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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

LA84 FOUNDATION
2141 WEST ADAMS BOULEVARD
LOS ANGELES, CA 90018-2040

A Employer identification number

95-3792725

B Telephone number (see the instructions)

(323) 730-9600

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 137,055,237.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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 the 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 (att sch) 10,460.
 2 **Ck** ▶ ☒ if the foundn is not req to att Sch B
 3 Interest on savings and temporary cash investments 74,454. 74,454.
 4 Dividends and interest from securities 1,620,969. 1,620,969.
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain/(loss) from sale of assets not on line 10 -5,113,629.
 b Gross sales price for all assets on line 6a 4,958,840.
 7 Capital gain net income (from Part IV, line 2) 0.
 8 Net short-term capital gain 0.
 9 Income modifications
 10a Gross sales less returns and allowances
 b Less Cost of goods sold
 c Gross profit/(loss) (att sch)
 11 Other income (attach schedule) SEE STATEMENT 1 245,736. 141,611.

12 **Total.** Add lines 1 through 11 -3,162,010. 1,837,034. 0.

ADMINISTRATIVE AND OPERATING EXPENSES

- 13 Compensation of officers, directors, trustees, etc 487,510. 159,868. 327,642.
 14 Other employee salaries and wages 1,149,027. 44,051. 1,104,976.
 15 Pension plans, employee benefits 500,173. 51,425. 448,748.
 16a Legal fees (attach schedule) SEE ST 2 33,036. 17,061. 15,975.
 b Accounting fees (attach sch) SEE ST 3 95,695. 46,580. 49,115.
 c Other prof fees (attach sch) SEE ST 4 69,954. 54,162. 15,792.
 17 Interest
 18 Taxes (attach schedule) SEE ST 5 11,243. 2,053.
 19 Depreciation (attach sch) and depletion 61,833.
 20 Occupancy 301,972. 301,972.
 21 Travel, conferences, and meetings 54,920. 25,296. 29,624.
 22 Printing and publications 3,502. 3,502.
 23 Other expenses (attach schedule) SEE STATEMENT 6 1,723,642. 35,463. 1,688,179.

24 **Total operating and administrative expenses.** Add lines 13 through 23 4,492,507. 433,906. 3,987,578.

25 Contributions, gifts, grants paid PART XV 2,707,757. 2,492,970.

26 **Total expenses and disbursements.** Add lines 24 and 25 7,200,264. 433,906. 0. 6,480,548.27 Subtract line 26 from line 12:
a Excess of revenue over expenses and disbursements -10,362,274.**b Net investment income** (if negative, enter -0-) 1,403,128.**c Adjusted net income** (if negative, enter -0-) 0.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	228,720.	119,289.	119,289.
	2 Savings and temporary cash investments	5,893,846.	2,691,376.	2,691,376.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	108,241.	280,381.	280,381.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 7	58,572,873.	42,174,817.	42,174,817.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	14,460,327.	21,318,450.	21,318,450.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 9	48,329,742.	69,781,948.	69,781,948.
	14 Land, buildings, and equipment: basis	5,585,679.		
	Less: accumulated depreciation (attach schedule) SEE STMT 10	4,896,703.	1,108,246.	688,976.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	128,701,995.	137,055,237.	137,055,237.
	17 Accounts payable and accrued expenses	519,589.	928,399.	
	18 Grants payable	1,945,123.	1,963,465.	
	19 Deferred revenue			
FUND ASSETS OR BALANCES	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)	2,464,712.	2,891,864.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	126,237,283.	134,163,373.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	126,237,283.	134,163,373.	
	31 Total liabilities and net assets/fund balances (see the instructions)	128,701,995.	137,055,237.	

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	126,237,283.
2 Enter amount from Part I, line 27a	2	-10,362,274.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	18,288,364.
4 Add lines 1, 2, and 3	4	134,163,373.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	134,163,373.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 12				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-5,113,629.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	— []	3	-5,579,752.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	6,456,944.	118,506,149.	0.054486
2008	8,498,292.	142,833,366.	0.059498
2007	7,420,086.	164,697,125.	0.045053
2006	7,957,773.	157,323,866.	0.050582
2005	9,139,188.	147,108,479.	0.062126

2 Total of line 1, column (d)	2	0.271745
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	0.054349
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	125,559,874.
5 Multiply line 4 by line 3	5	6,824,054.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,031.
7 Add lines 5 and 6	7	6,838,085.
8 Enter qualifying distributions from Part XII, line 4	8	6,480,548.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 28,063.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 28,063.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 28,063.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 50,810.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 25,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 75,810.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 47,747.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 47,747. Refunded	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.LA84FOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>CONRAD FREUND</u> Telephone no. <u>(323) 730-4604</u> Located at <u>2141 WEST ADAMS, LOS ANGELES, CA</u> ZIP + 4 <u>90018-2040</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A	N/A		
16	At any time during calendar year 2010, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		487,510.	51,600.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. PATRICK ESCOBAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-GRANTS&PRO 40	142,000.	17,040.	6,000.
WAYNE WILSON 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-EDUC SRV 40	126,461.	15,175.	6,000.
GABRIELA TOVAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	MGR-GRANTS&PR 40	103,526.	12,423.	0.
JALAL HAZZARD 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	PROGRAM OFF. 40	69,828.	8,379.	0.
KAREN GODDY 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	ASST TREAS 40	69,494.	8,339.	0.

