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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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 DEC 1, 2010, and ending NOV 30, 2011

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

| | | |
|---|--|--|
| Name of foundation THE KENNETH T. AND EILEEN L. NORRIS FOUNDATION | | A Employer identification number 95-6080374 |
| Number and street (or P.O. box number if mail is not delivered to street address) 11 GOLDEN SHORE, SUITE 450 | Room/suite | B Telephone number (562) 435-8444 |
| City or town, state, and ZIP code LONG BEACH, CA 90802 | | C If exemption application is pending, check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 150,708,062. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

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

| | (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 | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | 1,378. | 1,378. | | STATEMENT 1 |
| 4 Dividends and interest from securities | 5,274,807. | 5,212,074. | | STATEMENT 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 25,751. | | | |
| b Gross sales price for all assets on line 6a | 14,787,988. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 25,751. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | <43,640.> | <43,640.> | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | 5,258,296. | 5,195,563. | | |
| 13 Compensation of officers, directors, trustees, etc. | 69,000. | 0. | | 69,000. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees | STMT 4 34,295. | 24,007. | | 10,288. |
| c Other professional fees | STMT 5 40,324. | 40,324. | | 0. |
| 17 Interest | 368. | 368. | | 0. |
| 18 Taxes | STMT 6 96,483. | 4,325. | | 181. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | 55,717. | 27,859. | | 27,858. |
| 21 Travel, conferences, and meetings | 6,579. | 0. | | 6,579. |
| 22 Printing and publications | | | | |
| 23 Other expenses | STMT 7 1,031,708. | 499,827. | | 531,881. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 1,334,474. | 596,710. | | 645,787. |
| 25 Contributions, gifts, grants paid | 6,329,620. | | | 6,329,620. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 7,664,094. | 596,710. | | 6,975,407. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <2,405,798.> | | | |
| b Net investment income (if negative, enter -0-) | | 4,598,853. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |

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**THE KENNETH T. AND EILEEN L. NORRIS
FOUNDATION**

95-6080374

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|-----------------------------|---|---|--------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 478,511. | 67,822. | 67,822. |
| | 2 | Savings and temporary cash investments | | | 2,359,662. | 2,359,662. |
| | 3 | Accounts receivable ▶ 2,565. | | | | |
| | | Less: allowance for doubtful accounts ▶ | | 3,577. | 2,565. | 2,565. |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | 19,263. | 19,263. |
| | 10a | Investments - U.S. and state government obligations STMT 11 | | 1,662,802. | 1,655,082. | 1,817,025. |
| | b | Investments - corporate stock STMT 12 | | 38,052,474. | 41,681,249. | 89,854,880. |
| | c | Investments - corporate bonds STMT 13 | | 57,212,927. | 48,458,666. | 51,193,576. |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other STMT 14 | | 3,004,513. | 3,524,671. | 5,390,444. | |
| 14 | Land, buildings, and equipment: basis ▶ 96,394. | | | | | |
| | Less: accumulated depreciation STMT 15 ▶ 95,640. | | 754. | 754. | 754. | |
| 15 | Other assets (describe ▶ SECURITY DEPOSIT) | | 2,071. | 2,071. | 2,071. | |
| 16 | Total assets (to be completed by all filers) | | 100,417,629. | 97,771,805. | 150,708,062. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 6,865,412. | 7,311,160. | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable | | | | |
| | 22 | Other liabilities (describe ▶ STATEMENT 16) | | 18,921. | 21,839. | |
| | 23 | Total liabilities (add lines 17 through 22) | | 6,884,333. | 7,332,999. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31 | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | 93,533,296. | 90,438,806. | |
| 30 | Total net assets or fund balances | | 93,533,296. | 90,438,806. | | |
| 31 | Total liabilities and net assets/fund balances | | 100,417,629. | 97,771,805. | | |

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 | 93,533,296. |
| 2 | Enter amount from Part I, line 27a | 2 | <2,405,798.> |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 3 | 6,936,841. |
| 4 | Add lines 1, 2, and 3 | 4 | 98,064,339. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 5 | 7,625,533. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 90,438,806. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b SEE ATTACHED STATEMENTS | | | |
| 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 14,787,988. | | 14,762,237. | 25,751. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 25,751. |

| | | | |
|--|---|---|---------|
| 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 | 25,751. |
| 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). If (loss), enter -0- in Part I, line 8 | { } | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2009 | 6,773,688. | 143,173,991. | .047311 |
| 2008 | 8,322,419. | 134,769,530. | .061753 |
| 2007 | 9,074,040. | 169,194,847. | .053631 |
| 2006 | 8,548,288. | 187,496,266. | .045592 |
| 2005 | 8,342,290. | 175,248,251. | .047603 |

| | | |
|---|---|--------------|
| 2 Total of line 1, column (d) | 2 | .255890 |
| 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 | .051178 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 150,286,393. |
| 5 Multiply line 4 by line 3 | 5 | 7,691,357. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 45,989. |
| 7 Add lines 5 and 6 | 7 | 7,737,346. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 6,975,407. |

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.

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

| | | | |
|--|-------------|----|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 91,977. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | 2 | 0. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 3 | 91,977. |
| 3 Add lines 1 and 2 | | 4 | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 5 | 91,977. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a 111,240. | 7 | 111,240. |
| b Exempt foreign organizations - tax withheld at source | 6b | 8 | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 9 | |
| d Backup withholding erroneously withheld | 6d | 10 | 19,263. |
| 7 Total credits and payments. Add lines 6a through 6d | | 11 | 0. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 19,263. Refunded | | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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 | | X |
| 1c 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? If "Yes," attach a detailed description of the activities | | 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 | | X |
| 4a 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? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | 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? If "Yes," complete Part II, col (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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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.NORRISFOUNDATION.ORG</u> | 13 | X | |
| 14 | The books are in care of ► <u>RONALD BARNES, TRUSTEE-EXEC. DIR.</u> Telephone no. ► <u>(562) 435-8444</u> Located at ► <u>11 GOLDEN SHORE, SUITE 450, LONG BEACH, CA</u> ZIP+4 ► <u>90802</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 | 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? See page 20 of 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 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.) N/A | 3b | |
| 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)?

☐ 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)?

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?

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.

| (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 17 | | 69,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

0

Form 990-PF (2010)

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 | 151,598,631. |
| b | Average of monthly cash balances | 1b | 951,744. |
| c | Fair market value of all other assets | 1c | 24,643. |
| d | Total (add lines 1a, b, and c) | 1d | 152,575,018. |
| 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 | 152,575,018. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 2,288,625. |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 150,286,393. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 7,514,320. |

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 | 7,514,320. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 91,977. |
| b | Income tax for 2010. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 91,977. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 7,422,343. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 7,422,343. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 7,422,343. |

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 | 6,975,407. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 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 | 6,975,407. |
| 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 | 5 | 0. |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 6,975,407. |

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 | | | | 7,422,343. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 6,865,438. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 6,975,407. | | | | |
| a Applied to 2009, but not more than line 2a | | | 6,865,438. | |
| 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 | | | | 109,969. |
| 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)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. 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 instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 7,312,374. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b** 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

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 ATTACHED

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

SEE ATTACHED

- c Any submission deadlines:

SEE ATTACHED

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

NONE

| | |
|----------------|--|
| Part XV | Supplementary Information (continued) |
|----------------|--|

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| Name and address (home or business) | | | | |
| a Paid during the year STATEMENT | NONE | PUBLIC CHARITIES | GENERAL | 6,329,620. |
| Total | | | ► 3a | 6,329,620. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | ► 3b | 0. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|-------------------------------|--|--------------------------------------|----------------------------------|
| 1a | 20000 SHS INTEL CORP | P | 04/12/96 | 01/11/11 |
| b | 10000 SHS WAL MART STORES | P | 04/07/09 | 04/11/11 |
| c | 5000 SHS ISHARES MSCI EAFE | P | 10/30/09 | 08/24/11 |
| d | 10000 SHS ISHARES MSCI BRAZIL | P | 12/21/09 | 01/11/11 |
| e | 10000 SHS TJX COS INC | P | 06/18/10 | 01/11/11 |
| f | 15000 SHS BERKSHIRE HATHAWAY | P | 02/23/11 | 08/11/11 |
| g | 1000 MORGAN STANLEY DEAN | P | 06/10/02 | 04/15/11 |
| h | 500 CREDIT SUISSE FB USA | P | 08/02/02 | 11/15/11 |
| i | 300 BOEING CAPITAL CORP. | P | 09/09/02 | 03/01/11 |
| j | 400 CREDIT SUISSE FB USA | P | 07/10/06 | 06/01/11 |
| k | 500 GANNETT CO INC | P | 07/10/06 | 06/01/11 |
| l | 400 WALT DISNEY CO | P | 08/18/06 | 07/15/11 |
| m | 500 GOLDMAN SACHS GROUP | P | 03/20/07 | 01/10/11 |
| n | 500 BEAR STEARNS COS | P | 06/20/07 | 08/15/11 |
| o | 500 BELL SOUTH CORP NT | P | 06/25/07 | 10/17/11 |

| (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 410,995. | | 155,000. | 255,995. |
| b 529,891. | | 543,179. | <13,288.> |
| c 253,977. | | 276,700. | <22,723.> |
| d 771,030. | | 781,580. | <10,550.> |
| e 453,792. | | 463,347. | <9,555.> |
| f 1,045,537. | | 1,258,832. | <213,295.> |
| g 1,000,000. | | 1,000,000. | 0. |
| h 500,000. | | 500,000. | 0. |
| i 300,000. | | 300,000. | 0. |
| j 400,000. | | 400,000. | 0. |
| k 500,000. | | 500,000. | 0. |
| l 400,000. | | 400,000. | 0. |
| m 523,350. | | 502,467. | 20,883. |
| n 500,000. | | 500,000. | 0. |
| o 500,000. | | 500,000. | 0. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 255,995. |
| b | | | <13,288.> |
| c | | | <22,723.> |
| d | | | <10,550.> |
| e | | | <9,555.> |
| f | | | <213,295.> |
| g | | | 0. |
| h | | | 0. |
| i | | | 0. |
| j | | | 0. |
| k | | | 0. |
| l | | | 0. |
| m | | | 20,883. |
| n | | | 0. |
| o | | | 0. |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--------------------------------------|--|--------------------------------------|----------------------------------|
| 1a | 500 HSBC FIN CORP | P | 11/06/07 | 06/01/11 |
| b | 1000 KEY BK N A MTN | P | 01/31/08 | 02/01/11 |
| c | 1000 HSBC FINC CORP NT | P | 01/31/08 | 05/16/11 |
| d | 1000 DOW CHEMICAL CO | P | 11/20/08 | 05/16/11 |
| e | 500 CS FIRST BOSTON USA | P | 11/21/08 | 11/15/11 |
| f | 167 NATL RURAL UTIL NT | P | 11/24/08 | 08/19/11 |
| g | 167 NATL RURAL UTIL NT | P | 11/24/08 | 10/24/11 |
| h | 1000 NATL RURAL UTILS | P | 01/15/09 | 01/18/11 |
| i | 250 BANK OF AMERICA NA | P | 02/05/10 | 01/10/11 |
| j | 1000 CREDIT SUISSE | P | 06/08/11 | 10/19/11 |
| k | MERRILL LYNCH BOND ACTION SETTLEMENT | P | | 12/01/10 |
| l | UNITED HEALTH GROUP SETTLEMENT | P | | 01/03/11 |
| m | ROYAL DUTCH CLASS ACTION SETTLEMENT | P | | 11/23/11 |
| n | INTEGRAL CAPITAL PARTNERS III, LP | P | | |
| o | INTEGRAL CAPITAL PARTNERS III, LP | P | | |

| (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 500,000. | | 500,000. | 0. |
| b 1,000,000. | | 1,000,000. | 0. |
| c 1,000,000. | | 1,000,000. | 0. |
| d 1,000,000. | | 1,000,000. | 0. |
| e 500,000. | | 500,000. | 0. |
| f 173,150. | | 167,000. | 6,150. |
| g 171,180. | | 167,000. | 4,180. |
| h 1,000,000. | | 1,000,000. | 0. |
| i 253,200. | | 250,550. | 2,650. |
| j 938,000. | | 1,049,917. | <111,917.> |
| k 7,865. | | | 7,865. |
| l 3,300. | | | 3,300. |
| m 751. | | | 751. |
| n | | 2,097. | <2,097.> |
| o | | 15,633. | <15,633.> |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 0. |
| b | | | 0. |
| c | | | 0. |
| d | | | 0. |
| e | | | 0. |
| f | | | 6,150. |
| g | | | 4,180. |
| h | | | 0. |
| i | | | 2,650. |
| j | | | <111,917.> |
| k | | | 7,865. |
| l | | | 3,300. |
| m | | | 751. |
| n | | | <2,097.> |
| o | | | <15,633.> |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|-------------------------------------|--|--------------------------------------|----------------------------------|
| 1a | INTEGRAL CAPITAL PARTNERS V, LP | P | | |
| b | INTEGRAL CAPITAL PARTNERS V, LP | P | | |
| c | INTEGRAL CAPITAL PARTNERS VI, LP | P | | |
| d | WHITEHALL STREET REAL ESTATE LP XI | P | | |
| e | WHITEHALL STREET REAL ESTATE LP XI | P | | |
| f | WHITEHALL STREET REAL ESTATE LP XII | P | | |
| g | ENERGY TRANSFER PARTNERS, L.P. | P | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (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 10,384. | | | 10,384. |
| b | | 17,057. | <17,057.> |
| c 141,494. | | | 141,494. |
| d 12. | | | 12. |
| e | | 11,878. | <11,878.> |
| f 52. | | | 52. |
| g 28. | | | 28. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 10,384. |
| b | | | <17,057.> |
| c | | | 141,494. |
| d | | | 12. |
| e | | | <11,878.> |
| f | | | 52. |
| g | | | 28. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|---------|
| 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 | 25,751. |
| 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). If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A |

