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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

LA84 FOUNDATION
2141 WEST ADAMS BOULEVARD
LOS ANGELES, CA 90018-2040A Employer identification number
95-3792725B Telephone number (see the instructions)
(323) 730-9600

G Check all that apply

☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 132,625,837.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

109,243.

2 ☒ If the foundation is not req to att Sch B

3 Interest on savings and temporary cash investments

730,247.

730,247.

730,247.

4 Dividends and interest from securities

3,469,019.

3,469,019.

3,469,019.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

217,421.

b Gross sales price for all assets on line 6a 2,852,837.

7 Capital gain net income (from Part IV, line 2)

217,421.

8 Net short-term capital gain

167,070.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

985,988.

907,734.

12 Total. Add lines 1 through 11

5,511,918.

5,324,421.

4,366,336.

13 Compensation of officers, directors, trustees, etc

489,846.

163,184.

265,977.

14 Other employee salaries and wages

1,061,971.

60,685.

838,102.

15 Pension plans, employee benefits

496,001.

60,123.

435,878.

16a Legal fees (attach schedule) SEE ST 2

22,021.

10,518.

11,503.

b Accounting fees (attach sch) SEE ST 3

98,670.

51,370.

47,300.

c Other prof fees (attach sch) SEE ST 4

187,215.

64,994.

122,221.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 5

29,650.

1,587.

19 Depreciation (attach sch) and depletion

19,998.

20 Occupancy

293,918.

21 Travel, conferences, and meetings

59,078.

16,313.

42,765.

22 Printing and publications

3,339.

3,339.

23 Other expenses (attach schedule)

SEE STATEMENT 6

1,422,057.

33,825.

1,388,233.

24 Total operating and administrative expenses. Add lines 13 through 23

4,183,764.

461,012.

3,156,905.

25 Contributions, gifts, grants paid PART XV

2,584,760.

2,943,689.

26 Total expenses and disbursements. Add lines 24 and 25

6,768,524.

461,012.

0.

6,100,594.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,256,606.

b Net investment income (if negative, enter -0-)

4,863,409.

c Adjusted net income (if negative, enter -0-)

4,366,336.

614 2

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	119,289.	118,191.	118,191.
	2 Savings and temporary cash investments	2,691,376.	6,553,652.	6,553,652.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	280,381.	368,520.	368,520.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	42,174,817.	40,469,907.	40,469,907.
	c Investments — corporate bonds (attach schedule)	21,318,450.	18,419,391.	18,419,391.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	69,781,948.	66,027,198.	66,027,198.
	14 Land, buildings, and equipment basis	5,585,679.		
	Less: accumulated depreciation (attach schedule) SEE STMT 7	4,916,701.	688,976.	668,978.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	137,055,237.	132,625,837.	132,625,837.
	17 Accounts payable and accrued expenses	928,399.	894,836.	
	18 Grants payable	1,963,465.	1,610,136.	
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,891,864.	2,504,972.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	134,163,373.	130,120,865.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
BALANCES	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	134,163,373.	130,120,865.	
	31 Total liabilities and net assets/fund balances (see instructions)	137,055,237.	132,625,837.	

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	134,163,373.
2 Enter amount from Part I, line 27a	2	-1,256,606.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	132,906,767.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	2,785,902.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	130,120,865.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	217,421.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	167,070.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	6,480,548.	125,559,874.	0.051613
2009	6,456,944.	118,506,149.	0.054486
2008	8,498,292.	142,833,366.	0.059498
2007	7,420,086.	164,697,125.	0.045053
2006	7,957,773.	157,323,866.	0.050582

2 Total of line 1, column (d)	2	0.261232
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052246
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	132,826,766.
5 Multiply line 4 by line 3	5	6,939,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,634.
7 Add lines 5 and 6	7	6,988,301.
8 Enter qualifying distributions from Part XII, line 4	8	6,100,594.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	97,268.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	97,268.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	97,268.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	122,747.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	122,747.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,479.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 25,479. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.LA84FOUNDATION.ORG	13	X	
14	The books are in care of CONRAD FREUND Telephone no. (323) 730-4604 Located at 2141 WEST ADAMS LOS ANGELES CA ZIP + 4 90018-2040			
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	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

X

If 'Yes' to 6b, file Form 8870.

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

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10				
		489,846.	81,763.	20,000.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. PATRICK ESCOBAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-GRANTS&PRO 40	142,000.	42,040.	6,000.
WAYNE WILSON 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-EDUC SRV 40	126,461.	35,242.	6,000.
GABRIELA TOVAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	MGR-GRANTS&PR 40	106,635.	22,918.	0.
KAREN GODDY 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	ASST. TREASUR 40	71,571.	31,148.	0.
JALAL HAZZARD 2141 W. ADAMS BLVD LOS ANGELES, 90018 90018	PROGRAM OFFIC 40	71,220.	28,669.	0.

