Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 10/01 , 2010, and ending 9/30 , 2011

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

UNIHEALTH FOUNDATION
800 WILSHIRE BLVD., SUITE 1300
LOS ANGELES, CA 90017

A Employer identification number
95-5004033

B Telephone number (see the instructions)
213 630-6500

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*)
► $ 251,541,459.

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)	100,689.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	797,187.	797,187.		
	4 Dividends and interest from securities	4,724,015.	4,724,015.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	12,501,889.			
	b Gross sales price for all assets on line 6a 12,501,889.				
	7 Capital gain net income (from Part IV, line 2)		12,501,889.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	18,123,780.	18,023,091.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	671,000.	402,600.		268,400.
	14 Other employee salaries and wages	334,521.	133,808.		200,713.
	15 Pension plans, employee benefits	204,159.	102,080.		102,079.
	16a Legal fees (attach schedule) SEE ST 1	12,006.	12,006.		
	b Accounting fees (attach sch) SEE ST 2	46,375.	23,188.		23,187.
	c Other prof fees (attach sch) SEE ST 3	3,258,749.	3,258,749.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 4	212,965.	186,801.		26,164.
	19 Depreciation (attach sch) and depletion	5,843.	5,843.		
	20 Occupancy	127,910.	63,955.		63,955.
	21 Travel, conferences, and meetings	14,246.	7,123.		7,123.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	229,100.	126,782.		102,318.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,116,874.	4,322,935.		793,939.
	25 Contributions, gifts, grants paid PART XV	12,705,419.			12,705,419.
	26 **Total expenses and disbursements.** Add lines 24 and 25	17,822,293.	4,322,935.	0.	13,499,358.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	301,487.			
	b **Net investment income** (if negative, enter 0)		13,700,156.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	1 Cash – non-interest-bearing	187,153.	76,935.	76,935.
	2 Savings and temporary cash investments	6,553,783.	2,538,353.	2,538,353.
	3 Accounts receivable ► 92,153.			
	Less. allowance for doubtful accounts ►	244,434.	92,153.	92,153.
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable	2,688,885.	2,289,574.	2,289,574.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
ASSETS	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			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	136,864,744.	143,207,010.	143,207,010.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	67,435,466.	48,317,015.	48,317,015.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 8	52,610,085.	54,730,706.	54,730,706.
	14 Land, buildings, and equipment basis ► 96,825.			
	Less accumulated depreciation (attach schedule) SEE STMT 9 ► 84,652.	18,017.	12,173.	12,173.
	15 Other assets (describe ► SEE STATEMENT 10)	283,018.	277,540.	277,540.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	266,885,585.	251,541,459.	251,541,459.
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 ► SEE STATEMENT 11)	1,472,005.	1,189,720.	
	23 **Total liabilities** (add lines 17 through 22)	1,472,005.	1,189,720.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	265,413,580.	250,351,739.	
	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)	265,413,580.	250,351,739.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	266,885,585.	251,541,459.	

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	265,413,580.
2	Enter amount from Part I, line 27a	2	301,487.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 12	3	46,851.
4	Add lines 1, 2, and 3	4	265,761,918.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 13	5	15,410,179.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	250,351,739.

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)
1a	MANAGED PORTFOLIO	P	VARIOUS	VARIOUS
b	FROM PASS THROUGH ENTITIES	P	VARIOUS	VARIOUS
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	12,316,314.			12,316,314.
b	185,575.			185,575.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				12,316,314.
b				185,575.
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** 12,501,889.

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** 0.

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	9,359,595.	253,562,196.	0.036912
2008	11,607,018.	227,583,588.	0.051001
2007	16,222,216.	310,024,894.	0.052326
2006	16,257,923.	326,338,023.	0.049819
2005	15,751,708.	303,144,064.	0.051961

		Line	Amount
2	**Total** of line 1, column (d)	2	0.242019
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	0.048404
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	269,887,356.
5	Multiply line 4 by line 3	5	13,063,628.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	137,002.
7	Add lines 5 and 6	7	13,200,630.
8	Enter qualifying distributions from Part XII, line 4	8	13,499,358.

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 ► [X] and enter 1% of Part I, line 27b		1	137,002.
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	137,002.
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	137,002.
6	Credits/Payments:			
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 160,000.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	160,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	22,998.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 22,998. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	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? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	
	Website address ► UNIHEALTHFOUNDATION.ORG			
14	The books are in care of ► KATHLEEN SALAZAR Telephone no ► 213 630-6500			
	Located at ► 800 WILSHIRE BLVD. LOS ANGELES CA ZIP + 4 ► 90017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			**Yes**	**No**
1 a	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)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1 c		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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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

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? *If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)*	N/A ☐ Yes ☐ No		
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? *If 'Yes' to 6b, file Form 8870*		**6b**	X
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 14		671,000.	78,000.	19,200.

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
NANCY MULLENAX 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	SNR PRGRM OFF 40	115,077.	17,325.	4,800.
CAROLINE CHUNG 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	ADM, GRANTS 40	69,125.	10,650.	0.
KRISTOPHER EAMES 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	ADM SPECIAL P 40	76,000.	11,400.	0.