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Convention | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--------------------------|---------------|--------|-------|------------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1 | LEASEHOLD IMPROVEMENTS | VARIOUS | SL | .000 | | HY16 | 56,322. | | | | 56,322. | 56,322. | | 0. | 56,322. |
| 2 | LEASEHOLD IMPROVEMENTS | 10/01/86 | SL | 10.00 | | HY16 | 8,708. | | | | 8,708. | 8,708. | | 0. | 8,708. |
| 3 | LEASEHOLD IMPROVEMENTS | 12/15/86 | SL | 10.00 | | HY16 | 857. | | | | 857. | 857. | | 0. | 857. |
| 4 | FURNITURE & FIXTURES | 09/01/86 | | 5.00 | | HY16 | 16,753. | | | | 16,753. | 16,753. | | 0. | 16,753. |
| 5 | PAINTINGS | 09/01/86 | | .000 | | HY16 | 754. | | | | 754. | | | 0. | |
| 6 | COMPUTER SOFTWARE | 12/23/98 | SL | 3.00 | | HY16 | 13,000. | | | | 13,000. | 13,000. | | 0. | 13,000. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | | 96,394. | | | | 96,394. | 95,640. | | 0. | 95,640. |

The Kenneth T. & Eileen L. Norris Foundation

I.D. #95-6080374

Charitable Donation Summary - Year End November 30, 2011

| Organization | Deductible Portion | Project Title |
|---|--------------------|--|
| USC/Norris Comprehensive Cancer Center 1975 Zonal Avenue, Suite 415 Los Angeles, CA 90089-9181 | \$ 2,000,000 00 | Norris Foundation Epigenome Center |
| Norris Center for the Performing Arts 27570 Crossfield Drive Rolling Hills Estates, CA 90274 | \$ 150,000 00 | Operating Expenses |
| California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037 | \$ 100,000 00 | Endeavour Decommissioning and Transportation |
| Huntington Library, Art Collections, and Botanical Gardens, The 1151 Oxford Road San Marino, CA 91108 | \$ 100,000 00 | Distinguished Research Fellowship and Endowment at The Huntington |
| American Film Institute 2021 North Western Avenue Los Angeles, CA 90027-1657 | \$ 80,000 00 | AFI Catalog of Feature Films and AFI General Support |
| California Institute of Technology 1200 East California State Boulevard, MC 5-32 Pasadena, CA 91125 | \$ 75,000 00 | Norris Foundation Discovery Fund for Biomedical Science and Technology |
| Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008 | \$ 70,000 00 | Modernization/Transformation of the Visitor Experience at the Museum of Making Music |
| Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008 | \$ 70,000 00 | Modernization/Transformation of the Visitor Experience at the Museum of Making Music |
| USC - Leventhal School of Accounting University of Southern California Citigroup Center Los Angeles, CA 90089-8201 | \$ 60,000 00 | The Scholarships in Honor of Professor Jack Larsen |
| Autry Museum of Western Heritage 4700 Western Heritage Los Angeles, CA 90027-1462 | \$ 50,000 00 | 2011 Masters of the American West Fine Art Exhibition and Sale |
| Blind Childrens Center 4120 Marathon Street Los Angeles, CA 90029 | \$ 50,000 00 | Second Grade Program |
| Los Angeles Biomedical Research Institute 1124 West Carson Street Torrance, CA 90502-2064 | \$ 50,000 00 | Increasing Survival In High Risk Melanoma |
| Natural History Museum of Los Angeles County 900 Exposition Boulevard Los Angeles, CA 90007 | \$ 50,000 00 | School Visits Program |
| Harvey Mudd College 301 Platt Boulevard Claremont, CA 91711 | \$ 40,000 00 | The President's Scholars Program |
| University of Redlands 1200 East Colton Drive P O Box 3080 Redlands, CA 92373-0999 | \$ 40,000 00 | Norris Foundation Junior Research Fellows |
| YMCA - Ketchum/Downtown 401 South Hope Street Los Angeles, CA 90071 | \$ 40,000 00 | Youth and Family Health Initiative |
| Long Beach Aquarium of the Pacific 320 Golden Shore, Suite 150 Long Beach, CA 90802 | \$ 30,000 00 | Ocean Science Education Program |

| | | |
|---|--------------|--|
| Miller Children's Hospital c/o Memorial Medical Center Foundation 2801 Atlantic Avenue Long Beach, CA 90801 | \$ 30,000 00 | Perinatal Special Care Unit for High-Risk Women with Complicated Pregnancies |
| USC - Viterbi School of Engineering 3650 McClintock Avenue OHE 500 Los Angeles, CA 90089-1451 | \$ 30,000 00 | Women in Engineering Program |
| California Academy of Mathematics and Science c/o California State University Dominguez Hills Foundation 1000 East Victoria Street Carson, CA 90747 | \$ 25,000 00 | Biotech Curriculum |
| CSU Long Beach - CSULB Foundation 1250 Bellflower Boulevard BH-387 Long Beach, CA 90840-0116 | \$ 25,000 00 | Support for Multiple Projects |
| Da Camera Society of Mount St Mary's College 10 Chester Place Los Angeles, CA 90007 | \$ 25,000 00 | Chamber Music in Historic Sites |
| Friends of Banning Museum P.O. Box 1927 401 East M Street Wilmington, CA 90748 | \$ 25,000 00 | Banning Heritage Week(s) |
| Long Beach Museum of Art 2300 East Ocean Boulevard Long Beach, CA 90803 | \$ 25,000 00 | Exchange and Evolution World Wide Video Long Beach 1974-1999 |
| Los Angeles Opera 135 North Grand Avenue Los Angeles, CA 90012 | \$ 25,000 00 | LA Opera's Core Education Programs Addressing a Critical Need |
| Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008 | \$ 25,000 00 | Expansion, Modernization, Transformation |
| Occidental College 1600 Campus Road Los Angeles, CA 90041 | \$ 25,000 00 | Norris Science Scholars Program |
| Palos Verdes Peninsula Education Foundation P O Box 2632 Palos Verdes Peninsula, CA 90274 | \$ 25,000 00 | Counseling Staff at the College Career Center at Palos Verdes High |
| Peninsula Friends of the Library P O Box 2361 Palos Verdes Peninsula, CA 90274 | \$ 25,000 00 | Support of Sunday Hours for Peninsula Center Library |
| Pomona College 550 North College Avenue Claremont, CA 91711-6306 | \$ 25,000 00 | Training Future Scientists The Summer Undergraduate Research Program at Pomona College |
| Public Counsel P O Box 76900 Los Angeles, CA 90076 | \$ 25,000 00 | The Vulnerable and At-Risk Children and Youth Program |
| Rancho Los Alamitos Foundation 6400 Bixby Hill Road Long Beach, CA 90815 | \$ 25,000 00 | Operating Support for Educational Programs |
| San Diego Space & Science Foundation Reuben H Fleet Science Center P O Box 33303 San Diego, CA 92163 | \$ 25,000 00 | 'Black Holes Space Warps & Time Twists' |
| Special Olympics Southern California, Inc 6730 East Carson Street Long Beach, CA 90808 | \$ 25,000 00 | School Partnership Program |
| Teach for America-Los Angeles 606 South Olive Street, Suite 300 Los Angeles, CA 90014 | \$ 25,000 00 | Fueling the Leadership Pipeline for Education Reform in Los Angeles |

| | | |
|--|--------------|--|
| The Accelerated School 116 East Martin Luther King, Jr Boulevard Los Angeles, CA 90011 | \$ 25,000 00 | Creative Arts Program |
| USC - School of Pharmacy 1985 Zonal Avenue PSC 502 Los Angeles, CA 90033 | \$ 25,000 00 | Norris Foundation USC STAR Summer Research Scholars Program |
| YMCA - Wilmington 1121 North Avalon Boulevard Wilmington, CA 90744 | \$ 25,000 00 | Wilmington Wins - A Summer Enrichment Program for Kids |
| A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011 | \$ 20,000 00 | General Operating Support |
| American Red Cross of Greater Los Angeles 11355 Ohio Avenue Los Angeles, CA 90025 | \$ 20,000 00 | Prepare LA |
| Angel Flight West, Inc 3161 Donald Douglas Loop South Santa Monica, CA 90405 | \$ 20,000 00 | Wheels Up For Hope |
| Assistance League of Long Beach 6220 East Spring Street Long Beach, CA 90815 | \$ 20,000 00 | Operation School Bell |
| Children of the Night 14530 Sylvan Street Van Nuys, CA 91411 | \$ 20,000 00 | Children of the Night Home |
| City of Hope 1055 Wilshire Boulevard Los Angeles, CA 90017 | \$ 20,000 00 | Optimizing Nanovectors for the Treatment of Brain Cancer |
| Descanso Gardens Guild, Inc 1418 Descanso Drive La Canada Flintridge, CA 91011 | \$ 20,000 00 | The Garden Before the Gardens Educational Series |
| Hillside 940 Avenue 64 Pasadena, CA 91105 | \$ 20,000 00 | Campus Emergency and Safety Preparedness |
| Junior Blind of America 5300 Angeles Vista Boulevard Los Angeles, CA 90043 | \$ 20,000 00 | General Operating Support |
| Las Floristas, Inc c/o Susan Dilday 81905 Mountain View Lane La Quinta, CA 92253 | \$ 20,000 00 | Rancho Los Amigos Medical Center, Pediatric Department Programs |
| Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071 | \$ 20,000 00 | Grandparents and Books |
| Long Beach Day Nursery 1548 Chestnut Avenue Long Beach, CA 90813 | \$ 20,000 00 | Early Intervention Program (EIP) |
| Los Angeles Police Academy Magnet Schools Foundation 1529 Gilcrest Drive Beverly Hills, CA 90210 | \$ 20,000 00 | POPP@ARTC (Police Orientation and Preparation Program at the Ahmanson Recruit Training Center) |
| National Audubon Society, Inc 4700 N Griffith Avenue Los Angeles, CA 90031 | \$ 20,000 00 | Audubon Center at Debs Park |
| Operation Jump Start 3515 Linden Avenue Long Beach, CA 90807 | \$ 20,000 00 | College Access and Success |
| Operation Rainbow 4200 Park Boulevard PMB 157 Oakland, CA 94602 | \$ 20,000 00 | Orthopedic Surgical Medical Missions |
| Palos Verdes Art Center 5504 West Crestridge Road Rancho Palos Verdes, CA 90275 | \$ 20,000 00 | Special Mornings Art Program |

