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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

, and ending

|                                                                                                                                                                                                                                                                                                        |                                                                                                                                                  |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>CARRIE ESTELLE DOHENY FOUNDATION</b>                                                                                                                                                                                                                                          |                                                                                                                                                  | A Employer identification number<br><b>95-6202911</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>707 WILSHIRE BOULEVARD</b>                                                                                                                                                                                      | Room/suite<br><b>4960</b>                                                                                                                        | B Telephone number<br><b>213-488-1122</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>LOS ANGELES, CA 90017</b>                                                                                                                                                                                                                                      |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                      |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br>\$ <b>156,055,433.</b>                                                                                                                                                                                           | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |                                                                                    | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                            | 1 Contributions, gifts, grants, etc., received                                     | 200,000.                           |                           | N/A                     |                                                             |
|                                                                                                                                                    | 2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 3 Interest on savings and temporary cash investments                               | 46,222.                            | 46,687.                   |                         | STATEMENT 2                                                 |
|                                                                                                                                                    | 4 Dividends and interest from securities                                           | 4,149,205.                         | 4,205,876.                |                         | STATEMENT 3                                                 |
|                                                                                                                                                    | 5a Gross rents                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                    | b Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                           | 4,085,120.                         |                           |                         | STATEMENT 1                                                 |
|                                                                                                                                                    | b Gross sales price for all assets on line 6a <b>49,149,443.</b>                   |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 3,703,309.                |                         |                                                             |
|                                                                                                                                                    | 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                                                                                                                                    | 2,166,093.                                                                         | 2,172,708.                         |                           | STATEMENT 4             |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   | 10,646,640.                                                                        | 10,128,580.                        |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                              | 13 Compensation of officers, directors, trustees, etc                              | 257,303.                           | 104,121.                  |                         | 154,395.                                                    |
|                                                                                                                                                    | 14 Other employee salaries and wages                                               | 207,902.                           | 9,035.                    |                         | 202,751.                                                    |
|                                                                                                                                                    | 15 Pension plans, employee benefits                                                | 124,042.                           | 26,015.                   |                         | 98,027.                                                     |
|                                                                                                                                                    | 16a Legal fees                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                    | b Accounting fees STMT 5                                                           | 27,000.                            | 11,500.                   |                         | 15,500.                                                     |
|                                                                                                                                                    | c Other professional fees STMT 6                                                   | 1,386,256.                         | 1,500,300.                |                         | 14,106.                                                     |
|                                                                                                                                                    | 17 Interest                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 18 Taxes STMT 7                                                                    | 53,592.                            | 68,884.                   |                         | 0.                                                          |
|                                                                                                                                                    | 19 Depreciation and depletion                                                      | 8,077.                             | 1,431.                    |                         |                                                             |
|                                                                                                                                                    | 20 Occupancy                                                                       | 149,461.                           | 27,800.                   |                         | 121,625.                                                    |
|                                                                                                                                                    | 21 Travel, conferences, and meetings                                               | 15,180.                            | 2,173.                    |                         | 13,007.                                                     |
|                                                                                                                                                    | 22 Printing and publications                                                       | 3,284.                             | 187.                      |                         | 3,097.                                                      |
|                                                                                                                                                    | 23 Other expenses STMT 8                                                           | 31,710.                            | 8,139.                    |                         | 23,571.                                                     |
|                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23            | 2,263,807.                         | 1,759,585.                |                         | 646,079.                                                    |
|                                                                                                                                                    | 25 Contributions, gifts, grants paid                                               | 6,900,771.                         |                           |                         | 7,749,973.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           | 9,164,578.                                                                         | 1,759,585.                         |                           | 8,396,052.              |                                                             |
| 27 Subtract line 26 from line 12:                                                                                                                  |                                                                                    |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                | 1,482,062.                                                                         |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |                                                                                    | 8,368,995.                         |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |                                                                                    |                                    | N/A                       |                         |                                                             |

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| Part II Balance Sheets                                  |                                                                                                                                          | Beginning of year |                | End of year           |  |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|--|
|                                                         |                                                                                                                                          | (a) Book Value    | (b) Book Value | (c) Fair Market Value |  |
| Assets                                                  | 1 Cash - non-interest-bearing                                                                                                            | 50.               | 50.            | 50.                   |  |
|                                                         | 2 Savings and temporary cash investments                                                                                                 | 2,262,610.        | 1,842,844.     | 1,842,844.            |  |
|                                                         | 3 Accounts receivable ▶ 507,201.                                                                                                         |                   |                |                       |  |
|                                                         | Less: allowance for doubtful accounts ▶                                                                                                  | 493,398.          | 507,201.       | 507,201.              |  |
|                                                         | 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                                                                                                  | 36,049.           | 78,375.        | 78,375.               |  |
|                                                         | 10a Investments - U.S. and state government obligations STMT 9                                                                           | 9,807,483.        | 12,016,040.    | 12,016,040.           |  |
|                                                         | b Investments - corporate stock STMT 10                                                                                                  | 71,650,443.       | 54,676,217.    | 54,676,217.           |  |
|                                                         | c Investments - corporate bonds STMT 11                                                                                                  | 30,350,392.       | 31,005,976.    | 31,005,976.           |  |
| 11 Investments - land, buildings, and equipment basis ▶ |                                                                                                                                          |                   |                |                       |  |
| Less: accumulated depreciation ▶                        |                                                                                                                                          |                   |                |                       |  |
| 12 Investments - mortgage loans                         |                                                                                                                                          |                   |                |                       |  |
| 13 Investments - other STMT 12                          | 51,398,774.                                                                                                                              | 55,910,095.       | 55,910,095.    |                       |  |
| 14 Land, buildings, and equipment basis ▶ 358,217.      |                                                                                                                                          |                   |                |                       |  |
| Less: accumulated depreciation STMT 13 ▶                | 339,582.                                                                                                                                 | 24,917.           | 18,635.        |                       |  |
| 15 Other assets (describe ▶)                            |                                                                                                                                          |                   |                |                       |  |
| 16 Total assets (to be completed by all filers)         | 166,024,116.                                                                                                                             | 156,055,433.      | 156,055,433.   |                       |  |
| Liabilities                                             | 17 Accounts payable and accrued expenses                                                                                                 | 512,341.          | 306,836.       |                       |  |
|                                                         | 18 Grants payable                                                                                                                        | 1,261,017.        | 411,815.       |                       |  |
|                                                         | 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)          | 1,773,358.                                                                                                                               | 718,651.          |                |                       |  |
| Net Assets or Fund Balances                             | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                   |                |                       |  |
|                                                         | 24 Unrestricted                                                                                                                          | 164,250,758.      | 155,336,782.   |                       |  |
|                                                         | 25 Temporarily restricted                                                                                                                |                   |                |                       |  |
|                                                         | 26 Permanently restricted                                                                                                                |                   |                |                       |  |
|                                                         | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.                         |                   |                |                       |  |
|                                                         | 27 Capital stock, trust principal, or current funds                                                                                      |                   |                |                       |  |
|                                                         | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                                        |                   |                |                       |  |
|                                                         | 29 Retained earnings, accumulated income, endowment, or other funds                                                                      |                   |                |                       |  |
| 30 Total net assets or fund balances                    | 164,250,758.                                                                                                                             | 155,336,782.      |                |                       |  |
| 31 Total liabilities and net assets/fund balances       | 166,024,116.                                                                                                                             | 156,055,433.      |                |                       |  |

## 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 | 164,250,758. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | 1,482,062.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                         | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 165,732,820. |
| 5 Decreases not included in line 2 (itemize) ▶ MARK TO MARKET ADJUSTMENT                                                                                     | 5 | 10,396,038.  |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                      | 6 | 155,336,782. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b>                                                                                                                          |                         |                                                  |                                      |                                  |
| <b>b</b>                                                                                                                           | SEE ATTACHED STATEMENTS |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                           |                         |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |                         |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |                         |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 |                                              |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              | 49,149,443.                                | 45,446,134.                                     | 3,703,309.                                   |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 |                                                                                                 |
| <b>b</b>                  |                                      |                                                 |                                                                                                 |
| <b>c</b>                  |                                      |                                                 |                                                                                                 |
| <b>d</b>                  |                                      |                                                 |                                                                                                 |
| <b>e</b>                  |                                      |                                                 | 3,703,309.                                                                                      |

  

|                                                                                                                                                                                          |   |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| <b>2</b> Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                            | 2 | 3,703,309. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | 7,890,085.                               | 154,275,483.                                 | .051143                                                     |
| 2009                                                                 | 6,483,878.                               | 133,892,910.                                 | .048426                                                     |
| 2008                                                                 | 8,213,007.                               | 164,569,269.                                 | .049906                                                     |
| 2007                                                                 | 9,988,953.                               | 191,000,248.                                 | .052298                                                     |
| 2006                                                                 | 8,662,883.                               | 175,494,584.                                 | .049363                                                     |

|                                                                                                                                                                                                                                |   |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           | 2 | .251136      |
| <b>3</b> 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 | .050227      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                          | 4 | 163,832,152. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 8,228,797.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 83,690.      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                     | 7 | 8,312,487.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 8,397,266.   |

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

|                                                                                                                                                                                                                                        |    |          |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1        | 83,690. |
| 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        | 83,690. |
| 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        | 83,690. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |         |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                    | 6a | 135,057. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c | 25,000.  |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 160,057. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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  |          |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 | 76,367.  |         |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 76,367. Refunded <input type="checkbox"/>                                                                                     | 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?                                                                                                                                                                    |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                    |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                             |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                            |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                               |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                             |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                         |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA                                                                                                                                                                                               |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                              | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                     |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                      |     | X  |

N/A

**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?<br>Website address ► <b>WWW.DOHENYFOUNDATION.ORG</b>                                                                                                                                                                                  | 13 | X |   |
| 14 | The books are in care of ► <b>NINA S. SHEPHERD</b> Telephone no. ► <b>213-488-1122</b><br>Located at ► <b>FOUNDATION OFFICE, LOS ANGELES, CA</b> ZIP+4 ► <b>90017</b>                                                                                                                                                                                     |    |   |   |
| 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<br>► 15 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► <b>SEE STATEMENT 14</b> | 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 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| <b>b</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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                           | 1b                                                                  | X  |
| <b>c</b> 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  |
| <b>2</b> 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)):                                                                                                                                                                                                                                                                                                                  |                                                                     |    |
| <b>a</b> 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?<br>If "Yes," list the years ► _____                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| <b>b</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 |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |    |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| <b>b</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 |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | X  |
| <b>b</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?                                                                                                                                                                                                                                                               |                                                                     | X  |

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 15     |                                                           | 257,303.                                  | 48,204.                                                               | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| MARGARET MCEACHEN<br>FOUNDATION OFFICE                        | SR. GRANTS ADMINISTRATOR<br>32.00                         | 82,832.          | 13,749.                                                               | 0.                                    |
| PAMELA THOMAS<br>FOUNDATION OFFICE                            | GRANTS ADMINISTRATOR<br>32.00                             | 60,871.          | 25,979.                                                               | 0.                                    |
| MAURNA DESMOND<br>FOUNDATION OFFICE                           | PROGRAM OFFICER<br>32.00                                  | 63,738.          | 8,762.                                                                | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**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 |
|---------------------------------------------------------------------------------|--------------------------|------------------|
| MARATHON<br>5 UPPER ST MARTINS LN, LONDON, UNITED KINGDOM                       | INVESTMENT<br>MANAGEMENT | 274,023.         |
| D.E.SHAU SECURITIES<br>120 W 45TH ST, NEW YORK, NY 10036                        | INVESTMENT<br>MANAGEMENT | 134,205.         |
| LIGHTHOUSE<br>68 FORT ST, GEORGETOWN, CAYMAN ISLANDS                            | INVESTMENT<br>MANAGEMENT | 107,892.         |
| PAAMCO<br>19540 JAMBOREE ROAD, IRVINE, CA 92612                                 | INVESTMENT<br>MANAGEMENT | 98,226.          |
| KENNEDY CAPITAL MANAGEMENT - 10829 OLIVE BLVD<br>SUITE 100, ST. LOUIS, MO 63141 | INVESTMENT<br>MANAGEMENT | 90,114.          |

Total number of others receiving over \$50,000 for professional services

7

**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                                                          |        |
| 3 All other program-related investments. See instructions. |        |
| Total. Add lines 1 through 3                               | 0.     |

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

|                                                                                                               |    |              |
|---------------------------------------------------------------------------------------------------------------|----|--------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |              |
| a Average monthly fair market value of securities                                                             | 1a | 166,026,739. |
| b Average of monthly cash balances                                                                            | 1b | 169,192.     |
| c Fair market value of all other assets                                                                       | 1c | 131,127.     |
| d Total (add lines 1a, b, and c)                                                                              | 1d | 166,327,058. |
| 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  | 166,327,058. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 2,494,906.   |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 163,832,152. |
| 6 Minimum investment return. Enter 5% of line 5                                                               | 6  | 8,191,608.   |

**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  | 8,191,608. |
| 2a Tax on investment income for 2011 from Part VI, line 5                                            | 2a | 83,690.    |
| b Income tax for 2011. (This does not include the tax from Part VI.)                                 | 2b |            |
| c Add lines 2a and 2b                                                                                | 2c | 83,690.    |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 8,107,918. |
| 4 Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5 Add lines 3 and 4                                                                                  | 5  | 8,107,918. |
| 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  | 8,107,918. |

**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 8,396,052. |
| 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 1,214.      |
| 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 8,397,266.  |
| 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 83,690.     |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6 8,313,576.  |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 8,107,918.  |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2006                                                                                                                                                                | 211,955.      |                            |             |             |
| <b>b</b> From 2007                                                                                                                                                                | 943,891.      |                            |             |             |
| <b>c</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2010                                                                                                                                                                | 446,447.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 1,602,293.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$                                                                                                            | 8,397,266.    |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 8,107,918.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 289,348.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   | 1,891,641.    |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          |               |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 211,955.      |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 1,679,686.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2007                                                                                                                                                         | 943,891.      |                            |             |             |
| <b>b</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2010                                                                                                                                                         | 446,447.      |                            |             |             |
| <b>e</b> Excess from 2011                                                                                                                                                         | 289,348.      |                            |             |             |



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

| Recipient<br>Name and address (home or business)                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                      | Amount     |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|------------|
| <b>a Paid during the year</b>                                               |                                                                                                                    |                                      |                                                          |            |
| SEE STATEMENT (Exhibit E)                                                   | NONE ARE RELATED                                                                                                   | NONE ARE FOUNDATIONS                 | SEE STATEMENT (Exhibit E)                                | 7,749,973. |
|                                                                             |                                                                                                                    |                                      |                                                          |            |
|                                                                             |                                                                                                                    |                                      |                                                          |            |
|                                                                             |                                                                                                                    |                                      |                                                          |            |
|                                                                             |                                                                                                                    |                                      |                                                          |            |
|                                                                             |                                                                                                                    |                                      |                                                          |            |
| <b>Total</b>                                                                |                                                                                                                    |                                      | <b>3a</b>                                                | 7,749,973. |
| <b>b Approved for future payment</b>                                        |                                                                                                                    |                                      |                                                          |            |
| CONGREGATION OF THE MISSION<br>649 WEST ADAMS BLVD<br>LOS ANGELES, CA 90007 | NONE                                                                                                               | NONE                                 | RECOGNITION OF REV WM<br>PILETIC                         | 12,000.    |
| MOUNT ST. MARY'S COLLEGE<br>10 CHESTER PLACE<br>LOS ANGELES, CA 90007       | NONE                                                                                                               | NONE                                 | REPAIRS AND<br>MAINTENANCE AT DOHENY<br>CAMPUS           | 125,000.   |
| NAZARETH HOUSE<br>3333 MANNING AVENUE<br>LOS ANGELES, CA 90064              | NONE                                                                                                               | NONE                                 | RENOVATION OF<br>RESIDENTIAL FACILITY<br>AND CARE CENTER | 200,000.   |
| <b>Total</b>                                                                |                                                                                                                    |                                      | <b>3b</b>                                                | 412,000.   |

SEE CONTINUATION SHEET(S)



## 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                                                                                                                                                                                                                                            |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | (2) Other assets                                                                                                                                                                                                                                    |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | b Other transactions:                                                                                                                                                                                                                               |     |    |
|                                                                                                                                                                                                                                                                                                                                                                                                | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                          |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                    |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | (4) Reimbursement arrangements                                                                                                                                                                                                                      |     | X  |
|                                                                                                                                                                                                                                                                                                                                                                                                | (5) Loans or loan guarantees                                                                                                                                                                                                                        |     | X  |
| (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                     | X   |    |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                     | 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. |                                                                                                                                                                                                                                                     |     |    |

[illegible]

- 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.