Total number of other employees paid over \$50,000

☐

7

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
EDNEY CONSULTING 5855 GREEN VALLEY CIRCLE CULVER CITY, CA 90230	IT CONSULTING	60,709.
PAMELA R ROSS, CPA 22739 FEDERALIST ROAD CALABASAS, CA 91302	CPA	63,195.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SPORTS PROGRAMS - THE FOUNDATION INITIATES, FINANCES AND OPERATES YOUTH SPORTS PROGRAMS IN SWIMMING, RUNNING, RUGBY AND CYCLING TO INTRODUCE LARGE NUMBERS OF YOUTH TO ORGANIZED SPORTS.	585,622.
2 SEE STATEMENT 14	399,220.
3 MARKETING AND DEVELOPMENT - THE FOUNDATION DISTRIBUTES INFORMATION ABOUT PROMOTING SPORTS AND CONDUCTS SPORTS AWARDS PROGRAMS.	194,830.
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	123,379,405.
b	Average of monthly cash balances	1b	4,092,548.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	127,471,953.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	127,471,953.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,912,079.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	125,559,874.
6	Minimum investment return. Enter 5% of line 5	6	6,277,994.

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

1	Minimum investment return from Part X, line 6	1	6,277,994.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	28,063.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,249,931.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,249,931.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,249,931.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	6,480,548.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,480,548.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,480,548.

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

BAA

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				6,249,931.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005.				
b From 2006				
c From 2007.	404,922.			
d From 2008.	1,376,652.			
e From 2009	6,466,134.			
f Total of lines 3a through e	8,247,708.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 6,480,548.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	6,480,548.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	6,249,931.			6,249,931.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,478,325.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	8,478,325.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	1,997,777.			
e Excess from 2010	6,480,548.			

N/A

- 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.)

SEE STATEMENT FOR LINE 2A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT A	N/A	PUBLIC	YOUTH SPORTS	2,492,970.
Total				3a 2,492,970.
b Approved for future payment SEE ATTACHMENT B	N/A	PUBLIC	YOUTH SPORTS	1,891,950.
Total				3b 1,891,950.

Part XVI-A Analysis of Income-Producing Activities

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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	74,454.	
4	Dividends and interest from securities			14	1,620,969.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			1	-5,113,629.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	LIBRARY INCOME			1	104,125.	
b	PASSTHROUGHS-SEE SCH P			14	141,611.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				-3,172,470.	
13	Total. Add line 12, columns (b), (d), and (e)					-3,172,470.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

LA84 FOUNDATION

95-3792725

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LIBRARY INCOME	\$ 104,125.		
PASSTHROUGHS-SEE SCH P	141,611.	141,611.	
TOTAL	\$ 245,736.	\$ 141,611.	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ABELSON HERRON	\$ 1,440.			\$ 1,440.
LATHAM & WATKINS	24,931.	\$ 15,591.		9,340.
REIMBURSEMENT FROM KIDS IN SPORTS	-210.			-210.
RODRIGUEZ, HORII & CHOI	6,875.	1,470.		5,405.
TOTAL	\$ 33,036.	\$ 17,061.	\$ 0.	\$ 15,975.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREEN HASSON & JANKS	\$ 42,500.			\$ 42,500.
PAMELA R. ROSS	63,195.	\$ 46,580.		16,615.
REIMBURSEMENT FROM KIDS IN SPORTS	-10,000.			-10,000.
TOTAL	\$ 95,695.	\$ 46,580.	\$ 0.	\$ 49,115.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DOMINIQUE CESPEDES	\$ 700.			\$ 700.
JAMES ROBIE DESIGN	4,225.			4,225.
KAISER CONSULTING	5,000.	\$ 5,000.		
KATYA MOSHKOVICH	6,000.	6,000.		
KING DESIGN OFFICE	180.			180.
KRAVITZ, INC.	10,607.			10,607.
NORTHERN TRUST	24,725.	24,725.		
PAYDEN & RYGEL	18,437.	18,437.		

