLYWOOD, CA	N/A	EXEMPT	EDUCATIONAL	25000
MUSEUM OF TOLERANCE 9760 W PICO BLVD LOS ANGELES CA 90035	N/A	EXEMPT	CHARITY	15000

Client 25800

WITHERBEE FOUNDATION

05-4582500

STATEMENT 10 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE/RECIPIENT RELATIONSHIP	FNDTN. STATUS	PURPOSE OF GRANT/CONTRIB.	AMOUNT
SANTA MONICA HOSPITAL 1250 SIXTEENTH ST SANTA MONICA CA 90404	N/A	EXEMPT	HUMANITARIAN	\$ 100000
CANINE COMPANIONS P.O. BOX 446 SANTA ROSA CA	N/A	EXEMPT	HUMANITARIAN	1000
ASSISTANCE LEAGUE LOS ANGELES CA	N/A	EXEMPT	CHARITY	1000
THE SYCAMORES 2933 N EL NIDO ALTADENA CA 91001	N/A	EXEMPT	CHARITY	2500
WORLD WILDLIFE 1250 24TH STREET NW WASHINGTON DC 20037	N/A	EXEMPT	ENVIRONMENTAL AWARENESS	2500
ZOOLOGICAL SOCIETY P.O. BOX 551 SAN DIEGO CA 92112	N/A	EXEMPT	ENVIRONMENTAL AWARENESS	1000
UCLA AUXILIARY 10833 LE CONTE AVE LOS ANGELES CA 90095	N/A	EXEMPT	CHARITY	2000
MARYVALE 7500 EAST GRAVES AVE ROSEMEAD CA 91770	N/A	EXEMPT	CHARITY	1000
NATIONAL WILDLIFE FEDERAT 8925 LEEBURG PIKE VIENNA VA 22184	N/A	EXEMPT	ENVIRONMENTAL AWARENESS	1000
BOY SCOUTS TROOP 12 1522 EUCLID #12 SANTA MONICA CA 90405	N/A	EXEMPT	CHARITY	2000
			TOTAL	\$ 432896