Wanda Shepherd  
Signature of officer or trustee

Date 7/30/12

CAO/CFO  
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<br><b>PATRICK J. BOWLER</b>           | Preparer's signature<br> | Date<br><b>7-25-12</b> | Check <input type="checkbox"/> if self-employed | PTIN<br><b>P00008092</b> |
| Firm's name ▶ <b>JENKINS BOWLER LLP</b>                          |                                                                                                             |                        | Firm's EIN ▶ <b>95-2131722</b>                  |                          |
| Firm's address ▶ <b>626 S LAKE AVENUE<br/>PASADENA, CA 91106</b> |                                                                                                             |                        | Phone no. <b>626-792-2179</b>                   |                          |

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

CARRIE ESTELLE DOHENY FOUNDATION

Employer identification number

95-6202911

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

CARRIE ESTELLE DOHENY FOUNDATION

95-6202911

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                     | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|------------|---------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | CONRAD N. HILTON FOUNDATION<br>10100 SANTA MONICA BLVD #1000<br>LOS ANGELES, CA 90067 | \$ 200,000.                | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|            |                                                                                       | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |



Name of organization

Employer identification number

**CARRIE ESTELLE DOHENY FOUNDATION****95-6202911**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |



**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,<br>2-story brick warehouse; or common stock, 200 shs MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a ACADIAN - FROM K-1                                                                                                               |  | P                                                |                                      |                                  |
| b ACADIAN FX FROM K-1                                                                                                               |  | P                                                |                                      |                                  |
| c KENNEDY CAPITAL MGMT                                                                                                              |  | P                                                |                                      |                                  |
| d L.A. CAP MGMT                                                                                                                     |  | P                                                |                                      |                                  |
| e MARATHON SEE STMT                                                                                                                 |  | P                                                |                                      |                                  |
| f NT EAFE & RUSS FROM K-1                                                                                                           |  | P                                                |                                      |                                  |
| g OPPENHEIMER FX FROM K-1                                                                                                           |  | P                                                |                                      |                                  |
| h OPPENHEIMER K-1 GAAP                                                                                                              |  | P                                                |                                      |                                  |
| i OPPENHEIMER BOOK/TAX DIF                                                                                                          |  | P                                                |                                      |                                  |
| j ENHANCED RUSSELL 1000                                                                                                             |  | P                                                |                                      |                                  |
| k NASDAQ SETTLEMENTS                                                                                                                |  | P                                                |                                      |                                  |
| l DE SHAW FROM K-1                                                                                                                  |  | P                                                |                                      |                                  |
| m PIMCO TOTAL RETURN FUND III                                                                                                       |  | P                                                |                                      |                                  |
| n STW                                                                                                                               |  | P                                                |                                      |                                  |
| o THREE PEAKS                                                                                                                       |  | P                                                |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 11,821,041.         |                                            | 10,958,029.                                     | 863,012.                                     |
| b 121,187.            |                                            |                                                 | 121,187.                                     |
| c 3,023,836.          |                                            | 2,606,333.                                      | 417,503.                                     |
| d 17,310.             |                                            | 16,001.                                         | 1,309.                                       |
| e 1,132,475.          |                                            | 1,151,372.                                      | -18,897.                                     |
| f 3,368,462.          |                                            | 2,986,700.                                      | 381,762.                                     |
| g -7,033.             |                                            |                                                 | -7,033.                                      |
| h 81,885.             |                                            |                                                 | 81,885.                                      |
| i                     |                                            | -165,990.                                       | 165,990.                                     |
| j 2,257.              |                                            | 2,257.                                          | 0.                                           |
| k 21,055.             |                                            |                                                 | 21,055.                                      |
| l 2,500,000.          |                                            | 2,500,000.                                      | 0.                                           |
| m 200,118.            |                                            | 213,021.                                        | -12,903.                                     |
| n 8,890,747.          |                                            | 8,244,967.                                      | 645,780.                                     |
| o 3,830,253.          |                                            | 3,759,689.                                      | 70,564.                                      |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 863,012.                                                                                                |
| b                         |                                      |                                                 | 121,187.                                                                                                |
| c                         |                                      |                                                 | 417,503.                                                                                                |
| d                         |                                      |                                                 | 1,309.                                                                                                  |
| e                         |                                      |                                                 | -18,897.                                                                                                |
| f                         |                                      |                                                 | 381,762.                                                                                                |
| g                         |                                      |                                                 | -7,033.                                                                                                 |
| h                         |                                      |                                                 | 81,885.                                                                                                 |
| i                         |                                      |                                                 | 165,990.                                                                                                |
| j                         |                                      |                                                 | 0.                                                                                                      |
| k                         |                                      |                                                 | 21,055.                                                                                                 |
| l                         |                                      |                                                 | 0.                                                                                                      |
| m                         |                                      |                                                 | -12,903.                                                                                                |
| n                         |                                      |                                                 | 645,780.                                                                                                |
| o                         |                                      |                                                 | 70,564.                                                                                                 |

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. |                             | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                | WESTERN ASSET               | P                                                |                                      |                                  |
| b                                                                                                                                 | LIGHTHOUSE DISTRIBUTION     | P                                                |                                      |                                  |
| c                                                                                                                                 | UBP ASSET MGMT DISTRIBUTION | P                                                |                                      |                                  |
| d                                                                                                                                 | WELLINGTON FROM K-1         | P                                                |                                      |                                  |
| e                                                                                                                                 | CBRE CLARION                | P                                                |                                      |                                  |
| f                                                                                                                                 | CBRE CLARION FX             | P                                                |                                      |                                  |
| g                                                                                                                                 | WELLINGTON FX FROM K-1      | P                                                |                                      |                                  |
| h                                                                                                                                 | BOSTON CO FX                | P                                                |                                      |                                  |
| i                                                                                                                                 |                             |                                                  |                                      |                                  |
| j                                                                                                                                 |                             |                                                  |                                      |                                  |
| k                                                                                                                                 |                             |                                                  |                                      |                                  |
| l                                                                                                                                 |                             |                                                  |                                      |                                  |
| m                                                                                                                                 |                             |                                                  |                                      |                                  |
| n                                                                                                                                 |                             |                                                  |                                      |                                  |
| o                                                                                                                                 |                             |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 9,574,573.          |                                            | 9,200,381.                                      | 374,192.                                     |
| b 500,000.            |                                            | 455,422.                                        | 44,578.                                      |
| c 742,051.            |                                            | 742,051.                                        | 0.                                           |
| d 208,709.            |                                            |                                                 | 208,709.                                     |
| e 3,122,613.          |                                            | 2,775,901.                                      | 346,712.                                     |
| f -2,210.             |                                            |                                                 | -2,210.                                      |
| g -592.               |                                            |                                                 | -592.                                        |
| h 706.                |                                            |                                                 | 706.                                         |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 374,192.                                                                                                |
| b                         |                                      |                                                 | 44,578.                                                                                                 |
| c                         |                                      |                                                 | 0.                                                                                                      |
| d                         |                                      |                                                 | 208,709.                                                                                                |
| e                         |                                      |                                                 | 346,712.                                                                                                |
| f                         |                                      |                                                 | -2,210.                                                                                                 |
| g                         |                                      |                                                 | -592.                                                                                                   |
| h                         |                                      |                                                 | 706.                                                                                                    |
| 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

3,703,309.

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

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990-PF

| Asset No | Description                | Date Acquired | Method | Life  | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|----------------------------|---------------|--------|-------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 11       | SOFTWARE (ESSENTIAL GIFTS) | 010198SL      |        | 3.00  | 16      | 7,706.                   |            |                    | 7,706.                 | 7,706.                   |                 | 0.                     |
| 12       | CAO TABLE                  | 053198SL      |        | 7.00  | 16      | 913.                     |            |                    | 913.                   | 913.                     |                 | 0.                     |
| 13       | NETWORK FRAME              | 100198SL      |        | 7.00  | 16      | 866.                     |            |                    | 866.                   | 866.                     |                 | 0.                     |
| 15       | CONFERENCE CHAIRS          | 040100SL      |        | 10.00 | 16      | 28,740.                  |            |                    | 28,740.                | 28,740.                  |                 | 0.                     |
| 16       | FURNITURE                  | 040100SL      |        | 10.00 | 16      | 63,758.                  |            |                    | 63,758.                | 63,758.                  |                 | 0.                     |
| 17       | MICROWAVE                  | 040100SL      |        | 5.00  | 16      | 108.                     |            |                    | 108.                   | 108.                     |                 | 0.                     |
| 18       | DESK CHAIRS,               | 040100SL      |        | 5.00  | 16      | 2,098.                   |            |                    | 2,098.                 | 2,098.                   |                 | 0.                     |
| 19       | ACCESSORIES                | 070100SL      |        | 10.00 | 16      | 109.                     |            |                    | 109.                   | 109.                     |                 | 0.                     |
| 20       | DESK/COMPUTER              | 090100SL      |        | 10.00 | 16      | 839.                     |            |                    | 839.                   | 839.                     |                 | 0.                     |
| 21       | ACCESSORIES                | 010101SL      |        | 10.00 | 16      | 680.                     |            |                    | 680.                   | 680.                     |                 | 0.                     |
| 26       | CABINET                    | 020806SL      |        | 7.00  | 16      | 5,402.                   |            |                    | 5,402.                 | 3,795.                   |                 | 772.                   |
| 37       | SMALL BOOKCASE             | 040100SL      |        | 10.00 | 16      | 218,843.                 |            |                    | 218,843.               | 218,843.                 |                 | 0.                     |
| 50       | CANON COPIER               | 050107SL      |        | 5.00  | 16      | 2,223.                   |            |                    | 2,223.                 | 1,630.                   |                 | 445.                   |
| 73       | LEASEHOLD                  | 050108SL      |        | 3.00  | 16      | 2,137.                   |            |                    | 2,137.                 | 1,899.                   |                 | 238.                   |
| 84       | IMPROVEMENTS               | 110109SL      |        | 5.00  | 16      | 6,563.                   |            |                    | 6,563.                 | 1,532.                   |                 | 1,313.                 |
| 85       | HP PRINTER                 | 050110SL      |        | 5.00  | 16      | 954.                     |            |                    | 954.                   | 127.                     |                 | 191.                   |
| 86       | PHONE SYSTEM               | 010111SL      |        | 3.00  | 16      | 9,838.                   |            |                    | 9,838.                 |                          |                 | 3,279.                 |
| 87       | TELECOMMUTE DELL           | 010111SL      |        | 5.00  | 16      | 7,406.                   |            |                    | 7,406.                 |                          |                 | 1,481.                 |
| 87       | RETIRED                    |               |        |       |         |                          |            |                    |                        |                          |                 |                        |
| 87       | SERVER                     |               |        |       |         |                          |            |                    |                        |                          |                 |                        |

128102  
05-01-11

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## 2011 DEPRECIATION AND AMORTIZATION REPORT

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| Asset No | Description         | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|---------------------|---------------|--------|------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 98       | TELECOMMUTE HP      | 020111        | SL     | 3.00 | 16      | 1,171.                   |            |                    | 1,171.                 |                          |                 | 358.                   |
|          | * TOTAL 990-PF PG 1 |               |        |      |         | 360,354.                 |            | 0.                 | 360,354.               | 333,643.                 | 0.              | 8,077.                 |
|          | DEPR                |               |        |      |         |                          |            |                    |                        |                          |                 |                        |

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

| (A)<br>DESCRIPTION OF PROPERTY |                               |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| ACADIAN - FROM K-1             |                               |                           | PURCHASED          |                     |           |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 11,821,041.                    | 10,958,029.                   | 0.                        | 0.                 | 863,012.            |           |

| (A)<br>DESCRIPTION OF PROPERTY |                               |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| ACADIAN FX FROM K-1            |                               |                           | PURCHASED          |                     |           |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 121,187.                       | 0.                            | 0.                        | 0.                 | 121,187.            |           |

| (A)<br>DESCRIPTION OF PROPERTY |                               |                           | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| KENNEDY CAPITAL MGMT           |                               |                           |                    |                     |           |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
| 3,023,836.                     | 2,606,333.                    | 0.                        | 0.                 | 417,503.            |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| L.A. CAP MGMT                  | 17,310.                     | 0.                            | 0.                        |                    |                     |           |
|                                |                             |                               |                           | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
|                                |                             |                               |                           |                    |                     | 17,310.   |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| MARATHON SEE STMT              | 1,132,475.                  | 1,151,372.                    | 0.                        | PURCHASED          |                     |           |
|                                |                             |                               |                           | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
|                                |                             |                               |                           |                    |                     | -18,897.  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| NT EAFE & RUSS FROM K-1        | 3,368,462.                  | 2,457,157.                    | 0.                        | PURCHASED          |                     |           |
|                                |                             |                               |                           | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
|                                |                             |                               |                           |                    |                     | 911,305.  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED | DATE<br>ACQUIRED    | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| OPPENHEIMER FX FROM K-1        | -7,033.                     | 0.                            | 0.                        | PURCHASED          |                     |           |
|                                |                             |                               |                           | (E)<br>DEPREC.     | (F)<br>GAIN OR LOSS |           |
|                                |                             |                               |                           |                    |                     | -7,033.   |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| OPPENHEIMER K-1 GAAP           | PURCHASED                     |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 81,885.                        | 0.                            | 0.                        | 0.               | 81,885.             |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| OPPENHEIMER BOOK/TAX DIF       | PURCHASED                     |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 0.                             | 0.                            | 0.                        | 0.               | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| ENHANCED RUSSELL 1000          |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 2,257.                         | 0.                            | 0.                        | 0.               | 2,257.              |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| NASDAQ SETTLEMENTS             |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 21,055.                        | 0.                            | 0.                        | 0.               | 21,055.             |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| DE SHAW FROM K-1               | PURCHASED                     |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 2,500,000.                     | 2,500,000.                    | 0.                        | 0.               | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| PIMCO TOTAL RETURN FUND III    |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 200,118.                       | 213,021.                      | 0.                        | 0.               | -12,903.            |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| STW                            |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 8,890,747.                     | 8,244,967.                    | 0.                        | 0.               | 645,780.            |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| THREE PEAKS                    |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 3,830,253.                     | 3,759,689.                    | 0.                        | 0.               | 70,564.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| WESTERN ASSET                  | 9,574,573.                  | 9,200,381.                    | 0.                        | 0.                                   | 374,192.                                |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| LIGHTHOUSE DISTRIBUTION        | 500,000.                    | 455,422.                      | 0.                        | 0.                                   | 44,578.                                 |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| UBP ASSET MGMT DISTRIBUTION    | 742,051.                    | 742,051.                      | 0.                        | 0.                                   | 0.                                      |           |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | MANNER<br>ACQUIRED<br>(E)<br>DEPREC. | DATE<br>ACQUIRED<br>(F)<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| WELLINGTON FROM K-1            | 208,709.                    | 0.                            | 0.                        | 0.                                   | 208,709.                                |           |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| CBRE CLARION                   |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 3,122,613.                     | 2,775,901.                    | 0.                        | 0.               | 346,712.            |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| CBRE CLARION FX                |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| -2,210.                        | 0.                            | 0.                        | 0.               | -2,210.             |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| WELLINGTON FX FROM K-1         | PURCHASED                     |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| -592.                          | 0.                            | 0.                        | 0.               | -592.               |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED            |                           | DATE<br>ACQUIRED | DATE SOLD           |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| BOSTON CO FX                   |                               |                           |                  |                     |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC.   | (F)<br>GAIN OR LOSS |
| 706.                           | 0.                            | 0.                        | 0.               | 706.                |

|                                       |            |
|---------------------------------------|------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV  | 0.         |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 4,085,120. |

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

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SOURCEAMOUNT

|                                                |         |
|------------------------------------------------|---------|
| INTEREST FROM FORM K-1                         | 0.      |
| NORTHERN INSTITUTIONAL FUNDS ST                | 45,989. |
| NORTHERN TRUST BANK OF CA                      | 233.    |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 46,222. |

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|             |                                        |           |   |
|-------------|----------------------------------------|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|----------------------------------------|-----------|---|

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| ALTERNATIVE ASSET DIVIDENDS      | 229,079.     | 0.                         | 229,079.             |
| BOND INCOME                      | 2,138,848.   | 0.                         | 2,138,848.           |
| DIVIDENDS FROM EQUITIES          | 1,485,160.   | 0.                         | 1,485,160.           |
| REIT DIVIDENDS                   | 296,118.     | 0.                         | 296,118.             |
| TOTAL TO FM 990-PF, PART I, LN 4 | 4,149,205.   | 0.                         | 4,149,205.           |