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CANTEBURY CONSULTING INC 660 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	INVESTMENT MNGMT	152,541.
BNY MELLON ASSET SERVICING 500 GRANT STREET PITTSBURG, PA 15258	INVESTMENT MNGMT	143,229.
RLH INVESTORS II, LP 109 N. MAIN STREET DAYTON, OH 45402	INVESTMENT MNGMT	373,602.
PACIFIC INVESTMENT MANAGEMENT CO 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	INVESTMENT MNGMT	237,594.
ARTIS CAPITAL MANAGEMENT LP 1 MARKET PLACE, 27TH FLOOR SAN FRANCISCO, CA 94105	INVESTMENT MNGMT	135,314.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	269,253,317.
b Average of monthly cash balances		1b	2,412,222.
c Fair market value of all other assets (see instructions)		1c	2,331,777.
d **Total** (add lines 1a, b, and c)		1d	273,997,316.
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	273,997,316.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	4,109,960.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	269,887,356.
6 **Minimum investment return.** Enter 5% of line 5		6	13,494,368.

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	13,494,368.
2a Tax on investment income for 2010 from Part VI, line 5	2a 137,002.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	137,002.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	13,357,366.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	13,357,366.
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	13,357,366.

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	13,499,358.
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	13,499,358.
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	137,002.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,362,356.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					13,357,366.
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	324,064.				
d From 2008	314,491.				
e From 2009					
f **Total** of lines 3a through e		638,555.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 13,499,358.					
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)		0.			
d Applied to 2010 distributable amount					13,357,366.
e Remaining amount distributed out of corpus		141,992.			
5 Excess distributions carryover applied to 2010 *(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		780,547.			
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		780,547.			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007	324,064.				
c Excess from 2008	314,491.				
d Excess from 2009					
e Excess from 2010	141,992.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see 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

SEE STATEMENT 15

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

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				
DETAILED LIST OF CONTRIBUTIONS ATTACHED,	NONE	501C3	SEE ATTACHED	12,705,419.
Total			► 3a	12,705,419.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	797,187.	
4 Dividends and interest from securities			14	4,724,015.	
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			18	12,501,889.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				18,023,091.	

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 18,023,091.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

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

Sign Here Mary Odell | 2-16-2012 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only				
Print/Type preparer's name: MIKE MCCORMICK	Preparer's signature	Date: 2/14/12	Check ☐ if self-employed	PTIN: P00182870
Firm's name ▶ LARUE CORRIGAN MCCORMICK & TEASDALE LLP			Firm's EIN ▶ 95-4304740	
Firm's address ▶ 5959 TOPANGA CANYON BLVD. SUITE 180 WOODLAND HILLS, CA 91367			Phone no (818) 587-9300	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ► Attach to Form 990, 990-EZ, or 990-PF	OMB No 1545-0047 **2010**

Name of the organization	Employer identification number
UNIHEALTH FOUNDATION	95-5004033

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $__________

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

Name of organization: UNIHEALTH FOUNDATION

Employer identification number: 95-5004033

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FACEY MEDICAL FOUNDATION 15451 SAN FERNANDO MISSION BLV MISSION HILLS, CA 91345	$ 100,689.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: UNIHEALTH FOUNDATION

Employer identification number: 95-5004033

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
UNIHEALTH FOUNDATION	95-5004033

