Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation MOSS FOUNDATION	A Employer identification number 95-4280605
Number and street (or P O box number if mail is not delivered to street address) 421 N. BEVERLY DRIVE — Room/suite 260	B Telephone number 818-528-3545
City or town, state, and ZIP code BEVERLY HILLS, CA 90210	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 8,514,399. — J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (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 ☐

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))

	Line		(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	5,250.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	534.	534.		STATEMENT 1
	4	Dividends and interest from securities	161,128.	161,128.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	436,599.			
	b	Gross sales price for all assets on line 6a 3,623,894.				
	7	Capital gain net income (from Part IV, line 2)		436,599.		
	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	45,361.	45,361.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	648,872.	643,622.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	17,660.	17,660.		0.
	c	Other professional fees STMT 5	35,096.	35,096.		0.
	17	Interest				
	18	Taxes STMT 6	18,770.	3,212.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	19,821.	19,821.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	91,347.	75,789.		0.
	25	Contributions, gifts, grants paid	2,371,383.			2,371,383.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,462,730.	75,789.		2,371,383.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-1,813,858.			
	b	**Net investment income** (if negative, enter -0-)		567,833.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	108,789.	162,473.	162,473.
	2 Savings and temporary cash investments	686,173.	357,507.	357,507.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	7,195,892.	5,655,149.	5,891,004.
	c Investments - corporate bonds			
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,027,431.	2,029,298.	2,103,415.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	10,018,285.	8,204,427.	8,514,399.
Liabilities	17 Accounts payable and accrued expenses			
	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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	10,018,285.	8,204,427.	
	30 **Total net assets or fund balances**	10,018,285.	8,204,427.	
	31 **Total liabilities and net assets/fund balances**	10,018,285.	8,204,427.	

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	10,018,285.
2	Enter amount from Part I, line 27a	2	-1,813,858.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,204,427.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,204,427.

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	3,623,894.		3,187,295.	436,599.

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				436,599.

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 } 2 436,599.

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))
2010	1,696,000.	13,984,064.	.121281
2009	1,840,727.	12,955,322.	.142083
2008	1,930,988.	15,739,485.	.122684
2007	2,699,933.	19,594,111.	.137793
2006	2,484,549.	20,577,917.	.120739

2	**Total** of line 1, column (d)	2	.644580
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	.128916
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,721,950.
5	Multiply line 4 by line 3	5	1,640,063.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,678.
7	Add lines 5 and 6	7	1,645,741.
8	Enter qualifying distributions from Part XII, line 4	8	2,371,383.

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)

1a 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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	5,678.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	5,678.
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	5,678.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,055.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	15,055.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	24.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,353.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 9,353. **Refunded** ▶			11	0.

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BALTER, MILLER, KING & FRAZIN, LLP Telephone no. ▶ (818) 528-3545

Located at ▶ 16255 VENTURA BLVD., SUITE 1250, ENCINO, CA ZIP+4 ▶ 91436

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ 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? ☐ 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.)* 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 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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)?		**5b**	X
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.

(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
JEROME S. MOSS LOS ANGELES, CA	PRESIDENT 0.00	0.	0.	0.
ANN HOLBROOK MOSS LOS ANGELES, CA	VICE PRESIDENT 0.00	0.	0.	0.
LARRY KARTIGANER LOS ANGELES, CA	CHIEF FINANCIAL OFFICER 0.00	0.	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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	7,353,269.
b	Average of monthly cash balances	1b	455,255.
c	Fair market value of all other assets	1c	5,107,161.
d	**Total** (add lines 1a, b, and c)	1d	12,915,685.
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	12,915,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	193,735.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,721,950.
6	**Minimum investment return.** Enter 5% of line 5	6	636,098.

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	636,098.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,678.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	630,420.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	630,420.
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	630,420.

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	2,371,383.
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	2,371,383.
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	5,678.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,365,705.