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| Pediatric Therapy Network 1815 West 213th Street, Suite 100 Torrance, CA 90501 | \$ 20,000 00 | Capacity Building - Marketing and Communications |
| San Diego County Medical Society Foundation 5575 Ruffin Road Suite 250 San Diego, CA 92123 | \$ 20,000 00 | Project Access San Diego |
| Scripps College 1030 Columbia Avenue Claremont, CA 91711 | \$ 20,000 00 | Norris Foundation Summer Science Research Fellowships |
| Shriners Hospital for Children 3160 Geneva Street Los Angeles, CA 90020 | \$ 20,000 00 | Child Amputee Prosthetics Project |
| Stone Soup Child Care Programs 15910 Ventura Boulevard, Suite 1702 Encino, CA 91436 | \$ 20,000 00 | Fee Support and Staff Training |
| The Children's Burn Foundation 5000 Van Nuys Boulevard, Suite 450 Sherman Oaks, CA 91403 | \$ 20,000 00 | Full Recovery Medical Program |
| Union Rescue Mission 545 South San Pedro Street Los Angeles, CA 90013 | \$ 20,000 00 | Hope Gardens Family Center -- Transitional Housing for Homeless Women and Children |
| United Through Reading 11750 Sorrento Valley Road, Suite 100 San Diego, CA 92121 | \$ 20,000 00 | Their Three Programs Military Program, Transitions Program and Grandparent Program |
| USC - Flora L Thornton School of Music 840 West 34th Street, MUS 408 Los Angeles, CA 90089-0851 | \$ 20,000 00 | Thornton Outreach Program (TOP) |
| I Have A Dream Foundation - Los Angeles 634 South Spring Street, Suite 812 Los Angeles, CA 90014 | \$ 19,000 00 | Project 14 Summer School Program |
| Council on Foundations P O Box 0021 Washington, DC 20055 | \$ 18,220 00 | 2011 Membership Renewal |
| YMCA - Siskiyou 350 Foothill Drive Yreka, CA 96097 | \$ 16,000 00 | YMCA Craig Hill Youth Activity Center - Youth Program Equipment |
| Assistance League of Southern California 1370 North St Andrew's Place Hollywood, CA 90028 | \$ 15,000 00 | General Operating |
| Boys & Girls Clubs of the Los Angeles Harbor 1200 South Cabrillo Avenue San Pedro, CA 90731 | \$ 15,000 00 | College Bound |
| Braille Institute of America 741 North Vermont Avenue Los Angeles, CA 90029-3594 | \$ 15,000 00 | Braille Literacy Initiative |
| Burn Institute 8825 Aero Drive, Suite 200 San Diego, CA 92123 | \$ 15,000 00 | Burn Survivor Support Program |
| Carnegie Observatories 813 Santa Barbara Street Pasadena, CA 91101 | \$ 15,000 00 | Graduate Research Fellowship Program |
| Children's Hospital of Los Angeles 4650 Sunset Boulevard, #29 Los Angeles, CA 90027 | \$ 15,000 00 | Neuroblastoma Research Program |
| Children's Nature Institute 1910 Magnolia Avenue #403 Los Angeles, CA 90007 | \$ 15,000 00 | Outreach Discovery Program |
| Friends of Cabrillo Marine Aquarium 3720 Stephen M White Drive San Pedro, CA 90731 | \$ 15,000 00 | General Support |

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| Fulfillment Fund 6100 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048 | \$ 15,000 00 | General Operating Support |
| Geffen Playhouse 10886 Le Conte Avenue Los Angeles, CA 90024 | \$ 15,000 00 | Story Pirates Arts Education & Literacy Project |
| Golden West College Foundation 15744 Golden West Street Huntington Beach, CA 92647-2748 | \$ 15,000 00 | Expanded Nursing Program |
| Greater Los Angeles Zoo Association 5333 Zoo Drive Los Angeles, CA 90027-1498 | \$ 15,000 00 | General Support (Capacity Building) |
| Help the Homeless Help Themselves, Inc P O Box 3363 Palos Verdes Peninsula, CA 90274 | \$ 15,000 00 | Homelessness Prevention |
| John Douglas French Alzheimers Foundation 11620 Wilshire Boulevard, Suite 270 Los Angeles, CA 90025 | \$ 15,000 00 | The John Douglas French Distinguished Research Scholar Award |
| Kidspace Children's Museum 480 North Arroyo Boulevard Pasadena, CA 91103 | \$ 15,000 00 | Educational Programming |
| Liberty Painting Corporation P O Box 930 Yreka, CA 96097 | \$ 15,000 00 | Community Exhibition Support |
| Liberty Painting Corporation P O Box 930 Yreka, CA 96097 | \$ 15,000 00 | Operating Support |
| Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036 | \$ 15,000 00 | Evenings for Educators |
| Midnight Mission 601 South San Pedro Street Los Angeles, CA 90014 | \$ 15,000 00 | General Operating Support |
| Military Women In Need 10801 National Boulevard, Suite 560 Los Angeles, CA 90064 | \$ 15,000 00 | General Operating Support |
| Museum of Latin American Art (MoLAA) 628 Alamitos Avenue Long Beach, CA 90802 | \$ 15,000 00 | Aprende con MoLAA/Learn with MoLAA |
| Music Center/Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012 | \$ 15,000 00 | Music Center Admission-Free Family Performance Series and Festival |
| My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361 | \$ 15,000 00 | 2011 My Stuff Bags Program |
| Palos Verdes Peninsula Land Conservancy 916 Silver Spur Road, Suite 207 Rolling Hills Estates, CA 90274-3810 | \$ 15,000 00 | Junior Naturalist Program |
| Palos Verdes Sunset Rotary Charities, Inc 3562 Heroic Drive Rancho Palos Verdes, CA 90275 | \$ 15,000 00 | Project EGO |
| Peninsula Symphony Association P O Box 2602 Palos Verdes Peninsula, CA 90274-8602 | \$ 15,000 00 | Norris Foundation Concert/Concert IV |
| Pepperdine University 24255 Pacific Coast Highway Malibu, CA 90263 | \$ 15,000 00 | University Events Center |
| Polytechnic School 1030 East California Boulevard Pasadena, CA 91106 | \$ 15,000.00 | The Next 100 Years Campaign - Restoration of Gosney Hall |

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| Rady Children's Hospital Foundation 3020 Children's Way, MC 5005 San Diego, CA 92123 | \$ 15,000 00 | Registered Nurse/Respiratory Therapist Residency in Pediatrics Program |
| San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121 | \$ 15,000 00 | Fresh Produce Purchase and Price/Leichtag/Hervey Challenge Grant |
| San Diego Rescue Mission P O Box 80427 San Diego, CA 92138-0427 | \$ 15,000 00 | San Diego Rescue Mission Programs |
| Save-the-Redwoods League 114 Sansome Street Suite 1200 San Francisco, CA 94104 | \$ 15,000 00 | 2011 General Operating Support |
| Students Run LA 5252 Crebs Avenue Tarzana, CA 91356 | \$ 15,000 00 | Training for the Marathon, Training for Life |
| Team Prime Time P O Box 241496 Los Angeles, CA 90024 | \$ 15,000 00 | 'Norris 30' Learning Groups Project |
| The Painted Turtle Gang Camp Foundation 1300 4th Street, Suite 300 Santa Monica, CA 90401 | \$ 15,000 00 | Medical Specialty Camp for Youth with Chronic and Life-Threatening Illnesses |
| The Salvation Army - San Pedro Sage House & Torrance Adult Day Care Center 900 West James M Wood Boulevard Los Angeles, CA 90015 | \$ 15,000 00 | San Pedro Sage House/Torrance Adult Day Care Center |
| The Salvation Army - Sierra del Mar Division 2320 Fifth Avenue San Diego, CA 92101 | \$ 15,000 00 | Meals and More |
| TreePeople, Inc 12601 Mulholland Drive Beverly Hills, CA 90210 | \$ 15,000 00 | Campus Forestry Program |
| University of California - California State Summer School for Mathematics and Science Office of the President 1111 Franklin Street, Room 7202 Oakland, CA 94607-5200 | \$ 15,000 00 | California State Summer School for Mathematics and Science (COSMOS) |
| University of California - Santa Barbara - College of Letters and Science Office of Development 4219 Cheadle Hall Santa Barbara, CA 93106-2013 | \$ 15,000 00 | The Norris Fellowships for Mentorship in Science |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 15,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Radio KUSC 515 South Figueroa Street, Suite 2050 Los Angeles, CA 90071 | \$ 15,000 00 | Classical Music Programming |
| YMCA - San Pedro & Peninsula 301 South Bandini Street San Pedro, CA 90731 | \$ 15,000 00 | Summer Camp - A Life Changing Experience |
| YMCA - Torrance/South Bay 2900 West Sepulveda Boulevard Torrance, CA 90505 | \$ 15,000 00 | Healthy Lifestyles and Youth Fitness Education |
| Boy Scouts of America - Los Angeles Area Council 2333 Scout Way Los Angeles, CA 90026 | \$ 14,000 00 | The Inner City Scouting Program |
| Bring Me A Book Foundation 607 Ruby Street Redondo Beach, CA 90277 | \$ 12,000 00 | Southern California Early Childhood Literacy Initiative |

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| Okizu Foundation 16 Digital Drive, Suite 130 Novato, CA 94949 | \$ | 12,000 00 | Camp Okizu-Oncology Camp |
| A Noise Within 234 South Brand Boulevard Glendale, CA 91204 | \$ | 10,000 00 | Classics Live! |
| Access OC 1901 East Fourth Street, Suite 100 Santa Ana, CA 92705 | \$ | 10,000 00 | Outpatient Surgery Program |
| Activities For Retarded Children 6456 Whitsett Avenue North Hollywood, CA 91606 | \$ | 10,000 00 | A R C |
| Alzheimer's Family Services Center 9451 Indianapolis Avenue Huntington Beach, CA 92646 | \$ | 10,000 00 | Early-Stage Dementia Health Services |
| Art Center College of Design 1700 Lida Street Pasadena, CA 91103 | \$ | 10,000 00 | Scholarships for Public Programs Students, Child Through Adult |
| Best Buddies California 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230 | \$ | 10,000 00 | Best Buddies California Los Angeles/Orange County High School Project |
| Bethune Theatredanse 3342 Barham Boulevard Los Angeles, CA 90068 | \$ | 10,000 00 | Infinite Dreams At Long Beach |
| BookEnds 2957 S Sepulveda Boulevard Los Angeles, CA 90064 | \$ | 10,000 00 | General Support |
| Boys & Girls Clubs of Long Beach 3635 Long Beach Boulevard Long Beach, CA 90807 | \$ | 10,000 00 | Five Core Youth Development Initiative |
| Boys to Men Mentoring 9587 Tropico Drive La Mesa, CA 91941 | \$ | 10,000 00 | School Mentoring Program for At-Risk Middle School Youth |
| Bresee Foundation 184 S Bimini Place Los Angeles, CA 90004 | \$ | 10,000 00 | After-School Youth Development |
| Cabrillo Festival of Contemporary Music 147 South River Street, Suite 232 Santa Cruz, CA 95060 | \$ | 10,000 00 | 2011 Cabrillo Music Festival of Contemporary Music |
| California Institute of the Arts 24700 McBean Parkway Valencia, CA 91355-2340 | \$ | 10,000 00 | Scholarships for Students at CalArts |
| Casa Colina Centers for Rehabilitation P O Box 6001 Pomona, CA 91769-6001 | \$ | 10,000 00 | Children's Services |
| Catalina Island Conservancy 330 Golden Shore, Suite 170 Long Beach, CA 90802 | \$ | 10,000 00 | School and Youth Program Specialist |
| Center Theatre Group 601 West Temple Street Los Angeles, CA 90012 | \$ | 10,000 00 | Education and Community Partnerships |
| Chadwick School 26800 South Academy Drive Palos Verdes Peninsula, CA 90274-3997 | \$ | 10,000 00 | Beyond Tuition Educational Support for Financial Aid Students at Chadwick School |
| Chamber Orchestra of the South Bay P O Box 2095 Palos Verdes Peninsula, CA 90274 | \$ | 10,000 00 | Special COSB Concert at Norris Center |
| Chapman University One University Drive Orange, CA 92866 | \$ | 10,000 00 | Scholarship Fund |
| Child SHARE Program, Inc. 1544 West Glenoaks Boulevard Glendale, CA 91201 | \$ | 10,000 00 | Core Operating Support |