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FORM 990-PF

OTHER INCOME

STATEMENT

4

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP AND LLC INCOME            | 2,125,169.                  | 2,125,169.                        |                               |
| ROYALTY INCOME                        | 10,511.                     | 10,586.                           |                               |
| TRUST INCOME                          | 30,413.                     | 36,953.                           |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 2,166,093.                  | 2,172,708.                        |                               |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FINANCIAL AUDIT              | 23,000.                      | 11,500.                           |                               | 11,500.                       |
| TAX RETURN REVIEW            | 4,000.                       | 0.                                |                               | 4,000.                        |
| TO FORM 990-PF, PG 1, LN 16B | 27,000.                      | 11,500.                           |                               | 15,500.                       |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

| DESCRIPTION                       | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACADIAN                           | 77,340.                      | 77,340.                           |                               | 0.                            |
| DE SHAW                           | 134,205.                     | 134,205.                          |                               | 0.                            |
| CBRE CLARION                      | 72,351.                      | 72,351.                           |                               | 0.                            |
| KENNEDY CAPITAL MGMT              | 90,114.                      | 90,114.                           |                               | 0.                            |
| LIGHTHOUSE                        | 107,892.                     | 107,892.                          |                               | 0.                            |
| MARATHON                          | 274,023.                     | 274,023.                          |                               | 0.                            |
| OPPENHEIMER                       | 48,620.                      | 48,620.                           |                               | 0.                            |
| PAAMCO                            | 98,226.                      | 98,226.                           |                               | 0.                            |
| PIMCO                             | 71,426.                      | 71,426.                           |                               | 0.                            |
| STW                               | 53,156.                      | 51,756.                           |                               | 0.                            |
| THREE PEAKS                       | 27,969.                      | 27,969.                           |                               | 0.                            |
| NORTHERN TRUST GLOBAL INV         | 18,228.                      | 147,746.                          |                               | 0.                            |
| UBP                               | 50,458.                      | 50,458.                           |                               | 0.                            |
| WELLINGTON                        | 79,239.                      | 79,239.                           |                               | 0.                            |
| WESTERN ASSET                     | 22,977.                      | 22,977.                           |                               | 0.                            |
| WILSHIRE                          | 88,077.                      | 88,077.                           |                               | 0.                            |
| NORTHERN TRUST CUSTODIAL<br>FEES  | 56,774.                      | 56,774.                           |                               | 0.                            |
| L.A. COMPUTER WORKS               | 938.                         | 174.                              |                               | 764.                          |
| MICROEDGE LLC GRANTS              |                              |                                   |                               |                               |
| SOFTWARE                          | 4,158.                       | 0.                                |                               | 4,158.                        |
| PROSYSTEMS CCH TAX                |                              |                                   |                               |                               |
| SOFTWARE                          | 624.                         | 0.                                |                               | 624.                          |
| CLASSIC PLANS RETIREMENT<br>PLAN  | 1,500.                       | 199.                              |                               | 1,301.                        |
| ASSOCIATED GROUP, INC             | 1,548.                       | 288.                              |                               | 1,260.                        |
| COMPLETE COPY SYSTEMS             | 1,031.                       | 192.                              |                               | 839.                          |
| UC REGENTS - MGMT SCHOOL<br>STUDY | 4,000.                       | 0.                                |                               | 4,000.                        |
| MISCELLANEOUS FEES                | 1,382.                       | 254.                              |                               | 1,160.                        |
| TO FORM 990-PF, PG 1, LN 16C      | 1,386,256.                   | 1,500,300.                        |                               | 14,106.                       |

FORM 990-PF

TAXES

STATEMENT

7

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 68,245.                      | 68,884.                           |                               | 0.                            |
| FEDERAL EXCISE TAX          | -14,653.                     | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 53,592.                      | 68,884.                           |                               | 0.                            |

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE                   | 21,882.                      | 7,059.                            |                               | 14,823.                       |
| OFFICE SUPPLIES             | 9,573.                       | 1,080.                            |                               | 8,493.                        |
| STATE FEES                  | 255.                         | 0.                                |                               | 255.                          |
| TO FORM 990-PF, PG 1, LN 23 | 31,710.                      | 8,139.                            |                               | 23,571.                       |

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|             |                                            |           |   |
|-------------|--------------------------------------------|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 9 |
|-------------|--------------------------------------------|-----------|---|

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| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|-------------|----------------------|
| STW US TREASURY BONDS                            | X             |                | 1,247,200.  | 1,247,200.           |
| STW MUNICIPAL BONDS                              |               | X              | 2,664,423.  | 2,664,423.           |
| WESTERN ASSET TIPS FUND                          | X             |                | 8,104,417.  | 8,104,417.           |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 9,351,617.  | 9,351,617.           |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                | 2,664,423.  | 2,664,423.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 12,016,040. | 12,016,040.          |

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FORM 990-PF

CORPORATE STOCK

STATEMENT 10

| DESCRIPTION                                       | BOOK VALUE  | FAIR MARKET VALUE |
|---------------------------------------------------|-------------|-------------------|
| ACADIAN EMERGING MARKETS FUND                     | 0.          | 0.                |
| NORTHERN TRUST EAFE EQUITY INDEX FUND             | 3,412,357.  | 3,412,357.        |
| CBRE CLARION REIT - SEE STMT (Exhibit A)          | 7,629,534.  | 7,629,534.        |
| MARATHON EAFE FUND                                | 21,985,321. | 21,985,321.       |
| KENNEDY CAPITAL MANAGEMENT - SEE STMT (Exhibit B) | 6,485,794.  | 6,485,794.        |
| NT RUSSELL 1000 INDEX FUND                        | 15,163,211. | 15,163,211.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10B           | 54,676,217. | 54,676,217.       |

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

| DESCRIPTION                                | BOOK VALUE  | FAIR MARKET VALUE |
|--------------------------------------------|-------------|-------------------|
| BONDS - PIMCO TOTAL RETURN FUND III        | 14,225,933. | 14,225,933.       |
| STW CORPORATE BONDS - SEE STMT (Exhibit C) | 10,539,242. | 10,539,242.       |
| THREE PEAKS - SEE STMT (Exhibit D)         | 6,240,801.  | 6,240,801.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C    | 31,005,976. | 31,005,976.       |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

| DESCRIPTION                                      | VALUATION<br>METHOD | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------------|-------------|----------------------|
| STW OTHER BONDS                                  | FMV                 | 0.          | 0.                   |
| D.E. SHAW U.S. BROAD MKT CORE ALPHA<br>PLUS FUND | FMV                 | 15,940,941. | 15,940,941.          |
| PAAMCO FUND                                      | FMV                 | 8,888,886.  | 8,888,886.           |
| WELLINGTON REAL ASSET FUND                       | FMV                 | 6,998,570.  | 6,998,570.           |
| INTEREST IN TRUST                                | FMV                 | 1.          | 1.                   |
| OIL INTEREST                                     | FMV                 | 1,832.      | 1,832.               |
| LIGHTHOUSE DIVERSIFIED FUND                      | FMV                 | 6,859,603.  | 6,859,603.           |
| UBP ASSET MANAGEMENT FUND                        | FMV                 | 6,909,614.  | 6,909,614.           |
| NOTE                                             | FMV                 | 1.          | 1.                   |
| OPPENHEIMER EMERGING MARKETS                     | FMV                 | 10,310,647. | 10,310,647.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13           |                     | 55,910,095. | 55,910,095.          |

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

| DESCRIPTION                        | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE |
|------------------------------------|------------------------|-----------------------------|------------|
| SOFTWARE (ESSENTIAL GIFTS)         | 7,706.                 | 7,706.                      | 0.         |
| CAO TABLE                          | 913.                   | 913.                        | 0.         |
| NETWORK FRAME                      | 866.                   | 866.                        | 0.         |
| CONFERENCE CHAIRS                  | 28,740.                | 28,740.                     | 0.         |
| FURNITURE                          | 63,758.                | 63,758.                     | 0.         |
| MICROWAVE                          | 108.                   | 108.                        | 0.         |
| DESK CHAIRS, ACCESSORIES           | 2,098.                 | 2,098.                      | 0.         |
| DESK/COMPUTER ACCESSORIES          | 109.                   | 109.                        | 0.         |
| CABINET                            | 839.                   | 839.                        | 0.         |
| SMALL BOOKCASE                     | 680.                   | 680.                        | 0.         |
| CANON COPIER                       | 5,402.                 | 4,567.                      | 835.       |
| LEASEHOLD IMPROVEMENTS             | 218,843.               | 218,843.                    | 0.         |
| HP PRINTER                         | 2,223.                 | 2,075.                      | 148.       |
| PHONE SYSTEM                       | 6,563.                 | 2,845.                      | 3,718.     |
| PHONE ROOM PHONE                   | 954.                   | 318.                        | 636.       |
| 5 DESKTOP COMPUTERS                | 9,838.                 | 3,279.                      | 6,559.     |
| SERVER                             | 7,406.                 | 1,481.                      | 5,925.     |
| TELECOMMUTE HP                     | 1,171.                 | 358.                        | 813.       |
| TOTAL TO FM 990-PF, PART II, LN 14 | 358,217.               | 339,583.                    | 18,634.    |

FORM 990-PF

NAME OF FOREIGN COUNTRY IN WHICH  
ORGANIZATION HAS FINANCIAL INTEREST

STATEMENT 14

NAME OF COUNTRY

BRAZIL  
AUSTRALIA  
FRANCE  
GERMANY  
HONG KONG  
JAPAN  
NETHERLANDS  
SINGAPORE  
SWEDEN  
SWITZERLAND

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 15  
TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                             | TITLE AND<br>AVRG HRS/WK           | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN EXPENSE<br>CONTRIB ACCOUNT |    |
|----------------------------------------------|------------------------------------|-------------------|-------------------------------------------------|----|
| ROBERT A. SMITH, III<br>FOUNDATION OFFICE    | PRESIDENT, CHAIRMAN, DIREC<br>3.00 | 30,000.           | 0.                                              | 0. |
| AUSTIN GAVIN<br>FOUNDATION OFFICE            | VICE PRESIDENT, DIRECTOR<br>2.00   | 18,000.           | 0.                                              | 0. |
| JOSEPH NALLY<br>FOUNDATION OFFICE            | DIRECTOR<br>2.00                   | 18,000.           | 0.                                              | 0. |
| GEORGE GIBBS<br>FOUNDATION OFFICE            | ADVISORY DIRECTOR<br>1.00          | 12,000.           | 0.                                              | 0. |
| TERRY SEIDLER<br>FOUNDATION OFFICE           | DIRECTOR<br>1.00                   | 12,000.           | 0.                                              | 0. |
| REV. WM. PILETIC, C.M.<br>FOUNDATION OFFICE  | DIRECTOR<br>1.00                   | 0.                | 0.                                              | 0. |
| H. THOMAS BOYLE<br>FOUNDATION OFFICE         | DIRECTOR<br>1.00                   | 12,000.           | 0.                                              | 0. |
| MICHAEL S. FEELEY<br>FOUNDATION OFFICE       | DIRECTOR<br>1.00                   | 0.                | 0.                                              | 0. |
| NINA S. SHEPHERD<br>FOUNDATION OFFICE        | CAO/CFO/SEC'Y/TREASURER<br>24.00   | 155,303.          | 48,204.                                         | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII |                                    | 257,303.          | 48,204.                                         | 0. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARGARET MCEACHEN  
FOUNDATION OFFICE

TELEPHONE NUMBER

213-488-1122

FORM AND CONTENT OF APPLICATIONS

APPLICATION AND GUIDELINES LOCATED ON WEBSITE AT [WWW.DOHENYFOUNDATION.ORG](http://WWW.DOHENYFOUNDATION.ORG)

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS TO INDIVIDUALS OR NON-U.S. INSTITUTIONS; NO GRANTS FOR PUBLISHING OR PRODUCTION OF BOOKS, TELEVISION OR RADIO PROGRAMS, TRAVEL, ADVERTISEMENT OR POLITICAL PURPOSES; NO INDIVIDUAL SCHOLARSHIPS; NO WORK OUTSIDE OF UNITED STATES.

VERY FEW GRANTS ARE AWARDED FOR PROGRAMS OUTSIDE OF LOS ANGELES.

Carrie Estelle Doheny Foundation  
EIN 95-6202911  
List of Exhibits  
2011 Form 990PF

| <u>Exhibit</u> | <u>Description</u>               | <u>Part #</u> | <u>Line #</u> |
|----------------|----------------------------------|---------------|---------------|
| A              | ING Clarion REITS                | II            | Statement 10  |
| B              | Kennedy Capital Management stock | II            | Statement 10  |
| C              | STW Corporate Bonds              | II            | Statement 11  |
| D              | Three Peaks Corporate Bonds      | II            | Statement 11  |
| E              | Grants paid in 2011              | XV            | 3a            |



## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2011

Part II, Line 10b

CBRE CLARION REITS

| <u>Shares</u> | <u>Description</u>                             | <u>Fair Market Value</u> |
|---------------|------------------------------------------------|--------------------------|
| 2200          | BR MALLS PARTICIPA COM NPV                     | 21,372                   |
| 1300          | SONAE SIERRA BRASIL                            | 16,727                   |
| 1500          | CALLOWAY REAL ESTA TRUST UNITS                 | 39,435                   |
| 500           | CDN REAL EST INV T TRUST UNITS NPV             | 17,383                   |
| 1000          | PRIMARIS RETAIL INVT TR                        | 20,241                   |
| 3800          | RIOCAN REAL ESTATE TRUST UNITS NPV             | 98,634                   |
| 4500          | BROOKFIELD OFFICE PROPERTIES INC COM           | 70,380                   |
| 19000         | LONGFOR PROPERTIES HKD0.10'REGS'               | 21,479                   |
| 22000         | SOHO CHINA LIMITED HKD0.02                     | 14,645                   |
| 560           | ICADE NPV (POST MERGER)                        | 44,192                   |
| 600           | KLEPIERRE EUR1.40                              | 17,167                   |
| 1151          | MERCIALYS EUR1                                 | 37,205                   |
| 220           | SILIC EUR4                                     | 21,399                   |
| 1070          | UNIBAIL-RODAMCO SE EUR5                        | 192,935                  |
| 1500          | GSW IMMOBILIEN AG NPV (BR)                     | 43,618                   |
| 16701         | CHEUNG KONG(HLDGS) HKD0.50                     | 198,693                  |
| 11100         | GREAT EAGLE HLDGS HKD0.50                      | 21,781                   |
| 7900          | HANG LUNG GROUP HKD1                           | 43,281                   |
| 26600         | HANG LUNG PROPERTIES HKD1                      | 75,691                   |
| 13000         | KERRY PROPERTIES HKD1                          | 43,018                   |
| 37700         | LINK R/EST INVEST NPV                          | 138,828                  |
| 28600         | SINO LAND CO HKD1                              | 40,728                   |
| 19100         | SUN HUNG KAI PROP HKD0.50                      | 239,408                  |
| 5092          | WHARF(HLDGS) HKD1                              | 23,013                   |
| 11561         | HONGKONG LAND HLD ORD USD0.10(SINGAPORE REG)   | 52,487                   |
| 15            | ADVANCE RES INV REIT                           | 28,951                   |
| 1200          | DAITO TRUST CONST NPV                          | 102,937                  |
| 1500          | DAIWA HOUSE INDS NPV                           | 17,897                   |
| 5             | FRONTIER R/EST INV FRONTIER R/EST INVEST(REIT) | 40,551                   |
| 10            | JAPAN REAL ESTATE INVESTMENT CO                | 77,983                   |
| 30            | JAPAN RETAIL FUND REIT                         | 44,450                   |
| 5             | KENEDIX REALTY INV REIT                        | 14,557                   |
| 14900         | MITSUBISHI ESTATE CO LTD                       | 222,706                  |
| 12198         | MITSUMI FUDOSAN CO LTD NPV                     | 177,881                  |
| 4             | NIPPON ACCOMMODATI REIT                        | 26,930                   |
| 6             | NIPPON BUILDING FD REIT                        | 49,129                   |