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete cols **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
1	Beverly Hospital 309 W Beverly Blvd Montebello, CA 90640	501(c)(3)	Emergency Department Approved for Pediatrics (EDAP)	$150 700 00
2	California Hospital Medical Center 1401 S Grand Ave Los Angeles, CA 90015	501(c)(3)	USC/CHMC Family Medicine Residency and FQHC Project	$350,000 00
3	California Hospital Medical Center 1401 S Grand Ave Los Angeles, CA 90015	501(c)(3)	Community Dental Partnership	$157,999 00
4	California Hospital Medical Center Foundation 1401 S Grand Ave Los Angeles, CA 90015	501(c)(3)	Trauma and Emergency Services	$2,500 00
5	CaliforniaKids Healthcare Foundation 5200 Lankershim Blvd , Suite 360 North Hollywood, CA 91601	501(c)(3)	Insure the Uninsured	$200,000 00
6	Casa Colina Centers for Rehabilitation 255 E Bonita Ave Pomona, CA 91769	501(c)(3)	Bringing an Open-Source Electronic Health Record to a Rehabilitation Hospital and the Human Factor in Implementation	$209 346 00
7	Charles R Drew University of Medicine & Science 1731 East 120th St Los Angeles, CA 90059	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00
8	Charles R Drew University of Medicine & Science 1731 East 120th St Los Angeles CA 90059	501(c)(3)	Henry S Williams Scholarship Fund	$5,000 00
9	Children's Hospital Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	501(c)(3)	Virtual NICU Research Study (Phase II)	$341,894 00
10	Children's Hospital Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	501(c)(3)	CHLA Health System	$350,000 00
11	Children's Hospital of Orange County 455 S Main St Orange, CA 92868	501(c)(3)	NICU Extremely Low Birth-Rate Baby Unit	$96 000 00
12	Children's Hospital of Orange County 455 S Main St Orange, CA 92868	501(c)(3)	CHOC Children's Positive Patient Identification Pilot Project	$350,000 00
13	City of Hope National Medical Center 1500 East Duarte Rd Duarte, CA 91010	501(c)(3)	Visits Impact Prevention (VIP) Program	$50 000 00
14	Community Hospital of Long Beach Foundation 1720 Termino Ave Long Beach, CA 90804	501(c)(3)	Healthcare Services	$500 00
15	Daughters of Charity Health System 26000 Altamont Rd Los Altos Hills, CA 94022-4317	501(c)(3)	Clinical Advancement in Research & Education (CARE)	$400 000 00
16	Gateways Hospital and Mental Health Center 1891 Effie St Los Angeles, CA 90026	501(c)(3)	Child & Adolescent Evidence Based Treatment Program	$55,000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
17	Glendale Memorial Hospital and Health Center 1420 S Central Ave Glendale, CA 91204	501(c)(3)	Chronic Disease Management Program	$124,100 00
18	Henry Mayo Newhall Memorial Hospital 23845 McBean Parkway Valencia, CA 91355-2083	501(c)(3)	ICU Expansion & Improvement	$205,000 00
19	Hoag Hospital Newport Beach One Hoag Drive PO Box 6100 Newport Beach, CA 92658-6100	501(c)(3)	Orange County Vital Aging	$251,500 00
20	Huntington Memorial Hospital 100 W California Blvd Pasadena, CA 91105	501(c)(3)	Patient Partners Program	$400 000 00
21	Loma Linda University School of Dentistry 11092 Anderson St Loma Linda, CA 92354	501(c)(3)	Community Service Program	$120,347 00
22	Loma Linda University School of Medicine Loma Linda, CA 92350	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00
23	Rancho Los Amigos National Rehabilitation Center 7601 E Imperial Highway Downey, CA 90242	501(c)(3)	Rancho Rehabilitation Revolution (R3)	$175,000 00
24	MetroCare Regional Health System 1000 W Carson St Torrance CA 90509	501(c)(3)	MetroCare An Integrated Delivery System	$333 333 00
25	Los Angeles Jewish Home for the Aging Corporate Office 7150 Tampa Ave Reseda, CA 91335	501(c)(3)	Brandman Centers for Senior Care PACE	$150 000 00
26	New Directions, Inc 11303 Wilshire Blvd VA Bldg 116 Los Angeles, CA 90073-1003	501(c)(3)	The New Generations Program Pilot Program for Veterans	$250 000 00
27	Northridge Hospital Medical Center 18300 Roscoe Blvd Northridge, CA 91328	501(c)(3)	Interdisciplinary Palliative Care Services Program	$349,265 00
28	Northridge Hospital Foundation 18300 Roscoe Blvd Northridge CA 91328	501(c)(3)	Memorial Contribution In Memory of Carl C Cannata	$5,000 00
29	Providence Tarzana Medical Center 18321 Clark St Tarzana, CA 91356	501(c)(3)	Comprehensive Colorectal Care Program	$295,844 00
30	Providence Little Company of Mary Medical Center Torrance 4101 Torrance Blvd Torrance, CA 90503	501(c)(3)	Improving Clinical Outcomes through Interdisciplinary Clinical Simulation	$349,565 00
31	David Geffen School of Medicine at UCLA, Department of Family Medicine 10833 Le Conte Avenue Box 951683 Los Angeles, CA 900095-1683	501(c)(3)	International Medical Graduate (IMG) Program Scholarship (2010-2011)	$50 000 00