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| Criminal Justice Legal Foundation P O Box 1199 Sacramento, CA 95812 | \$ 10,000 00 | General Support |
| CSU Dominguez Hills Foundation 1000 East Victoria Street Welch Hall 425 Carson, CA 90747 | \$ 10,000 00 | College of Natural and Behavioral Sciences Faculty Release Time Awards |
| CSU Long Beach - Center for First Amendment Studies AS304, 1250 Bellflower Boulevard Long Beach, CA 90840-2407 | \$ 10,000 00 | Report on Suffragists, Patriot Act, and Campaign Reform |
| Descanso Gardens Guild, Inc 1418 Descanso Drive La Canada Flintridge, CA 91011 | \$ 10,000 00 | Education Technology Program 'The Garden Before the Garden' |
| Devil Pups, Inc 3027 Townsgate Road, Suite 210 Westlake Village, CA 91361 | \$ 10,000 00 | 2011 Encampment |
| Elizabeth Glaser Pediatric AIDS Foundation 11150 Santa Monica Boulevard, Suite 1050 Los Angeles, CA 90025 | \$ 10,000 00 | Susie Zeegen Pediatric AIDS Research Fund |
| Exceptional Children's Foundation 8740 Washington Boulevard Culver City, CA 90232 | \$ 10,000 00 | Kayne Eras Center |
| Flintridge Preparatory School 4543 Crown Avenue La Canada Flintridge, CA 91011 | \$ 10,000 00 | Financial Aid Program |
| Ford Theatre Foundation 2580 Cahuenga Boulevard East Hollywood, CA 90068 | \$ 10,000 00 | Big!World!Fun! Family Series |
| Friends of Rancho San Pedro 18127 South Alameda Street Rancho Dominguez, CA 90220 | \$ 10,000 00 | Museum Education and Outreach Programs |
| Grand Vision Foundation 434 West 6th Street San Pedro, CA 90731 | \$ 10,000 00 | Grand Annex Concert Series Featuring Ritmos Latino & Jazz on Sundays |
| HighTech Los Angeles 17111 Victory Boulevard Lake Balboa, CA 91406 | \$ 10,000 00 | HighTech Los Angeles Robotics After School Program |
| Inner-City Arts 720 Kohler Street Los Angeles, CA 90021 | \$ 10,000 00 | Learning and Achieving through the Arts (LATA) |
| Inner-City Filmmakers 3000 West Olympic Boulevard Santa Monica, CA 90404 | \$ 10,000 00 | Inner-City Filmmakers Arts Education, Career Development and Jobs Placement Program |
| International City Theatre P O Box 32069 Long Beach, CA 90832-2069 | \$ 10,000 00 | Operating Support |
| International House of Blues Foundation 7060 Hollywood Boulevard, 2nd Floor Hollywood, CA 90028 | \$ 10,000 00 | IHOBF-Los Angeles 2011 Arts and Cultural Educational Programs |
| Las Floristas, Inc c/o Susan Dilday 81905 Mountain View Lane La Quinta, CA 92253 | \$ 10,000 00 | Scholarship Dinner |
| Long Beach Public Library Foundation 101 Pacific Avenue Long Beach, CA 90822 | \$ 10,000 00 | Long Beach Family Learning Center |
| Long Beach Symphony Association 555 E Ocean Suite 106 Long Beach, CA 90802 | \$ 10,000 00 | 2010-2011 Season Concert and Youth Education Program Support |
| Los Angeles Chamber Orchestra 350 South Figueroa Suite 183 Los Angeles, CA 90071 | \$ 10,000 00 | Meet the Music |

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| Los Angeles Conservancy 523 West Sixth Street, Suite 826 Los Angeles, CA 90014 | \$ 10,000 00 | Education and Outreach |
| Los Angeles County High School for the Arts Foundation Library North, Room 1034 5151 State University Drive Los Angeles, CA 90032 | \$ 10,000 00 | Dance Education |
| Los Angeles Master Chorale Association 135 North Grand Avenue Los Angeles, CA 90012 | \$ 10,000 00 | 22nd Annual High School Choir Festival |
| Los Angeles Orthopaedic Hospital Foundation 2400 South Flower Street Los Angeles, CA | \$ 10,000 00 | Pediatric Fracture Clinics |
| Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012 | \$ 10,000 00 | SummerSounds: Music & Art for Kids at the Hollywood Bowl |
| Los Angeles Regional Foodbank 1734 East 41st Street Los Angeles, CA 90058 | \$ 10,000 00 | Food Distribution Fund |
| Mama's Kitchen 3960 Home Avenue San Diego, CA 92105 | \$ 10,000 00 | Children's Nutritional Health Program |
| MIND Research Institute 3631 South Harbor Boulevard Suite 200 Santa Ana, CA 92704 | \$ 10,000 00 | Improving Children's Lives Through Education |
| National Action Council for Minorities in Engineering, Inc (NACME) 440 Hamilton Avenue, Suite 302 White Plains, NY 10601-1813 | \$ 10,000 00 | NACME Scholars Program |
| Ocean Institute 24200 Dana Point Harbor Drive Dana Point, CA 92629 | \$ 10,000 00 | Watershed Education Program |
| Old Town Music Hall, Inc 140 Richmond Street El Segundo, CA 90245 | \$ 10,000 00 | General Operating Support |
| One Voice 1228 15th Street, Suite C Santa Monica, CA 90404 | \$ 10,000 00 | College Scholars Program |
| Oralingua School for the Hearing Impaired 7056 South Washington Avenue Whittier, CA 90602 | \$ 10,000 00 | Sound Foundation Project |
| Para Los Niños 500 Lucas Avenue Los Angeles, CA 90017 | \$ 10,000 00 | Para Los Niño's K-6 Charter School |
| Pitzer College 1050 N Mills Avenue Claremont, CA 91711-6101 | \$ 10,000 00 | Chicano/Latino Scholarship Fund |
| Port of Los Angeles High School 250 West 5th Street San Pedro, CA 90731 | \$ 10,000 00 | POLAHS Science Department Expansion Physics Laboratory & Curriculum |
| Port of Los Angeles High School 250 West 5th Street San Pedro, CA 90731 | \$ 10,000 00 | Unrestricted |
| Rancho Los Cerritos Foundation 4600 Virginia Road Long Beach, CA 90807 | \$ 10,000 00 | Rancho Los Cerritos Education Programs |
| Reading is Fundamental of Southern California, Inc 7250 Bandini Boulevard Suite 208 Los Angeles, CA 90040 | \$ 10,000 00 | Motivational Reading Program |

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| Ronald McDonald House Charities of San Diego 2929 Children's Way San Diego, CA 92123 | \$ 10,000 00 | Healthy Meals for Families in Medical Crisis |
| Saints Peter and Paul School 706 Bay View Avenue Wilmington, CA 90744 | \$ 10,000 00 | Computer Technology Upgrades, SMART Boards for Classrooms, and New Computer Lab |
| San Diego Hospice Foundation, Inc 4311 Third Avenue San Diego, CA 92103 | \$ 10,000 00 | Palliative Medicine Fellowship Program |
| Shoes That Fit 1420 North Claremont Boulevard, Suite 107B Claremont, CA 91711 | \$ 10,000.00 | Back-to-School and Holiday Shoe Project |
| Southern California Conservatory of Music (SCCM) 22726 Roscoe Boulevard West Hills, CA 91304 | \$ 10,000 00 | Free Access to Music Education (FAME) |
| Southern California Public Radio 89.3 KPCC-FM 474 South Raymond Avenue Pasadena, CA 91105 | \$ 10,000 00 | SCPR/KPCC Education Coverage |
| Sprout Ranch, Inc 42263 50th Street West Suite 610 Quartz Hill, CA 93536 | \$ 10,000 00 | Deaf Kids' Funding Program |
| Stable Hands P O Box 1852 Yreka, CA 96097 | \$ 10,000 00 | Equine Activities Youth Living with Disabilities |
| The Enamelist Society 4817 Delbrook Road Mechanicsburg, PA 17050-3009 | \$ 10,000 00 | Unrestricted |
| The Jester & Pharely Phund P O Box 817 Palos Verdes Estates, CA 90274 | \$ 10,000 00 | Smiles For Kids With Cancer |
| Toberman Settlement House, Inc 131 North Grand Avenue San Pedro, CA 90731 | \$ 10,000 00 | Healthy Living and Learning Educational Program |
| UCLA - The Hammer Museum 10899 Wilshire Blvd Los Angeles, CA 90024 | \$ 10,000 00 | Community Outreach for 'Now Dig This' Art and Black Los Angeles, 1960-1980' |
| University of La Verne 1950 Third Street La Verne, CA 91750 | \$ 10,000 00 | University of La Verne Scholarship Fund |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 10,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 10,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 10,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Men's Crew (Friends of USC Men's Rowing) 1026 West 34th Street Los Angeles, CA 90089-2500 | \$ 10,000 00 | Equipment Repair & Acquisition |

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| USC - Physically Challenged Athletes Scholarship Fund Heritage Hall 203A MC0602 Los Angeles, CA 90089-0602 | \$ 10,000 00 | Physically Challenged Athletes Scholarship Fund |
| USC - The Center on Philanthropy and Public Policy School of Policy, Planning, and Development 650 Childs Way, Room 210 Los Angeles, CA 90089-0626 | \$ 10,000 00 | Philanthropic Partners Program |
| Volunteer Center South Bay-Harbor-Long Beach 1230 Cravens Avenue Torrance, CA 90501 | \$ 10,000 00 | Food For Kids |
| Walter Hoving Home, Inc 127 South El Molino Avenue Pasadena, CA 91101 | \$ 10,000 00 | Meals for Women |
| West Los Angeles Fisher House Foundation 140 S Barrington Avenue Los Angeles, CA 90049 | \$ 10,000 00 | Unrestricted |
| Whittier College 13406 E Philadelphia Street Whittier, CA 90608 | \$ 10,000 00 | Whittier College Transfer Ambassador Program |
| YMCA - West Valley Family Branch 18810 Vanowen Street Reseda, CA 91335 | \$ 10,000 00 | Unrestricted |
| Youth Science Center 16949 Wedgeworth Drive Hacienda Heights, CA 91745 | \$ 10,000 00 | General Operating Support |
| Friends of Santa Ana Zoo 1801 East Chestnut Avenue Santa Ana, CA 92701 | \$ 9,000 00 | Master Graphic Program - Animal Identification |
| Southern California Grantmakers 1000 North Alameda Street Suite 230 Los Angeles, CA 90012 | \$ 8,900 00 | 2011 Membership Renewal |
| California Wildlife Center P.O. Box 2022 Malibu, CA 90265 | \$ 8,000 00 | Animal Care Operations |
| New Visions Foundation 3131 Olympic Boulevard Santa Monica, CA 90404 | \$ 7,500 00 | Center for Educational Opportunity |
| Shakespeare By the Sea 777 Centre Street San Pedro, CA 90731 | \$ 7,500 00 | Shakespeare by the Sea's 2011 Season of Free Shakespeare |
| The Planetary Society 85 South Grand Avenue Pasadena, CA 91106 | \$ 7,500 00 | Planetary Radio |
| Young Musicians Foundation 195 South Beverly Drive, Suite 414 Beverly Hills, CA 90210 | \$ 7,500 00 | Operating Support for Harp In Our Public Schools Project |
| Cats in Need of Human Care - Riverside Chapter 6353 Greyson Way Riverside, CA 92506 | \$ 6,000 00 | Spay/Neuter, Microchip, Rescue and Adoption Expenses |
| 24th Street Theatre 1117 West 24th Street Los Angeles, CA 90007 | \$ 5,000 00 | Saturday Explorer Series |
| AbilityFirst Long Beach Center 3770 East Willow Street Long Beach, CA 90815 | \$ 5,000 00 | Warm Water Aquatics Program |
| Alisa Ann Ruch Burn Foundation 2501 West Burbank Boulevard, Suite 201 Burbank, CA 91505 | \$ 5,000 00 | Southern California Burn Survivor Services |

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| Angels Gate Cultural Center 3601 South Gaffey Street San Pedro, CA 90731 | \$ | 5,000 00 | Artists in Classrooms |
| Arrowhead Arts Association P O Box 1930 Lake Arrowhead, CA 92352 | \$ | 5,000 00 | Arrowhead Arts Music Festival |
| Art & Creativity for Healing 26079 Getty Drive Laguna Niguel, CA 92677 | \$ | 5,000 00 | Healing for Heroes and their Families |
| Balance 4 Kids 4500 Soquel Drive Soquel, CA 95073 | \$ | 5,000 00 | Unrestricted |
| Blind Children's Learning Center 18542-B Vanderlip Avenue Santa Ana, CA 92705 | \$ | 5,000 00 | Therapy Services |
| Boojum Institute for Experiential Education 57705 Ramsey Road Anza, CA 92539 | \$ | 5,000 00 | General Operating Support |
| Boys & Girls Clubs of Pasadena 3230 East Del Mar Boulevard Pasadena, CA 91107 | \$ | 5,000 00 | Unrestricted |
| Boys & Girls Clubs of the South Bay 1220 West 256th Street Harbor City, CA 90710 | \$ | 5,000 00 | Cheryl Green Community Youth Center |
| Center for Educational Leadership 4959 Palo Verde Street, Suite 208C-8 Montclair, CA 91763 | \$ | 5,000 00 | YouthBuild |
| Chadwick School 26800 South Academy Drive Palos Verdes Peninsula, CA 90274-3997 | \$ | 5,000 00 | Scholarship Support |
| Children's Dental Health Association of San Diego 1270 24th Street San Diego, CA 92102 | \$ | 5,000 00 | Support for Children's Dental Health Center |
| Children's Dental Health Clinic 455 East Columbia Street Suite 32 Long Beach, CA 90806 | \$ | 5,000 00 | IV Sedation/Specialty Care Area Program |
| CLARE Foundation 909 Pico Boulevard Santa Monica, CA 90405 | \$ | 5,000 00 | Clarity for Youth Program |
| Claremont Graduate University 165 East Tenth Street Claremont, CA 91711 | \$ | 5,000 00 | Claremont Urban Math Collaborative |
| Claremont McKenna College 850 Columbia Avenue Claremont, CA 91711-6420 | \$ | 5,000 00 | Lowe Institute of Political Economy Unrestricted |
| Cultural Heritage Foundation of Southern California, Inc 3800 Homer Street Los Angeles, CA 90031 | \$ | 5,000 00 | A Golden Vision The Growth of Southern California |
| Cystic Fibrosis Foundation 6420 Wilshire Boulevard, First Floor Los Angeles, CA 90048 | \$ | 5,000 00 | 30th Annual Par Wars Golf Classic & Cystic Fibrosis Gala |
| Dance Peninsula Ballet P O Box 154 Palos Verdes Estates, CA 90274 | \$ | 5,000 00 | 2011 Performance and Outreach Program |
| Dayle McIntosh Center 13272 Garden Grove Boulevard Garden Grove, CA 92843 | \$ | 5,000 00 | Aging With Vision Loss |
| Deaf West Theatre Company 5112 Lankershim Boulevard North Hollywood, CA 91610 | \$ | 5,000 00 | Seasonal Support |