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
YOU BETCHA INTERACTIVE	\$ 80.			\$ 80.
TOTAL	\$ 69,954.	\$ 54,162.	\$ 0.	\$ 15,792.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 9,190.			
PROPERTY TAXES	2,053.			\$ 2,053.
TOTAL	\$ 11,243.	\$ 0.	\$ 0.	\$ 2,053.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ART AND ARTIFACT STORAGE	\$ 6,300.			\$ 6,300.
BANK CHARGES	2,655.			2,655.
COACHING EDUCATION	315,510.			315,510.
COMPUTER EQUIPMENT AND SUPPLIES	15,849.			15,849.
COMPUTER MAINTENANCE AND SUPPORT	127,776.	\$ 20,250.		107,526.
CYCLING PROGRAM	79,800.			79,800.
EMPLOYEE ACQUISITION COSTS	5,000.			5,000.
INSURANCE	209,062.			209,062.
INTERNET CHARGES	7,272.			7,272.
LIBRARY OPERATIONS	48,008.			48,008.
MARKETING AND DEVELOPMENT	194,830.			194,830.
MIDDLE SCHOOL PROGRAM	6,695.			6,695.
MOVING EXPENSES FROM DISPOSED BUILDING	69,450.			69,450.
OFFICE AND FACILITY SUPPLIES	34,494.	1,605.		32,889.
PAYROLL SERVICE AND BENEFIT ADMIN	6,372.			6,372.
PHOTOCOPYING	9,958.			9,958.
RUGBY PROGRAM	68,690.			68,690.
SHIPPING AND POSTAGE	12,035.			12,035.
STORAGE	5,790.			5,790.
SUBSCRIPTIONS AND DUES	34,723.	13,608.		21,115.
SUMMER SWIM	371,924.			371,924.
SUPPORT MATERIALS.	15,526.			15,526.
WEBSITE	17,410.			17,410.
YOUTH RUN	58,513.			58,513.
TOTAL	\$ 1,723,642.	\$ 35,463.	\$ 0.	\$ 1,688,179.

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STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NORTHERN TRUST	MKT VAL	\$ 42,174,817.	\$ 42,174,817.
	TOTAL	<u>\$ 42,174,817.</u>	<u>\$ 42,174,817.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PAYDEN RYGEL	MKT VAL	\$ 10,611,821.	\$ 10,611,821.
BLACKSTONE DISTRESSED	MKT VAL	26,273.	26,273.
NORTHERN TRUST	MKT VAL	2,120,566.	2,120,566.
DELAWARE INCOME	MKT VAL	8,559,790.	8,559,790.
	TOTAL	<u>\$ 21,318,450.</u>	<u>\$ 21,318,450.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
GOLDMAN SACHS PARTNERSHIPS	MKT VAL	\$ 2,233,118.	\$ 2,233,118.
TCW PARTNERSHIPS	MKT VAL	1,652,543.	1,652,543.
BT PRIVATE EQUITY FUND	MKT VAL	55,272.	55,272.
BLACKSTONE ALTERNATIVE ASSETS	MKT VAL	37,330,069.	37,330,069.
ABBOTT CAPITAL	MKT VAL	2,070,378.	2,070,378.
BRENTWOOD ASSOC	MKT VAL	4,587,708.	4,587,708.
PALOMAR VENTURES	MKT VAL	885,515.	885,515.
AUDAX MEZZANINE FUNDS	MKT VAL	1,412,061.	1,412,061.
WARBURG PINCUS	MKT VAL	1,012,884.	1,012,884.
KEYHAVEN CAPITAL PARTNERS	MKT VAL	1,461,128.	1,461,128.
OAKTREE MEZZANINE	MKT VAL	764,099.	764,099.
ANCHOR POINT CAPITAL	MKT VAL	13,181,489.	13,181,489.
ENCAP CAPITAL	MKT VAL	1,526,027.	1,526,027.
SPUR CAPITAL	MKT VAL	154,584.	154,584.
FORT WASHINGTON	MKT VAL	400,746.	400,746.
SCALE VENTURE	MKT VAL	735,963.	735,963.
COMMON VENTURE PARTNERSHIP	MKT VAL	55,401.	55,401.
OSAGE UNIVERSITY PARTNERS	MKT VAL	79,689.	79,689.
TOP TIER CAPITAL	MKT VAL	183,274.	183,274.
	TOTAL	<u>\$ 69,781,948.</u>	<u>\$ 69,781,948.</u>

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STATEMENT 10
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 25,012.	\$ 25,012.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	199,387.	199,387.	0.	0.
MACHINERY AND EQUIPMENT	358,414.	308,980.	49,434.	49,435.
BUILDINGS	3,920,561.	3,920,561.	0.	0.
IMPROVEMENTS	482,862.	442,763.	40,099.	40,098.
LAND	599,443.		599,443.	599,443.
TOTAL	\$ 5,585,679.	\$ 4,896,703.	\$ 688,976.	\$ 688,976.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENTS	\$ 18,288,364.
TOTAL	\$ 18,288,364.

STATEMENT 12
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	COASTVIEW CAPITAL	PURCHASED	VARIOUS	7/31/2010
2	NORTHERN TRUST DOMESTIC EQ	PURCHASED	4/02/2008	1/07/2010
3	NORTHERN TRUST DOMESTIC EQ	PURCHASED	4/02/2008	5/04/2010
4	NORTHER TRUST INT'L	PURCHASED	5/30/2008	5/04/2010
5	NORTHERN TRUST DOMESTIC EQ	PURCHASED	6/17/2008	5/28/2010
6	BONDS	PURCHASED	VARIOUS	VARIOUS
7	MUTUAL FUND CAPITAL LOSSES	PURCHASED	VARIOUS	VARIOUS
8	BUILDING	PURCHASED	1/01/1997	9/09/2010
9	CAPITAL GAINS FROM PASSTHROUGHS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	51,411.		35,357.	16,054.				\$ 16,054.
2	1000000.		939,643.	60,357.				60,357.
3	1000000.		812,376.	187,624.				187,624.
4	1000000.		1238843.	-238,843.				-238,843.
5	1000000.		850,771.	149,229.				149,229.
6	13,223.		0.	13,223.				13,223.
7	0.		5778235.	-5778235.				-5778235.
8	725,000.		417,244.	307,756.				307,756.
9	169,206.		0.	169,206.				169,206.
							TOTAL	\$-5113629.