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

7

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDNEY CONSULTING 5855 GREEN VALLEY CIRCLE CULVER CITY, CA 90230	IT CONSULTING	60,085.
PAMELA R ROSS, CPA 22739 FEDERALIST ROAD CALABASAS, CA 91302	ACCOUNTING	64,920.
SOCIAL CAPITAL INC 875 N. MICHIGAN AVENUE #1342 CHICAGO, IL 60611	DEVELOPMENT	100,045.
CP TEAM, INC. PO BOX 681 CORONA DEL MAR, CA 92625	CYCLING PROGRAM	66,996.
CAL SOUTH 1029 S. PLACENTA AVENUE FULLERTON, CA 92931	SOCCER PROGRAM	62,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>SPORTS PROGRAMS - THE FOUNDATION INITIATES, FINANCES AND OPERATES</u> <u>YOUTH SPORTS PROGRAMS IN SWIMMING, RUNNING, RUGBY AND CYCLING TO</u> <u>INTRODUCE LARGE NUMBERS OF YOUTH TO ORGANIZED SPORTS.</u>	731,801.
2 <u>SEE STATEMENT 11</u>	320,055.
3 <u>MARKETING AND DEVELOPMENT - THE FOUNDATION DISTRIBUTES INFORMATION</u> <u>ABOUT PROMOTING SPORTS AND CONDUCTS SPORTS AWARDS PROGRAMS.</u>	228,428.
4	

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

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

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Form 990-PF (2011)

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	129,647,381.
b Average of monthly cash balances	1b	5,202,128.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	134,849,509.
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	134,849,509.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,022,743.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	132,826,766.
6 Minimum investment return. Enter 5% of line 5	6	6,641,338.

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

1 Minimum investment return from Part X, line 6	1	6,641,338.
2a Tax on investment income for 2011 from Part VI, line 5	2a	97,268.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	97,268.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	6,544,070.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	6,544,070.
6 Deduction from distributable amount (see instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,544,070.

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	6,100,594.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,100,594.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,100,594.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				6,544,070.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	1,997,777.			
e From 2010	6,480,548.			
f Total of lines 3a through e	8,478,325.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 6,100,594.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				6,100,594.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	443,476.			443,476.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,034,849.			
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 2010 Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,034,849.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	1,554,301.			
d Excess from 2010	6,480,548.			
e Excess from 2011				

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 SEE ATTACHMENT A ,	N/A	PUBLIC	YOUTH SPORTS	2,943,689.
Total			▶ 3a	2,943,689.
b Approved for future payment SEE ATTACHMENT B ,	N/A	PUBLIC	YOUTH SPORTS	1,518,761.
Total			▶ 3b	1,518,761.

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LIBRARY INCOME	\$ 78,254.		
PASSTHROUGHS-SEE SCH P	907,734.	907,734.	
TOTAL	\$ 985,988.	\$ 907,734.	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ABELSON HERRON	\$ 1,800.			\$ 1,800.
LATHAM & WATKINS	17,590.	\$ 10,133.		7,457.
RODRIGUEZ, HORII & CHOI	2,631.	385.		2,246.
TOTAL	\$ 22,021.	\$ 10,518.	\$ 0.	\$ 11,503.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREEN, HASSON & JANKS	\$ 32,500.			\$ 32,500.
PAMELA R. ROSS	64,920.	\$ 50,120.		14,800.
YH ADVISORS	1,250.	1,250.		
TOTAL	\$ 98,670.	\$ 51,370.	\$ 0.	\$ 47,300.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBC RESTAURANT CORP	\$ 133.			\$ 133.
JAMES ROBIE DESIGN	9,750.			9,750.
KATYA MOSHKOVICH	6,997.	\$ 6,997.		
LASNIK-BROIDA CONSULTANTS	8,143.			8,143.
NORTHEAST DOCUMENT CONSERVATION	4,000.			4,000.
NORTHERN TRUST	25,841.	25,841.		
PAYDEN & RYGEL	32,156.	32,156.		
SOCIAL CAPITAL INC	100,045.			100,045.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
YOU BETCHA INTERACTIVE	\$ 150.			\$ 150.
TOTAL	\$ 187,215.	\$ 64,994.	\$ 0.	\$ 122,221.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 28,063.			
PROPERTY TAXES	1,587.			\$ 1,587.
TOTAL	\$ 29,650.	\$ 0.	\$ 0.	\$ 1,587.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ART AND ARTIFACT STORAGE	\$ 5,388.			\$ 5,388.
BANK CHARGES	2,300.			2,300.
COACHING EDUCATION	199,712.			199,712.
COMPUTER EQUIPMENT AND SUPPLIES	50,179.			50,179.
COMPUTER MAINTENANCE AND SUPPORT	118,068.	\$ 20,250.		97,818.
CYCLING PROGRAM	74,535.			74,535.
DONATIONS IN MEMORY	2,459.			2,459.
EDUCATION SERVICES	51,834.			51,834.
INSURANCE	200,620.			200,620.
INTERNET CHARGES	7,747.			7,747.
MARKETING AND DEVELOPMENT	67,628.			67,628.
MIDDLE SCHOOL PROGRAM	7,935.			7,935.
MISCELLANEOUS	2,414.			2,414.
OFFICE AND FACILITY SUPPLIES	28,145.			28,145.
PAYROLL SERVICE AND BENEFIT ADMIN	17,317.			17,317.
PHOTOCOPYING	10,648.			10,648.
RUGBY PROGRAM	51,307.			51,307.
SHIPPING AND POSTAGE	11,014.			11,014.
STORAGE	13,607.			13,607.
SUBSCRIPTIONS AND DUES	33,555.	13,575.		19,981.
SUMMER SWIM	375,489.			375,489.
SUPPORT MATERIALS	10,947.			10,947.
WEBSITE	17,722.			17,722.
YOUTH RUN	61,487.			61,487.
TOTAL	\$ 1,422,057.	\$ 33,825.	\$ 0.	\$ 1,388,233.