32	David Geffen School of Medicine at UCLA 10833 Le Conte Ave , Ste 12-138CHS Los Angeles, CA 90095	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
33	UCI School of Medicine 252 Irvine Hall Irvine CA 92697-3950	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00
34	UCI School of Medicine 252 Irvine Hall Irvine, CA 92697-3950	501(c)(3)	Comprehensive Community Response to Elder Abuse Target Orange County	$240,000 00
35	University of California, San Francisco San Francisco, CA 94143	501(c)(3)	Palliative Care Quality Network (PCQN)	$340,090 00
36	Mattel Children's Hospital at UCLA 757 Westwood Plaza Los Angeles, CA 90095	501(c)(3)	Fit for Los Angeles	$249,094 00
37	David Geffen School of Medicine at UCLA 10833 Le Conte Ave , Ste 12-138CHS Los Angeles, CA 90095	501(c)(3)	Partnership for Community Wellness	$274,828 00
38	Santa Monica-UCLA Medical Center and Orthopaedic Hospital 1250 16th Street Santa Monica, CA 90404	501(c)(3)	Rape Treatment Center (RTC) School Program	$129,247 00
39	UCI School of Medicine 252 Irvine Hall Irvine, CA 92697-3950	501(c)(3)	Program to Integrate Bedside Ultrasound in Medical Education and Clinical Practice	$214 500 00
40	LAC + USC Medical Center 1200 N State St Los Angeles, CA 90033	501(c)(3)	Clinical Pastoral Education Program	$100 000 00
41	St Francis Medical Center 3630 E Imperial Highway Lynwood, CA 90262-2636	501(c)(3)	Initiative for Nursing Development (IND)	$53,707 00
42	St Joseph Health System 500 S Main St Suite 1000 Orange, CA 92868	501(c)(3)	HealthPresence	$267,320 00
43	St Mary Medical Center 1050 Linden Avenue Long Beach CA 90813-3321	501(c)(3)	Love Your Heart Program Expansion	$175 000 00
44	Shriners Hospitals for Children - Los Angeles 3160 Geneva Street Los Angeles, CA 90020	501(c)(3)	PUSH Project to Utilize Shriners Healthcare	$150,000 00
45	Torrance Memorial Medical Center 3330 Lomita Blvd Torrance, CA 90505-3073	501(c)(3)	RN/CNA Education Program for Prevention of Hospital-Acquired Pressure Ulcers (HAPU)	$174 777 00
46	United States Veterans Initiative Corporate Office 800 W Sixth St , Suite 1505 Los Angeles, CA 90017	501(c)(3)	Veterans Re-Entry Project	$124,360 00
47	USC School of Pharmacy 1985 Zonal Ave Los Angeles, CA 90089-9121	501(c)(3)	Pharmacist Clinical Service Delivery Expansion and Medication Safety Improvement	$167,004 00
48	USC Norris Cancer Hospital 1441 Eastlake Ave Los Angeles, CA 90033	501(c)(3)	Cancer Research	$5 000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
49	Keck School of Medicine of USC 1975 Zonal Ave , KAM415 Los Angeles, CA 90089	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00
50	Keck School of Medicine of USC 1975 Zonal Ave , KAM415 Los Angeles, CA 90089	501(c)(3)	Galaxy Health Care (GHC)	$247,727 00
51	Keck School of Medicine of USC 1975 Zonal Ave , KAM415 Los Angeles, CA 90089	501(c)(3)	Elder Abuse Forensic Center	$200,000 00
52	USC Leonard Davis School of Gerontology Ethel Percy Andrus Gerontology Center 3715 McClintock Avenue Los Angeles, CA 90089-0191	501(c)(3)	Gerontology Research and Education	$6,500 00
53	Valley Presbyterian Hospital 15107 Vanowen Street Van Nuys, CA 91405	501(c)(3)	Clinical Practice Re-Design (CPR)	$228 509 00
54	West Coast Sports Medicine Foundation 1200 Rosecrans Ave , Suite 206 Manhattan Beach, CA 90266	501(c)(3)	Team to Win	$228 000 00
55	Western University of Health Sciences 309 E Second St Pomona, CA 91766	501(c)(3)	Medical Student Scholarship (2010-2011)	$50,000 00
56	The Alliance for Children's Rights 3333 Wilshire Blvd , Ste 550 Los Angeles CA 90010-4111	501(c)(3)	Connecting to Healthier Futures	$100,000 00
57	Health Services Academy High School 12226 S Western Ave Los Angeles, CA 90047	501(c)(3)	Work-Based Learning (WBL) Program	$29,000 00
58	Best Buddies California 5601 W Slauson Ave, Suite 255 Culver City, CA 90230	501(c)(3)	Programs for Persons with Developmental Disabilities	$50 00
59	Bet Tzedek - The House of Justice 145 S Fairfax Ave , Suite 200 Los Angeles, CA 90036	501(c)(3)	Transitions	$352,065 00
60	California Science Center 700 Exposition Park Drive Los Angeles, CA 90037	501(c)(3)	Science Education	$5,000 00
61	California State University Northridge 18111 Nordhoff St Northridge, CA 91330-8215	501(c)(3)	Recruiting and Retaining Underrepresented Nutrition Students & Advancing Their Professional Competencies in the Area of Breastfeeding Education Through Experiential Learning	$180,000 00
62	Children's Bureau 1910 Magnolia Ave Los Angeles, CA 90007	501(c)(3)	Health Access	$50 000 00
63	Children's Bureau 1910 Magnolia Ave Los Angeles, CA 90007	501(c)(3)	Programs and Health Services for Children, Youth & Families	$5,250 00
64	Children's Burn Foundation 5000 Van Nuys Blvd , Suite 450 Sherman Oaks, CA 91403-1784	501(c)(3)	Post-Discharge Needs of Burned Children	$1,000 00