LA84 FOUNDATION

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STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
ANITA DEFRANTZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	PRESIDENT 40.00	\$ 302,510.	\$ 29,400.	\$ 0.
CONRAD FREUND 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	COO 40.00	185,000.	22,200.	0.
ROBERT V. GRAZIANO 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	CHAIRMAN 0	0.	0.	0.
YVONNE B. BURKE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JAE MIN CHANG 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
DEBRA KAY DUNCAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JAMES L. EASTON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
PRISCILLA FLORENCE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JONATHAN GLASER 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
RAFER JOHNSON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
MAUREEN KINDEL 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
THOMAS E. LARKIN, JR. 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.

LA84 FOUNDATION

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
PATRICK MCCLENAHAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
JOAN A. PAYDEN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
FRANK M. SANCHEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
PETER V. UEBERROTH 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
GILBERT R. VASQUEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JOHN ZIFFREN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
	0	0.	0.	0.
TOTAL		\$ 487,510.	\$ 51,600.	\$ 0.

STATEMENT 14
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
EDUCATION SERVICES - THE FOUNDATION OPERATES, ON ITS PREMISES, A SPORTS LIBRARY WHICH CONTAINS ARCHIVES OF PRINTED MATERIALS, FILMS AND VIDEOS RELATED TO SPORTS. THE FOUNDATION ALSO OPERATES A WEBSITE DEDICATED TO SPORTS RESEARCH. THE FOUNDATION CONDUCTS COACHING CLINICS THROUGHOUT THE YEAR FOR VARIOUS TEAM SPORTS.	\$ 399,220.

LA84 FOUNDATION

95-3792725

STATEMENT 15
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

LA84 FOUNDATION

CARE OF:

GRANTS PROGRAM

STREET ADDRESS:

2141 W. ADAMS BLVD

CITY, STATE, ZIP CODE:

LOS ANGELES, CA 90018

TELEPHONE:

(323) 730-4600

FORM AND CONTENT:

PLEASE SEE WEBSITE AT WWW.LA84FOUNDATION.ORG

SUBMISSION DEADLINES:

PLEASE SEE WEBSITE

RESTRICTIONS ON AWARDS:

PLEASE SEE WEBSITE

LA84 FOUNDATION

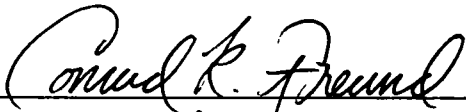
95-3792725

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2)
TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY
ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY
PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED



NAME AND TITLE:



LA84 FOUNDATION
FEIN 95-3792725
FORM 990-PF 12/31/10

<u>Payee Name</u>	<u>Payee Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
A Better LA	1150 S Olive Street Ste 340 Los Angeles, CA 90015	Public charity	Youth sports	\$ 150,000 00
A World Fit For Kids ¹	678 Lafayette Park Place Los Angeles, CA 90057	Public charity	Youth sports	16,436 72
After-School All-Stars San Diego	9255 Sunset Blvd Suite 500 West Hollywood, CA 90069	Public charity	Youth sports	21,361 91
After-School All-Stars, Los Angeles	6501 Fountain Ave Los Angeles, CA 90028	Public charity	Youth sports	41,355 14
Al Wooten Jr Heritage Center	9106 South Western Ave Los Angeles, CA 90047	Public charity	Youth sports	15,724 69
Assistance League of Southern California	1370 North Saint Andrews Place Hollywood, CA 90028	Public charity	Youth sports	21,920 55
Boys & Girls Club of Carson	2255 East 220th Street, Suite 175 Long Beach, CA 90810	Public charity	Youth sports	387 54
Boys & Girls Club Of San Fernando Valley	11251 Glenoaks Boulevard Pacoima, CA 91331	Public charity	Youth sports	23,000 00
Boys & Girls Clubs Of America - Brea-Placentia-Yorba Linda	132 E Crowther Ave Placentia, CA 92870	Public charity	Youth sports	49,866 83
Boys & Girls Clubs of Burbank, Inc	2244 N Buena Vista Street Burbank, CA 91504	Public charity	Youth sports	16,575 93
Boys & Girls Clubs of San Dieguito	533 Lomas Santa Fe Dr San Diego, CA 92075	Public charity	Youth sports	20,800 00
Catholic Charities of Los Angeles, Inc	1530 James M Wood Blvd Los Angeles, CA 90015	Public charity	Youth sports	21,000 00
City of Santa Ana	888 W Santa Ana Blvd Suite 200 Santa Ana, CA 92701	Public charity	Youth sports	25,000 00
County of Los Angeles	265 Cloverleaf Drive Baldwin Park, CA 91706	Public charity	Youth sports	26,273 27
Dig For Kids Foundation	1159 Cypress Avenue Hermosa Beach, CA 90254	Public charity	Youth sports	3,940 15
East Wind Youth Foundation, Inc	2401 Schoolside Ave Monterey Park, CA 91754	Public charity	Youth sports	4,182 57
Eastside Boys and Girls Club of Los Angeles	324 North McDonnell Avenue Los Angeles, CA 90022	Public charity	Youth sports	19,645 55
Ginga Arts	P O Box 641422 Los Angeles, CA 90064	Public charity	Youth sports	19,178 50
Golden State Gymnastics Inc	1828 N Keystone Burbank, CA 91504	Public charity	Youth sports	16,011 25
Heart of Los Angeles Youth, Inc	2701 Wilshire Blvd Los Angeles, CA 90057	Public charity	Youth sports	31,858 31
Hollenbeck Police Activities League	126 N St Louis Street Los Angeles, CA 90033	Public charity	Youth sports	16,496 87