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STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 25,012.	\$ 25,012.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	199,387.	199,387.	0.	0.
MACHINERY AND EQUIPMENT	358,414.	323,789.	34,625.	34,625.
BUILDINGS	3,920,561.	3,920,561.	0.	0.
IMPROVEMENTS	482,862.	447,952.	34,910.	34,910.
LAND	599,443.		599,443.	599,443.
TOTAL	\$ 5,585,679.	\$ 4,916,701.	\$ 668,978.	\$ 668,978.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREALIZED LOSS ON INVESTMENTS

TOTAL \$ 2,785,902.
\$ 2,785,902.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	DELAWARE FUND	PURCHASED	VARIOUS	1/10/2011
2	NORTHERN TRUST DOMESTIC EQ	PURCHASED	VARIOUS	3/11/2011
3	BOND	PURCHASED	6/30/2010	1/15/2011
4	BOND	PURCHASED	6/30/2010	1/15/2011
5	BOND	PURCHASED	7/06/2010	1/21/2011
6	BOND	PURCHASED	6/30/2010	2/25/2011
7	BOND	PURCHASED	7/16/2010	7/21/2011
8	BOND	PURCHASED	7/21/2010	3/08/2011
9	BOND	PURCHASED	7/08/2010	5/02/2011
10	BOND	PURCHASED	7/06/2010	9/06/2011
11	BOND	PURCHASED	7/06/2010	9/23/2011
12	BOND	PURCHASED	7/06/2010	10/17/2011
13	BOND	PURCHASED	7/01/2010	11/22/2011
14	BOND	PURCHASED	7/02/2010	11/02/2011
15	BOND	PURCHASED	7/02/2010	11/02/2011
16	BOND	PURCHASED	7/02/2010	11/01/2011
17	BOND	PURCHASED	7/02/2010	12/02/2011
18	BOND	PURCHASED	7/06/2010	12/16/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1000000.		975,289.	24,711.				\$ 24,711.
2	684,000.		588,751.	95,249.				95,249.
3	12,360.		12,120.	240.				240.
4	117,371.		102,011.	15,360.				15,360.
5	126,928.		124,688.	2,240.				2,240.
6	134,224.		124,800.	9,424.				9,424.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
7	141,259.		125,400.	15,859.				\$ 15,859.
8	145,908.		126,000.	19,908.				19,908.
9	10,300.		10,362.	-62.				-62.
10	62,063.		60,450.	1,613.				1,613.
11	42,410.		41,308.	1,102.				1,102.
12	24,825.		24,180.	645.				645.
13	59,708.		58,853.	855.				855.
14	45,465.		43,260.	2,205.				2,205.
15	6,180.		6,090.	90.				90.
16	6,180.		6,090.	90.				90.
17	97,806.		80,340.	17,466.				17,466.
18	135,850.		125,424.	10,426.				10,426.
							TOTAL	\$ 217,421.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANITA DEFRANTZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	PRESIDENT 40.00	\$ 304,846.	\$ 42,316.	\$ 14,000.
CONRAD FREUND 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	COO 40.00	185,000.	39,447.	6,000.
ROBERT V. GRAZIANO 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	CHAIRMAN 0	0.	0.	0.
YVONNE B. BURKE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JAE MIN CHANG 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
DEBRA KAY DUNCAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAMES L. EASTON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
PRISCILLA FLORENCE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JONATHAN GLASER 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
RAFER JOHNSON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
MAUREEN KINDEL 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
THOMAS E. LARKIN, JR. 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
PATRICK MCCLENAHAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JOAN A. PAYDEN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
FRANK M. SANCHEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
PETER V. UEBERROTH 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
GILBERT R. VASQUEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JOHN ZIFFREN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.