	Grantee Name *Grantee Address*	Status	Purpose of the Grant	Amount
65	Children's Institute, Inc 711 S New Hampshire Ave Los Angeles, CA 90005	501(c)(3)	Bilingual Internship Program	$76,124 00
66	Child Welfare Initiative 888 West Sixth St , Suite 700 Los Angeles, CA 90017	501(c)(3)	Expansion of Intensive Treatment Foster Care (ITFC)	$150,000 00
67	Corporation for Supportive Housing 50 Broadway, 17th Floor New York, NY 10004	501(c)(3)	Multi-Systems Collaboration to Identify and House Frequent Users of Emergency Rooms	$160,000 00
68	Damien High School 2280 Damien Ave La Verne, CA 91750	501(c)(3)	Health Curriculum	$100 00
69	Executive Service Corps of Southern California 1000 N Alameda St , Suite 330 Los Angeles, CA 90012	501(c)(3)	Charles Drew University Management Assistance Program (Phase II and III)	$75,000 00
70	Executive Service Corps of Southern California 1000 N Alameda St , Suite 330 Los Angeles, CA 90012	501(c)(3)	Consulting Services for Health-Related Organizations	$2,000 00
71	Grantmakers In Health 1100 Connecticut Ave , NW, Ste 1200 Washington, DC 20036	501(c)(3)	GIH Resource Center on Health Philanthropy & Support Center for Health Foundations (2010)	$10,000 00
72	Grants Managers Network 1101 14th Street, NW, Suite 420 Washington, DC 20005	501(c)(3)	Contributing Organization Membership (2011)	$2,000 00
73	GuideStar 4801 Courthouse St , Suite 220 Williamsburg, VA 23188	501(c)(3)	Member Support (2011)	$1,500 00
74	Helen Keller International 352 Park Avenue South, Suite 1200 New York, NY 10010	501(c)(3)	ChildSight Los Angeles	$40,000 00
75	Homeboy Industries 130 W Bruno St Los Angeles, CA 90012	501(c)(3)	Technical Assistance	$10,000 00
76	House Research Institute 2100 W Third St Los Angeles, CA 90057	501(c)(3)	It's How You Listen That Counts Teen Hearing Conservation Program	$100,000 00
77	Junior Blind of America 5300 Angeles Vista Blvd Los Angeles, CA 90043	501(c)(3)	After School Enrichment Program	$115,000 00
78	KCRW Foundation 1900 Pico Blvd Santa Monica, CA 90405	501(c)(3)	Health Related Programming	$50 00
79	KPCC Southern California Public Radio 474 S Raymond Ave Pasadena, CA 91105	501(c)(3)	Healthcare Broadcasting	$120 00
80	Lamp Community 526 San Pedro St Los Angeles, CA 90013	501(c)(3)	Wellness Center Benefits Advocacy Initiative	$50,000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
81	LA's BEST 200 N Spring St , Suite M-120 Los Angeles CA 90012	501(c)(3)	Healthy Children/Healthy Futures Campaign	$5,200 00
82	LeRoy Haynes Center 233 W Baseline Rd Box 400 La Verne, CA 91750	501(c)(3)	Health Related Programs for the Development of Children	$5,000 00
83	Lestonnac Free Clinic 1215 E Chapman Ave Orange, CA 92866	501(c)(3)	Mi Corazon/Mi Vida Program	$10,000 00
84	Library Foundation of Los Angeles 630 W Fifth St Los Angeles, CA 90071	501(c)(3)	General Support	$50 00
85	Los Angeles Child Guidance Clinic 3031 S Vermont Ave Los Angeles, CA 90007	501(c)(3)	Programs and Health Services for Children, Youth and Families	$500 00
86	Los Angeles Christian Health Centers 311 Winston St Los Angeles CA 90013	501(c)(3)	Patient Care Team Redesign	$133 300 00
87	Marlborough School 250 S Rossmore Ave Los Angeles, CA 90004	501(c)(3)	Health Education	$4 000 00
88	MOMS Orange County 1128 W Santa Ana Blvd Santa Ana, CA 92703	501(c)(3)	Pregnancy & Diabetes Program	$75,000 00
89	Mount St Mary's College 12001 Chalon Road Los Angeles, CA 90049-1599	501(c)(3)	Nursing Support	$1,500 00
90	Mount St Mary's College 12001 Chalon Road Los Angeles, CA 90049-1599	501(c)(3)	Robert E & Jacqueline Powers Doud Scholarship	$750 00
91	National Institute of Transplantation S Mark Taper Foundation Transplant Center 2200 W 3rd St , Ste 100 Los Angeles, CA 90057	501(c)(3)	Kidney Transplant Video Novela Project	$408,537 00
92	National Institute of Transplantation S Mark Taper Foundation Transplant Center 2200 W 3rd St , Ste 100 Los Angeles, CA 90057	501(c)(3)	The Advancement of the Art and Science of Organ Transplantation	$2,500 00
93	Pasadena Waldorf School 209 E Mariposa St Altadena, CA 91001	501(c)(3)	Health Education	$1,000 00
94	Polytechnic School 1030 E California Blvd Pasadena, CA 91106-4042	501(c)(3)	Health Education	$1,000 00
95	QueensCare Family Clinics 1300 N Vermont Ave , Suite 1002 Los Angeles, CA 90027	501(c)(3)	Pediatric Asthma Disease Management (PADM) Program	$132 500 00
96	Pardee RAND Graduate School 1776 Main Street Santa Monica, CA 90407	501(c)(3)	Health Education	$2 000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
97	Saint Mary's Academy 701 Grace Ave Inglewood, CA 90301	501(c)(3)	Health Careers Program	$30,000 00
98	St Mary's Mission Highway 1, P O Box 189 Redlake, MN 56671	501(c)(3)	Health Curriculum	$50 00
99	Santa Barbara Cottage Hospital P O Box 689 Pueblo at Bath Street Santa Barbara, CA 93102	501(c)(3)	Cottage Children's Hospital Pediatric Diabetes Outpatient Clinic	$75,000 00
100	Scholarship Foundation of Santa Barbara P O Box 3620 Santa Barbara, CA 93130	501(c)(3)	Scholarship Support, Health Care Careers	$3,000 00
101	Southern California College of Optometry 2575 Yorba Linda Blvd Fullerton CA 92831-1699	501(c)(3)	Establishing Optometry Services at JWCH Institute's Center for Community Health	$172 192 00
102	Southern California Grantmakers 1000 N Alameda St, Suite 230 Los Angeles, CA 90012	501(c)(3)	Annual Membership (2011)	$10 000 00
103	Southern California Grantmakers 1000 N Alameda St, Suite 230 Los Angeles, CA 90012	501(c)(3)	Skills Building Programs and Training	$20,000 00
104	St Columbkille School 145 W 64th Street Los Angeles CA 90003	501(c)(3)	Health Programs Curriculum	$250 00
105	Stanford University 450 Serra Mall Stanford CA 94305	501(c)(3)	Health Education	$2,000 00
106	United States Veterans Initiative Corporate Office 800 W Sixth St, Suite 1505 Los Angeles, CA 90017	501(c)(3)	Veterans Healthcare Services	$250 00
107	United Way of Greater Los Angeles 1150 S Olive St, Suite T500 Los Angeles, CA 90015	501(c)(3)	Support for the Long Beach Ronald McDonald House	$25,000 00
108	USC School of Policy, Planning and Development Lewis Hall 312 Los Angeles, CA 90089	501(c)(3)	The Center on Philanthropy & Public Policy's Los Angeles Foundation Leadership Group (2010-2011)	$10 000 00
109	Venice Family Clinic 604 Rose Ave Venice, CA 90291	501(c)(3)	Increasing Access to Dental Care by Creating a Dental Home	$165 000 00
110	The Weingart Center Association 566 S San Pedro St Los Angeles, CA 90013	501(c)(3)	AmeriCorps Hope for the Homeless Program	$80,000 00
111	The Wellness Community - South Bay Cities 109 W Torrance Blvd Redondo Beach, CA 90277	501(c)(3)	Psychosocial Cancer Support Program	$35,000 00
112	W O R K S 795 N Avenue 50 Los Angeles, CA 90042	501(c)(3)	Targeted Nutrition Programs to Improve Overall Health and Wellbeing	$100,000 00