LA84 FOUNDATION
FEIN 95-3792725
FORM 990-PF 12/31/10

<u>Payee Name</u>	<u>Payee Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Industry Sheriff's Youth Activities League	P O Box 7114 City Of Industry, CA 91744	Public charity	Youth sports	5,055 33
Inter Tribal Sports Inc	29377 Rancho California Rd , Ste 103 Temecula, CA 92591	Public charity	Youth sports	60,000 00
Jeopardy Program - Devonshire LAPD	8721 Wilbur Ave Northridge, CA 91324	Public charity	Youth sports	40,236 39
Lake Casitas Rowing Association	P O Box 74 Oak View, CA 93022	Public charity	Youth sports	1,537 39
LA's Best	200 N Spring Street, Suite M-120 Los Angeles, CA 90012	Public charity	Youth sports	274,238 92
Lennox Educational Advancement Foundation	11033 Buford Ave Lennox, CA 90304	Public charity	Youth sports	50,000 00
Los Angeles Boys & Girls Club	2635 Pasadena Avenue Los Angeles, CA 90031	Public charity	Youth sports	44,503 38
Los Angeles Unified School District	333 South Beaudry Ave Los Angeles, CA 90017	Public charity	Youth sports	371,662 98
Mt San Antonio College Foundation	1100 North Grand Avenue Walnut, CA 91789	Public charity	Youth sports	116,902 95
P F Bresee Foundation	184 South Bimini Place Los Angeles, CA 90004	Public charity	Youth sports	21,594 93
Perris Valley Youth Association Sports	P O Box 478 Perris, CA 92572	Public charity	Youth sports	2,288 70
Pueblo Nuevo Development	PO Box 17778 Los Angeles, CA 90017	Public charity	Youth sports	50,000 00
Rose Bowl Aquatics Center	360 North Arroyo Boulevard Pasadena, CA 91103	Public charity	Youth sports	51,810 00
Southern California Speed Skating Association	2242 RANCHO CORONA DR CORONA, CA 92882	Public charity	Youth sports	60,000 00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	Public charity	Youth sports	148,711 05
Southern California Youth Soccer Organization	1505 East 17th Street Santa Ana, CA 92705	Public charity	Youth sports	7,169 99
St Vincent Medical Center Foundation	2222 Ocean View Ave , Suite 114 Los Angeles, CA 90057-2788	Public charity	Youth sports	35,571 71
Students Run LA	5252 Crebs Avenue Tarzana, CA 91365	Public charity	Youth sports	119,940 75
The Boys & Girls Clubs of Venice, Inc	2232 Lincoln Boulevard Venice, CA 90291	Public charity	Youth sports	25,256 00
The Challengers Boys and Girls Club	5029 South Vermont Avenue Los Angeles, CA 90037	Public charity	Youth sports	10,000 00
THINK Together	2100 E Fourth Street Santa Ana, CA 92705	Public charity	Youth sports	61,585 88

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<u>Payee Name</u>	<u>Payee Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Toberman Neighborhood Center, Inc	131 North Grand Avenue San Pedro, CA 90731	Public charity	Youth sports	1,211 31
Woodcraft Rangers, Inc	1625 West Olympic Boulevard Los Angeles, CA 90015	Public charity	Youth sports	100,000 00
YMCA - Orange County	1633 E Fourth St Suite 184 Santa Ana, CA 92701	Public charity	Youth sports	120,000 00
YMCA of Metropolitan Los Angeles	625 South New Hampshire Avenue Los Angeles, CA 90005	Public charity	Youth sports	36,000 00
YMCA of Greater Long Beach	3605 Long Beach Blvd , Suite 210 Long Beach, CA 90807	Public charity	Youth sports	100,000 00
Youth Speak Collective	11243 Glenoaks Boulevard, Suite 11 Pacoima, CA 91331	Public charity	Youth sports	16,676 91
			TOTAL	\$ 2,492,970.35