CBRE CLARION REITS

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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CBRE CLARION REITS

| <u>Shares</u> | <u>Description</u>                                 | <u>Fair Market Value</u> |
|---------------|----------------------------------------------------|--------------------------|
| 3000          | NOMURA RL EST INC NPV                              | 44,684                   |
| 2000          | TOKYO TATEMONO CO NPV                              | 6,057                    |
| 29            | UNITED URBAN INVES REIT                            | 32,905                   |
| 510           | CORIO NV EUR10                                     | 22,248                   |
| 18000         | ASCENDAS R/EST INV NPV (REIT)                      | 25,404                   |
| 62000         | CAPITACOMMERCIAL NPV (REIT)                        | 50,445                   |
| 48450         | CAPITALAND LTD NPV                                 | 82,578                   |
| 44782         | CAPITAMALL TRUST NPV (REIT)                        | 58,712                   |
| 12100         | FRASERS CENTREPOIN TRUST                           | 13,438                   |
| 62900         | GLOBAL LOGISTIC PR NPV                             | 85,134                   |
| 8000          | KEPPEL LAND LTD NPV                                | 13,697                   |
| 2040          | CASTELLUM AB NPV                                   | 25,384                   |
| 1620          | HUFVUDSTADEN AB SER'A'NPV                          | 16,554                   |
| 180           | PSP SWISS PROPERTY CHF0.10 (REGD)                  | 15,130                   |
| 600           | SWISS PRIME SITE CHF18.80 (REGD)                   | 45,268                   |
| 10024         | BRITISH LAND CO ORD GBP0.25                        | 72,050                   |
| 2750          | DERWENT LONDON ORD GBP0.05                         | 66,671                   |
| 6910          | GREAT PORTLAND ESTATES ORD GBP0.125                | 34,686                   |
| 13942         | HAMMERSON ORD GBP0.25                              | 78,002                   |
| 5040          | LAND SECURITIES GP ORD GBP0.10                     | 49,777                   |
| 11200         | SAFESTORE HLDGS ORD GBP0.01                        | 17,406                   |
| 5482          | SEGRO PLC ORD GBP0.10                              | 17,763                   |
| 1745          | AVALONBAY CMNTYS REIT                              | 227,897                  |
| 1840          | BRE PPTYS INC COM CL A                             | 92,883                   |
| 2434          | BSTN PPTYS INC                                     | 242,426                  |
| 5400          | DDR CORP COM                                       | 65,718                   |
| 3751          | EQTY RESDNTL EFF 5/15/02                           | 213,920                  |
| 800           | ESSEX PPTY TR REIT                                 | 112,408                  |
| 1090          | FEDERAL RLTY INVT TR SH BEN INT NEW SH BEN INT NEW | 98,918                   |
| 8094          | GENERAL GROWTH PPTYS INC NEW COM                   | 121,572                  |
| 3300          | HCP INC COM REIT                                   | 136,719                  |
| 2200          | HEALTH CARE REIT INC COM                           | 119,966                  |
| 800           | HIGHWOODS PPTYS INC COM                            | 23,736                   |
| 10529         | HOST HOTELS & RESORTS INC REIT                     | 155,513                  |
| 3400          | KIMCO RLTY CORP COM                                | 55,216                   |
| 3220          | LIBERTY PPTY TR SH BEN INT                         | 99,434                   |

CBRE CLARION REITS

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## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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## Part II, Line 10b

## CBRE CLARION REITS

| <u>Shares</u> | <u>Description</u>                              | <u>Fair Market Value</u> |
|---------------|-------------------------------------------------|--------------------------|
| 2962          | MACERICH CO REIT                                | 149,877                  |
| 1300          | PEBBLEBROOK HOTEL TR COM STK                    | 24,934                   |
| 1200          | POST PPTYS INC REIT                             | 52,464                   |
| 7009          | PROLOGIS INC COM                                | 200,387                  |
| 1469          | PUB STORAGE COM                                 | 197,522                  |
| 3551          | SIMON PROPERTY GROUP INC COM                    | 457,866                  |
| 1968          | SL GREEN RLTY CORP COM STK                      | 131,148                  |
| 1400          | STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK | 67,158                   |
| 1080          | TANGER FACTORY OUTLET CTRS INC COM              | 31,666                   |
| 1290          | TAUBMAN CTRS INC COM                            | 80,109                   |
| 5131          | UDR INC COM STK                                 | 128,788                  |
| 2954          | VENTAS INC REIT                                 | 162,854                  |
| 2269          | VORNADO RLTY TR COM                             | 174,395                  |
| 99986         | DEXUS PROPERTY GP NPV (STAPLED)                 | 85,080                   |
| 123886        | GOODMAN GROUP NPV (STAPLED UNITS)               | 72,395                   |
| 23800         | GPT GROUP NPV (STAPLED SECURITIES)              | 74,907                   |
| 96000         | INVESTA OFFICE FD UNITS NPV (STAPLED)           | 59,052                   |
| 2064          | LEND LEASE GROUP NPV (STAPLED UNITS)            | 15,151                   |
| 40821         | MIRVAC GROUP STAPLED SECURITIES                 | 49,383                   |
| 32000         | STOCKLAND NPV (STAPLED)                         | 104,652                  |
| 24346         | WESTFIELD GROUP NPV STAPLED UNITS               | 194,934                  |
| 45749         | WESTFIELD RETAIL T UNITS NPV (STAPLED)          | 116,786                  |
| Total         |                                                 | 7,629,534                |



## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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Part II, Line 10b

## KENNEDY CAPITAL MANAGEMENT

| <u>Shares</u> | <u>Description</u>                       | <u>Fair Market Value</u> |
|---------------|------------------------------------------|--------------------------|
| 18240         | #REORG/TEKELEC COM CASH MERGER 1/27/2012 | 199,363                  |
| 4945          | ADTRAN INC COM                           | 149,141                  |
| 2100          | ANALOGIC CORP COM PAR \$0.05             | 120,372                  |
| 9170          | ANGIODYNAMICS INC COM STK                | 135,808                  |
| 3950          | BARRETT BILL CORP COM STK                | 134,577                  |
| 1160          | BIO RAD LABS INC CL A                    | 111,406                  |
| 3355          | ENERSYS COM                              | 87,129                   |
| 9395          | FIRSTMERIT CORP COM                      | 142,146                  |
| 2140          | HAEMONETICS CORP MASS COM                | 131,011                  |
| 3355          | HAYNES INTL INC COM NEW COM NEW          | 183,183                  |
| 4975          | HILL ROM HLDGS INC COM STK               | 167,608                  |
| 9200          | II-VI INC COM                            | 168,912                  |
| 6085          | LSB INDS INC COM                         | 170,563                  |
| 5355          | MDU RES GROUP INC COM                    | 114,918                  |
| 1360          | NATL PRESTO INDS INC COM                 | 127,296                  |
| 2785          | NETGEAR INC COM                          | 93,492                   |
| 13290         | OLD NATL BANCORP IND COM                 | 154,829                  |
| 5775          | OPLINK COMMUNICATIONS INC COM NEW        | 95,114                   |
| 6340          | OSI SYS INC COM                          | 309,265                  |
| 6645          | PARAMETRIC TECHNOLOGY CORP COM NEW STK   | 121,338                  |
| 6675          | PIPER JAFFRAY COS COM                    | 134,835                  |
| 8910          | POLYCOM INC COM                          | 145,233                  |
| 2950          | POWELL INDS INC COM                      | 92,276                   |
| 1580          | PVH CORP COM USD1                        | 111,374                  |
| 2115          | RAVEN INDS INC COM STK                   | 130,919                  |
| 4900          | ROBBINS & MYERS INC COM                  | 237,895                  |
| 5175          | ROFIN SINAR TECHNOLOGIES INC COM         | 118,249                  |
| 8387          | ROLLINS INC COM                          | 186,359                  |
| 2100          | SM ENERGY CO COM                         | 153,510                  |
| 4975          | STERIS CORP COM                          | 148,355                  |
| 10455         | SYKES ENTERPRISES INC COM                | 163,725                  |
| 3580          | TRACTOR SUPPLY CO COM                    | 251,137                  |
| 6710          | TRIMBLE NAV LTD COM                      | 291,214                  |
| 3910          | UMB FINL CORP COM STK                    | 145,648                  |
| 14815         | VIEWPOINT FINL GROUP INC MD COM          | 192,743                  |
| 3780          | WABTEC CORP COM                          | 264,411                  |

KENNEDY CAPITAL MANAGEMENT

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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## KENNEDY CAPITAL MANAGEMENT

| <u>Shares</u> | <u>Description</u>               | <u>Fair Market Value</u> |
|---------------|----------------------------------|--------------------------|
| 3485          | WEST PHARMACEUTICAL SVCS INC COM | 132,256                  |
| 4315          | WOLVERINE WORLD WIDE INC COM     | 153,787                  |
| 5745          | WOODWARD INC COM                 | 235,143                  |
| 4420          | ZOLL MED CORP COM                | 279,256                  |
| TOTAL         |                                  | 6,485,794                |



## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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## Part II, Line 10c

## STW CORPORATE BONDS

| <u>Par Value</u> | <u>Description</u>                                       | <u>Maturity</u> | <u>Fair Market Value</u> |
|------------------|----------------------------------------------------------|-----------------|--------------------------|
| 126000           | BARRICK PD 5.95%                                         | 10/15/2039      | 145,868                  |
| 266000           | RIO TINTO FIN USA 5.2                                    | 11/2/2040       | 304,652                  |
| 300000           | TRANSCANADA 6.2%                                         | 10/15/2037      | 373,914                  |
| 100000           | TRANSCANADA 7.625%                                       | 1/15/2039       | 144,224                  |
| 201000           | NOKIA CORP 6.625%                                        | 5/15/2039       | 192,696                  |
| 190000           | PVTPL BAA FDG LTD MULTICURRENCY BD # TR 00001 4.875      | 7/15/2021       | 195,128                  |
| 229000           | COVIDIEN INTL FIN 6.55%                                  | 10/15/2037      | 290,934                  |
| 110000           | ENEL FINANCE INTL NV NT 144A 6                           | 10/7/2039       | 88,533                   |
| 268000           | KONINKLIJKE 6.875%                                       | 3/11/2038       | 337,944                  |
| 75000            | TELEFONICA 7.045%                                        | 6/20/2036       | 73,130                   |
| 309000           | LLOYDS TSB BK PLC 5.8%                                   | 1/13/2020       | 293,358                  |
| 88000            | LLOYDS TSB BK PLC 6.375%                                 | 1/21/2021       | 88,188                   |
| 250000           | PVTPL BARCLAYS BK PLC NT 144A 10.179%                    | 6/12/2021       | 261,785                  |
| 114000           | PVTPL STD CHARTERED BK STANDRD CHRTBK 6.4 9 26 17144 6.4 | 9/26/2017       | 116,384                  |
| 225000           | PVTPL TESCO PLC CORP 6.15% DUE 11-15-2037 BEO            | 11/15/2037      | 269,181                  |
| 205000           | ROYAL BK SCOTLAND 6.125%                                 | 1/11/2021       | 202,238                  |
| 250000           | AFLAC INC 6.45%                                          | 8/15/2040       | 264,777                  |
| 107000           | AFLAC INC 6.9%                                           | 12/17/2039      | 118,969                  |
| 200000           | AMERN EXPRESS CO 8.15%                                   | 3/19/2038       | 296,747                  |
| 350000           | AT&T INC 6.5%                                            | 9/1/2037        | 435,781                  |
| 102000           | BARRICK N AMER FIN 5.7%                                  | 5/30/2041       | 120,834                  |
| 450000           | BK OF AMER NA 6                                          | 10/15/2036      | 374,280                  |
| 154000           | CA INST TECH 4.7%                                        | 11/1/2111       | 160,754                  |
| 186000           | CITIGROUP INC 5.875%                                     | 5/29/2037       | 185,768                  |
| 120000           | CITIGROUP INC 6.875%                                     | 6/1/2025        | 126,476                  |
| 206000           | CITIGROUP INC 8.125%                                     | 7/15/2039       | 252,212                  |
| 94000            | CONOCOPHILLIPS 5.9%                                      | 5/15/2038       | 118,901                  |
| 230000           | GEN ELEC CAP CORP 6.15% DUE 08-07-2037                   | 8/7/2037        | 251,594                  |
| 60000            | GEN ELEC CAP CORP MEDIUM TERM NTS 6.875                  | 1/10/2039       | 71,882                   |
| 140000           | GENERAL ELEC CAP CORP TRANCHE # TR 005286.75%            | 3/15/2032       | 163,932                  |
| 305000           | HALLIBURTON CO 6.7%                                      | 9/15/2038       | 413,691                  |
| 153000           | HEWLETT PACKARD CO 6%                                    | 9/15/2041       | 169,313                  |
| 250000           | HSBC BK USA N A 7                                        | 1/15/2039       | 271,065                  |
| 413000           | JPMORGAN CHASE & 5.6%                                    | 7/15/2041       | 432,397                  |
| 136000           | LOWES COS INC 6.65%                                      | 9/15/2037       | 171,738                  |

STW CORPORATE BONDS

## CARRIE ESTELLE DOHENY FOUNDATION

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Part II, Line 10c

## STW CORPORATE BONDS

| <u>Par Value</u> | <u>Description</u>                                 | <u>Maturity</u> | <u>Fair Market Value</u> |
|------------------|----------------------------------------------------|-----------------|--------------------------|
| 97000            | MA INST TECH 5.6%                                  | 7/1/2111        | 133,436                  |
| 471000           | METLIFE INC 5.875%                                 | 2/6/2041        | 544,229                  |
| 95000            | PHILIP MORRIS INTL 6.375%                          | 5/16/2038       | 123,851                  |
| 252000           | PRUDENTIAL FINL 6.2%                               | 11/15/2040      | 263,694                  |
| 50000            | PRUDENTIAL FINL INC DTD 06-21-2010 6.62506-21-2040 | 6/21/2040       | 55,235                   |
| 88000            | PRUDENTIAL FINL INC MEDIUM TERM NTS 5.625%         | 5/12/2041       | 86,516                   |
| 190000           | TARGET CORP 6.5%                                   | 10/15/2037      | 252,424                  |
| 150000           | TARGET CORP NT 7 DUE                               | 1/15/2038       | 209,672                  |
| 100000           | TRAVELERS COS INC 5.35%                            | 11/1/2040       | 115,535                  |
| 60000            | UNITEDHEALTH GROUP 5.7%                            | 10/15/2040      | 71,836                   |
| 48000            | UNITEDHEALTH GROUP 5.8%                            | 3/15/2036       | 57,426                   |
| 225000           | VERIZON 7.35%                                      | 4/1/2039        | 314,553                  |
| 37000            | VERIZON COMMUNICATIONS 6                           | 4/1/2041        | 45,875                   |
| 40000            | WELLPOINT INC 5.95%                                | 12/15/2034      | 47,262                   |
| 400000           | WELLS FARGO BK 5.95%                               | 8/26/2036       | 411,828                  |
| 25000            | WESTERN UN CO 6.2%                                 | 11/17/2036      | 26,601                   |
| <b>TOTAL</b>     |                                                    |                 | <b>10,539,242</b>        |



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## RETURN OF PRIVATE FOUNDATION

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THREE PEAKS, CORP BONDS

| <u>Par Value</u> | <u>Description</u>                   | <u>Maturity</u> | <u>Fair Market Value</u> |
|------------------|--------------------------------------|-----------------|--------------------------|
| 35000            | ALLIANT 6.75%                        | 4/1/2016        | 35,875                   |
| 25000            | ALPHA NAT RES INC 6%                 | 6/1/2019        | 24,250                   |
| 130000           | AMC ENTMT INC 8%                     | 3/1/2014        | 128,375                  |
| 25000            | AMC ENTMT INC NEW 8.75%              | 6/1/2019        | 25,875                   |
| 25000            | AMERISTAR CASINOS 7.5%               | 4/15/2021       | 25,750                   |
| 150000           | ARAMARK CORP 8.5%                    | 2/1/2015        | 153,750                  |
| 20000            | ARCH COAL INC 7.25%                  | 10/1/2020       | 20,450                   |
| 26000            | ARCH WESTN FIN LLC GTD SR NT STEP UP | 7/1/2013        | 26,130                   |
| 50000            | ATLAS PIPELN 8.75%                   | 6/15/2018       | 52,500                   |
| 70000            | BALL CORP 6.625%                     | 3/15/2018       | 71,750                   |
| 55000            | BALL CORP 7.125%                     | 9/1/2016        | 59,813                   |
| 140000           | BARRETT BILL CORP 9.875%             | 7/15/2016       | 154,000                  |
| 75000            | BERRY PETE CO 10.25%                 | 6/1/2014        | 84,844                   |
| 20000            | BERRY PETE CO 8.25%                  | 11/1/2016       | 20,800                   |
| 10000            | BRIGGS & STRATTON 6.875%             | 12/15/2020      | 10,250                   |
| 110000           | CASE NEW HOLLAND 7.75%               | 9/1/2013        | 116,875                  |
| 105000           | CCO HLDGS LLC / 7.25%                | 10/30/2017      | 110,644                  |
| 105000           | CIMAREX ENERGY CO 7.125%             | 5/1/2017        | 109,463                  |
| 25000            | CIN BELL INC NEW 8.25%               | 10/15/2017      | 25,125                   |
| 185000           | CITIZENS 6.625%                      | 3/15/2015       | 183,150                  |
| 90000            | CLOUD PEAK ENERGY 8.25%              | 12/15/2017      | 95,850                   |
| 100000           | COMSTOCK RES INC 8.375%              | 10/15/2017      | 96,750                   |
| 60000            | CONSOL ENERGY INC 8                  | 4/1/2017        | 65,700                   |
| 100000           | CORRECTIONS CORP 6.25%               | 3/15/2013       | 100,000                  |
| 25000            | CORRECTIONS CORP 6.75%               | 1/31/2014       | 25,000                   |
| 105000           | CROWN CASTLE INTL 9%                 | 1/15/2015       | 113,794                  |
| 25000            | DEL MONTE CORP 7.625                 | 2/15/2019       | 24,000                   |
| 85000            | DENBURY RES INC SR SUB NT 9.75       | 3/1/2016        | 93,713                   |
| 35000            | DINEEQUITY INC 9.5%                  | 10/30/2018      | 37,581                   |
| 245000           | ECHOSTAR DBS CORP 6.625%             | 10/1/2014       | 261,538                  |
| 40000            | ECHOSTAR DBS CORP SR NT 7.125%       | 2/1/2016        | 43,100                   |
| 50000            | ENCORE ACQSTN CO 9.5%                | 5/1/2016        | 55,125                   |
| 30000            | FOREST OIL CORP 7.25%                | 6/15/2019       | 30,600                   |