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| Discovery Science Center 2500 North Main Street Santa Ana, CA 92705 | \$ 5,000 00 | Free Professional Development in Science Instruction for K-12 Educators |
| Door of Hope P O Box 90455 Pasadena, CA 91109 | \$ 5,000 00 | General Operating Support |
| Dramatic Results 3310 Lime Avenue Signal Hill, CA 90755 | \$ 5,000 00 | Math in a Basket |
| Education Pioneers 523 West 6th Street #374 Los Angeles, CA 90014 | \$ 5,000 00 | Using Talent to Transform the Los Angeles Education Sector |
| Education Through Music - Los Angeles (ETM-LA) 2501 West Burbank Boulevard #305 Burbank, CA 91505 | \$ 5,000 00 | Expansion of In-School Music Education Program |
| Executive Service Corps of Southern California 1000 North Alameda Street Suite 330 Los Angeles, CA 90012 | \$ 5,000 00 | Scholarship Fund for Community-Based Organizations |
| Fern Street Community Arts, Inc 2801 B Street #18 San Diego, CA 91202-2208 | \$ 5,000 00 | Fern Street Circus After-School Circus Skills Program |
| Foothill Family Service 2500 East Foothill Boulevard, Suite 300 Pasadena, CA 91107 | \$ 5,000 00 | School and Family Effectiveness (SAFE) Program |
| For Inspiration and Recognition of Science and Technology 200 Bedford Street Manchester, NH 03101-1103 | \$ 5,000 00 | Robotics Competition Los Angeles Regional |
| Fresh Start Surgical Gifts 2011 Palomar Airport Road, Suite 206 Carlsbad, CA 92011 | \$ 5,000 00 | Surgery Weekend |
| Friends of Banning Museum P.O. Box 1927 401 East M Street Wilmington, CA 90748 | \$ 5,000 00 | Wisteria Regale |
| Fuller Theological Seminary/Fuller Psychological and Family Services 180 North Oakland Avenue Pasadena, CA 91101 | \$ 5,000 00 | Subsidizing Neuropsychological Assessments for At-Risk Children, Teens, and Young Adults |
| Gabriella Axelrad Education Foundation 639 South Commonwealth Avenue, Suite B Los Angeles, CA 90005 | \$ 5,000 00 | everybody dance! After-School Program |
| Glendale Healthy Kids P O Box 201 Glendale, CA 91209 | \$ 5,000 00 | Virtual Clinic Healthcare Access |
| Heal the Bay 1444 9th Street Santa Monica, CA 90401 | \$ 5,000 00 | Heal the Bay's Santa Monica Pier Aquarium |
| Heart of Los Angeles Youth 2701 Wilshire Boulevard Los Angeles, CA 90057 | \$ 5,000.00 | Bridges Middle School Education Program |
| HNC Support International 2046 Hillhurst Avenue, #28 Los Angeles, CA 90027 | \$ 5,000 00 | Unrestricted |
| House of Hope P O Box 921 San Pedro, CA 90731 | \$ 5,000 00 | 3 (Individual) - 120 Day Primary Treatment Scholarships for Addicted Women |
| Idyllwild Arts Foundation P O Box 38 Idyllwild, CA 92549 | \$ 5,000.00 | 2011 Summer Arts Program |

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| Jumpstart For Young Children, Inc 3540 Wilshire Boulevard Suite 818 Los Angeles, CA 90010 | \$ 5,000 00 | Southern California Program |
| Kids' Community Dental Clinic 400 W Elmwood Avenue Burbank, CA 91506 | \$ 5,000 00 | Dental Treatments for Low Income, Uninsured Children |
| KIPP LA Schools 445 South Figueroa Street Suite 2580 Los Angeles, CA 90071 | \$ 5,000 00 | General Operating Support |
| LA GOAL 4911 Overland Avenue Culver City, CA 90230 | \$ 5,000 00 | Independent Living Skills for Adults with Developmental Disabilities |
| Little Company of Mary Community Health Foundation 1300 West 7th Street San Pedro, CA 90732 | \$ 5,000 00 | Providence Little Company of Mary Women and Children's Clinic |
| Long Beach Bar Foundation 3515 Linden Avenue Long Beach, CA 90807 | \$ 5,000 00 | SHORTSTOP |
| Long Beach Nonprofit Partnership 3635 Atlantic Avenue Long Beach, CA 90807 | \$ 5,000 00 | Capacity Building Support Initiative |
| Los Angeles Education Partnership 1055 West Seventh Street, Suite 200 Los Angeles, CA 90015 | \$ 5,000 00 | Small Schools Initiative |
| Los Angeles Maritime Institute Berth 84 Foot of 6th Street San Pedro, CA 90731 | \$ 5,000 00 | TopSail Youth Program |
| Monarch School Project 808 West Cedar Street San Diego, CA 92101 | \$ 5,000 00 | Core Program Operating Support |
| Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007 | \$ 5,000 00 | Norris Foundation Scholarship for Nursing Students at Mount St. Mary's College |
| Mountains Community Hospital Foundation P.O. Box 1493 Lake Arrowhead, CA 92352 | \$ 5,000 00 | Seismic Upgrade-Phase 1 |
| Museum of Latin American Art (MoLAA) 628 Alamitos Avenue Long Beach, CA 90802 | \$ 5,000 00 | Unrestricted |
| Museum of Tolerance 1399 South Roxbury Drive Los Angeles, CA 90035 | \$ 5,000 00 | Teen Court - SHADES Program |
| Music for All Seasons 336 Park Avenue, Suite 2R Scotch Plains, NJ 07076-1100 | \$ 5,000 00 | Orangewood Children's Home |
| National Multiple Sclerosis Society - Southern California Chapter 2440 South Sepulveda Boulevard, Suite 115 Los Angeles, CA 90064 | \$ 5,000 00 | Free From Falls Program |
| Network for Teaching Entrepreneurship (NTE) Greater Los Angeles Program Office 350 S. Bixel Street, Suite 280 Los Angeles, CA 90017 | \$ 5,000 00 | Greater LA Schools Entrepreneurship Initiative |
| Oceanographic Teaching Stations-Roundhouse Aquarium P.O. Box 1 Manhattan Beach, CA 90267-0001 | \$ 5,000 00 | Free Marine Science and Environmental Education |

| | | |
|--|-------------|---|
| Operation Gratitude 16444 Refugio Road Encino, CA 91436 | \$ 5,000 00 | Unrestricted |
| Outreach Concern, Inc 2030 East Fourth Street, Suite 237 Santa Ana, CA 92705 | \$ 5,000 00 | Outreach Concern Inc Building Capacity to Serve |
| Pacific Clinics 800 South Santa Anita Avenue Arcadia, CA 91006-3555 | \$ 5,000 00 | Transitional Housing Program for Homeless Mentally Ill in South LA |
| Palos Verdes Art Center 5504 West Crestridge Road Rancho Palos Verdes, CA 90275 | \$ 5,000 00 | Unrestricted |
| Palos Verdes Independence Day Celebration Committee P O Box 1182 Palos Verdes Estates, CA 90274 | \$ 5,000 00 | Kenneth T Norris Heritage of Freedom Award - 4th of July 2011 Celebration |
| Pasadena Mental Health Center 1495 North Lake Avenue Pasadena, CA 91104 | \$ 5,000 00 | Apprenticeship Preparation Program |
| Presbyterian Intercommunity Hospital (PIH) 12401 Washington Boulevard Whittier, CA 90602 | \$ 5,000 00 | Care Force One Mobile Health Clinic Initiative Access to Primary Care for Vulnerable Population |
| Project Access 3900 Birch Street, Suite 113 Newport Beach, CA 92660 | \$ 5,000 00 | After-School Tutoring and Enrichment Program |
| Project Angel Food 922 Vine Street Los Angeles, CA 90038 | \$ 5,000 00 | Home-Delivered Meals to People Living with Live- Threatening Illnesses |
| Puente Learning Center 501 South Boyle Avenue Los Angeles, CA 90033 | \$ 5,000 00 | Providing Educational and Workforce Development Programs in East and South Los Angeles |
| R. M Pyles Boys Camp 27211 Henry Mayo Drive Valencia, CA 91355-1009 | \$ 5,000 00 | Unrestricted |
| Red Scarf Society for the Performing Arts P O Box 1824 Yreka, CA 96097 | \$ 5,000 00 | Educational Outreach 2011-12 |
| Reprise Theatre Company 11620 Wilshire Boulevard, Suite 870 Los Angeles, CA 90025 | \$ 5,000 00 | Student Matinee Series |
| San Diego Natural History Museum P O. Box 121390 San Diego, CA 92112-1390 | \$ 5,000 00 | Access to Science Learning |
| San Gabriel Valley Foundation for Dental Health P O Box 99 Temple City, CA 91780 | \$ 5,000 00 | Operations |
| San Marino Guild of the Huntington Memorial Hospital P O Box 80194 San Marino, CA 91108 | \$ 5,000 00 | San Marino Celebrity Series |
| Sequoiah School 535 South Pasadena Avenue Pasadena, CA 91105 | \$ 5,000 00 | 'Hands-On Science' |
| Shasta Regional Community Foundation 1335 Arboretum Drive, Suite B Redding, CA 96033 | \$ 5,000 00 | 'Articipate' Campaign |
| Siskiyou County Library Vestal Foundation P O Box 117 Yreka, CA 96097 | \$ 5,000 00 | Yreka Friends of the Library Funds to be used at the group's discretion for operational costs or book purchases |
| Siskiyou Domestic Violence & Crisis Center 118 Ranch Lane Yreka, CA 96097 | \$ 5,000 00 | Siskiyou Domestic Violence & Crisis Center |

| | | |
|--|-------------|---|
| Siskiyou Performing Arts Center 311 Yreka Street Yreka, CA 96097 | \$ 5,000 00 | Underwrite Production of 'Little Women - A Merry Christmas' |
| South Central LAMP 892 East 48th Street Los Angeles, CA 90011 | \$ 5,000 00 | Family Education Program |
| Southern California Institute of Architecture 960 E Third Street Los Angeles, CA 90013 | \$ 5,000 00 | Unrestricted |
| St Mary Medical Center Foundation 1050 Linden Avenue Long Beach, CA 90813-3393 | \$ 5,000 00 | Breast Cancer Diagnostics for Indigent Women |
| Switzer Learning Center 2201 Amapola Court Torrance, CA 90501-1431 | \$ 5,000 00 | REAL Autism Program |
| The Archer School for Girls 11725 Sunset Boulevard Los Angeles, CA 90045 | \$ 5,000 00 | The Archer School for Girls Financial Aid Program |
| The Catalyst Foundation 44758 Elm Avenue Lancaster, CA 93534 | \$ 5,000 00 | Bartz-Altadonna Community Health Center |
| The Center for the Partially Sighted 6101 W Centinela Avenue, Suite 150 Culver City, CA 90230 | \$ 5,000 00 | Comprehensive Low Vision Rehabilitation |
| The Children's Clinic 2790 Atlantic Avenue Long Beach, CA 90806 | \$ 5,000 00 | Core Operating Support |
| The Gooden Center 191 North El Molino Avenue Pasadena, CA 91101 | \$ 5,000 00 | The Gooden Center Cooperative Scholarship Program |
| The Marianne Frostig Center of Educational Therapy 971 North Altadena Drive Pasadena, CA 91107 | \$ 5,000 00 | Access to Education |
| Thelonious Monk Institute of Jazz 1801 Avenue of the Stars, Suite 302 Los Angeles, CA 90067 | \$ 5,000 00 | Jazz in the Classroom |
| TrinityCare Hospice Foundation 2601 Airport Drive, Suite 230 Torrance, CA 90505-6193 | \$ 5,000 00 | TrinityKids Care |
| TrinityCare Hospice Foundation 2601 Airport Drive, Suite 230 Torrance, CA 90505-6193 | \$ 5,000 00 | Unrestricted |
| UCP Wheels for Humanity 12750 Raymer Street, Unit 4 North Hollywood, CA 91605 | \$ 5,000 00 | Volunteer Program |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 5,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 5,000 00 | Heather Anne Barnes Endowed Scholarship Fund |