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<u>Organization Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Balance</u>
A Place Called Home	2830 South Central Avenue Los Angeles, CA 90011	Public charity	Youth sports	\$ 20,000 00
AbilityFirst	1300 East Green Street Pasadena, CA 91106-2606	Public charity	Youth sports	3,000 00
After-School All-Stars, Los Angeles	6501 Fountain Ave Los Angeles, CA 90028	Public charity	Youth sports	33,667 86
Al Wooten Jr Heritage Center	9106 South Western Ave Los Angeles, CA 90047	Public charity	Youth sports	32,575 31
Baldwin Park Roadrunners Youth Football & Cheer Association	13431 Foster Ave Baldwin Park, CA 91706	Public charity	Youth sports	2,500 00
Boyle Heights Youth Football	438 N Breed Street Los Angeles, CA 90033	Public charity	Youth sports	3,000 00
Boys & Girls Club of Camarillo	1500 Temple Avenue Camarillo, CA 93010	Public charity	Youth sports	1,000 00
Boys & Girls Club of Capistrano Valley	1 Via Positiva San Juan Capistrano, CA 92675	Public charity	Youth sports	2,000 00
Boys & Girls Club of Carson	2255 East 220th Street, #175 Long Beach, CA 90810	Public charity	Youth sports	25,000 00
Boys & Girls Clubs of America - South Bay	1220 W 256th St Harbor City, CA 90710	Public charity	Youth sports	3,000 00
Boys & Girls Clubs of America - Vista	410 W California Ave Vista, CA 92083	Public charity	Youth sports	15,000 00
Boys & Girls Clubs of San Dieguito	533 Lomas Santa Fe Dr San Diego, CA 92075	Public charity	Youth sports	29,200 00
City Of Glendale	613 E Broadway Rm 120 Glendale, CA 91206	Public charity	Youth sports	861 83
City of Los Angeles	3401 Riverside Dr Los Angeles, CA 90027	Public charity	Youth sports	28,240 10
City of Los Angeles	3401 Riverside Dr Los Angeles, CA 90027	Public charity	Youth sports	14,000 00
County of Los Angeles	265 Cloverleaf Drive Baldwin Park, CA 91706	Public charity	Youth sports	13,469 50
County of Los Angeles	265 Cloverleaf Drive Baldwin Park, CA 91706	Public charity	Youth sports	29,646 73
CP Team, Inc	P O Box 681 Corona Del Mar, CA 92625	Public charity	Youth sports	200 30
Dig For Kids Foundation	1159 Cypress Avenue Hermosa Beach, CA 90254	Public charity	Youth sports	9,247 85
Disney Goals	1170 La Palma Park Way Anaheim, CA 92801	Public charity	Youth sports	70,000 00
Down Syndrome Association of Los Angeles, Inc	16461 Sherman Way, Suite 180 Van Nuys, CA 91406	Public charity	Youth sports	1,000 00

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<u>Organization Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Balance</u>
Downey Dolphins Swim Club Inc	10900 Brookshire Ave Downey, CA 90241	Public charity	Youth sports	50,000 00
Duarte Hawks Youth Football Corp	240 West Cypress Ave Monrovia, CA 91016	Public charity	Youth sports	2,250 00
East Wind Youth Foundation, Inc	2401 Schoolside Ave Monterey Park, CA 91754	Public charity	Youth sports	12,000 00
Field Hockey Federation	2060 E Ave de los Arboles THOUSAND OAKS, CA 91362	Public charity	Youth sports	10,000 00
Hollenbeck Police Activities League	126 N St Louis Street Los Angeles, CA 90033	Public charity	Youth sports	38,394 13
Huntington Park Youth Football and Cheer Association, Inc	PO Box 3504 Huntington Park, CA 90255	Public charity	Youth sports	2,500 00
Ivey Ranch Park Association	110 Rancho del Oro Drive Oceanside, CA 92057 Greig Smith LAPD Devonshire Youth Center	Public charity	Youth sports	3,000 00
Jeopardy Program - Devonshire LAPD	8721 Wilbur Ave	Public charity	Youth sports	10,985 00
Jr Posse Youth Equestrian Program	453 W Caldwell St Compton, CA 90220	Public charity	Youth sports	33,778 61
Jubilee Consortium	6125 Carlos Avenue Los Angeles, CA 90028 3980 Bill Robertson Lane Suite 237	Public charity	Youth sports	3,000 00
Kids In Sports	Los Angeles, CA 90037	Public charity	Youth sports	91,000 00
LA's Best	200 N Spring Street, M-120 Los Angeles, CA 90012	Public charity	Youth sports	112,302 20
Los Angeles Junior Chamber of Commerce Charity Foundation	201 S Figueroa St Suite 300 Los Angeles, CA 90012 333 South Beaulieu Ave 19th Floor	Public charity	Youth sports	3,000 00
Los Angeles Unified School District	Los Angeles, CA 90017 333 South Beaulieu Ave 19th Floor	Public charity	Youth sports	157,800 00
Los Angeles Unified School District	Los Angeles, CA 90017	Public charity	Youth sports	411,237 61
McDuffy's Academy of Academic Excellence	7705 Victoria Avenue Inglewood, CA 90305	Public charity	Youth sports	1,000 00
Mt San Antonio College Foundation	1100 North Grand Avenue Walnut, CA 91789	Public charity	Youth sports	120,000 00
P. F Bresee Foundation	184 South Bimini Place Los Angeles, CA 90004	Public charity	Youth sports	13,405 07
PALS - El Centro	1100 N 4th Street El Centro, CA 92243	Public charity	Youth sports	3,000 00
Pediatric Therapy Network	1815 W 213th Street, Suite 100 Torrance, CA 90501	Public charity	Youth sports	2,000 00
Pico Rivera Dons Football For Youth, Inc	9256 Sunglow Street Pico Rivera, CA 90660	Public charity	Youth sports	3,000 00