THREE PEAKS CORPORATE BONDS

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

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THREE PEAKS, CORP BONDS

| <u>Par Value</u> | <u>Description</u>                  | <u>Maturity</u> | <u>Fair Market Value</u> |
|------------------|-------------------------------------|-----------------|--------------------------|
| 25000            | GAYLORD ENTMT CO 6.75%              | 11/15/2014      | 24,750                   |
| 45000            | GEOEYE INC 8.625%                   | 10/1/2016       | 46,350                   |
| 55000            | GEOEYE INC 9.625%                   | 10/1/2015       | 60,225                   |
| 145000           | GRAHAM PACKAGING 9.875%             | 10/15/2014      | 147,356                  |
| 75000            | GRAPHIC PACKAGING 9.5%              | 6/15/2017       | 82,125                   |
| 140000           | HANESBRANDS INC 8%                  | 12/15/2016      | 152,250                  |
| 290000           | HCA INC 6.75 DUE 07-15-2013         | 7/15/2013       | 299,425                  |
| 155000           | HOST MARRIOTT L P SR NT SER Q 6.75% | 6/1/2016        | 159,263                  |
| 30000            | INGLES MKTS INC 8.875%              | 5/15/2017       | 32,475                   |
| 245000           | IRON MTN INC PA 6.625%              | 1/1/2016        | 245,000                  |
| 55000            | JARDEN CORP 8%                      | 5/1/2016        | 59,400                   |
| 30000            | L-3 COMMUNICATIONS 6.375%           | 10/15/2015      | 30,750                   |
| 65000            | LAMAR MEDIA CORP SR SUB NT 6.625    | 8/15/2015       | 66,300                   |
| 265000           | LAS VEGAS SANDS 6.375%              | 2/15/2015       | 267,650                  |
| 120000           | LEVI STRAUSS & CO 8.875%            | 4/1/2016        | 124,800                  |
| 125000           | LIBERTY MEDIA CORP 5.7%             | 5/15/2013       | 128,906                  |
| 15000            | MARKWEST ENERGY 6.75%               | 11/1/2020       | 15,713                   |
| 25000            | NBTY INC SR NT 9                    | 10/1/2018       | 27,500                   |
| 75000            | OWENS-BROCKWAY 7.375%               | 5/15/2016       | 82,125                   |
| 80000            | PENN VA CORP 10.375%                | 6/15/2016       | 85,200                   |
| 125000           | PINNACLE ENTMT INC 7.5%             | 6/15/2015       | 123,750                  |
| 15000            | PINNACLE ENTMT INC 8.75%            | 5/15/2020       | 14,700                   |
| 85000            | PVTPL PEABODY ENERGY CORP SR NT 6   | 11/15/2018      | 86,700                   |
| 145000           | PVTPL WPX ENERGY INC NT 5.25        | 1/15/2017       | 145,725                  |
| 265000           | QWEST 7.5%                          | 2/15/2014       | 266,000                  |
| 60000            | REGAL ENTMT GROUP 9.125%            | 8/15/2018       | 64,350                   |
| 175000           | SERVICE CORP INTL SR NT 7.375%      | 10/1/2014       | 190,313                  |
| 15000            | SESI L L C 6.375                    | 5/1/2019        | 15,263                   |
| 70000            | SILGAN HLDGS INC 7.25%              | 8/15/2016       | 74,725                   |
| 35000            | STATER BROS HLDGS 7.75%             | 4/15/2015       | 35,919                   |
| 115000           | SUNGARD DATA SYS INC SR NT 10.25%   | 8/15/2015       | 119,169                  |
| 45000            | TELEFLEX INC 6.875%                 | 6/1/2019        | 46,913                   |
| 45000            | TREEHOUSE FOODS 7.75%               | 3/1/2018        | 48,713                   |

THREE PEAKS CORPORATE BONDS

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Part II, Line 10c  
THREE PEAKS, CORP BONDS

| <u>Par Value</u> | <u>Description</u>            | <u>Maturity</u> | <u>Fair Market Value</u> |
|------------------|-------------------------------|-----------------|--------------------------|
| 60000            | TW TELECOM HLDGS 8%           | 3/1/2018        | 63,900                   |
| 30000            | UTD RENTALS N AMER 8.375%     | 9/15/2020       | 29,250                   |
| 45000            | VAIL RESORTS INC 6.5%         | 5/1/2019        | 45,900                   |
| 110000           | WESTN AGRIC INS CO SR NT 7.75 | 6/1/2018        | 114,400                  |
| 35000            | WINDSTREAM CORP 7.75%         | 10/15/2020      | 36,181                   |
| 30000            | WYNDHAM WORLDWIDE 6%          | 12/1/2016       | 32,352                   |
| 60000            | WYNN LAS VEGAS LLC 7.75%      | 8/15/2020       | 66,600                   |
| TOTAL            |                               |                 | 6,240,801                |



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Grants Paid During Year

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|----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------|
| Alexandria House<br>426 South Alexandria Ave<br>Los Angeles, CA 90020                                                      | Transitional home for women and children                               | \$10,000.00   |
| All Saints Elementary School<br>3420 Portola Avenue<br>Los Angeles, CA 90032-2215                                          | Matching Grant Program (2011)                                          | \$25,000 00   |
| All Saints Elementary School<br>3420 Portola Avenue<br>Los Angeles, CA 90032-2215                                          | Christmas contribution                                                 | \$2,000.00    |
| Alliance for Housing and Healing<br>825 Colorado Blvd , Suite 100<br>Los Angeles, CA 90041                                 | Operating funds                                                        | \$25,000 00   |
| Alpha North America<br>2275 Half Day Rd , Suite 185<br>Bannockburn, IL 60015                                               | Faith-based Re-entry Initiative at California<br>Institution for Women | \$24,000.00   |
| Alverno High School<br>200 N Michillinda Avenue<br>Sierra Madre, CA 91024-1699                                             | Doheny Scholarship Program - 2011                                      | \$23,600.00   |
| American Diabetes Association<br>611 Wilshire Blvd , Suite 900<br>Los Angeles, CA 90017                                    | Latino Health Fair at Olvera Street                                    | \$10,000.00   |
| Archdiocese of L A/ Cardinal's Award Dinner<br>3424 Wilshire Blvd<br>Los Angeles, CA 90010-2707                            | Cardinal's Award Dinner                                                | \$10,000.00   |
| Archdiocese of LA/ Catholic Education Fnd<br>3424 Wilshire Blvd<br>Los Angeles, CA 90010-2707                              | 'Tuition Awards Program' scholarship funding                           | \$25,000.00   |
| Archdiocese of L A/ House of Prayer for Priests (B)<br>3424 Wilshire Blvd<br>Los Angeles, CA 90010-2707                    | General operating support                                              | \$3,000 00    |
| Archdiocese of LA/ Inner City Schools<br>3424 Wilshire Blvd<br>Los Angeles, CA 90010-2707                                  | repair of inner-city Catholic elementary<br>schools                    | \$400,000.00  |
| Archdiocese of L A/ Ofc of Restorative Justice/Detention<br>Ministry<br>2049 Santa Fe Avenue<br>Los Angeles, CA 90021-2919 | Chaplain for Facilities                                                | \$45,000 00   |
| Ascending Lights Leadership Network<br>P O Box 27790<br>Los Angeles, CA 90027-0790                                         | Mentoring program support                                              | \$38,000.00   |

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| Ascension Elementary School<br>500 West 111th Place<br>Los Angeles, CA 90044-4298                                   | Elementary School Website Program II (2011) | \$12,500.00   |
| Ascension Elementary School<br>500 West 111th Place<br>Los Angeles, CA 90044-4298                                   | Chrntmas contribution                       | \$2,000 00    |
| Ascension Elementary School<br>500 West 111th Place<br>Los Angeles, CA 90044-4298                                   | Matching Grant Program (2011)               | \$25,000.00   |
| Assumption Elementary School<br>3016 Winter Street<br>Los Angeles, CA 90033-2699                                    | Matching Grant Program (2011)               | \$25,000.00   |
| Assumption Elementary School<br>3016 Winter Street<br>Los Angeles, CA 90033-2699                                    | Chrntmas contribution                       | \$2,000 00    |
| Avenues Crsis Pregnancy Clinic of Southern California<br>1911 West Glenoaks Blvd, Suite A<br>Glendale, CA 91201     | General operating support                   | \$14,000.00   |
| Bellarmine-Jefferson High School<br>465 E Olive Ave<br>Burbank, CA 91501-2176                                       | Doheny Scholarship Program - 2011           | \$30,400 00   |
| Bethany Assisting Women in Transition<br>P O Box 501<br>Orange, CA 92856                                            | Counseling and case management services     | \$16,000 00   |
| Beyond Shelter<br>205 S Broadway, Suite 608<br>Los Angeles, CA 90012                                                | Homelessness Intervention Program           | \$5,000 00    |
| Bishop Alemany High School<br>11111 N Alemany Drive<br>Mission Hills, CA 91345                                      | Doheny Scholarship Program - 2011           | \$33,800.00   |
| Bishop Amat Memorial High School<br>14301 Fairgrove Avenue<br>La Puente, CA 91746-1712                              | Doheny Scholarship Program - 2011           | \$37,200 00   |
| Bishop Conaty High School-Our Lady of Loretto High School<br>2900 West Pico Boulevard<br>Los Angeles, CA 90006-3802 | Doheny Scholarship Program - 2011           | \$45,600 00   |
| Bishop Montgomery High School<br>5430 Torrance Blvd<br>Torrance, CA 90503                                           | Doheny Scholarship Program - 2011           | \$25,300.00   |

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| Bishop Mora Salesian High School<br>960 South Soto Street<br>Los Angeles, CA 90023-1396        | Doheny Scholarship Program - 2011         | \$43,900 00   |
| Blessed Sacrament Elementary School<br>6641 Sunset Boulevard<br>Hollywood, CA 90028-7166       | Christmas contribution                    | \$2,000.00    |
| Blessed Sacrament Elementary School<br>6641 Sunset Boulevard<br>Hollywood, CA 90028-7166       | Matching Grant Program (2011)             | \$25,000.00   |
| Blind Childrens Center<br>4120 Marathon Street<br>Los Angeles, CA 90029-3584                   | Therapeutic services                      | \$6,000 00    |
| Boy Scouts of America, O C Council<br>1211 E Dyer Rd<br>Santa Ana, CA 92705-4990               | Learning for Life Program                 | \$10,000 00   |
| Boy Scouts of America, W L A Cnty Council<br>16525 Sherman Way, Unit C-8<br>Van Nuys, CA 91406 | Camperships for disadvantaged youth       | \$10,000.00   |
| Boys & Girls Club of Santa Monica<br>1220 Lincoln Boulevard<br>Santa Monica, CA 90401          | Supporting St Anne's after-school program | \$5,000.00    |
| Boys & Girls Club of Venice<br>2232 Lincoln Blvd<br>Venice, CA 90293                           | Gang Prevention Program                   | \$10,000 00   |
| Braille Institute of America<br>741 North Vermont Avenue<br>Los Angeles, CA 90029-3594         | Los Angeles Child Development Program     | \$5,000.00    |
| Camp Ronald McDonald<br>1954 Cotner Avenue<br>Los Angeles, CA 90025                            | Camperships for terminally ill youth      | \$5,000.00    |
| Cantwell Sacred Heart of Mary High School<br>329 North Garfield Avenue<br>Montebello, CA 90640 | Doheny Scholarship Program - 2011         | \$35,500 00   |
| Caregivers<br>1765 Goodyear, Ste 205<br>Ventura, CA 93003-7417                                 | General operating support                 | \$6,000 00    |
| Carmel of St Teresa<br>215 East Alhambra Road<br>Alhambra, CA 91801                            | Chrntmas contribution                     | \$16,000 00   |

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| CASA of Los Angeles<br>201 Centre Plaza Drive, Room 1100<br>Monterey Park, CA 91754-2158                   | Court Appointed Special Advocate Program                   | \$15,000 00   |
| Casa Teresa, Inc<br>PO Box 429<br>Orange, CA 92856                                                         | Casa Teresa Adoption Program                               | \$15,000 00   |
| Casa Youth Shelter<br>10911 Reagan Street<br>Los Alamitos, CA 90720-2434                                   | Professional Counseling Program                            | \$30,000.00   |
| Cathedral High School<br>1253 Bishops Road<br>Los Angeles, CA 90012-1496                                   | Doheny Scholarship Program - 2011                          | \$39,000 00   |
| Catholic Big Brothers Big Sisters, Inc<br>1530 James M Wood Blvd , 2nd Floor<br>Los Angeles, CA 90015-0095 | Mentoring program for at-risk youth                        | \$46,000 00   |
| Catholic Charities of Los Angeles<br>1531 James M Wood Boulevard<br>Los Angeles, CA 90015-0095             | Services for the poor and vulnerable                       | \$75,000 00   |
| Catholic University of America<br>620 Michigan Avenue, NE<br>Washington, DC 20064                          | Graduate Fellowship Fund for Doctoral<br>Candidates        | \$10,000.00   |
| Central City Community Outreach<br>PO Box 13273<br>Los Angeles, CA 90013                                   | After school youth club for children on skid row           | \$6,000.00    |
| Centro Latino for Literacy<br>1709 West 8th Street, Suite A<br>Los Angeles, CA 90017                       | LEAMOS & LISTOS program support                            | \$12,000 00   |
| Chaminade College Preparatory<br>10210 Oakdale Ave<br>Chatsworth, CA 91311-3533                            | Doheny Scholarship Program - 2011                          | \$25,300 00   |
| Child SHARE<br>1544 West Glenoaks Blvd<br>Glendale, CA 91201                                               | General operating support for the LA County<br>area        | \$18,000.00   |
| Children's Dental Center<br>300 East Buckthorn Street<br>Inglewood, CA 90301                               | Dental outreach program for inner city Catholic<br>Schools | \$15,000.00   |
| Children's Hospital Los Angeles<br>4650 Sunset Boulevard #29<br>Los Angeles, CA 90027                      | Roman Catholic Ministry                                    | \$5,000 00    |

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| Children's Lifesaving Foundation<br>1112 Montana Ave #534<br>Santa Monica, CA 90403          | Camperships                                            | \$8,000.00    |
| Chrysalis (Changing Lives Through Jobs)<br>1853 Lincoln Blvd<br>Santa Monica, CA 90404       | Employment program                                     | \$35,000 00   |
| Congregation of the Mission<br>1105 Bluff Road<br>Montebello, CA 90640-6198                  | Masses for Mr & Mrs E L Doheny                         | \$5,000.00    |
| Congregation of the Mission/De Paul Center<br>1105 S Bluff Road<br>Montebello, CA 90640-6198 | Kitchen refurbishment                                  | \$100,000 00  |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000.00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000.00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000 00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000.00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000 00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000 00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000.00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007      | Recognition of the 2011 services of Rev Wm Piletic, CM | \$1,000.00    |