| | | |
|--|-------------|--|
| USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071 | \$ 5,000 00 | Heather Anne Barnes Endowed Scholarship Fund |
| USC - Leventhal School of Accounting University of Southern California Citigroup Center Los Angeles, CA 90089-8201 | \$ 5,000 00 | Unrestricted |
| USC - Physically Challenged Athletes Scholarship Fund Heritage Hall 203A MC0602 Los Angeles, CA 90089-0602 | \$ 5,000 00 | Unrestricted |
| Venice Community Housing Corporation 720 Rose Avenue Venice, CA 90291 | \$ 5,000 00 | Venice YouthBuild |
| Venice Family Clinic 604 Rose Avenue Venice, CA 90291 | \$ 5,000 00 | Comprehensive Primary Health Care for Low-Income, Uninsured and Homeless Men and Women |
| Villa Esperanza 2060 E Villa Street Pasadena, CA 91107 | \$ 5,000 00 | Unrestricted |
| Wildlife Waystation 14831 Little Tujunga Canyon Road Angeles National Forest, CA 91342-5999 | \$ 5,000 00 | Unrestricted |
| Wounded Warrior Project P O Box 758517 Topeka, KS 66675-8517 | \$ 5,000 00 | Unrestricted |
| Wounded Warrior Project P O Box 758517 Topeka, KS 66675-8517 | \$ 5,000 00 | Unrestricted |
| Yosemite Institute 28 Geary Street, Suite 650 San Francisco, CA 94108 | \$ 5,000 00 | Field Science Education Scholarships for Underserved Youth |
| Young & Healthy P O Box 93397 Pasadena, CA 91109-3397 | \$ 5,000 00 | Core Program and Operational Support |
| San Pedro Meals on Wheels, Inc 731 South Averill Avenue San Pedro, CA 90732 | \$ 4,000 00 | Humanitarian Gestures |
| Pajaro Valley Unified School District Aptos Junior High School Library 1001 Huntington Drive Aptos, CA 95003 | \$ 3,000 00 | Unrestricted |
| Siskiyou Arts Council P O Box 597 Mt Shasta, CA 96067 | \$ 3,000 00 | Operating Expenses |
| The Saban Free Clinic 8405 Beverly Boulevard Los Angeles, CA 90048 | \$ 3,000 00 | Integrated Health Program |
| Blind Childrens Center 4120 Marathon Street Los Angeles, CA 90029 | \$ 2,500 00 | Unrestricted |
| Liberty Painting Corporation P O Box 930 Yreka, CA 96097 | \$ 2,500 00 | Unrestricted |
| Dientes Community Dental Clinic, Inc 1830 Commercial Way Santa Cruz, CA 95065 | \$ 2,000.00 | Unrestricted |

| | | |
|---|------------------------|---|
| Liberty Painting Corporation P O Box 930 Yreka, CA 96097 | \$ 2,000 00 | Fall Fundraising Event |
| Los Angeles Habilitation House, Inc 8009 Hulbert Avenue Playa Del Rey, CA 90293 | \$ 2,000 00 | Contract Management Services - Outreach & Training Program |
| GuideStar USA, Inc 4801 Courthouse Street Suite 220 Williamsburg, VA 23188 | \$ 1,500 00 | Honorary GuideStar Membership |
| Total | \$ 6,328,620.00 | |
| Plus Philanthropy Roundtable | \$ 1,000 00 | 7200.06 |
| 7200.05 | \$ 6,329,620 00 | 5700.02, 7200.01, 7200.04 |
| Agreed all amounts to board minutes for approvals. | | |

The Kenneth T. and Eileen L. Norris Foundation

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Grant Information

Funding Categories & Acceptance Windows

Community

December 1 - January 31

Cultural (the Arts)

December 1 - January 31

Youth

February 15 - March 31

Medicine

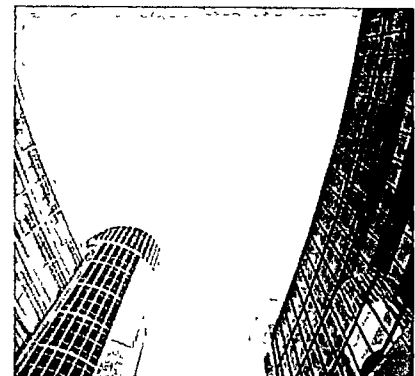
May 1 - June 30

Education/Science

May 1 - June 30

Applicants will receive responses within five months of window closing dates

Also in this section

[Funding Categories](#)[Grant Qualifications](#)[General Guidelines](#)[Application Process](#)[Other Resources](#)

The Kenneth T. and Eileen L. Norris Foundation

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Grant Information

Grant Qualifications

1. Organization must be tax exempt under the Section 501(c)(3) of the Internal Revenue Service Code
2. Most organizations are in the Southern California area
3. The organization should apply within one of the Norris Foundation's funding areas

Community
Cultural
Youth
Medicine
Education/Science

Also in this section

[Funding Categories](#)[Grant Qualifications](#)[General Guidelines](#)[Application Process](#)[Other Resources](#)

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Grant Information

General Guidelines

Because the Norris Foundation provides continuing support for many organizations, few new programs are added to the budget each year

Available funding resources allow approval of only a limited number of requests. A declination should not be considered a reflection upon the merits of the proposal or the related organization

Letters of Inquiry or Intent are not required and will not be accepted in place of a proposal

Qualifying organizations may submit a request once a year and receive no more than one grant per year

Proposals are due by the category's closing date

Applicant will receive an answer within five months of window closing date

A Post-Grant Information Report will be required

Also in this section

[Funding Categories](#)

[Grant Qualifications](#)

[General Guidelines](#)

[Application Process](#)

[Other Resources](#)



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Grant Information

Application Process

Proposal must be structured and include the following

- 1 Grant Application
 - Download Acrobat Fillable Form
 - Download & Complete by Hand
- 2 History and goals of the organization
- 3 Detailed description of the project
- 4 Target and action plan of project, and expected results Be sure to include project budget
- 5 List of other organizations contacted for support of this specific project proposal, and the amount(s) requested from them
- 6 Percentage of revenues coming from federal, state, and local governments
- 7 List of current Board of Directors
- 8 Tax exempt letter from the Internal Revenue Service
- 9 The most recent audited financial statements and IRS form 990
- 10 Any additional information that would support the application

Please address all communications to

Ronald R. Barnes
Executive Director
The Kenneth T. & Eileen L. Norris Foundation
11 Golden Shore, Suite 450
Long Beach, California 90802

Also in this section

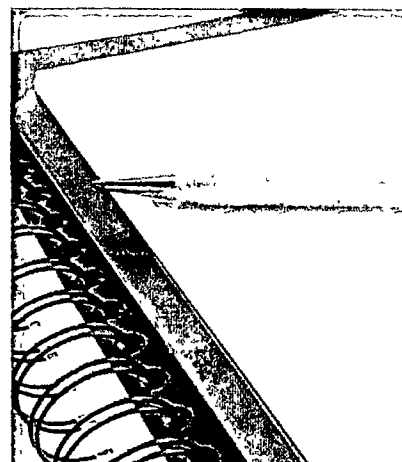
[Funding Categories](#)

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Grant Application

Date _____

Name of Organization_____

Address _____

Mailing Address _____

Name/Title of Contact Person_____

Telephone Number _____

Email Address _____

Website Address _____

Total Organization Budget _____

Project Name_____

Total Project Budget_____

Total Amount of Request _____

Project Period _____

Brief Summary of Request and Proposed Use of Funds(must be completed)_____

[illegible]

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|--|--------|
| CITY NATIONAL BANK | 135. |
| CITY NATIONAL BANK - MONEY MARKET | 1,243. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,378. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|--------------|----------------------------|----------------------|
| CORPORATE BOND AMORTIZATION PREMIUM | <167,838.> | 0. | <167,838.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME - ICP III | <78.> | 0. | <78.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME - ICP III | <44.> | 0. | <44.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME - ICP V | <135.> | 0. | <135.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME - ICP V | <78.> | 0. | <78.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME - ICP VI | <301.> | 0. | <301.> |
| DEDUCTIONS RELATED TO PORTFOLIO INCOME-WHITEHALL XI | <1,267.> | 0. | <1,267.> |
| DIVIDEND INCOME - COMMON STOCK | 2,056,515. | 0. | 2,056,515. |
| DIVIDEND INCOME - MUTUAL FUNDS | 117,465. | 0. | 117,465. |
| ENERGY TRANSFER PARTNERS LP - DIVIDENDS | 329. | 0. | 329. |
| ENERGY TRANSFER PARTNERS LP - INTEREST | 290. | 0. | 290. |
| INTEGRAL CAPITAL PARTNERS V - INTEREST | 8. | 0. | 8. |
| INTEGRAL CAPITAL PARTNERS V - INTEREST | 1. | 0. | 1. |
| INTEGRAL CAPITAL PARTNERS VI, L.P. - INTEREST | 24. | 0. | 24. |
| INTEREST INCOME - CORPORATE BONDS | 3,207,057. | 0. | 3,207,057. |
| MUNICIPAL BOND INTEREST | 63,262. | 0. | 63,262. |
| MUNICIPAL BOND INTEREST AMORTIZATION | <529.> | 0. | <529.> |
| WHITEHALL STREET R/E LTD XI - DIVIDENDS | 96. | 0. | 96. |
| WHITEHALL STREET R/E LTD XI - INTEREST | 18. | 0. | 18. |

| | | | |
|---|------------|----|------------|
| WHITEHALL STREET R/E LTD XII - DIVIDENDS | 5. | 0. | 5. |
| WHITEHALL STREET R/E LTD XII - INTEREST | 7. | 0. | 7. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 5,274,807. | 0. | 5,274,807. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 3 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| WHITEHALL STREET R/E LTD XI-PARTNERSHIP INCOME | 41. | 41. | |
| WHITEHALL STREET R/E LTD XI-OTHER PORTFOLIO INCOME | 45. | 45. | |
| WHITEHALL STREET R/E LTD XI-SEC 988 LOSS | <290.> | <290.> | |
| WHITEHALL STREET REAL ESTATE L.P. XI - OTHER INCOME | 6,339. | 6,339. | |
| WHITEHALL STREET R/E LTD XI - SEC 1231 LOSS | <1,714.> | <1,714.> | |
| WHITEHALL STREET R/E LTD XI - SEC 987 LOSS | <2,455.> | <2,455.> | |
| WHITEHALL STREET REAL ESTATE L.P. XII-PARTNERSHIP INCOME | 4,788. | 4,788. | |
| WHITEHALL STREET REAL ESTATE L.P. XII - OTHER INCOME | 9. | 9. | |
| ENERGY TRANSFER PARTNERS LP - PARTNERSHIP INCOME (LOSS) | <45,921.> | <45,921.> | |
| WHITEHALL STREET R/E LTD XI - OTHER DEDUCTIONS | <4,482.> | <4,482.> | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <43,640.> | <43,640.> | |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 34,295. | 24,007. | | 10,288. |
| TO FORM 990-PF, PG 1, LN 16B | 34,295. | 24,007. | | 10,288. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| CUSTODIAN FEES | 40,324. | 40,324. | | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 40,324. | 40,324. | | | 0. |

| FORM 990-PF | TAXES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| PERSONAL PROPERTY TAXES | 190. | 19. | | | 171. |
| FOREIGN TAX EXPENSE | 4,306. | 4,306. | | | 0. |
| EXCISE TAX | 91,977. | 0. | | | 0. |
| STATE FILING FEE | 10. | 0. | | | 10. |
| TO FORM 990-PF, PG 1, LN 18 | 96,483. | 4,325. | | | 181. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| ADMINISTRATIVE | 990,946. | 495,473. | | | 495,473. |
| PARKING | 3,138. | 1,569. | | | 1,569. |
| INSURANCE | 10,121. | 0. | | | 10,121. |
| EDUCATION | 5,470. | 0. | | | 5,470. |
| TELEPHONE | 1,585. | 0. | | | 1,585. |
| OFFICE EXPENSE | 4,255. | 2,128. | | | 2,127. |
| MISCELLANEOUS | 821. | 657. | | | 164. |
| DUES | 500. | 0. | | | 500. |
| MAINTENANCE | 5,604. | 0. | | | 5,604. |
| ANNUAL REPORT WEBSITE | 9,268. | 0. | | | 9,268. |
| TO FORM 990-PF, PG 1, LN 23 | 1,031,708. | 499,827. | | | 531,881. |