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				630,420.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 1,488,617.				
b From 2007 1,748,053.				
c From 2008 1,148,750.				
d From 2009 1,198,081.				
e From 2010 1,005,956.				
f Total of lines 3a through e	6,589,457.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,371,383.				
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				630,420.
e Remaining amount distributed out of corpus	1,740,963.			
5 Excess distributions carryover applied to 2011 (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	8,330,420.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,488,617.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	6,841,803.			
10 Analysis of line 9:				
a Excess from 2007 1,748,053.				
b Excess from 2008 1,148,750.				
c Excess from 2009 1,198,081.				
d Excess from 2010 1,005,956.				
e Excess from 2011 1,740,963.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JEROME S. MOSS

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED			CHARITABLE	2,371,383.
Total			▶ 3a	2,371,383.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	534.	
4 Dividends and interest from securities			14	161,128.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	522100		14	45,361.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	436,599.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		643,622.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 643,622.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 11/14/12 President

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SUSAN FRAZIN	Susan Frazin	11/14/12		P00233791

Firm's name ▶ BALTER, MILLER, KING & FRAZIN, LLP — Firm's EIN ▶ 95-4208419

Firm's address ▶ 16255 VENTURA BLVD., #1250 ENCINO, CA 91436 — Phone no. (818)528-3545

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	MOSAIQUE	P	VARIOUS	VARIOUS
b	MOSAIQUE	P	VARIOUS	VARIOUS
c	GLOBAL ACCESS	P	VARIOUS	VARIOUS
d	GLOBAL ACCESS	P	VARIOUS	VARIOUS
e	GOLDMAN SACHS-22866-7	P		
f	GOLDMAN SACHS-22866-7	P		
g	GOLDMAN SACHS-30913-7	P		
h	GOLDMAN SACHS-30913-7	P		
i	GOLDMAN SACHS-34129-6	P		
j	GOLDMAN SACHS-34129-6	P		
k	GOLDMAN SACHS-34130-4	P		
l	GOLDMAN SACHS-34130-4	P		
m	GOLDMAN SACHS-28494-2	P		
n	BANK OF AMERICA CLASS ACTION	P		
o	DISALLOWED WASH SALE	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	5.			5.
b	1,468.			1,468.
c			5,046.	-5,046.
d	23,286.			23,286.
e	27,173.		24,600.	2,573.
f	242,777.		184,813.	57,964.
g	604,234.		624,509.	-20,275.
h	1,918,434.		1,669,378.	249,056.
i	229,326.		225,219.	4,107.
j	292,736.		265,488.	27,248.
k	23,456.		19,777.	3,679.
l	247,124.		168,465.	78,659.
m	103.			103.
n	63.			63.
o	670.			670.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				5.
b				1,468.
c				-5,046.
d				23,286.
e				2,573.
f				57,964.
g				-20,275.
h				249,056.
i				4,107.
j				27,248.
k				3,679.
l				78,659.
m				103.
n				63.
o				670.

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	

123591
05-01-11

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	MOSAIQUE - DISPOSITION	P		
b				
c				
d				
e				
f				
g				
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	13,039.			13,039.
b				
c				
d				
e				
f				
g				
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				13,039.
b				
c				
d				
e				
f				
g				
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	436,599.
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

123591
05-01-11

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

SOURCE	AMOUNT
SAVINGS AND TEMPORARY CASH INVESTMENTS	534.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	534.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	139,949.	0.	139,949.
GLOBAL ACCESS - DIVIDEND INCOME	20,479.	0.	20,479.
GLOBAL ACCESS - INTEREST INCOME	498.	0.	498.
GLOBAL ACCESS - INTEREST INCOME (TE)	4.	0.	4.
MOSAIQUE MULTI STRATEGY FUND - DIVIDEND INCOME	5.	0.	5.
MOSAIQUE MULTI STRATEGY FUND - INTEREST INCOME	193.	0.	193.
TOTAL TO FM 990-PF, PART I, LN 4	161,128.	0.	161,128.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MOSAIQUE MULTI STRATEGY FUND LLC INVESTMENT INCOME	-121.	-121.	
GLOBAL ACCESS OTHER INCOME	44,382.	44,382.	
MISCELLANEOUS INCOME	1,100.	1,100.	
TOTAL TO FORM 990-PF, PART I, LINE 11	45,361.	45,361.	