TOTAL \$ 489,846. \$ 81,763. \$ 20,000.

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STATEMENT 11
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
EDUCATION SERVICES - THE FOUNDATION OPERATES, ON ITS PREMISES, A SPORTS LIBRARY WHICH CONTAINS ARCHIVES OF PRINTED MATERIALS, FILMS AND VIDEOS RELATED TO SPORTS. THE FOUNDATION ALSO OPERATES A WEBSITE DEDICATED TO SPORTS RESEARCH. THE FOUNDATION CONDUCTS COACHING CLINICS THROUGHOUT THE YEAR FOR VARIOUS TEAM SPORTS.	\$ 320,055.

STATEMENT 12
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	LA84 FOUNDATION
CARE OF:	GRANTS PROGRAM
STREET ADDRESS:	2141 W. ADAMS BLVD
CITY, STATE, ZIP CODE:	LOS ANGELES, CA 90018
TELEPHONE:	(323) 730-4600
FORM AND CONTENT:	PLEASE SEE WEBSITE AT WWW.LA84FOUNDATION.ORG
SUBMISSION DEADLINES:	PLEASE SEE WEBSITE
RESTRICTIONS ON AWARDS:	PLEASE SEE WEBSITE

<u>Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
A Better LA	1150 S. Olive Street, Suite 340 Los Angeles, CA 90015	Public	Youth sports	\$ 100,000
A Place Called Home	2830 South Central Avenue Los Angeles, CA 90011	Public	Youth sports	\$ 11,946
Academic Basketball Association	732 Howard Avenue Carson, CA 90746	Public	Youth sports	\$ 11,517
After-School All-Stars, Los Angeles	6501 Fountain Ave. Los Angeles, CA 90028	Public	Youth sports	\$ 33,668
Al Wooten Jr. Heritage Center	9106 South Western Ave. Los Angeles, CA 90047	Public	Youth sports	\$ 14,275
Algin Sutton Rec Center	8800 South Hoover Street Los Angeles, CA 90044	Public	Youth sports	\$ 21,200
American Youth Soccer Organization	P O. Box 1646 Montebello, CA 90640	Public	Youth sports	\$ 13,260
Anahuak Youth Soccer Association	5317 N Figueroa Street, #1 Los Angeles, CA 90042-4066	Public	Youth sports	\$ 34,574
Boys & Girls Club of Carson	1950 E. 220th Street, Suite 102 Carson, CA 90810	Public	Youth sports	\$ 22,901
Boys & Girls Clubs of America - Coachella Valley	42-600 Cook Street, Suite 120 Palm Desert, CA 92211	Public	Youth sports	\$ 50,000
Boys & Girls Clubs of America - Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807-4018	Public	Youth sports	\$ 26,000
Boys & Girls Clubs of America - Variety	2530 Cincinnati Street Los Angeles, CA 90033	Public	Youth sports	\$ 40,000
Boys & Girls Clubs of America - Vista	410 W. California Ave. Vista, CA 92083	Public	Youth sports	\$ 15,000
Boys & Girls Clubs of America - W San Gabriel Valley	328 South Ramona Avenue Monterey Park, CA 91754	Public	Youth sports	\$ 16,517
Boys & Girls Clubs of San Diegoito	533 Lomas Santa Fe Dr. San Diego, CA 92075	Public	Youth sports	\$ 29,200
Boys And Girls Club Of The Los Angeles Harbor	1200 S Cabrillo Ave San Pedro, CA 90731	Public	Youth sports	\$ 80,000
Catholic Charities of Los Angeles, Inc.	1530 James M. Wood Blvd Los Angeles, CA 90015	Public	Youth sports	\$ 25,000
County of Los Angeles	433 S. Vermont Avenue Los Angeles, CA 90020	Public	Youth sports	\$ 15,367
Dig For Kids Foundation	1159 Cypress Avenue Hermosa Beach, CA 90254	Public	Youth sports	\$ 5,855
Dodgers Dream Foundation	1000 Elysian Park Avenue Los Angeles, CA 90012	Public	Youth sports	\$ 78,750
Downey Dolphins Swim Club Inc.	10900 Brookshire Ave. Downey, CA 90241	Public	Youth sports	\$ 49,975
East Wind Youth Foundation, Inc.	2401 Schoolside Ave. Monterey Park, CA 91754	Public	Youth sports	\$ 7,670