FOOTNOTES

STATEMENT 8

THE FOLLOWING PORTION OF THIS COMPENSATION REPRESENTS AN OUTSIDE CONSULTANT FEE PAID FOR INVESTIGATING CHARITABLE ORGANIZATIONS TO WHICH THE FOUNDATION MAKES OR CONSIDERS MAKING CONTRIBUTIONS:

WILLIAM G. COREY \$36,000

RONALD BARNES AND WALTER ZANINO WERE INDIRECTLY COMPENSATED BY THE KENNETH T. AND EILEEN L. NORRIS FOUNDATION DURING THE TAXABLE YEAR AS EMPLOYEES OF KTN ENTERPRISES, INC., THE CORPORATION WHICH PROVIDES MANAGEMENT SERVICES TO THE FOUNDATION. THE AMOUNT OF THEIR RELATED COMPENSATION FROM THE CORPORATION FOR THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011 WAS \$277,799 AND \$185,213, RESPECTIVELY. RONALD BARNES IS THE SOLE OWNER OF KTN ENTERPRISES, INC.

THE COMPENSATION PAID DIRECTLY OR INDIRECTLY TO THE TRUSTEES WAS REASONABLE AND NECESSARY TO CARRY OUT THE EXEMPT PURPOSE OF THE FOUNDATION AND WAS NOT EXCESSIVE. THEREFORE, THE PAYMENTS OF COMPENSATION WERE NOT ACTS OF SELF-DEALING WITHIN THE MEANING OF REG. 53-4941(D) - (3)(C).

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 9 |
|-------------|--|-----------|---|

| DESCRIPTION | AMOUNT |
|---|------------|
| INTEGRAL CAPITAL PARTNERS V L.P. - UNREALIZED GAIN | 9,694. |
| INTEGRAL CAPITAL PARTNERS V L.P. - UNREALIZED GAIN | 13,952. |
| REVERSAL OF ACCRUAL OF UNPAID GRANTS AT 11/30/10 | 6,865,412. |
| WHITEHALL STREET REAL ESTATE L.P. XI - UNREALIZED GAIN/LOSS | 29,375. |
| INTEGRAL CAPITAL PARTNERS III - UNREALIZED GAIN | 15,256. |
| INTEGRAL CAPITAL PARTNERS V L.P. - BOOK/TAX DIFFERENCE | 3,152. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 6,936,841. |

| | | | |
|-------------|--|-----------|----|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 10 |
|-------------|--|-----------|----|

| DESCRIPTION | AMOUNT |
|--|------------|
| INTEGRAL CAPITAL PARTNERS III - UNREALIZED LOSS | 181. |
| ACCRUAL OF UNPAID GRANTS 11/30/11 | 7,311,160. |
| INTEGRAL CAPITAL PARTNERS V., L.P. - BOOK/TAX DIFFERENCE | 42. |
| WHITEHALL STREET REAL ESTATE L.P. XI - BOOK/TAX DIFFERENCE | 11,339. |
| WHITEHALL STREET REAL ESTATE L.P. XII - BOOK/TAX DIFFERENCE | 4,612. |
| WHITEHALL STREET REAL ESTATE L.P. XII - UNREALIZED GAIN/LOSS | 2,799. |
| INTEGRAL CAPITAL PARTNERS VI., L.P. - BOOK/TAX DIFFERENCE | 89,170. |
| ENERGY TRANSFER PARTNERS LP - BOOK/TAX DIFFERENCE | 5,772. |
| PRIOR PERIOD ADJUSTMENT FOR FEDERAL TAXES | 57,457. |
| ENERGY TRANSFER PARTNERS LP - UNREALIZED LOSS | 143,001. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 7,625,533. |

| | | | |
|-------------|--|-----------|----|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 11 |
|-------------|--|-----------|----|

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| 500M CALIFORNIA ST | | X | 504,146. | 567,335. |
| 600M MODESTO CALIF IRR | | X | 600,000. | 644,190. |
| 500M UNIVERSITY SOUTHERN CA | | X | 550,936. | 605,500. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | | |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | 1,655,082. | 1,817,025. |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 1,655,082. | 1,817,025. |

FORM 990-PF

CORPORATE STOCK

STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------|------------|-------------------|
| 10000 SHS WAL MART STORES | 426,513. | 589,000. |
| 10000 SHS HOME DEPOT | 126,666. | 392,200. |
| 12 SHS BERKSHIRE HATHAWAY | 228,150. | 1,422,000. |
| 12000 SHS AMGEN | 376,624. | 694,920. |
| 12000 SHS COCA-COLA | 137,865. | 806,760. |
| 24000 SHS T. ROWE PRICE | 55,595. | 454,080. |
| 24000 SHS T. ROWE PRICE | 159,375. | 1,362,240. |
| 13 SHS BERKSHIRE HATHAWAY | 333,593. | 1,540,500. |
| 18000 SHS JOHNSON & JOHNSON | 228,640. | 1,164,960. |
| 15000 SHS HOME DEPOT | 79,550. | 588,300. |
| 14000 SHS COCA-COLA | 194,155. | 941,220. |
| 32000 SHS PROCTER & GAMBLE | 204,020. | 2,066,240. |
| 18000 SHS HOME DEPOT | 103,734. | 705,960. |
| 18000 SHS NORTHERN TR CORP | 149,100. | 677,340. |
| 4000 SHS EXXON | 130,564. | 321,760. |
| 4000 SHS EXXON | 86,406. | 321,760. |
| 4000 SHS EXXON | 86,406. | 321,760. |
| 60000 SHS CANADIAN NATL RY | 231,560. | 4,653,600. |
| 24000 INTEL CORP. | 96,938. | 597,840. |
| 24000 SHS COCA-COLA | 173,971. | 1,613,520. |
| 4000 SHS INTEL CORP. | 31,000. | 99,640. |
| 8000 SHS MICROSOFT CORP. | 51,070. | 204,640. |
| 48000 SHS MICROSOFT CORP. | 172,875. | 1,227,840. |
| 48000 SHS T. ROWE PRICE | 174,723. | 2,724,480. |
| 27000 SHS HOME DEPOT. | 170,460. | 1,058,940. |
| 30000 SHS HOME DEPOT | 257,276. | 1,176,600. |
| 6400 SHS EXXON | 138,250. | 514,816. |
| 32000 SHS INTEL CORP. | 233,750. | 797,120. |
| 64000 SHS MICROSOFT CORP. | 334,200. | 1,637,120. |
| 4000 SHS COCA-COLA | 24,843. | 268,920. |
| 4000 SHS COLGATE PALMOLIVE | 154,685. | 366,000. |
| 8000 SHS JOHNSON & JOHNSON | 81,875. | 517,760. |
| 8000 SHS JOHNSON & JOHNSON | 88,675. | 517,760. |
| 8000 SHS PROCTER & GAMBLE | 47,441. | 516,560. |
| 40000 SHS INTEL CORP. | 280,000. | 996,400. |
| 48852 SHS NORTHERN TR CORP | 200,000. | 1,838,301. |
| 5 SHS BERKSHIRE HATHAWAY | 162,750. | 592,500. |
| 5148 SHS NORTHERN TR CORP | 33,290. | 193,719. |
| 1600 SHS EXXON MOBIL | 34,563. | 128,704. |
| 8000 SHS AMGEN | 268,290. | 463,280. |
| 8000 SHS COCA-COLA | 79,490. | 537,840. |
| 8000 SHS COCA-COLA | 106,994. | 537,840. |
| 8000 SHS COLGATE PALMOLIVE | 105,991. | 732,000. |
| 8000 SHS COLGATE PALMOLIVE | 127,053. | 732,000. |
| 16000 SHS JOHNSON & JOHNSON | 87,905. | 1,035,520. |
| 8000 SHS NORTHERN TR CORP | 96,500. | 301,040. |
| 4620 SHS CHEVRONTXACO | 194,908. | 475,028. |

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| 7700 SHS CHEVRONTEXACO | 295,291. | 791,714. |
| 18480 SHS CHEVRONTEXACO | 392,165. | 1,900,114. |
| 6054 SHS PROCTER & GAMBLE | 272,760. | 390,907. |
| 10000 SHS TRANSCANADA PIPELINES | 144,668. | 418,000. |
| 1930 SHS MEDCO HEALTH SOLUTION | 17,598. | 109,373. |
| 20000 SHS TRANSCANADA PIPELINE | 323,126. | 836,000. |
| 5 SHS BERKSHIRE HATHAWAY | 381,055. | 592,500. |
| 5000 SHS COLGATE PALMOLIVE | 292,500. | 457,500. |
| 241 SHS MEDCO HEALTH SOLUTION | 5,693. | 27,315. |
| 1446 SHS MEDCO HEALTH SOLUTION | 6,840. | 81,945. |
| 1446 SHS MEDCO HEALTH SOLUTION | 5,485. | 81,945. |
| 1448 SHS MEDCO HEALTH SOLUTION | 6,992. | 82,058. |
| 1448 SHS MEDCO HEALTH SOLUTION | 6,598. | 82,058. |
| 1448 SHS MEDCO HEALTH SOLUTION | 5,836. | 82,058. |
| 5000 SHS TRANSCANADA PIPELINE | 73,266. | 209,000. |
| 5000 SHS TRANSCANADA PIPELINE | 73,230. | 209,000. |
| 15000 SHS EXXON MOBIL | 732,050. | 1,206,600. |
| 10000 CANADIAN NATL RY | 311,060. | 775,600. |
| 10000 CANADIAN NATL RY | 318,535. | 775,600. |
| 10352 MEDCO HEALTH SOLUTION | 264,272. | 586,648. |
| 10344 ROYAL DUTCH SHELL CLB | 76,549. | 746,733. |
| 2586 ROYAL DUTCH SHELL CLB | 55,437. | 186,683. |
| 5172 ROYAL DUTCH SHELL CLB | 113,568. | 373,367. |
| 7758 ROYAL DUTCH SHELL CLB | 211,425. | 560,050. |
| 5172 ROYAL DUTCH SHELL CLB | 158,952. | 373,367. |
| 3447 ROYAL DUTCH SHELL CLB | 181,032. | 248,839. |
| 4200 SHS CHEVRONTEXACO | 272,706. | 431,844. |
| 5000 SHS COLGATE PALMOLIVE | 330,528. | 457,500. |
| 521 ROYAL DUTCH SHELL CLB | 35,777. | 37,611. |
| 10000 SHS TRANSCANADA PIPELINES | 301,581. | 418,000. |
| 10000 SHS COLGATE PALMOLIVE | 663,398. | 915,000. |
| 10000 SHS AMGEN | 607,544. | 579,100. |
| 10000 SHS CANADIAN NATL RY | 382,602. | 775,600. |
| 5000 SHS CHEVRONTEXACO | 331,462. | 514,100. |
| 5000 SHS COCA-COLA | 239,768. | 336,150. |
| 10000 SHS COLGATE PALMOLIVE | 656,612. | 915,000. |
| 5000 SHS EXXON MOBIL | 400,084. | 402,200. |
| 5000 SHS COLGATE PALMOLIVE | 388,200. | 457,500. |
| 10000 SHS IBM CORP | 1,044,537. | 1,880,000. |
| 5000 SHS ISHARES MSCI EAFE | 0. | 0. |
| 33000 SHS MICROSOFT CORP | 924,300. | 844,140. |
| 10000 SHS NORTHERN TR CORP | 556,877. | 376,300. |
| 20000 SHS POWERSHARES QQQ | 800,000. | 1,127,800. |
| 20000 SHS POWERSHARES QQQ | 837,600. | 1,127,800. |
| 20000 SHS PROCTER & GAMBLE | 1,001,624. | 1,291,400. |
| 13946 SHS PROCTER & GAMBLE | 650,944. | 900,493. |
| 10000 SHS WAL MART STORES | 0. | 0. |
| 20000 SHS WAL MART STORES | 995,438. | 1,178,000. |
| 20000 SHS ABBOTT LABS | 976,360. | 1,091,000. |
| 2000 SHS APPLE INC. COM | 517,910. | 764,400. |
| 5000 SHS APPLE INC. COM | 1,177,344. | 1,911,000. |
| 3000 SHS APPLE INC. COM | 799,148. | 1,146,600. |
| 15000 SHS COCA-COLA | 831,180. | 1,008,450. |
| 15000 SHS DU PONT | 551,637. | 715,800. |