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| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007 | Recognition of the 2011 services of Rev Wm<br>Piletic, CM | \$1,000 00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007 | Recognition of the 2011 services of Rev Wm<br>Piletic, CM | \$1,000.00    |
| Congregation of the Mission/Rev Piletic<br>649 West Adams Blvd<br>Los Angeles, CA 90007 | Recognition of the 2011 services of Rev Wm<br>Piletic, CM | \$1,000.00    |
| Cornelia Connelly High School<br>2323 West Broadway<br>Anaheim, CA 92804                | Doheny Scholarship Program - 2011                         | \$22,000 00   |
| Council on Foundations<br>PO Box 75661<br>Baltimore, MD 21275-5661                      | The annual membership dues for 2012                       | \$17,510 00   |
| Covenant House California<br>1325 N Western Avenue<br>Hollywood, CA 90027               | Spiritual Ministry Program                                | \$16,000 00   |
| Crespi Carmelite High School<br>5031 Alonzo Ave<br>Encino, CA 91316-3699                | Doheny Scholarship Program - 2011                         | \$27,000 00   |
| Damien High School<br>2280 Damien Avenue<br>La Verne, CA 91750-5296                     | Capital campaign to improve campus-wide<br>technology     | \$20,000.00   |
| Divine Saviour Elementary School<br>624 Cypress Avenue<br>Los Angeles, CA 90065-1109    | Christmas contribution                                    | \$2,000 00    |
| Divine Saviour Elementary School<br>624 Cypress Avenue<br>Los Angeles, CA 90065-1109    | Matching Grant Program (2011)                             | \$25,000 00   |
| Doheny Eye Institute<br>1450 San Pablo Street, DEI- 3050<br>Los Angeles, CA 90033-4697  | General operating support                                 | \$500,000 00  |
| Dolores Mission Elementary School<br>170 South Gless Street<br>Los Angeles, CA 90033    | Christmas contribution                                    | \$2,000.00    |
| Dolores Mission Elementary School<br>170 South Gless Street<br>Los Angeles, CA 90033    | Matching Grant Program (2011)                             | \$25,000 00   |

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| Dolores Mission Elementary School<br>170 South Gless Street<br>Los Angeles, CA 90033                                  | Elementary School Website Program II (2011)                                    | \$12,500 00   |
| Don Bosco Technical Institute<br>1151 San Gabriel Blvd<br>Rosemead, CA 91770-4251                                     | Doheny Scholarship Program - 2011                                              | \$31,000 00   |
| Downtown Women's Center<br>442 South San Pedro Street<br>Los Angeles, CA 90013                                        | Literacy Program                                                               | \$45,000 00   |
| Downtown Women's Center<br>442 South San Pedro Street<br>Los Angeles, CA 90013                                        | Capital campaign for new building                                              | \$50,000 00   |
| Downtown Women's Center<br>442 South San Pedro Street<br>Los Angeles, CA 90013                                        | Christmas contribution                                                         | \$5,000 00    |
| Downtown Women's Center<br>442 South San Pedro Street<br>Los Angeles, CA 90013                                        | Capital campaign for new building                                              | \$50,000 00   |
| Easter Seals of Southern California<br>1570 East 17th Street<br>Santa Ana, CA 92705-4734                              | Senior Day Care Services                                                       | \$14,000.00   |
| Epiphany Catholic Elementary School<br>10915 Michael Hunt Drive<br>South El Monte, CA 91733-3481                      | Matching Grant Program (2011)                                                  | \$25,000.00   |
| Epiphany Catholic Elementary School<br>10915 Michael Hunt Drive<br>South El Monte, CA 91733-3481                      | Christmas contribution                                                         | \$2,000 00    |
| Epiphany Catholic Elementary School<br>10915 Michael Hunt Drive<br>South El Monte, CA 91733-3481                      | Elementary School Website Program I (2011)                                     | \$6,750.00    |
| Estrella Del Mar de Los Angeles, Inc /Regis House<br>2212 Beverly Blvd<br>Los Angeles, CA 90057                       | General operating expenses                                                     | \$14,000.00   |
| Exceptional Children's Foundation<br>8740 W Washington Blvd<br>Culver City, CA 90232                                  | Day-trip program for adults with developmental disabilities                    | \$7,000 00    |
| FADICA/Fdn & Donors Int in Cath Activities, Inc<br>1350 Connecticut Avenue NW, Suite 825<br>Washington, DC 20036-1741 | Annual membership for supporting the philanthropic alliance to charitable work | \$7,500.00    |

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| Family Hope dba Elizabeth House<br>P O Box 94077<br>Pasadena, CA 91109-4077                | Health Education/Therapeutic Services<br>Program                     | \$12,000.00   |
| Flintndge Sacred Heart Academy<br>440 St Kathenne Drve<br>La Canada, CA 91011              | Doheny Scholarship Program - 2011                                    | \$30,400 00   |
| Foodbank of Southern California<br>1444 San Francisco Avenue<br>Long Beach, CA 90813       | Brown Bag Network Program for Seniors                                | \$20,000.00   |
| Foothill Family Services<br>2500 E Foothill Blvd , Suite 300<br>Pasadena, CA 91107         | General operating support                                            | \$5,000.00    |
| Franciscan School of Theology<br>1712 Euclid Avenue<br>Berkeley, CA 94709                  | Scholarships                                                         | \$10,000 00   |
| Get On The Bus<br>5411 Camellia Ave<br>North Hollywood, CA 91601                           | Get On The Bus Program for children of<br>incarcerated women & men   | \$8,000 00    |
| Girl Scouts of Greater Los Angeles<br>801 S Grand Ave , Suite 300<br>Los Angeles, CA 90017 | After-school and summer ennnchment<br>programs for underserved girls | \$12,000 00   |
| Good Shepherd Center for Homeless Women<br>1671 Beverly Blvd<br>Los Angeles, CA 90026      | Chrstmas contrbution                                                 | \$5,000.00    |
| Good Shepherd Center for Homeless Women<br>1671 Beverly Blvd<br>Los Angeles, CA 90026      | Operating support for Languille Emergency<br>Shelter                 | \$25,000.00   |
| Good Shepherd Shelter<br>2561 W Venice Blvd<br>Los Angeles, CA 90019-6233                  | 'Good Shepherd Volunteers' program<br>expenses                       | \$35,000.00   |
| Guardian Angel Elementary School<br>10919 Noms Avenue<br>Pacoima, CA 91331                 | Chrstmas contrbution                                                 | \$2,000.00    |
| Guardian Angel Elementary School<br>10919 Noms Avenue<br>Pacoima, CA 91331                 | Matching Grant Program (2011)                                        | \$25,000 00   |
| Harbor Pregnancy Help Center<br>705 West Pacific Coast Hwy<br>Wilmington, CA 90744         | Services for women & girls facing crisis<br>pregnancies              | \$18,000.00   |

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| Harvest Home, Inc<br>2118 Wilshire Blvd , PMB 358<br>Santa Monica, CA 90403              | Serving homeless, pregnant women            | \$6,000.00    |
| Hollywood Prayer Network-a division of HEA<br>1763 N Gower St<br>Hollywood, CA 90028     | Praying for Hollywood Families Program      | \$5,000.00    |
| Holy Family High School<br>400 East Lomita Avenue<br>Glendale, CA 91205-1668             | Doheny Scholarship Program - 2011           | \$37,200.00   |
| Holy Innocents Elementary School<br>2500 Pacific Avenue<br>Long Beach, CA 90806          | Chrstmas contribution                       | \$2,000.00    |
| Holy Innocents Elementary School<br>2500 Pacific Avenue<br>Long Beach, CA 90806          | Elementary School Website Program I (2011)  | \$6,750 00    |
| Holy Innocents Elementary School<br>2500 Pacific Avenue<br>Long Beach, CA 90806          | Matching Grant Program (2011)               | \$25,000.00   |
| Holy Name of Jesus Elementary School<br>1955 W Jefferson Blvd<br>Los Angeles, CA 90018   | Matching Grant Program (2011)               | \$25,000.00   |
| Holy Name of Jesus Elementary School<br>1955 W Jefferson Blvd<br>Los Angeles, CA 90018   | Chrstmas contribution                       | \$2,000.00    |
| Holy Name of Jesus Elementary School<br>1955 W Jefferson Blvd<br>Los Angeles, CA 90018   | Elementary School Website Program II (2011) | \$12,500 00   |
| Holy Spint Elementary School<br>1418 South Burnside Avenue<br>Los Angeles, CA 90019-4014 | Chrstmas contribution                       | \$2,000.00    |
| Holy Spint Elementary School<br>1418 South Burnside Avenue<br>Los Angeles, CA 90019-4014 | Matching Grant Program (2011)               | \$11,750.00   |
| Homeboy Industnes<br>130 W Bruno St<br>Los Angeles, CA 90012                             | General Operating Support                   | \$42,000.00   |
| Hope Again<br>5121 W Sunset Blvd<br>Los Angeles, CA 90027                                | Counseling services and food pantry needs   | \$35,000.00   |

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| House of Ruth<br>P O Box 33288<br>Los Angeles, CA 90033                                                        | Transitional Shelter Program                              | \$35,000 00   |
| Housing Works<br>12277 N Wilcox Ave<br>Los Angeles, CA 90038                                                   | Mobile Integrated Services Team for mentally ill homeless | \$5,000 00    |
| Ignatian Volunteer Corps<br>LMU Extension, University Hall, Suite 1863<br>1 LMU Drive<br>Los Angeles, CA 90045 | Older adults helping children, families, and the poor     | \$8,000 00    |
| Imagine LA<br>5455 Wilshire Blvd, Suite 1001<br>Los Angeles, CA 90036                                          | Fund a Family Team Manager                                | \$5,000 00    |
| Immaculate Conception Elementary School<br>830 Green Avenue<br>Los Angeles, CA 90017-4395                      | Matching Grant Program (2011)                             | \$25,000 00   |
| Immaculate Conception Elementary School<br>830 Green Avenue<br>Los Angeles, CA 90017-4395                      | Elementary School Website Program II (2011)               | \$12,500 00   |
| Immaculate Conception Elementary School<br>830 Green Avenue<br>Los Angeles, CA 90017-4395                      | Donation by Mr Feeley                                     | \$3,000 00    |
| Immaculate Conception Elementary School<br>830 Green Avenue<br>Los Angeles, CA 90017-4395                      | Christmas contribution                                    | \$2,000 00    |
| Immaculate Heart High School<br>5515 Franklin Avenue<br>Los Angeles, CA 90028-5999                             | Doheny Scholarship Program - 2011                         | \$32,100.00   |
| Immaculate Heart of Mary Elementary School<br>1055 N Alexandna Ave<br>Los Angeles, CA 90029-2517               | Christmas contribution                                    | \$2,000 00    |
| Immaculate Heart of Mary Elementary School<br>1055 N Alexandna Ave<br>Los Angeles, CA 90029-2517               | Matching Grant Program (2011)                             | \$23,383.00   |
| InterVarsity Christian Fellowship/USA<br>6400 Schroeder Rd<br>Madison, WI 57307                                | Six week immersion for college students serving the poor  | \$5,000.00    |
| Jesuit School of Theology of Santa Clara Univ<br>1735 LeRoy Avenue<br>Berkeley, CA 94709-1193                  | Scholarships                                              | \$12,000.00   |

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| Jesuit Volunteer Corps<br>801 St. Paul Street<br>Baltimore, MD 21202                                       | Support the volunteers working in LA                                                     | \$28,000.00   |
| John Tracy Clinic<br>806 West Adams Boulevard<br>Los Angeles, CA 90007-2505                                | Parent-Infant Program                                                                    | \$25,000.00   |
| Junipero Serra High School<br>14830 South Van Ness Ave<br>Gardena, CA 90249                                | Doheny Scholarship Program - 2011                                                        | \$36,000.00   |
| La Reina High School<br>106 West Janss Road<br>Thousand Oaks, CA 91360                                     | Doheny Scholarship Program - 2011                                                        | \$23,000.00   |
| La Salle High School<br>3880 East Sierra Madre Blvd<br>Pasadena, CA 91107                                  | Doheny Scholarship Program - 2011                                                        | \$27,000 00   |
| Ladies of Chanty of St Vincent de Paul<br>2131 W 3rd Street, Seton Hall<br>Los Angeles, CA 90057-0992      | Meeting and event expenses, Thanksgiving<br>and Chnstrmas food certificates for the poor | \$14,000.00   |
| Las Familias del Pueblo<br>307 East Seventh Street<br>Los Angeles, CA 90014                                | Programs for garment workers and their<br>children                                       | \$30,000.00   |
| Library Foundation of Los Angeles<br>630 West Fifth Street<br>Los Angeles, CA 90071                        | Grandparents and Books Program                                                           | \$8,000.00    |
| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Care of the elderly                                                                      | \$16,000.00   |
| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Care of the elderly                                                                      | \$16,000.00   |
| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Care of the elderly                                                                      | \$16,000.00   |
| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Repair and redecorate the Hospitality Center                                             | \$50,000.00   |
| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Care of the elderly                                                                      | \$16,000.00   |

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| Little Sisters of the Poor Jeanne Jugan Residence<br>2100 South Western Avenue<br>San Pedro, CA 90732-4389 | Chrstmas contribution                                   | \$8,000 00    |
| Los Angeles Child Guidance Clinic<br>3031 South Vermont Ave<br>Los Angeles, CA 90007                       | Early Intervention & Community Wellness<br>Division     | \$6,000 00    |
| Los Angeles Conservation Corps<br>605 W Olympic Blvd , Suite 450<br>Los Angeles, CA 90049                  | General operating support                               | \$18,000 00   |
| Los Angeles Orthopaedic Hospital Foundation<br>2400 South Flower Street<br>Los Angeles, CA 90007-2697      | The Children's Care Fund                                | \$10,000 00   |
| Los Angeles Regional Foodbank<br>1734 E 41st Street<br>Los Angeles, CA 90058-1502                          | Brown Bag Program                                       | \$25,000 00   |
| Los Angeles Team Mentonng, Inc<br>714 W Olympic Blvd , Suite 940<br>Los Angeles, CA 90015                  | TeamWorks After-School Program                          | \$12,000 00   |
| Louisville High School<br>22300 Mullholland Drive<br>Woodland Hills, CA 91364                              | Doheny Scholarship Program - 2011                       | \$28,700.00   |
| Loyola High School<br>1901 Venice Boulevard<br>Los Angeles, CA 90006-4496                                  | Doheny Scholarship Program - 2011                       | \$37,200 00   |
| Loyola Marymount University<br>1 LMU Drive<br>Los Angeles, CA 90045-8310                                   | Construction of the William H Hannon Library            | \$200,000.00  |
| Loyola Marymount University<br>1 LMU Drive<br>Los Angeles, CA 90045-8310                                   | Scholarship funding                                     | \$40,000.00   |
| Making the Right Connections, Inc<br>3250 Wilshire Boulevard, Suite 1010<br>Los Angeles, CA 90010          | Gang prevention summer program                          | \$35,000.00   |
| Mananists<br>4425 West Pine Blvd<br>St Louis, MO 63108-2301                                                | Funding to support the care of elderly priests          | \$20,000 00   |
| Marianne Frostig Center of Ed Therapy<br>971 N Altadena Drive<br>Pasadena, CA 91107                        | Teacher Training for the Catholic Schools<br>Consortium | \$5,000.00    |

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|---------------------------------------------------------------------------------|--------------------------------------|---------------|
| Mary Immaculate Elementary School<br>10390 Remick Avenue<br>Pacoima, CA 91331   | Christmas contribution               | \$2,000 00    |
| Mary Immaculate Elementary School<br>10390 Remick Avenue<br>Pacoima, CA 91331   | Matching Grant Program (2011)        | \$25,000 00   |
| Mary Star of the Sea High School<br>2500 North Taper Ave<br>San Pedro, CA 90731 | Doheny Scholarship Program - 2011    | \$30,400 00   |
| Marymount High School<br>10643 Sunset Boulevard<br>Los Angeles, CA 90077        | Doheny Scholarship Program - 2011    | \$33,800.00   |
| Maryvale<br>7600 East Graves Avenue<br>Rosemead, CA 91770                       | Bread bills for Maryvale             | \$4,000 00    |
| Maryvale<br>7600 East Graves Avenue<br>Rosemead, CA 91770                       | Christmas contribution               | \$8,000 00    |
| Maryvale<br>7600 East Graves Avenue<br>Rosemead, CA 91770                       | Bread bills for Maryvale             | \$4,000 00    |
| Maryvale<br>7600 East Graves Avenue<br>Rosemead, CA 91770                       | Bread bills for Maryvale             | \$4,000.00    |
| Maryvale<br>7600 East Graves Avenue<br>Rosemead, CA 91770                       | Bread bills for Maryvale             | \$4,000.00    |
| Mater Dei High School<br>1202 West Edinger Avenue<br>Santa Ana, CA 92707-2191   | Doheny Scholarship Program - 2011    | \$32,100.00   |
| Mayfield Senior School<br>500 Bellefontaine Street<br>Pasadena, CA 91105-2439   | Faith In Our Future Capital Campaign | \$50,000.00   |
| Mayfield Senior School<br>500 Bellefontaine Street<br>Pasadena, CA 91105-2439   | Doheny Scholarship Program - 2011    | \$24,200.00   |
| MEND, Inc<br>10641 N San Fernando Road<br>Pacoima, CA 91331                     | General operating support            | \$75,000.00   |