Friends of Expo Center	3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	Public	Youth sports	\$ 61,867
Fundacion Deportiva Universal	9131 Citrus Avenue Suite 'E' Fontana, CA 92335	Public	Youth sports	\$ 15,600
Ginga Arts	P.O. Box 641422 Los Angeles, CA 90064	Public	Youth sports	\$ 822
GOALS- Growth Opportunities Through Athletics Learning & Service	1170 La Palma Park Way Anaheim, CA 92801	Public	Youth sports	\$ 70,000
Gonzalez Park	1101 West Cressey Street Compton, CA 90220	Public	Youth sports	\$ 75,740
Hollenbeck Police Activities League	126 N. St. Louis Street Los Angeles, CA 90033	Public	Youth sports	\$ 60,569
Jeopardy Program - Devonshire LAPD	8721 Wilbur Ave Northridge, CA 91324	Public	Youth sports	\$ 9,931
Jr Posse Youth Equestrian Program	453 W. Caldwell St. Compton, CA 90220	Public	Youth sports	\$ 33,779
Kids In Sports	3980 Bill Robertson Lane, Suite 237 Los Angeles, CA 90037-1212	Public	Youth sports	\$ 192,551
La Jolla Band of Luiseno Indians	2200 Highway 76 Pauma Valley, CA 92061	Public	Youth sports	\$ 10,480
LA's Best	200 N. Spring Street, M-120 Los Angeles, CA 90012	Public	Youth sports	\$ 244,468
Los Angeles Boys & Girls Club	2635 Pasadena Ave. Los Angeles, CA 90031	Public	Youth sports	\$ 11,627
Los Angeles Table Tennis Association	10180 Valley Blvd El Monte, CA 91731	Public	Youth sports	\$ 7,000
Los Angeles Unified School District	333 South Beaudry Ave, 29th Floor Los Angeles, CA 90017	Public	Youth sports	\$ 599,380
Mt. San Antonio College	1100 N. Grand Ave. Walnut, CA 91789	Public	Youth sports	\$ 112,632
NIKE - California Skateparks	273 N. Benson Avenue Upland, CA 91786	Public	Youth sports	\$ 10,000
P F Bresee Foundation	184 Bimini Pl. Los Angeles, CA 90004	Public	Youth sports	\$ 13,405
Perris Valley Youth Association Sports	P.O. Box 478 Perris, CA 92572	Public	Youth sports	\$ 20,000
Reachback Los Angeles	1773 E. Century Blvd. Los Angeles, CA 90002	Public	Youth sports	\$ 8,088
Roosevelt High School	456 S. Mathews Street Los Angeles, CA 90033	Public	Youth sports	\$ 2,000
Rose Bowl Aquatics Center	360 N. Arroyo Boulevard Pasadena, CA 91103	Public	Youth sports	\$ 62,818
Salesian Boys and Girls Club of Los Angeles	3218 Wabash Avenue Los Angeles, CA 90063	Public	Youth sports	\$ 49,559
Salvation Army - Southern California Divisional Headquarters	180 East Ocean Boulevard Long Beach, CA 90802	Public	Youth sports	\$ 18,517

Southern California Falcons	154 E. 91st Street Los Angeles, CA 90003	Public	Youth sports	\$ 27,452
Southern California Speed Skating Association	2242 Rancho Corona Dr. Corona, CA 92882	Public	Youth sports	\$ 25,500
Southern California Tennis Association	420 Charles E. Young Drive West Los Angeles, CA 90024	Public	Youth sports	\$ 150,673
Special Olympics - Southern California	6730 East Carson Street Long Beach, CA 90808	Public	Youth sports	\$ 50,000
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	Public	Youth sports	\$ 195,899
Swim Torrance	21143 Hawthorne Blvd. #457 Torrance, CA 90503	Public	Youth sports	\$ 1,864
Total Golf Adventures Golf Foundation	390 N. Sepulveda Blvd. Suite 1060 El Segundo, CA 90245	Public	Youth sports	\$ 21,091
YMCA of Anaheim	240 South Euclid Street Anaheim, CA 92802	Public	Youth sports	\$ 20,000
YMCA of Metropolitan Los Angeles	1553 N. Schrader Blvd. Hollywood, CA 90026	Public	Youth sports	\$ 13,633
YMCA of Pomona Valley	350 N Garey Pomona, CA 91767	Public	Youth sports	\$ 30,581
Youth Speak Collective	11243 Glenoaks Boulevard, #11 Pacoima, CA 91331	Public	Youth sports	\$ 11,290
Matching Gifts		Public	Youth sports	\$ 2,200
TOTAL				\$ 2,943,689