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<u>Organization Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Balance</u>
Reachback Los Angeles	1773 E Century Blvd Los Angeles, CA 90002	Public charity	Youth sports	17,802 00
Redlands Baseball Softball for Youth	P O Box 7875 Redlands, CA 92375	Public charity	Youth sports	3,000 00
Redlands Junior All American Football Inc	P O Box 8187 Redlands, CA 92375	Public charity	Youth sports	3,000 00
Rose Bowl Aquatics Center	360 North Arroyo Boulevard Pasadena, CA 91103	Public charity	Youth sports	56,378 00
Salvation Army - Southern California Divisional Headquarters	180 East Ocean Boulevard Long Beach, CA 90802	Public charity	Youth sports	18,800 00
Santa Clarita Valley Boys and Girls Club	24909 Newhall Avenue Newhall, CA 91321	Public charity	Youth sports	3,000 00
Sheriff's Youth Foundation	4700 Ramona Boulevard Monterey Park, CA 91754	Public charity	Youth sports	7,825 00
South Valley Football Panthers	4821 Lankershim Blvd Ste 121 North Hollywood, CA 91601	Public charity	Youth sports	2,500 00
Southern California Speed Skating Association	2242 RANCHO CORONA DR. CORONA, CA 92882	Public charity	Youth sports	57,100 00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	Public charity	Youth sports	15,684 00
Special Olympics - Southern California	6730 East Carson Street Long Beach, CA 90808	Public charity	Youth sports	50,000 00
St Stephen Youth Basketball League	1720 N Walnut Ave La Puente, CA 91744	Public charity	Youth sports	2,500 00
Students Run LA	5252 Crebs Avenue Tarzana, CA 91365	Public charity	Youth sports	98,399 00
T E R I Inc	251 Airport Road Oceanside, CA 92058 390 N Sepulveda Blvd Suite 1060	Public charity	Youth sports	10,000 00
Total Golf Adventures Golf Foundation	El Segundo, CA 90245	Public charity	Youth sports	21,100 00
Tri-City Falcons Youth Football and Cheerleading Inc	1251 W Sepulveda Blvd #154 Torrance, CA 90710	Public charity	Youth sports	2,500 00
Universal Soccer League	9131 Citrus Avenue Suite 'E' Fontana, CA 92335	Public charity	Youth sports	15,600 00
USGLL	P O Box 15369 Long Beach, CA 90815	Public charity	Youth sports	3,000 00
West Angeles Community Development	6028 Crenshaw Blvd Los Angeles, CA 90043	Public charity	Youth sports	3,000 00
Westside Youth Association	5074 Bangor Street Los Angeles, CA 90016	Public charity	Youth sports	2,500 00
Xtreme Youth Football & Cheer Inc	2445 West Via Lucia Avenue Montebello, CA 90640	Public charity	Youth sports	3,000 00

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<u>Organization Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Balance</u>
YMCA of Anaheim	240 South Euclid Street Anaheim, CA 92802	Public charity	Youth sports	20,000 00
YMCA of Pomona Valley	350 N Garey Pomona, CA 91767	Public charity	Youth sports	50,000 00
Youth N' Motion Academy Incorporated	3403 West 43rd Street Los Angeles, CA 90008	Public charity	Youth sports	3,000 00
YWCA of Santa Monica - Westside	2019 Fourteenth Street Santa Monica, CA 90405	Public charity	Youth sports	2,000 00
			TOTAL	\$ 1,891,950.10