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|----------------------------------------------------------------------------------|-------------------------------------------------------|---------------|
| Monastery of the Angels<br>1977 Carmen Avenue<br>Los Angeles, CA 90068           | Aid for elderly sisters                               | \$3,500 00    |
| Monastery of the Angels<br>1977 Carmen Avenue<br>Los Angeles, CA 90068           | Aid for elderly sisters                               | \$3,500.00    |
| Monastery of the Angels<br>1977 Carmen Avenue<br>Los Angeles, CA 90068           | Aid for elderly sisters                               | \$3,500.00    |
| Monastery of the Angels<br>1977 Carmen Avenue<br>Los Angeles, CA 90068           | Aid for elderly sisters                               | \$3,500 00    |
| Monastery of the Angels<br>1977 Carmen Avenue<br>Los Angeles, CA 90068           | Chrntmas contribution                                 | \$4,000 00    |
| Mother of Sorrows Elementary School<br>100 W 87th Place<br>Los Angeles, CA 90003 | Matching Grant Program (2011)                         | \$25,000.00   |
| Mother of Sorrows Elementary School<br>100 W 87th Place<br>Los Angeles, CA 90003 | Chrntmas contribution                                 | \$2,000.00    |
| Mother of Sorrows Elementary School<br>100 W 87th Place<br>Los Angeles, CA 90003 | Elementary School Website Program II (2011)           | \$12,500.00   |
| Mount St. Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598       | Scholarship funding                                   | \$40,000 00   |
| Mount St Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598        | Grammar school pnnicipal's meeting                    | \$5,000 00    |
| Mount St. Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598       | Support for the Women & Spirit Summer Exhibit         | \$10,000 00   |
| Mount St. Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598       | Robert E and Jacqueline Powers Doud Scholarship Fund  | \$5,000.00    |
| Mount St. Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598       | Robert E. and Jacqueline Powers Doud Scholarship Fund | \$10,000.00   |

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|----------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------|
| Mount St Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598                    | 2011 repairs and maintenance for Mount St Mary's Doheny Campus | \$100,000.00  |
| Mount St Mary's College<br>10 Chester Place<br>Los Angeles, CA 90007-2598                    | Elementary school principal's meeting                          | \$5,000 00    |
| Nativity Elementary School<br>944 W 56th Street<br>Los Angeles, CA 90037-3695                | Elementary School Website Program II (2011)                    | \$12,500 00   |
| Nativity Elementary School<br>944 W 56th Street<br>Los Angeles, CA 90037-3695                | Chrntmas contribution                                          | \$2,000 00    |
| Nativity Elementary School<br>944 W 56th Street<br>Los Angeles, CA 90037-3695                | Matching Grant Program (2011)                                  | \$25,000.00   |
| Navidad En El Barrio<br>1107 E 8th Street<br>Los Angeles, CA 90021                           | Collect and distribute food for Chrntmas baskets               | \$5,000.00    |
| Neighborhood Homework House<br>PO Box 993<br>Azusa, CA 91702                                 | Community Homework Program                                     | \$5,000 00    |
| Notre Dame Academy<br>2851 Overland Avenue<br>Los Angeles, CA 90064-4298                     | Doheny Scholarship Program - 2011                              | \$30,400.00   |
| Notre Dame High School<br>13645 Riverside Drive<br>Sherman Oaks, CA 91423                    | Doheny Scholarship Program - 2011                              | \$30,400 00   |
| Oasis of Hollywood<br>1725 Ivar<br>Hollywood, CA 90028                                       | General operating support                                      | \$5,000 00    |
| OPCC Ocean Park Community Center<br>1453 16th Street<br>Santa Monica, CA 90404-2715          | Turning Point Transitional Housing Program                     | \$10,000.00   |
| Our Lady Help of Christians Elementary School<br>2024 Darwin Avenue<br>Los Angeles, CA 90031 | Matching Grant Program (2011)                                  | \$16,439.00   |
| Our Lady Help of Christians Elementary School<br>2024 Darwin Avenue<br>Los Angeles, CA 90031 | Chrntmas contribution                                          | \$2,000.00    |

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|-------------------------------------------------------------------------------------------------|---------------------------------------------|---------------|
| Our Lady of Guadalupe Elementary School (LA)<br>436 North Hazard<br>Los Angeles, CA 90063-1710  | Chnstmas contribution                       | \$2,000 00    |
| Our Lady of Guadalupe Elementary School (LA)<br>436 North Hazard<br>Los Angeles, CA 90063-1710  | Matching Grant Program (2011)               | \$25,000.00   |
| Our Lady of Guadalupe Elementary School (RH)<br>4522 Browne Avenue<br>Los Angeles, CA 90032     | Christmas Contribution                      | \$2,000.00    |
| Our Lady of Guadalupe Elementary School (RH)<br>4522 Browne Avenue<br>Los Angeles, CA 90032     | Matching Grant Program (2011)               | \$25,000.00   |
| Our Lady of Lourdes Elementary School<br>315 South Eastman Ave<br>Los Angeles, CA 90063-2408    | Chnstmas contribution                       | \$2,000.00    |
| Our Lady of Lourdes Elementary School<br>315 South Eastman Ave<br>Los Angeles, CA 90063-2408    | Matching Grant Program (2011)               | \$25,000 00   |
| Our Lady of Talpa Elementary School<br>411 South Evergreen Avenue<br>Los Angeles, CA 90033-4411 | Matching Grant Program (2011)               | \$25,000.00   |
| Our Lady of Talpa Elementary School<br>411 South Evergreen Avenue<br>Los Angeles, CA 90033-4411 | Christmas contribution                      | \$2,000.00    |
| Our Lady of Talpa Elementary School<br>411 South Evergreen Avenue<br>Los Angeles, CA 90033-4411 | Elementary School Website Program II (2011) | \$12,500 00   |
| Outreach Concern<br>2030 East Fourth Street, Suite 237<br>Santa Ana, CA 92705                   | General operating support                   | \$25,000.00   |
| P A T H /People Assisting The Homeless<br>340 N Madison Avenue<br>Los Angeles, CA 90004         | PATHWays, a transitional housing program    | \$5,000 00    |
| Paradete High School<br>42145 Thirtieth Street West<br>Lancaster, CA 93536                      | Doheny Scholarship Program - 2011           | \$27,000 00   |
| Place Called Home<br>2830 S Central Ave<br>Los Angeles, CA 90011                                | Mentonng program                            | \$12,000.00   |

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|------------------------------------------------------------------------------------------------|--------------------------------------------|---------------|
| Precious Blood Elementary School<br>307 S Occidental Boulevard<br>Los Angeles, CA 90057        | Matching Grant Program (2011)              | \$22,460.00   |
| Precious Blood Elementary School<br>307 S Occidental Boulevard<br>Los Angeles, CA 90057        | Christmas contribution                     | \$2,000.00    |
| Prison Fellowship Ministries<br>44180 Riverside Parkway<br>Lansdown, VA 20176                  | Angel Tree Outreach Program                | \$10,000.00   |
| Providence High School<br>511 South Buena Vista Street<br>Burbank, CA 91505                    | Doheny Scholarship Program - 2011          | \$23,600 00   |
| Providence Little Company of Mary Fdn<br>1300 West 7th Street<br>San Pedro, CA 90732           | Women and Children's Clinic                | \$28,000 00   |
| Providence Saint Joseph Foundation<br>501 S Buena Vista St<br>Burbank, CA 91505-4866           | Ventilator for neonatal and PICU           | \$25,000 00   |
| Proyecto Pastoral at Dolores Mission<br>135 North Mission Road<br>Los Angeles, CA 90033        | General operating support                  | \$80,000.00   |
| PUENTE Learning Center<br>501 South Boyle Avenue<br>Los Angeles, CA 90033-3816                 | Operating expenses                         | \$78,000.00   |
| Ramona Convent Secondary School<br>1701 West Ramona Road<br>Alhambra, CA 91803-3080            | Doheny Scholarship Program - 2011          | \$32,100.00   |
| Reading is Fundamental of So CA, Inc<br>7250 Bandini Blvd , Suite 209<br>Los Angeles, CA 90040 | Purchase of books                          | \$5,000.00    |
| Resurrection Elementary School<br>3360 E Opal St.<br>Los Angeles, CA 90023                     | Elementary School Website Program I (2011) | \$6,750.00    |
| Resurrection Elementary School<br>3360 E Opal St.<br>Los Angeles, CA 90023                     | Christmas contribution                     | \$2,000.00    |
| Resurrection Elementary School<br>3360 E Opal St.<br>Los Angeles, CA 90023                     | Matching Grant Program (2011)              | \$25,000.00   |

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|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------|---------------|
| Right to Life League of Southern California<br>1027 N Lake Avenue, Suite 207<br>Pasadena, CA 91104                  | General operating support                  | \$15,000.00   |
| Right to Life League of Southern California<br>1027 N Lake Avenue, Suite 207<br>Pasadena, CA 91104                  | Walk for Life event                        | \$5,000 00    |
| Sacred Heart High School<br>2111 North Griffin Avenue<br>Los Angeles, CA 90031                                      | Doheny Scholarship Program - 2011          | \$37,000.00   |
| Sacred Heart Elementary School<br>2109 Sichel Street<br>Los Angeles, CA 90031-3096                                  | Christmas contribution                     | \$2,000.00    |
| Sacred Heart Elementary School<br>2109 Sichel Street<br>Los Angeles, CA 90031-3096                                  | Elementary School Website Program I (2011) | \$6,750 00    |
| Sacred Heart Elementary School<br>2109 Sichel Street<br>Los Angeles, CA 90031-3096                                  | Matching Grant Program (2011)              | \$25,000.00   |
| Salesian Boys and Girls Club of Los Angeles<br>3218 Wabash Avenue<br>Los Angeles, CA 90063-2722                     | Camperships for disadvantaged youth        | \$15,000.00   |
| Salesian Boys and Girls Club of Los Angeles<br>3218 Wabash Avenue<br>Los Angeles, CA 90063-2722                     | General operating support                  | \$65,000 00   |
| Salvation Army Southern California Divisional<br>Headquarters<br>180 E Ocean Blvd , Ste 500<br>Long Beach, CA 90802 | Camperships for disadvantaged youth        | \$12,000.00   |
| Salvation Army Southern California Divisional<br>Headquarters<br>180 E Ocean Blvd , Ste 500<br>Long Beach, CA 90802 | Thanksgiving and Christmas meals served    | \$12,000.00   |
| San Gabnel Mission High School<br>254 S Santa Anita Street<br>San Gabnel, CA 91776-1182                             | Doheny Scholarship Program - 2011          | \$42,200.00   |
| San Miguel Elementary School<br>2270 East 108th St.<br>Los Angeles, CA 90059                                        | Christmas contribution                     | \$2,000 00    |
| San Miguel Elementary School<br>2270 East 108th St.<br>Los Angeles, CA 90059                                        | Matching Grant Program (2011)              | \$25,000 00   |

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| Santa Isabel Elementary School<br>2424 Whittier Boulevard<br>Los Angeles, CA 90023-1393 | Matching Grant Program (2011)                  | \$25,000 00   |
| Santa Isabel Elementary School<br>2424 Whittier Boulevard<br>Los Angeles, CA 90023-1393 | Chrntmas contribution                          | \$2,000 00    |
| Santa Teresita Elementary School<br>2646 E. Zonal Avenue<br>Los Angeles, CA 90033-1435  | Matching Grant Program (2011)                  | \$25,000 00   |
| Santa Teresita Elementary School<br>2646 E. Zonal Avenue<br>Los Angeles, CA 90033-1435  | Chrntmas contribution                          | \$2,000.00    |
| Santa Teresita, Inc<br>819 Buena Vista Street<br>Duarte, CA 91010-1703                  | Capital campaign for a long-term care facility | \$125,000.00  |
| Santa Teresita, Inc<br>819 Buena Vista Street<br>Duarte, CA 91010-1703                  | Capital campaign for a long-term care facility | \$125,000.00  |
| Sisters of Social Service<br>4316 Lanai Road<br>Encino, CA 91436                        | Chrntmas contribution                          | \$10,000.00   |
| Sisters of Social Service<br>4316 Lanai Road<br>Encino, CA 91436                        | Camperships for disadvantaged girls            | \$15,000.00   |
| Sisters of the Holy Family<br>P O Box 3248<br>Fremont, CA 94539-0324                    | Programs for the poor and needy                | \$3,500 00    |
| Sisters of the Holy Family<br>P O Box 3248<br>Fremont, CA 94539-0324                    | Programs for the poor and needy                | \$3,500.00    |
| Sisters of the Holy Family<br>P O Box 3248<br>Fremont, CA 94539-0324                    | Chrntmas contribution                          | \$4,000.00    |
| Sisters of the Holy Family<br>P O Box 3248<br>Fremont, CA 94539-0324                    | Programs for the poor and needy                | \$3,500.00    |
| Sisters of the Holy Family<br>P O Box 3248<br>Fremont, CA 94539-0324                    | Programs for the poor and needy                | \$3,500.00    |

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|--------------------------------------------------------------------------------------------------|---------------------------------------------|----------------------|
| Sisters Servants of Mary - L A<br>2131 West 27th Street<br>Los Angeles, CA 90018-3018            | Healthcare support for the sisters          | \$10,000.00          |
| Society of St Vincent de Paul<br>210 N Avenue 21<br>Los Angeles, CA 90031-1713                   | Camperships for underprivileged children    | \$20,000.00          |
| Society of St Vincent de Paul/Friends Outside<br>8014 Manne Way<br>Irvine, CA 92618              | Camperships for children                    | \$10,000 00          |
| Southern California Grantmakers<br>1000 North Alameda Street, Suite 230<br>Los Angeles, CA 90012 | Annual membership dues for 2012             | \$8,300 00           |
| St Agnes Elementary School<br>1428 W Adams Boulevard<br>Los Angeles, CA 90007-1640               | Matching Grant Program (2011)               | \$21,731.00          |
| St Agnes Elementary School<br>1428 W Adams Boulevard<br>Los Angeles, CA 90007-1640               | Chrntmas contribution                       | \$2,000.00           |
| St. Aloysius Elementary School<br>2023 East Nadeau Street<br>Los Angeles, CA 90001-3501          | Chrntmas contribution                       | \$2,000.00           |
| St. Aloysius Elementary School<br>2023 East Nadeau Street<br>Los Angeles, CA 90001-3501          | Elementary School Website Program II (2011) | \$12,500 00          |
| St. Aloysius Elementary School<br>2023 East Nadeau Street<br>Los Angeles, CA 90001-3501          | Matching Grant Program (2011)               | \$25,000.00          |
| St Alphonsus Elementary School<br>552 S Amalia Ave<br>Los Angeles, CA 90022                      | Chrntmas contribution                       | \$2,000.00           |
| St Alphonsus Elementary School<br>552 S Amalia Ave<br>Los Angeles, CA 90022                      | Matching Grant Program (2011)               | \$25,000 00          |
| St. Anne Mission Elementary School<br>2015 Colorado Avenue<br>Santa Monica, CA 90404-3490        | Elementary School Website Program II (2011) | \$12,500.00          |
| St. Anne Mission Elementary School<br>2015 Colorado Avenue<br>Santa Monica, CA 90404-3490        | Chrntmas contribution                       | \$2,000.00           |