<u>Name</u>	<u>Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Academic Basketball Association	732 Howard Avenue Carson, CA 90746	Public	Youth Sports	\$ 484
America SCORES LA	3685 Motor Avenue, Suite 110 Los Angeles, CA 90034	Public	Youth Sports	\$ 30,000
American Youth Soccer Organization	P.O. Box 1646 Montebello, CA 90640	Public	Youth Sports	\$ 6,740
Anahuak Youth Soccer Association	5317 N Figueroa Street, #1 Los Angeles, CA 90042-4066	Public	Youth Sports	\$ 9,126
Apple Valley Police Activities League	14931 Dale Evans Parkway Apple Valley, CA 92307	Public	Youth Sports	\$ 1,000
Assistance League of Southern California	1370 N. St. Andrews Place Hollywood, CA 90028	Public	Youth Sports	\$ 22,482
Back Bay Youth Rugby	2200 Canyon Drive, #B6 Costa Mesa, CA 92627	Public	Youth Sports	\$ 1,000
Boys & Girls Club of Whittier, Inc.	7905 S. Greenleaf Avenue Whittier, CA 90602	Public	Youth Sports	\$ 13,599
Boys & Girls Clubs of America - Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807-4018	Public	Youth Sports	\$ 14,000
Boys & Girls Clubs of America - Variety	2530 Cincinnati Street Los Angeles, CA 90033	Public	Youth Sports	\$ 10,000
Boys & Girls Clubs of America - West San Gabriel Valley	328 South Ramona Avenue Monterey Park, CA 91754	Public	Youth Sports	\$ 23,483
Boys & Girls Clubs of Burbank, Inc.	2244 N. Buena Vista St. Burbank, CA 91504	Public	Youth Sports	\$ 18,505
Calabasas Cheetahs	19300 Espinosa St. Tarzana,, CA 91356	Public	Youth Sports	\$ 1,000
Carlsbad Wave Soccer	POO Box 71 Carlsbad, CA 92018	Public	Youth Sports	\$ 10,000
Central Coast Junior Golf, Inc.	PO Box 1611 Summerland, CA 93067	Public	Youth Sports	\$ 3,000
Chatsworth Youth Sports Organization	10121 Laramie Ave Chatsworth, CA 91311	Public	Youth Sports	\$ 3,000
El Segundo Youth Football and Cheer Association	710 Bayonne Street El Segundo, CA 90245	Public	Youth Sports	\$ 1,000
El Sereno Stallions Football	4642 Bowman Blvd. Los Angeles Ca 90032	Public	Youth Sports	\$ 1,000
Encinitas Express Soccer	204 N. El Camino Real Encinitas, CA 92024	Public	Youth Sports	\$ 3,000
Friends of Expo Center	3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	Public	Youth Sports	\$ 333
Glendale Junior All American Football Association Inc.	P.O. Box 11714 Glendale, CA 91226	Public	Youth Sports	\$ 3,000
Hollywood Police Activities League	1358 N. Wilcox Avenue Los Angeles, CA 90028	Public	Youth Sports	\$ 1,650
Inglewood Police Activities League	330 N. Centinela Avenue Inglewood, CA 90302	Public	Youth Sports	\$ 30,000

Inter Tribal Sports Inc	41892 Enterprise Circle South, Ste. B Temecula, CA 92590	Public	Youth Sports	\$ 60,000
Kids In Sports	3980 Bill Robertson Lane, Suite 237 Los Angeles, CA 90037-1212	Public	Youth Sports	\$ 18,449
LA's Best	200 N. Spring Street, M-120 Los Angeles, CA 90012	Public	Youth Sports	\$ 167,761
Lincoln Heights Youth Association	P.O. Box 32426 Los Angeles, CA 90032	Public	Youth Sports	\$ 3,000
Los Angeles Parks Foundation	11973 San Vicente Blvd. Suite 200 Los Angeles, CA 90049	Public	Youth Sports	\$ 100,000
Los Angeles Table Tennis Association	10180 Valley Blvd. El Monte, CA 91731	Public	Youth Sports	\$ 3,000
Los Angeles Unified School District	333 South Beaudry Ave, 29th Floor Los Angeles, CA 90017	Public	Youth Sports	\$ 465,844
Monrovia Youth Baseball League	740 E Olive Avenue Monrovia, CA 91016	Public	Youth Sports	\$ 3,000
Moreno Valley Junior All American Football and Cheer Inc	P.O. Box 1245 Moreno Valley, CA 92553	Public	Youth Sports	\$ 3,000
Mouse In The House	19628 Campaign Drive Carson, CA 90746	Public	Youth Sports	\$ 2,500
Neighborhood Junior Tennis Program	13083 Hubbard Street, #3 Sylmar, CA 91342	Public	Youth Sports	\$ 3,000
Oak Grove Center for Education, Treatment and the Arts	24275 Jefferson Avenue Murrieta, CA 92562	Public	Youth Sports	\$ 3,000
Perris Valley Youth Association Sports	P.O. Box 478 Perris, CA 92572	Public	Youth Sports	\$ 5,000
Ride On LA	10860 Topanga Canyon Blvd. Chatsworth, CA 91311	Public	Youth Sports	\$ 3,000
Rose Bowl Aquatics Center	360 N. Arroyo Boulevard Pasadena, CA 91103	Public	Youth Sports	\$ 44,264
RowLA	629 Alta Avenue Santa Monica, CA 90402	Public	Youth Sports	\$ 2,000
Simi Valley Running Rebels	4195 Valley Fair Street, #207 Simi Valley, CA 93063	Public	Youth Sports	\$ 1,000
Southern California Falcons	154 E. 91st Street Los Angeles, CA 90003	Public	Youth Sports	\$ 438
Southern California Tennis Association	420 Charles E. Young Drive West Los Angeles, CA 90024	Public	Youth Sports	\$ 15,011
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	Public	Youth Sports	\$ 27,500
Swim Torrance	21143 Hawthorne Blvd #457 Torrance, CA 90503	Public	Youth Sports	\$ 13,136
Team Prime Time Inc.	Suite H Los Angeles, CA 90034	Public	Youth Sports	\$ 3,000
The Boys & Girls Clubs of Venice, Inc.	2232 Lincoln Blvd Venice, CA 90291	Public	Youth Sports	\$ 23,000
The Challengers Boys and Girls Club	5029 S. Vermont Avenue Los Angeles, CA 90037	Public	Youth Sports	\$ 15,000