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| 10000 SHS DU PONT | 429,557. | 477,200. |
| 10000 SHS DU PONT | 445,899. | 477,200. |
| 5000 SHS DU PONT | 234,085. | 238,600. |
| 20000 SHS HOME DEPOT | 581,230. | 784,400. |
| 20000 SHS ISHARES DJ SELECT DIV | 917,008. | 1,056,600. |
| 5000 SHS ISHARES DJ SELECT DIV | 241,450. | 264,150. |
| 10000 SHS ISHARES DJ US INDEX | 528,726. | 628,100. |
| 10000 SHS ISHARES DJ US INDEX | 562,342. | 628,100. |
| 10000 SHS ISHARES MSCI BRAZIL | 0. | 0. |
| 8000 SHS JOHNSON & JOHNSON | 512,080. | 517,760. |
| 15000 SHS MCDONALDS CORP COM | 1,064,303. | 1,432,800. |
| 7000 SHS MICROSOFT CORP. | 216,860. | 179,060. |
| 30000 SHS ORACLE | 819,849. | 940,500. |
| 10000 SHS POWERSHARES QQQ | 460,466. | 563,900. |
| 5000 SHS POWERSHARES QQQ | 231,170. | 281,950. |
| 5000 SHS POWERSHARES QQQ | 238,218. | 281,950. |
| 10000 SHS TJX COS INC COM | 0. | 0. |
| 40000 SHS AT&T INC | 1,137,960. | 1,159,200. |
| 3000 SHS CANADIAN NATL RWY | 205,060. | 232,680. |
| 4000 SHS CHEVRONTEXACO | 405,965. | 411,280. |
| 3000 SHS CHEVRONTEXACO | 318,027. | 308,460. |
| 10000 SHS DU PONT | 498,330. | 477,200. |
| 4000 SHS EXXON | 337,060. | 321,760. |
| 10000 SHS INTEL CORP | 232,990. | 249,100. |
| 5000 SHS ISHARES DJ SELECT DIV | 250,200. | 264,150. |
| 12000 SHS ISHARES DJ SELECT DIV | 632,496. | 633,960. |
| 5000 SHS MCDONALDS CORP | 451,781. | 477,600. |
| 10000 SHS ORACLE | 325,337. | 313,500. |
| 10000 SHS POWERSHARES QQQ | 571,000. | 563,900. |
| 2000 SHS POWERSHARES QQQ | 117,427. | 112,780. |
| 5000 SHS ROYAL DUTCH SHELL CLB | 364,947. | 360,950. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 41,681,249. | 89,854,880. |

FORM 990-PF

CORPORATE BONDS

STATEMENT 13

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------|------------|-------------------|
| 400M CREDIT SUISSE FB USA | 0. | 0. |
| 500M WELLS FARGO & CO | 500,704. | 520,985. |
| 300M BOEING CAP CORP | 0. | 0. |
| 500M CREDIT SUISSE FB USA | 0. | 0. |
| 500M GENERAL ELEC CAP CORP | 500,139. | 505,080. |
| 500M GOLDMAN SACHS GROUP | 0. | 0. |
| 500M GOLDMAN SACHS GROUP | 500,263. | 501,540. |
| 500M HEWLETT PACKARD | 502,230. | 516,695. |
| 500M MORGAN ST DEAN WITTE | 500,801. | 503,240. |
| 1000M MORGAN STANLEY DEAN | 0. | 0. |
| 500M SEARS ROEBUCK | 494,140. | 456,250. |
| 500M TAMPA ELECTRIC | 501,939. | 517,815. |

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| 500M VERIZON NEW JERSEY | 477,070. | 502,695. |
| 500M MAY DEPARTMENT STORE | 512,887. | 540,020. |
| 266 BRIT COLUMBIA EMTN | 238,021. | 281,869. |
| 500M GANNETT CO INC | 0. | 0. |
| 400M WALT DISNEY CO | 0. | 0. |
| 500M HSBC FIN CORP | 0. | 0. |
| 500M BEAR STEARNS COS | 0. | 0. |
| 500M BELL SOUTH CORP NT | 0. | 0. |
| 500M VIACOM INC SR NT | 26,043. | 26,777. |
| 500M HOUSEHOLD FIN CORP | 502,643. | 513,420. |
| 500M GE CAPITAL CORP MTN | 501,921. | 522,730. |
| 500M CSX CORP | 495,000. | 542,165. |
| 500M MSDW SUB NT | 483,530. | 479,945. |
| 500M BEAR STEARNS & CO NT | 503,818. | 543,090. |
| 500M CISCO SYSTEMS NOTE | 493,215. | 578,170. |
| 500M AMGEN INC | 502,731. | 566,105. |
| 1000M CATERPILLAR FIN | 1,000,000. | 1,039,260. |
| 500M CITIGROUP INC | 486,540. | 520,340. |
| 500M CITIGROUP INC | 470,655. | 512,160. |
| 500M CS FIRST BOSTON USA | 0. | 0. |
| 500M CS FIRST BOSTON USA | 500,260. | 503,185. |
| 500M DETROIT EDISON CC | 502,149. | 518,820. |
| 1000M DOW CHEM CO | 0. | 0. |
| 1000M FIRST TENN BK | 927,910. | 1,001,510. |
| 1000M GENERAL ELEC CAP | 929,550. | 1,015,140. |
| 1000M GLAXOSMITHKLINE | 992,140. | 1,083,590. |
| 500M HEWLETT PACKARD | 494,835. | 568,290. |
| 500M HOME DEPOT | 471,505. | 571,945. |
| 1000M HSBC FIN CORP | 0. | 0. |
| 500M JOHNSON CTLS INC | 503,397. | 558,575. |
| 1000M JP MORGAN CHASE NT | 1,005,811. | 1,015,860. |
| 1000M KEY BK N A MTN | 0. | 0. |
| 1000M MERRILL LYNCH & CO | 1,006,010. | 1,001,840. |
| 1000M MORGAN STANLEY | 994,100. | 1,005,360. |
| 666M NATL RURAL UTIL NT | 666,814. | 676,490. |
| 1000M SOUTHWESTERN ELEC | 959,300. | 1,083,150. |
| 1000M TARGET CORP | 995,800. | 1,049,640. |
| 500M VERIZON COMMUN INC | 493,850. | 566,660. |
| 1000M NATIONAL RURAL UTILS | 0. | 0. |
| 1000M CITIGROUP INC | 1,001,395. | 1,008,340. |
| 1000M BEAR STEARNS CO INC | 1,002,974. | 1,041,410. |
| 1000M AT&T INC | 1,002,828. | 1,035,130. |
| 1000M WELLS FARGO & CO | 998,000. | 1,041,970. |
| 1000M WELLS FARGO & CO | 977,910. | 1,035,010. |
| 1000M MONUMENTAL GLOBAL FD | 903,190. | 1,056,220. |
| 1000M PRINCIPAL LIFE INC | 918,770. | 1,053,990. |
| 1000M ALLSTATE LIFE GL | 1,000,169. | 1,054,090. |
| 500M XEROX CORP | 502,104. | 525,965. |
| 1000M CME GROUP | 1,013,420. | 1,064,810. |
| 1000M AMERICAN EXPRESS CR | 1,011,005. | 1,079,310. |
| 1000M JP MORGAN CHASE | 993,800. | 1,063,750. |
| 1000M CONOCOPHILLIPS | 1,011,409. | 1,083,030. |
| 1000M US BK NATL ASSN | 1,017,492. | 1,097,790. |
| 1000M GOLDMAN SACHS GROUP | 1,019,622. | 1,025,580. |

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| 500M MORGAN STANLEY | 504,487. | 497,145. |
| 500M NORDSTROM INC | 506,744. | 562,740. |
| 1000M SOUTHTRUST CORP | 962,090. | 1,069,480. |
| 1000M WASTE MGMT INC | 1,023,127. | 1,140,410. |
| 1000M GEN ELEC CAP CORP | 1,000,000. | 1,030,530. |
| 1000M DIAGEO FIN BV | 1,003,245. | 1,130,170. |
| 500M HOME DEPOT INC | 499,665. | 571,945. |
| 500M WELLS FARGO & CO | 507,798. | 561,400. |
| 1000M UBS AG STAMFORD CT | 857,500. | 1,037,000. |
| 500M GENERAL ELEC CAP | 443,245. | 546,380. |
| 500M AMERICAN INT'L GROUP | 512,754. | 479,770. |
| 500M FIRST TENNESSEE BK | 487,500. | 499,880. |
| 500M MORGAN STANLEY | 522,852. | 462,805. |
| 250M BANK OF AMERICA NA | 0. | 0. |
| 500M MORGAN STANLEY | 508,929. | 470,565. |
| 1000M CITIGROUP INC | 1,011,271. | 1,041,740. |
| 500M MORGAN STANLEY | 508,097. | 436,740. |
| 500M AMERICAN INT'L GROUP | 528,682. | 483,285. |
| 500M BANK OF AMERICA CORP | 495,850. | 440,120. |
| 500M GENERAL ELECTRIC CAP CORP | 563,021. | 554,670. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 48,458,666. | 51,193,576. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 14 |
|---|-------------------|------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| 46555 SHS AMERICAN FUNDS NEW PERSPECTIVE FUND | COST | 500,000. | 1,252,802. |
| 19142 SHS AMERICAN FUNDS NEW PERSPECTIVE FUND | COST | 250,000. | 515,114. |
| 16119 SHS AMERICAN FUNDS EURO PAC GROWTH FUND | COST | 250,000. | 590,748. |
| 5000 ISHARES IBOXX HI YLD CORP | COST | 435,077. | 433,000. |
| 5000 ISHARES IBOXX HI YLD CORP | COST | 442,050. | 433,000. |
| INTEGRAL CAPITAL III | COST | 0. | 0. |
| INTEGRAL CAPITAL V | COST | 0. | 0. |
| INTEGRAL CAPITAL VI | COST | 150,766. | 150,456. |
| WHITEHALL STREET REAL ESTATE LP XI | COST | 75,081. | 89,464. |
| ENERGY TRANSFER PARTNERS | COST | 429,177. | 875,200. |
| ISHARES BARCLAYS TIPS BOND | COST | 992,520. | 1,050,660. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 3,524,671. | 5,390,444. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| LEASEHOLD IMPROVEMENTS | 56,322. | 56,322. | 0. |
| LEASEHOLD IMPROVEMENTS | 8,708. | 8,708. | 0. |
| LEASEHOLD IMPROVEMENTS | 857. | 857. | 0. |
| FURNITURE & FIXTURES | 16,753. | 16,753. | 0. |
| PAINTINGS | 754. | 0. | 754. |
| COMPUTER SOFTWARE | 13,000. | 13,000. | 0. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 96,394. | 95,640. | 754. |

FORM 990-PF OTHER LIABILITIES STATEMENT 16

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|------------|------------|
| WHITEHALL STREET REAL ESTATE LP XII - EXCESS BASIS | 18,921. | 21,839. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 18,921. | 21,839. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 17
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|-------------------------------|-------------------|------------------------------|--------------------|
| HARLYNE J. NORRIS 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 5.00 | 4,000. | 0. | 0. |
| WILLIAM G. COREY, M.D. 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 20.00 | 39,000. | 0. | 0. |
| RONALD R. BARNES 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | EXECUTIVE DIRECTOR 35.00 | 4,000. | 0. | 0. |
| LISA HANSEN 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 5.00 | 4,000. | 0. | 0. |
| WALTER ZANINO 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 35.00 | 4,000. | 0. | 0. |
| BRADLEY K. NORRIS 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 5.00 | 4,000. | 0. | 0. |
| JAMES MARTIN 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 5.00 | 4,000. | 0. | 0. |
| KIMBERLEY PRESLEY 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | TRUSTEE 5.00 | 4,000. | 0. | 0. |
| BECKY ACCORDINO 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802 | GRANTS ADMINISTRATOR 35.00 | 2,000. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 69,000. | 0. | 0. |