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	17,660.	17,660.		0.
TO FORM 990-PF, PG 1, LN 16B	17,660.	17,660.		0.

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
INVESTMENT MANAGEMENT FEES	35,096.	35,096.		0.
TO FORM 990-PF, PG 1, LN 16C	35,096.	35,096.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	10.	10.		0.
FOREIGN TAXES	3,202.	3,202.		0.
FEDERAL TAXES	15,558.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,770.	3,212.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	132.	132.		0.
MOSAIQUE INVESTMENT EXPENSE	2,049.	2,049.		0.
GLOBAL ACCESS INVESTMENT EXPENSE	17,233.	17,233.		0.
OFFICE EXPENSE	50.	50.		0.

GLOBAL ACCESS INVESTMENT INTEREST EXPENSE	357.	357.		0.
TO FORM 990-PF, PG 1, LN 23	19,821.	19,821.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES AT GOLDMAN SACHS A/C 22866-7	427,395.	495,613.
SECURITIES AT GOLDMAN SACHS A/C 30913-7	4,209,250.	4,265,603.
SECURITIES AT GOLDMAN SACHS A/C 34129-6	503,949.	501,647.
SECURITIES AT GOLDMAN SACHS A/C 34130-4	384,289.	507,798.
SECURITIES AT JP MORGAN A/C 43467	130,266.	120,343.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,655,149.	5,891,004.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP - MOSAIQUE MULTI STRATEGY FUND, LLC	FMV	0.	0.
GS MEZZANNE PARTNERS 2006 LP	FMV	237,793.	241,732.
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC	FMV	1,791,505.	1,861,683.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,029,298.	2,103,415.

Moss Foundation
Form 990 PF Part XV 3 - Contributions Paid During the Year
2011

		Amount
ACLU	$	15,000
After School All Stars		2,500
American Cancer Society		500
American Friends of the Hebrew University		5,000
American Foundation for Equal Rights		10,000
American Hospital of Paris		2,500
AmFAR		25,000
Aviva Family and Children's Services		5,000
Amnesty International		1,000
Angels at Risk		1,000
Anti-Defamation League		1,000
Bogart Pediatric Cancer		1,000
Brady Center to Prevent Gun Violence		2,500
Breeders' Cup Charities		2,500
Brooklyn College		1,000
Canter California		5,000
Cedars-Sinai Medical Center		1,500
CHABAD		2,500
Children's Diabetes Foundation		25,000
Children of the Night		10,000
City of Hope		15,000
Communities in Schools		108,956
Conservation Council for Hawaii		1,000
Concern Foundation		6,000
Christopher & Dana Reeve Foundation		1,000
The Carter Center		1,000
Dolphin Connection		10,000
Eagle Eye Sanctuary Foundation		10,000
Earth Island Institute		15,000
East Maui Animal Refuge		1,000
Edwin J Gregson Foundation		5,000
Elizabeth Glaser Pediatric Aids Foundation		25,000
Exceptional Children's Foundation		15,000
Exploring the Arts		2,500
Friends of the Saban Free Clinic		5,000
Geffen Playhouse		50,000
GLAZA		265,000
Global Green USA		50,000
Grayson-Jockey Club Research Foundation		2,500
The Global Center		500
Heal the Bay		1,000