THINK Together	2100 E. Fourth St., Suite 200 Santa Ana, CA 92705	Public	Youth Sports	\$ 76,040
United Boys & Girls Clubs of Santa Barbara County	638 Hollister Avenue, Suite 220 Goleta, CA 93117	Public	Youth Sports	\$ 3,000
United Track Club	PO Box 1116 Agoura Hills, CA 91376	Public	Youth Sports	\$ 1,000
Us Too Gymnastics Inc	25 Spectrum Pointe Dr. #405 Lake Forest, CA 92630	Public	Youth Sports	\$ 1,000
Watts Willowbrook Boys & Girls Club	1339 East 120th Street Los Angeles, CA 90059	Public	Youth Sports	\$ 25,200
West Valley Eagles Track Club, Inc.	P.O. Box 5030 West Hills, CA 91307	Public	Youth Sports	\$ 3,000
Woodcraft Rangers, Inc.	1625 W. Olympic Boulevard, Suite 800 Los Angeles, CA 90015	Public	Youth Sports	\$ 75,000
YALLA	3637 Saddle Drive Spring Valley, CA 91977	Public	Youth Sports	\$ 30,000
YMCA - East Valley Redlands Family	500 E. Citrus Avenue Redlands, CA 92373	Public	Youth Sports	\$ 75,000
YMCA of Metropolitan Los Angeles	1553 N. Schrader Blvd. Hollywood, CA 90026	Public	Youth Sports	\$ 21,367
Youth Speak Collective	11243 Glenoaks Boulevard, #11 Pacoima, CA 91331	Public	Youth Sports	\$ 15,850
TOTAL				<u>\$ 1,518,761</u>