	Grantee Name Grantee Address	Status	Purpose of the Grant	Amount
113	The Wounded Warrior Project 7020 A C Skinner Pkwy, Suite 100 Jacksonville, FL 32256	501(c)(3)	General Support	$7,000 00
114	Westchester Family YMCA 8015 S Sepulveda Blvd Los Angeles, CA 90045	501(c)(3)	Annual Support Campaign	$25 00
115	Young & Healthy P O Box 93397 Pasadena, CA 91109-3397	501(c)(3)	Alma Stokes Healing Fund	$20,000 00
				$12,705,419 00

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MUSICK PEELER & GARRETT LLP	$ 5,743.	$ 5,743.		
STROOCK & STROOCK & LAVAN	5,143.	5,143.		
TESSER & RUTTENBERG	1,120.	1,120.		
TOTAL	$ 12,006.	$ 12,006.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LARUE CORRIGAN MCCORMICK & TEASDALE LLP	$ 46,375.	$ 23,188.		$ 23,187.
TOTAL	$ 46,375.	$ 23,188.	$ 0.	$ 23,187.

STATEMENT 3
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
ARTIS TECHNOLOGY	$ 135,314.	$ 135,314.		
BARROW HANLEY INVESTMENT MNGT	103,511.	103,511.		
BARROW HANLEY MEWHINNEY & STRAUSS	44,446.	44,446.		
BNY MELLON	143,229.	143,229.		
CANTEBURY CONSULTING, INC.	153,885.	153,885.		
CAUSEWAY CAPITAL MANAGMENT	101,826.	101,826.		
CRAMER ROSENTHAL MCGLYNN	112,641.	112,641.		
EURO PACIFIC MANAGEMENT	69,170.	69,170.		
GIOVINE INVESTMENT	133,112.	133,112.		
GOLDEN TREE OFFSHORE FUND	60,395.	60,395.		
HS MANAGEMENT PARTNERS	134,312.	134,312.		
JP MORGAN SLP III	36,489.	36,489.		
KING STREET CAPITAL	160,830.	160,830.		
KINGDON CAPITAL MANAGEMENT	12,109.	12,109.		
LAZARD ALTERNATIVE	23,858.	23,858.		
LAZARD EM MANAGEMENT	101,647.	101,647.		
MADISON STREET	127,606.	127,606.		
OAK HILL CAPITAL III	644.	644.		
OAKTREE FUND IV	47,018.	47,018.		
OCM FUND VII	33,693.	33,693.		
OCM OPPORTUNITIES FUND VII	35,587.	35,587.		
OTHER INVESTMENT & CUSTODIAL FEES	202,589.	202,589.		
PACIFIC INVESTMENT MANAGEMENT	237,594.	237,594.		
PAYDEN MANAGEMENT	20,021.	20,021.		
RLH INVESTORS	373,602.	373,602.		