Moss Foundation
Form 990 PF Part XV 3 - Contributions Paid During the Year
2011

Homeland Security Advisory Fund for Excellence	5,000
Hillel at UCLA	5,000
Huntington's Disease Society	5,000
The Hammer Museum	50,000
International Society for the Preservation of the Tropical Rainforests	7,000
John Burton Foundation	1,000
John F. Kennedy Library	1,000
Juvenile Diabetes Research	2,500
Kehillat Israel	30,000
Kentucky Derby Museum	1,000
LACMA	36,927
LA Goal	2,500
LA Mission	10,000
LA Opera	25,000
March of Dimes	2,000
Metropolitan Museum of Arts	500
MOCA	10,000
MusiCares Foundation	100,000
The Music Center	50,000
National Museum of Racing & Hall of Fame	4,000
National Resources Defense Council	5,000
New Directions	5,000
Newark Educator's Community Charter School	5,000
Oakland School for the Arts	25,000
Old Friends	35,000
Our Mims Retirement Heaven	2,500
Paralyzed Veterans of America	2,000
Permanently Disabled Jockeys Fund	2,000
People for the American Way	30,000
Project Angel Food	1,000
Public Council Law Center	10,000
TreePeople	1,000
The Rape Foundation	5,000
Rainforest Foundation	25,000
Race Track Chaplaincy of America	1,000
Remote Area Medical Foundation	25,000
Rett Syndrome Research Trust	1,000
Robin Hood Foundation	60,000
San Juan Prevention Trust	1,000
Share, Inc.	5,000
Simon Wiesenthal Center	1,500
Society of Singers	2,500

Moss Foundation
Form 990 PF Part XV 3 - Contributions Paid During the Year
2011

Southern Poverty Law Center	5,000
Southern California Public Radio Foundation	10,000
Southern California Jewish Sports Hall of Fame	5,000
Special Olympics of Southern California	3,500
Stanley M. Isaacs Neighborhood Center	500
T.J. Martell Foundation	10,000
The San Juan Community Trust	75,000
UNICEF	1,000
United Peace Officers Against Crime	1,000
United Friends of Children	5,000
UCLA Foundation	913,000
Venice Family Clinic	2,500
Women's Guild Cedars-Sinai Medical Center	1,000
Westmark School	25,000
The Wash DC Martin Luther King Jr. National Memorial Project Found	5,000
	$ 2,371,383

MOSS FOUNDATION
421 N. BEVERLY DRIVE, SUITE 260
BEVERLY HILLS, CA 90210

Ann Holbrook Moss, President
Dolphin Connection
1414 Sixth Street
Santa Monica, CA 90401

Dear Ann:

In accordance with our previous discussions, this letter will confirm our previous agreement in connection with the Moss Foundation's ("Foundation") commitment to make a continuing grant of funds to Dolphin Connection in 2011 to enable Dolphin Connection to carry out its exempt purposes.

As you know, because both the Foundation and Dolphin Connection are private foundations described in Internal Revenue Code §501 (c) (3), the Foundation must ensure that the grant funds are used in accordance with the requirements of the Internal Revenue Code for grants made from one private foundation to another private foundation. Accordingly, to satisfy such requirements, you have agreed, on behalf of Dolphin Connection, that Dolphin Connection receive the grant funds subject to the following conditions:

1. Not later than one year after the year in which grant funds are distributed from the Foundation to Dolphin Connection, Dolphin Connection will have made qualifying distributions of the full amount of the grant funds, and such distributions will be treated as a distribution out of corpus under paragraph (d) of U.S. Treasury Regulation §53.4942(a)-(3)(d).

2. Dolphin Connection will maintain adequate records demonstrating that the qualifying distributions set forth in paragraph 1 above has been made in a timely manner, the names and address of the recipients of the distributions are treated as distributions out of corpus under paragraph (d) of such Regulation. This information will be submitted to the Foundation by May 15 (the due date of the Foundation's Form 990-PF) following the year in which the grant funds must be expended pursuant to paragraph 1 above.

3. The income and principal of the grant will be spent solely for the purposes for which Dolphin Connection's tax exemption was granted by the Internal Revenue Service, and in accordance with Dolphin Connection's presentation to the Foundation as to the use of the grant funds.