LA84 FOUNDATION
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PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total
Abbott Capital Private Equity Fund III	66,147	11,268	21,032	1,075	146,231	246	1,072	244,927	75,143	169,784
Abbott Capital Private Equity Fund VI	(2,307)	3,565	595	427	23,751	1,751	72,038	(44,256)	(6,954)	(37,302)
Audax Mezzanine Fund		15,285	2		(9,010)		5,922	355		355
Audax Mezzanine Fund II		107,488	29	2,071	25,500		23,506	111,582	1,081	110,501
Blackstone Credit Liquidity Partners		15,774	54,610	370		936		71,590	2,608	69,082
Blackstone Credit Liquidity (Cayman)		1	30,820			(7)		30,538		30,538
Blackstone Capital Partners IV					13,388		256	13,132		13,132
Blackstone Capital Partners (Cayman)		39	14,097		634	1,102	1,087	14,785		14,785
Blackstone FC Capital Partners		2			(3,856)		43	(3,897)		(3,897)
Blackstone FCH Capital Partners			24,892				47	24,845		24,845
Blackstone SGP Capital Partners (Cayman) IV	(2,348)	304	56,011				503	53,464	(2,348)	55,812
Blackstone Capital Partners V LP		364	16,845		20,950		1,183	36,976		36,976
BCP (Cayman) V-S			9		852		14	847		847
BCP V-S		92			(50)		106	(64)		(64)
BCP V Co-Investors		102			(71)		7	24		24
BCP V Co-Investors (Cayman)			7		345		33	319		319
BCP V Co-Investors (Cayman SW A)			2,611				27	2,584		2,584
Blackstone Capital Partners (Cayman) V-NQ	(21,896)	236				(525)	2,299	(24,484)	(24,085)	(399)
Blackstone Capital Partners (Cayman) V			799	5,776	(3,857)		868	1,850	301	1,549
Blackstone Capital Partners (Cayman II) V		9	6,469	227	5,821	(53)	352	12,121		12,121
Blackstone Capital Partners (Cayman II) V-NQ		1,332					75	1,257		1,257
Blackstone Capital Partners (Cayman III) V			13,518				25	13,493		13,493
Blackstone Capital Partners V USS Feeder	(13,664)	1				385	426	(13,704)	(13,607)	(97)
Blackstone RGIS Capital Partners V	(2,954)	3,206	8	1,858	(331)	(3,025)	777	(2,015)	(6,679)	4,664
Blackstone HEI Capital Partners V							25	(25)		(25)
Blackstone PB Capital Partners V	(33,270)	68				(15)	995	(34,212)	(34,142)	(70)
Blackstone GS Capital Partners V	13,977						26,806	(12,829)	(12,796)	(33)
Blackstone Capital Partners VI							5,166	(5,166)		(5,166)
Blackstone Capital Partners (Cayman) VI							120	(120)		(120)
Blackstone Capital Partners (Cayman II) VI							214	(214)		(214)
Blackstone Capital Partners VI NQ							4	(4)		(4)
Blackstone Real Estate Partners IV TE 2LP		702	603		10,161		627	10,839		10,839
Blackstone Real Estate Partners (DC) IV TE 2LP	(2,863)	6,129	13,827		(338,902)	1,843	156	(320,122)	1,388	(321,510)
Blackstone Real Estate Partners V TE 2	(5,940)	4,331	20,722			44,506	290	63,329	27,139	36,190
Blackstone Real Estate Partners VI TE 2	(2,297)	38,098	6,478	2,157	13,272	750	2,828	55,630	(1,544)	57,174
Blackstone Real Estate Partners VI TE 2-NQ	(4,761)	172		2,162		(61)	43	(2,531)	(5,121)	2,590
The Blackstone Group L P	(4)	261	60	1	46	1	10	355		355

LA84 FOUNDATION
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PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total
Brentwood Associates Private Equity III		3,783					17,863	(14,080)		(14,080)
Brentwood Associates Private Equity IV		6	26,724				64,475	(37,745)		(37,745)
Commonfund Capital Venture		52		11	57		9,168	(9,048)		(9,048)
Encap Energy Capital Fund VII	65,238	4,673	19	2,602	171,987	217,383	313,403	148,499	(249,348)	397,847
Encap Energy Infrastructure Fund	(81,296)	3,232				(2,758)	39	(80,861)	(84,054)	3,193
Fort Washington	5,005	13,542	1,034		52,123	69,665	10,547	130,822	47,638	83,184
Goldman Sachs Vintage Fund V	2,878	16,285	7,269	1,686	53,150	6,591	30,341	57,518	17,014	40,504
Vintage Fund GSVA	957	95	59	300	4,214	867	1,277	5,215	5,031	184
GS Capital Partners VI Parallel		20,206	70,079	760	(26,411)	2,006	31,122	35,518	773	34,745
GSCP VI Parallel AIV			1				2,332	(2,331)		(2,331)
Keyhaven Capital Partners I	(2,934)	21,462	18,289	(4,519)	8,021	(2,168)	20,037	18,114		18,114
Keyhaven Capital Partners II	(34)	21,031	5,794	439	6,918	744	18,666	16,226		16,226
Keyhaven Capital Partners III		2,902	7,110	293	218	691	21,832	(10,618)		(10,618)
Merit Energy Partners		396	19			9,098	180	9,333		9,333
OCM Mezzanine Fund II		36,690	6,380	9	14,218	(1,926)	9,770	45,601		45,601
Osage University Partners I		685			(3,716)		36,612	(39,643)		(39,643)
Palomar Ventures II		379			(16,640)	195	509	(16,575)		(16,575)
Top Tier Investments		892		(392)		(2)	4,442	(3,944)	(1)	(3,943)
Scale Venture Partners III							38,171	(38,171)		(38,171)
Spur Ventures		220	10	741	6,797	21	19,945	(12,156)		(12,156)
TCW Energy Fund XIV-A	(20,738)	113,982	644	132	73,618	6,619	38,466	135,791		135,791
TCW Energy Fund XV	(1,247)	5,465	2	294		329	11,005	(6,162)		(6,162)
TCW Shared Opportunity Fund III	(431)	363	24		(23,046)	2	2,428	(25,516)		(25,516)
Warburg Pincus		1,971	2,525		37,912		4,323	38,085		38,085
Totals	(44,782)	477,141	430,026	18,480	264,294	355,191	855,179	645,171	(262,563)	907,734
**UBTI REPORTED AND TAXED ON FORM 990-T										