STATEMENT 3 (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
SHUMWAY CAPITAL MANAGEMENT	$ 36,560.	$ 36,560.		
SIGULAR GUFF BRIC FUND II	26,395.	26,395.		
SOUTHPORT ENERGY	54,942.	54,942.		
TRANSAMERICA INVESTMENT MNGT	44,824.	44,824.		
VAUGHN NELSON MANAGEMENT	95,955.	95,955.		
WESTERN ASSET MANAGEMENT	92,344.	92,344.		
WILLIAM BLAIR & COMPANY	110,860.	110,860.		
YORK CREDIT OPPORTUNITIES	191,741.	191,741.		
TOTAL	$ 3,258,749.	$ 3,258,749.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA REGISTRATION TAXES	$ 255.	$ 255.		
COUNTY BUSINESS TAX	381.	381.		
FEDERAL EXCISE TAX	160,000.	160,000.		
PAYROLL TAXES	52,329.	26,165.		$ 26,164.
TOTAL	$ 212,965.	$ 186,801.	$ 0.	$ 26,164.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO STIPEND	$ 24,000.	$ 9,600.		$ 14,400.
BANK AND PAYROLL SERVICES FEES	1,732.	866.		866.
BOND FEES	10,215.	10,215.		
CONSULTANTS	2,000.			2,000.
COURIER	1,509.	755.		754.
DUES & SUBSCRIPTIONS	4,182.	1,170.		3,012.
EQUIPMENT RENTAL	7,255.	3,628.		3,627.
INSURANCE	79,426.	39,713.		39,713.
MAINTENANCE, REPAIRS & UTILITIES	33,862.	16,931.		16,931.
PARKING VALIDATIONS	1,297.			1,297.
POSTAGE	1,064.	532.		532.
PROFESSIONAL DEVELOPMENT	15,805.	13,000.		2,805.
RECORD STORAGE	13,989.	13,989.		
SUPPLIES	12,260.	6,130.		6,130.
TELEPHONE	11,225.	5,613.		5,612.
WORKER'S COMP INSURANCE	9,279.	4,640.		4,639.
TOTAL	$ 229,100.	$ 126,782.	$ 0.	$ 102,318.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TRANSAMERICA EQUITY FUND	MKT VAL	$ 0.	$ 0.
CRAMER ROSENTHAL	MKT VAL	12,162,060.	12,162,060.
BARROW HANLEY	MKT VAL	13,406,035.	13,406,035.
WILLIAM BLAIR INTL	MKT VAL	9,096,357.	9,096,357.
CAUSEWAY CAP INTL	MKT VAL	8,563,062.	8,563,062.
P A A M CO	MKT VAL	9,455,280.	9,455,280.
AETOS	MKT VAL	8,909,951.	8,909,951.
W A M C O	MKT VAL	21,154,297.	21,154,297.
VAUGHN NELSON	MKT VAL	7,608,555.	7,608,555.
EURO PACIFIC GROWTH	MKT VAL	9,029,855.	9,029,855.
LAZARD EM	MKT VAL	7,179,930.	7,179,930.
PAYMENT EM INCOME	MKT VAL	2,478,482.	2,478,482.
HS MANAGEMENT EQUITY	MKT VAL	17,369,612.	17,369,612.
BRANDYWINE	MKT VAL	16,793,534.	16,793,534.
	TOTAL	$ 143207010.	$ 143,207,010.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO TOTAL RETURN	MKT VAL	$ 48,317,015.	$ 48,317,015.
TRANSAMERICA FIXED INCOME	MKT VAL	0.	0.
	TOTAL	$ 48,317,015.	$ 48,317,015.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCM PRINCIPAL OPPORTUNITIES FUND IV, LP	MKT VAL	$ 2,813,567.	$ 2,813,567.
OCM OPPORTUNITIES FUND VII, LP	MKT VAL	1,661,320.	1,661,320.
RLH INVESTORS II, LP	MKT VAL	4,999,294.	4,999,294.
JP MORGAN SLP III	MKT VAL	3,458,985.	3,458,985.
OAK HILL CAPITAL III	MKT VAL	1,940,341.	1,940,341.
SIGULAR GUFF BRIC FUND II	MKT VAL	2,000,160.	2,000,160.
OCM OPPORTUNITIES FUND VII(B)	MKT VAL	2,117,476.	2,117,476.
GOLDEN TREE OFFSHORE FUND	MKT VAL	4,026,343.	4,026,343.
KING STREET CAPITAL LTD	MKT VAL	6,144,364.	6,144,364.
GIOVINE INVESTORS PARTNERS	MKT VAL	4,439,016.	4,439,016.
SOUTHPORT ENERGY PLUS OFFSHORE	MKT VAL	3,023,098.	3,023,098.
COGENT INV STRATEGIES-MADISON ST	MKT VAL	4,253,543.	4,253,543.
ARTIS TECHNOLOGY	MKT VAL	4,510,467.	4,510,467.
SHUMWAY-SCP OCEAN FUND	MKT VAL	0.	0.
YORK CREDIT OPPS UNIT TRUST	MKT VAL	4,263,538.	4,263,538.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LAZARD EM BOND FUND	MKT VAL	$ 2,413,394.	$ 2,413,394.
M. KINGDON OFFSHORE LTD	MKT VAL	2,573,112.	2,573,112.
JP MORGAN TRANSFER ACCOUNT	MKT VAL	92,688.	92,688.
	TOTAL	$ 54,730,706.	$ 54,730,706.

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 36,174.	$ 34,776.	$ 1,398.	$ 1,398.
MACHINERY AND EQUIPMENT	29,287.	27,176.	2,111.	2,110.
IMPROVEMENTS	31,364.	22,700.	8,664.	8,665.
TOTAL	$ 96,825.	$ 84,652.	$ 12,173.	$ 12,173.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DEFERRED COMPENSATION	$ 268,375.	$ 268,375.
DEPOSITS	9,165.	9,165.
TOTAL	$ 277,540.	$ 277,540.

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

EMPLOYEE SETTLEMENT	$ 507,000.
DEFERRED COMPENSATION	268,375.
ACCRUED BOND FEES	41,432.
OTHER ACCRUED EXPENSES & PAYABLES	372,913.
TOTAL	$ 1,189,720.

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

CHANGE IN ACCOUNTING ESTIMATE		$ 46,851.
	TOTAL	$ 46,851.

STATEMENT 13
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

INTEREST & DIVIDENDS FROM PASS THROUGH INVESTMENTS		$ 189,062.
UNREALIZED LOSS ON INVESTMENTS		15,221,117.
	TOTAL	$ 15,410,179.

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DAVID CARPENTER 800 WILSHIRE BLVE, SUITE 1300 LOS ANGELES, CA 90017	CHAIRMAN & CEO 30	$ 150,000.	$ 22,500.	$ 9,600.
MARY ODELL 800 WILSHIRE BLVE, SUITE 1300 LOS ANGELES, CA 90017	PRESIDENT 40	202,500.	31,875.	9,600.
KATHLEEN SALAZAR 800 WILSHIRE BLVE, SUITE 1300 LOS ANGELES, CA 90017	CFO 40	157,500.	23,625.	0.
DAVID S. CANNOM 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	19,750.	0.	0.
BRADLEY CALL 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	23,500.	0.	0.
LYDIA KENNARD 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	22,500.	0.	0.
CHARLES REED 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	25,250.	0.	0.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KEITH RENKEN 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	$ 24,000.	$ 0.	$ 0.
FRANK SANCHEZ 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	22,750.	0.	0.
JEAN BIXBY SMITH 800 WILSHIRE BLVD, SUITE 1300 LOS ANGELES, CA 90017	DIRECTOR 5	23,250.	0.	0.
	TOTAL	$ 671,000.	$ 78,000.	$ 19,200.