4. All information furnished by Dolphin Connection to the Foundation relating to the distribution of the grant may be disclosed by the Foundation on its federal and California income tax returns, information returns, and in any other report or submission required to be made to federal and state taxing or other regulatory authorities.

5. Dolphin Connection agrees to the following obligations and conditions with respect to the grant:

(a) To use the grant solely for the purposes of Dolphin Connection in accordance with Dolphin Connection's exemption letter and the presentation made to the Foundation.

(b) If any portion of the grant is not distributed as a qualifying distribution within the meaning of paragraph (d) of such Regulation, such portion will be returned to the Foundation within a reasonable time following the end of the year in which the grant was made.

(c) It will submit full and complete annual reports on the manner in which the income and principal of the grant is spent for the period required by the Regulation.

(d) It will maintain records of the receipt of the grant and the expenditures and make its books and records available to the Foundation at reasonable times.

(e) It will not use any of the income and principal of the grant (i) to carry on propaganda, or otherwise to attempt to influence legislation within the meaning of §4945 (d) (1), to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of §4945 (d) (2); (ii) to make any grant which does not comply with requirements of §4945 (d) (3) or (4); or (iii) to undertake any activity for any purpose other than the ones specified in §170 (c) (2) (B).

6. Please confirm Dolphin Connection's prior agreement to the foregoing conditions of the grant by having an appropriate officer or director of Dolphin Connection sign this letter in the space below and return it to the Foundation.

Cordially,

Jerry Moss, President

Ann Holbrook Moss, the president of Dolphin Connection, hereby represents that she has the authority to agree to the conditions of this letter in order to receive the grant, and she hereby confirms that she has agreed to such conditions on behalf of Dolphin Connection.

DOLPHIN CONNECTION

By A Holbrook Moss
Ann Holbrook Moss

DOLPHIN CONNECTION
421 N. BEVERLY DRIVE, SUITE 260
BEVERLY HILLS, CA 90210

Jerry Moss, President
Moss Foundation
1414 Sixth Street
Santa Monica, CA 90401

Dear Jerry:

In accordance with Dolphin Connection's previous agreement with Moss Foundation, set forth below is a summary of the use to which Dolphin Connection has put the grant funds (including the income from the grant funds) from Moss Foundation during 2011.

The total funds received by Dolphin Connection from Moss Foundation during 2011 was $10,000. This amount was spent on contributions to various charities, permitting the foundation to carry out its exempt functions.

In accordance with the agreement between Dolphin Connection and Moss Foundation, the grant funds have been expended in a timely manner, and the distributions will be treated as a distribution out of corpus under U.S. Treasury Regulation §53.4942(a)-(3) (d).

If you would like any additional information about how the grant funds were expended during 2009, or if you would like to see any of the records of Dolphin Connection with respect to the expenditure of funds, please feel free to call me.

Cordially,

A Holbrook Moss

Ann Holbrook Moss, President

M \Dolphin Connection\Correspondence\Copy of DOLPHIN letter ltr 2011 doc

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
	Name of exempt organization or other filer, see instructions MOSS FOUNDATION	Employer identification number (EIN) or [X] 95-4280605
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions 421 N. BEVERLY DRIVE, NO. 260	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BEVERLY HILLS, CA 90210	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BALTER, MILLER, KING & FRAZIN, LLP 16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436

Telephone No ▶ (818) 528-3545 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 15,055.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 9,055.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 6,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MOSS FOUNDATION	Employer identification number (EIN) or [X] 95-4280605
	Number, street, and room or suite no. If a P O box, see instructions 421 N. BEVERLY DRIVE, NO. 260	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BEVERLY HILLS, CA 90210	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990 PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BALTER, MILLER, KING & FRAZIN, LLP 16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436
  Telephone No ▶ (818) 528-3545 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until NOVEMBER 15, 2012

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 15,055.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 15,055.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Susan Flager Title ▶ CPA Date ▶ 8/7/12

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01-06-12