LA84 FOUNDATION
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PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total	FEIN
Abbott Capital Private Equity Fund III	2,991	7,999	51,820	2,983	265,696	(755)	54,265	276,469	9,622	266,847	04-3487668
Abbott Capital Private Equity Fund VI	1,003	1,308	1,704	1,162	(7,722)	97	49,033	(51,481)	3,080	(54,561)	26-2293853
Audax Mezzanine Fund		49,443	4		70,116		8,216	111,347		111,347	04-3557760
Audax Mezzanine Fund II		114,816	1,617	2,459	(54,222)	-	20,044	44,626	2,718	41,908	20-2906382
Blackstone Credit Liquidity Partners		36,243	39,664	1,460	567	1,859	4,380	75,413	21,457	53,956	26-1292953
Blackstone Credit Liquidity (Cayman)			6,802				202	6,600		6,600	98-0579580
Blackstone Capital Partners IV			14,349		18,658		245	32,762		32,762	13-4195762
Blackstone Capital Partners (Cayman)		507	16,393		51,339	4	3,327	64,916	-	64,916	20-0118764
Blackstone FC Capital Partners					(15,464)		22	(15,486)		(15,486)	20-1081818
Blackstone FCH Capital Partners							16	(16)		(16)	20-1401638
Blackstone SGP Capital Partners (Cayman) IV	(4,174)	205	6,576		476		251	2,832	(4,184)	7,016	98-0467780
Blackstone Capital Partners V LP		219	1,193		(561)		6,302	(5,451)		(5,451)	20-3177035
BCP (Cayman) V-S				90	3,016		209	2,897		2,897	98-0484226
BCP V-S			58					58		58	20-3177004
BCP V Co-Investors		83			1		17	67		67	20-5568844
BCP V Co-Investors (Cayman)			2		1,237		107	1,132		1,132	20-5389796
BCP V Co-Investors (Cayman SW A)							20	(20)		(20)	98-0641460
Blackstone Capital Partners (Cayman) V-NQ	(3,673)	36				88	453	(4,002)	(3,954)	(48)	98-0627222
Blackstone Capital Partners (Cayman) V		313	144	144		(1)	3,321	(2,721)	367	(3,088)	98-0484223
Blackstone Capital Partners (Cayman II) V		6,488	1,865	518	13,912	746	1,160	22,369	6,044	16,325	98-0578154
Blackstone Capital Partners (Cayman II) V-NQ		666		(41)			708	(83)	(668)	585	98-0654255
Blackstone Capital Partners (Cayman III) V							80	(80)		(80)	98-0641463
Blackstone Capital Partners V USS Feeder	(13,068)	14				486	323	(12,891)	(12,815)	(76)	26-0783540
Blackstone RGIS Capital Partners V	9,927	4,769	23	2,144	57	(3,047)	14,323	(450)	(801)	351	20-8866363
Blackstone HEI Capital Partners V							39	(39)		(39)	26-1668564
Blackstone PB Capital Partners V	(156)	1	1		13		164	(305)	(166)	(139)	26-1995844
Blackstone Real Estate Partners IV TE 2LP		2			51	273	433	(107)		(107)	47-0897104
Blackstone Real Estate Partners (DC) IV TE 2LP	(10,432)	6,058	30,663			(1,713)	872	23,704	314	23,390	20-0505645
Blackstone Real Estate Partners V TE 2	14,504	7,176	19,408	32	524	(3,797)	174	37,673	(56)	37,729	20-3799172
Blackstone Real Estate Partners VI TE 2	11,679	5,940	4,384	98	600	(2,383)	2,004	18,314		18,314	20-8081716
Blackstone Real Estate Partners VI TE 2-NQ	(517)	69				(1)	88	(537)		(537)	26-1129052
The Blackstone Group L P (final)	5	341	22	8	135	(2)	18	491	5	486	20-8875684

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PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total	FEIN
Brentwood Associates Private Equity III		11,785			(281,444)		37,529	(307,188)		(307,188)	95-4746353
Brentwood Associates Private Equity IV					(480,890)		80,597	(561,487)		(561,487)	20-3594437
Coastview Boiscience					16,814		764	16,050		16,050	68-0498399
Encap Energy Capital Fund VII	136,790	1,074		20,416	237,151	904	199,486	196,849	62,010	134,839	26-0413806
Encap Energy Infrastructure Fund	(43,098)	160			(5,442)			(48,380)	(43,098)	(5,282)	26-3543038
Fort Washington	(3,568)	63,179	64		8,750	(86,334)	15,321	(33,230)		(33,230)	26-3806629
Goldman Sachs Vintage Fund V	448	12,506	7,174	1,702	11,440	1,344	6,140	28,474	1,355	27,119	26-2950708
GS Capital Partners VI Parallel		31,779	22,495		82,289	7,781	29,250	115,094	843	114,251	43-2115554
GSCP VI Parallel AIV			4				1,959	(1,955)		(1,955)	98-0580946
Keyhaven Capital Partners I	(1,085)	15,892	1,135	6,043	17,174	477	26,313	13,323		13,323	30-0253868
Keyhaven Capital Partners II	(11)	23,811	17,079	650	73,909	(2,907)	20,602	91,929		91,929	98-0539392
Keyhaven Capital Partners III		198		22	269	510	16,245	(15,246)		(15,246)	98-0642691
OCM Mezzanine Fund II		56,582	10,890		(15,759)	4,768	12,470	44,011		44,011	20-2654839
Osage University Partners I				4,100			3,044	1,056		1,056	27-2050514
Palomar Ventures II		406			163,294	408	28,040	136,068		136,068	95-4823982
Paul Capital Top Tier Investments		38					6,269	(6,231)		(6,231)	27-2326177
Scale Venture Partners III		484					38,179	(37,695)		(37,695)	26-3770726
Spur Ventures		145		195	1,075		15,626	(14,211)		(14,211)	26-2690155
TCW Energy Fund XIV-A	(38,479)	134,421	2	333	19,860	7,538	29,723	93,952	(38,484)	132,436	20-8023223
TCW Energy Fund XV		900					6,736	(5,836)		(5,836)	27-2688835
TCW Shared Opportunity Fund III		545	21	(27)	(83,493)	(2)	3,974	(86,930)		(86,930)	95-4689567
Warburg Pincus		1,749	58,448	(279)	11,568	7	3,505	67,988	-	67,988	13-4161868
REPORTED IN PART IV CAPITAL GAINS				44,212	124,994					169,206	
Totals	59,086	598,350	314,004			(73,652)	752,588	145,200	3,589	141,611	
**UBTI REPORTED AND TAXED ON FORM 990-T											