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

NAME OF GRANT PROGRAM:	
NAME:	UNIHEALTH FOUNDATION
CARE OF:	MARY ODELL
STREET ADDRESS:	800 WILSHIRE BLVD., SUITE 1300
CITY, STATE, ZIP CODE:	LOS ANGELES, CA 90017
TELEPHONE:	
FORM AND CONTENT:	GRANT APPLICATION OUTLINE PROVIDED UPON SUBMISSION OF LETTER OF INQUIRY
SUBMISSION DEADLINES:	DETERMINED ON AN ANNUAL BASIS
RESTRICTIONS ON AWARDS:	AWARDS RESTRICTED GEOGRAPHICALLY

.9/30/11 **2010 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE** **PAGE 1**

UNIHEALTH FOUNDATION **95-5004033**

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR
	FORM 199									
	FURNITURE AND FIXTURES									
1	6 LATERAL STEELCASE FILES	6/30/91		3,064			2,436	S/L	20	153
2	9 LATERAL FILES	8/30/91		5,035			5,035	S/L	10	0
3	10 LATERAL FILES	12/30/91		4,474			4,474	S/L	15	0
4	RECEPTION CHAIRS	7/30/98		1,616			1,616	S/L	5	0
5	OFFICE FURNITURE	7/30/95		14,441			14,441	S/L	10	0
6	VERTICAL 4 DRAWER FILE	12/30/99		1,203			1,203	S/L	10	0
11	PROXIMA LSI PROJECTOR	12/30/99		3,768			3,768	S/L	5	0
12	CONF ROOM FURNITRE	4/28/05		2,573			1,393	S/L	10	257
	TOTAL FURNITURE AND FIXTURE			36,174		0	34,366			410
	IMPROVEMENTS									
8	LHI, 800 WILSHIRE	6/30/04		30,427			19,015	S/L	10	3,043
10	LHI, 800 WILSHIRE	11/17/04		937			547	S/L	10	94
	TOTAL IMPROVEMENTS			31,364		0	19,562			3,137
	MACHINERY AND EQUIPMENT									
7	LAPTOP COMPUTERS	2/29/00		6,260			6,260	S/L	3	0
9	COMPUTERS	6/30/04		11,059			11,059	S/L	3	0
13	SOFTWARE	1/24/05		3,831			3,831	S/L	3	0
14	COMPUTER	9/30/05		1,249			1,249	S/L	3	0
15	COMPUTER EQUIPMENT	7/16/09		4,347			2,268	S/L	3	1,449
16	COMPUTER EQUIPMENT	6/18/10		2,541			212	S/L	3	848
	TOTAL MACHINERY AND EQUIPME			29,287		0	24,879			2,297
	TOTAL DEPRECIATION			96,825		0	78,807			5,844
	GRAND TOTAL DEPRECIATION			96,825		0	78,807			5,844

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

UNIHEALTH FOUNDATION

95-5004033

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP. DEPR	PRIOR DEC BAL DEPR	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
	FORM 990/990-PF															
	FURNITURE AND FIXTURES															
1	6 LATERAL STEELCASE FILES	6/30/91		3,064							3,064	2,436	S/L	20		153
2	9 LATERAL FILES	8/30/91		5,035							5,035	5,035	S/L	10		0
3	10 LATERAL FILES	12/30/91		4,474							4,474	4,474	S/L	15		0
4	RECEPTION CHAIRS	7/30/98		1,616							1,616	1,616	S/L	5		0
5	OFFICE FURNITURE	7/30/95		14,441							14,441	14,441	S/L	10		0
6	VERTICAL 4 DRAWER FILE	12/30/99		1,203							1,203	1,203	S/L	10		0
11	PROXIMA LSI PROJECTOR	12/30/99		3,768							3,768	3,768	S/L	5		0
12	CONF ROOM FURNITRE	4/28/05		2,573							2,573	1,393	S/L	10		257
	TOTAL FURNITURE AND FIXTURE			36,174		0	0	0	0	0	36,174	34,366				410
	IMPROVEMENTS															
8	LHI, 800 WILSHIRE	6/30/04		30,427							30,427	19,015	S/L	10		3,043
10	LHI, 800 WILSHIRE	11/17/04		937							937	547	S/L	10		94
	TOTAL IMPROVEMENTS			31,364		0	0	0	0	0	31,364	19,562				3,137
	MACHINERY AND EQUIPMENT															
7	LAPTOP COMPUTERS	2/29/00		6,260							6,260	6,260	S/L	3		0
9	COMPUTERS	6/30/04		11,059							11,059	11,059	S/L	3		0
13	SOFTWARE	1/24/05		3,831							3,831	3,831	S/L	3		0
14	COMPUTER	9/30/05		1,249							1,249	1,249	S/L	3		0
15	COMPUTER EQUIPMENT	7/16/09		4,347							4,347	2,268	S/L	3		1,449
16	COMPUTER EQUIPMENT	6/18/10		2,541							2,541	212	S/L	3		848

2010 FEDERAL BOOK DEPRECIATION SCHEDULE

UNIHEALTH FOUNDATION

95-5004033

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP DEPR	PRIOR DEC BAL DEPR	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
	TOTAL MACHINERY AND EQUIPME			29,287		0	0	0	0	0	29,287	24,879				2,297
	TOTAL DEPRECIATION			96,825		0	0	0	0	0	96,825	78,807				5,844
	GRAND TOTAL DEPRECIATION			96,825		0	0	0	0	0	96,825	78,807				5,844