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| St Anne Mission Elementary School<br>2015 Colorado Avenue<br>Santa Monica, CA 90404-3490    | Matching Grant Program (2011)              | \$25,000.00   |
| St Anne's Maternity Home<br>155 North Occidental Boulevard<br>Los Angeles, CA 90026-4698    | General operating support                  | \$3,000.00    |
| St Anne's Maternity Home<br>155 North Occidental Boulevard<br>Los Angeles, CA 90026-4698    | General operating support                  | \$80,000.00   |
| St Anthony High School<br>620 Olive Avenue<br>Long Beach, CA 90802                          | Doheny Scholarship Program - 2011          | \$38,500 00   |
| St Anthony Elementary School<br>855 E 5th Street<br>Long Beach, CA 90802-1597               | Chrntmas contribution                      | \$2,000.00    |
| St Anthony Elementary School<br>855 E 5th Street<br>Long Beach, CA 90802-1597               | Elementary School Website Program I (2011) | \$6,750 00    |
| St Anthony Elementary School<br>855 E 5th Street<br>Long Beach, CA 90802-1597               | Matching Grant Program (2011)              | \$25,000 00   |
| St Barnabas Senior Services<br>675 South Carondelet Street<br>Los Angeles, CA 90057-3309    | Adult day care center                      | \$15,000 00   |
| St. Bernard High School<br>9100 Falmouth Avenue<br>Playa del Rey, CA 90293                  | Doheny Scholarship Program - 2011          | \$32,100.00   |
| St Camillus Catholic Center for Pastoral Care<br>1911 Zonal Avenue<br>Los Angeles, CA 90033 | Bi-lingual Pastoral Training Program       | \$20,000 00   |
| St Cecilia Elementary School<br>4224 S Normandie Avenue<br>Los Angeles, CA 90037-2397       | Chrntmas contribution                      | \$2,000 00    |
| St Cecilia Elementary School<br>4224 S Normandie Avenue<br>Los Angeles, CA 90037-2397       | Matching Grant Program (2011)              | \$25,000.00   |
| St. Cecilia Elementary School<br>4224 S Normandie Avenue<br>Los Angeles, CA 90037-2397      | Elementary School Website Program (2011)   | \$8,000 00    |

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| St. Cecilia Elementary School<br>4224 S Normandie Avenue<br>Los Angeles, CA 90037-2397  | Elementary School Website Program (2011)   | \$8,000 00    |
| St. Cecilia Elementary School<br>4224 S Normandie Avenue<br>Los Angeles, CA 90037-2397  | Elementary School Website Program (2011)   | \$10,000 00   |
| St. Charles Catholic Church & Mission<br>P O Box 28<br>San Carlos, Arizona 85550        | Upkeep of the parish                       | \$3,500 00    |
| St. Charles Catholic Church & Mission<br>P O Box 28<br>San Carlos, Arizona 85550        | Upkeep of the parish                       | \$3,500 00    |
| St. Charles Catholic Church & Mission<br>P O Box 28<br>San Carlos, Arizona 85550        | Upkeep of the parish                       | \$3,500 00    |
| St. Charles Catholic Church & Mission<br>P O Box 28<br>San Carlos, Arizona 85550        | Christmas contribution                     | \$4,000 00    |
| St. Charles Catholic Church & Mission<br>P O Box 28<br>San Carlos, Arizona 85550        | Upkeep of the parish                       | \$3,500 00    |
| St. Columbkille Elementary School<br>145 West 64th Street<br>Los Angeles, CA 90003-1415 | Matching Grant Program (2011)              | \$25,000.00   |
| St. Columbkille Elementary School<br>145 West 64th Street<br>Los Angeles, CA 90003-1415 | Elementary School Website Program I (2011) | \$6,750 00    |
| St. Columbkille Elementary School<br>145 West 64th Street<br>Los Angeles, CA 90003-1415 | Christmas contribution                     | \$2,000 00    |
| St. Eugene Elementary School<br>9521 Haas Ave<br>Los Angeles, CA 90047                  | Matching Grant Program (2011)              | \$25,000.00   |
| St. Eugene Elementary School<br>9521 Haas Ave<br>Los Angeles, CA 90047                  | Elementary School Website Program I (2011) | \$6,750 00    |
| St. Eugene Elementary School<br>9521 Haas Ave<br>Los Angeles, CA 90047                  | Christmas contribution                     | \$2,000.00    |

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| St Frances X Cabrini Elementary School<br>1428 West Imperial Hwy<br>Los Angeles, CA 90047-4999     | Elementary School Website Program I (2011)        | \$6,750 00    |
| St Frances X Cabrini Elementary School<br>1428 West Imperial Hwy<br>Los Angeles, CA 90047-4999     | Matching Grant Program (2011)                     | \$25,000 00   |
| St Frances X Cabrini Elementary School<br>1428 West Imperial Hwy<br>Los Angeles, CA 90047-4999     | Chrstmas contribution                             | \$2,000 00    |
| St Francis Center<br>1835 So Hope Street<br>Los Angeles, CA 90015                                  | General operating support                         | \$40,000 00   |
| St Francis Center<br>1835 So Hope Street<br>Los Angeles, CA 90015                                  | Camperships for children living in downtown<br>LA | \$20,000 00   |
| St Francis Center<br>1835 So Hope Street<br>Los Angeles, CA 90015                                  | General operating support                         | \$3,000 00    |
| St. Francis High School<br>200 Foothill Boulevard<br>La Canada Flintridge, CA 91011-3798           | Doheny Scholarship Program - 2011                 | \$25,000.00   |
| St. Francis Home<br>1718 W Sixth St<br>Santa Ana, CA 92703                                         | General operating support                         | \$10,000.00   |
| St Francis Medical Center Foundation<br>3630 East Imperial Highway, Suite 404<br>Lynwood, CA 90262 | Health Benefits Resource Center (HBRC)            | \$30,000 00   |
| St Francis of Assisi Elementary School<br>1550 Maltman Ave<br>Los Angeles, CA 90026-1020           | Chrstmas contribution                             | \$2,000.00    |
| St Francis of Assisi Elementary School<br>1550 Maltman Ave<br>Los Angeles, CA 90026-1020           | Matching Grant Program (2011)                     | \$25,000.00   |
| St. Genevieve High School<br>13967 Roscoe Boulevard<br>Panorama City, CA 91402-4299                | Doheny Scholarship Program - 2011                 | \$33,800.00   |
| St. Genevieve High School<br>13967 Roscoe Boulevard<br>Panorama City, CA 91402-4299                | Wireless Internet system and hardware project     | \$10,000.00   |

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| <u>Name/Address</u>                                                                               | <u>Purpose</u>                                | <u>Amount</u> |
|---------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------|
| St. Ignatius of Loyola Elementary School<br>6025 Monte Vista Street<br>Los Angeles, CA 90042-3435 | Matching Grant Program (2011)                 | \$25,000.00   |
| St. Ignatius of Loyola Elementary School<br>6025 Monte Vista Street<br>Los Angeles, CA 90042-3435 | Christmas contribution                        | \$2,000.00    |
| St. Ignatius of Loyola Elementary School<br>6025 Monte Vista Street<br>Los Angeles, CA 90042-3435 | Elementary School Website Program II (2011)   | \$12,500.00   |
| St. James Inn<br>2718 Westwood Boulevard<br>Los Angeles, CA 90064                                 | Housing for families of hospitalized patients | \$20,000.00   |
| St. John Bosco High School<br>13640 Bellflower Boulevard<br>Bellflower, CA 90706                  | Doheny Scholarship Program - 2011             | \$23,600.00   |
| St. John Chrysostom Elementary School<br>530 East Florence Ave<br>Inglewood, CA 90301-1402        | Christmas contribution                        | \$2,000.00    |
| St. John Chrysostom Elementary School<br>530 East Florence Ave<br>Inglewood, CA 90301-1402        | Matching Grant Program (2011)                 | \$25,000.00   |
| St. John Chrysostom Elementary School<br>530 East Florence Ave<br>Inglewood, CA 90301-1402        | Elementary School Website Program I (2011)    | \$6,750.00    |
| St. Joseph Center<br>204 Hampton Drive<br>Venice, CA 90291-8633                                   | Program for homeless & low income families    | \$45,000.00   |
| St. Joseph High School<br>5825 N. Woodruff Avenue<br>Lakewood, CA 90713-1198                      | Doheny Scholarship Program - 2011             | \$27,000.00   |
| St. Lawrence Brndisi Elementary School<br>10044 Compton Ave.<br>Los Angeles, CA 90002             | Christmas contribution                        | \$2,000.00    |
| St. Lawrence Brndisi Elementary School<br>10044 Compton Ave<br>Los Angeles, CA 90002              | Matching Grant Program (2011)                 | \$25,000.00   |
| St. Lawrence Brndisi Elementary School<br>10044 Compton Ave<br>Los Angeles, CA 90002              | Elementary School Website Program I (2011)    | \$6,750.00    |

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|--------------------------------------------------------------------------------------|---------------------------------------------|---------------|
| St Lucy Church - Manan Outreach Center<br>2344 Cota Avenue<br>Long Beach, CA 90810   | Operating funds for the Outreach Center     | \$10,000.00   |
| St Malachy Elementary School<br>1200 East 81st Street<br>Los Angeles, CA 90001       | Matching Grant Program (2011)               | \$25,000.00   |
| St. Malachy Elementary School<br>1200 East 81st Street<br>Los Angeles, CA 90001      | Chrstmas contribution                       | \$2,000.00    |
| St Mary Medical Center Foundation<br>1050 Linden Avenue<br>Long Beach, CA 90813-3393 | School vision screening program             | \$10,000 00   |
| St Mary Elementary School<br>416 South St Louis Street<br>Los Angeles, CA 90033      | Matching Grant Program (2011)               | \$25,000.00   |
| St. Mary Elementary School<br>416 South St Louis Street<br>Los Angeles, CA 90033     | Elementary School Website Program II (2011) | \$12,500.00   |
| St Mary Elementary School<br>416 South St Louis Street<br>Los Angeles, CA 90033      | Chrstmas contribution                       | \$2,000 00    |
| St Mary's Academy<br>701 E Grace Avenue<br>Inglewood, CA 90301                       | Air-conditioning system & technology center | \$25,000.00   |
| St Mary's Academy<br>701 E Grace Avenue<br>Inglewood, CA 90301                       | Doheny Scholarship Program - 2011           | \$42,200.00   |
| St. Matthias High School<br>7851 East Gardendale Street<br>Downey, CA 90242          | Doheny Scholarship Program - 2011           | \$35,500 00   |
| St. Michael Elementary School<br>1027 W 87th Street<br>Los Angeles, CA 90044-2198    | Chrstmas contribution                       | \$2,000.00    |
| St. Michael Elementary School<br>1027 W 87th Street<br>Los Angeles, CA 90044-2198    | Elementary School Website Program II (2011) | \$12,500.00   |
| St. Michael Elementary School<br>1027 W 87th Street<br>Los Angeles, CA 90044-2198    | Matching Grant Program (2011)               | \$25,000.00   |

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|------------------------------------------------------------------------------------------|---------------------------------------------|---------------|
| St. Monica Catholic High School<br>725 California Ave<br>Santa Monica, CA 90403-4096     | Doheny Scholarship Program - 2011           | \$27,000.00   |
| St. Monica Catholic High School<br>725 California Ave<br>Santa Monica, CA 90403-4096     | Renovation of the gymnasium                 | \$50,000.00   |
| St. Odilia Elementary School (A)<br>5300 S Hooper Ave<br>Los Angeles, CA 90011           | Christmas contribution                      | \$2,000.00    |
| St. Odilia Elementary School (A)<br>5300 S Hooper Ave<br>Los Angeles, CA 90011           | Matching Grant Program (2011)               | \$25,000.00   |
| St. Odilia Elementary School (A)<br>5300 S Hooper Ave<br>Los Angeles, CA 90011           | Elementary School Website Program II (2011) | \$12,500 00   |
| St. Paul High School<br>9635 Greenleaf Avenue<br>Santa Fe Springs, CA 90670              | Doheny Scholarship Program - 2011           | \$38,900.00   |
| St. Paul Elementary School<br>1908 S Bronson Ave<br>Los Angeles, CA 90018-1039           | Christmas contribution                      | \$2,000.00    |
| St. Paul Elementary School<br>1908 S Bronson Ave<br>Los Angeles, CA 90018-1039           | Matching Grant Program (2011)               | \$25,000.00   |
| St. Paul Elementary School<br>1908 S Bronson Ave<br>Los Angeles, CA 90018-1039           | Elementary School Website Program II (2011) | \$12,500 00   |
| St. Raphael Elementary School<br>942 West 70th Street<br>Los Angeles, CA 90044-9998      | Matching Grant Program (2011)               | \$25,000.00   |
| St. Raphael Elementary School<br>942 West 70th Street<br>Los Angeles, CA 90044-9998      | Elementary School Website Program II (2011) | \$12,500 00   |
| St. Raphael Elementary School<br>942 West 70th Street<br>Los Angeles, CA 90044-9998      | Chnstmas contribution                       | \$2,000.00    |
| St. Raphael School (Counseling Program)<br>924 West 70th Street<br>Los Angeles, CA 90044 | Good Shepherds Counseling Program           | \$24,000.00   |

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|----------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------|
| St Thomas the Apostle Elementary School<br>2632 West 15th Street<br>Los Angeles, CA 90006                      | Matching Grant Program (2011)               | \$25,000.00   |
| St Thomas the Apostle Elementary School<br>2632 West 15th Street<br>Los Angeles, CA 90006                      | Christmas contribution                      | \$2,000 00    |
| St Tunbuis Elementary School<br>1524 Essex St<br>Los Angeles, CA 90021-2615                                    | Christmas contribution                      | \$2,000.00    |
| St Tunbuis Elementary School<br>1524 Essex St<br>Los Angeles, CA 90021-2615                                    | Matching Grant Program (2011)               | \$25,000.00   |
| St Vincent de Paul Church<br>621 West Adams Boulevard<br>Los Angeles, CA 90007                                 | St Vincent Church                           | \$97,400 00   |
| St Vincent Medical Center<br>2131 West Third Street<br>Los Angeles, CA 90057-0992                              | Community Diabetes Education Program        | \$100,000.00  |
| St Vincent Senior Citizen Nutrition Program, Inc<br>2200 West Third Street, Suite 200<br>Los Angeles, CA 90057 | Operational expenses                        | \$22,000.00   |
| Stillpoint Family Resources<br>P O Box 5103<br>West Hills, CA 91308                                            | Counseling services                         | \$10,000.00   |
| Sts Peter and Paul Elementary School<br>706 Bay View Ave<br>Wilmington, CA 90744-5399                          | Christmas contribution                      | \$2,000 00    |
| Sts Peter and Paul Elementary School<br>706 Bay View Ave<br>Wilmington, CA 90744-5399                          | Matching Grant Program (2011)               | \$25,000.00   |
| Sts Peter and Paul Elementary School<br>706 Bay View Ave<br>Wilmington, CA 90744-5399                          | Elementary School Website Program II (2011) | \$12,500.00   |
| Taller San Jose<br>801 North Broadway<br>Santa Ana, CA 92701-3423                                              | Construction training program               | \$30,000.00   |
| Union Rescue Mission<br>545 South San Pedro St<br>Los Angeles, CA 90013-9983                                   | General operating support                   | \$14,000.00   |

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|------------------------------------------------------------------------------------------------|--------------------------------------------|---------------|
| Union Station Homeless Services<br>825 E Orange Grove Blvd<br>Pasadena, CA 91104               | Community Meals Program                    | \$10,000.00   |
| University of San Diego<br>5998 Alcalá Park<br>San Diego, CA 92110-2492                        | Scholarships                               | \$40,000.00   |
| Urban Compass<br>11100 South Central Avenue<br>Los Angeles, CA 90059                           | After school academic & enrichment program | \$10,000.00   |
| Valley Family Center<br>302 S Brand Boulevard<br>San Fernando, CA 91340                        | Counseling program                         | \$30,000.00   |
| Venice Family Clinic<br>604 Rose Ave<br>Venice, CA 90291                                       | Prenatal nutrition education visits        | \$15,000.00   |
| Verbum Dei High School<br>11100 South Central Avenue<br>Los Angeles, CA 90059-1199             | Doheny Scholarship Program - 2011          | \$37,000.00   |
| YMCA/East, Mid and West Valley Family YMCAs<br>18810 Vanowen Street<br>Reseda, CA 91335        | Camperships                                | \$5,000.00    |
| Westside Food Bank<br>1710 22nd Street<br>Santa Monica, CA 90404                               | Food purchases                             | \$28,000.00   |
| Westside Infant Family Network<br>5721 W Slauson Ave , Suite 200<br>Los Angeles, CA 90230      | General operating support                  | \$28,000.00   |
| Westside Pregnancy Clinic, Inc<br>11500 West Olympic Blvd , Suite 570<br>Los Angeles, CA 90064 | General operating support                  | \$18,000.00   |
| WISEPlace<br>1411 N Broadway<br>Santa Ana, CA 92706                                            | Steps to Independence Program              | \$9,000.00    |
| YMCA/ Ketchum Downtown<br>401 South Hope Street<br>Los Angeles, CA 90071                       | Youth & Family Health Initiative           | \$10,000.00   |
| YMCA/ San Gabriel Valley Family<br>412 E Rowland Street<br>Covina, CA 91723-2743               | Family Resource Center                     | \$8,000.00    |

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**Name/Address**

YWCA of Santa Monica  
2019 Fourteenth Street  
Santa Monica, CA 90405

**Purpose**

Assistance for young women exiting foster  
care

**Amount**

\$10,000.00

Total: \$7,749,973.00