Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 12/01 , 2011, and ending 11/30 , 2012

UEBERROTH FAMILY FOUNDATION
11150 W. OLYMPIC #860
LOS ANGELES, CA 90064

A Employer identification number 33-0078919

B Telephone number (see the instructions) (310) 473-7317

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 41,208,086.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	600,100.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	798,079.	798,079.	798,079.	
	4 Dividends and interest from securities	963,147.	963,147.	963,147.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	137,782.			
	b Gross sales price for all assets on line 6a 10,411,608.				
	7 Capital gain net income (from Part IV, line 2)		137,782.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	-14,297.	-14,297.	-14,297.	
	12 **Total.** Add lines 1 through 11	2,484,811.	1,884,711.	1,746,929.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	98,400.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	22,500.		22,500.	
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	7,961.		7,961.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	84,531.	76,993.	84,531.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	213,392.	76,993.	114,992.	
	25 Contributions, gifts, grants paid Part XV	2,416,089.			2,416,089.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,629,481.	76,993.	114,992.	2,416,089.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-144,670.			
	b **Net investment income** (if negative, enter -0-)		1,807,718.		
	C **Adjusted net income** (if negative, enter -0-)			1,631,937.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	3,479,927.	6,431,373.	6,431,373.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule) Statement 5	2,231,697.	1,645,161.	1,666,662.
	b Investments – corporate stock (attach schedule) Statement 6	3,893,067.	3,587,348.	6,723,399.
	c Investments – corporate bonds (attach schedule) Statement 7	14,099,768.	11,009,529.	11,500,040.
	11 Investments – land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	12,784,034.	13,635,102.	14,886,612.
	14 Land, buildings, and equipment· basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	36,488,493.	36,308,513.	41,208,086.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	36,488,493.	36,308,513.	
	30 **Total net assets or fund balances** (see instructions)	36,488,493.	36,308,513.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	36,488,493.	36,308,513.	

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	36,488,493.
2	Enter amount from Part I, line 27a	2	-144,670.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	36,343,823.
5	Decreases not included in line 2 (itemize) ► See Statement 9	5	35,310.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	36,308,513.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE SCHEDULE ATTACHED	P	1/01/09	1/01/12
b	ENWISEN-FINAL DISTRIBUTION	P	Various	1/20/12
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,407,276.		10,273,826.	133,450.
b	4,332.			4,332.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				133,450.
b				4,332.
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 . . . **2** 137,782.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	2,029,996.	39,984,782.	0.050769
2009	1,940,397.	37,808,112.	0.051322
2008	1,758,157.	36,795,039.	0.047782
2007	1,887,900.	39,002,178.	0.048405
2006	1,323,600.	27,309,479.	0.048467

2	**Total** of line 1, column (d)	2	0.246745
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049349
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,794,036.
5	Multiply line 4 by line 3	5	2,013,145.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,077.
7	Add lines 5 and 6	7	2,031,222.
8	Enter qualifying distributions from Part XII, line 4	8	2,416,089.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	18,077.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	18,077.
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	18,077.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 15,250.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	15,250.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	35.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	2,862.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	Refunded ►	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ISAAC BARANOWICZ Telephone no. ► (310) 473-7317

Located at ► 11150 W. OLYMPIC SUITE 860 LOS ANGELES CA ZIP + 4 ► 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes: — No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		98,400.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	37,752,199.
b Average of monthly cash balances	1b	3,663,066.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	41,415,265.
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	41,415,265.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	621,229.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,794,036.
6 **Minimum investment return.** Enter 5% of line 5	6	2,039,702.

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	2,039,702.
2a Tax on investment income for 2011 from Part VI, line 5 2a 18,077.		
b Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c Add lines 2a and 2b	2c	18,077.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,021,625.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,021,625.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,021,625.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	2,416,089.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,416,089.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	18,077.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,398,012.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,021,625.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009 2,015.				
e From 2010 152,165.				
f Total of lines 3a through e	154,180.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 2,416,089.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				2,021,625.
e Remaining amount distributed out of corpus	394,464.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	548,644.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	548,644.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 2,015.				
d Excess from 2010 152,165.				
e Excess from 2011 394,464.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

VIRGINIA UEBERROTH

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

None

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

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

See Statement 12

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE		FOUNDATION GOAL	2,416,089.
Total			► 3a	2,416,089.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					798,079.
4 Dividends and interest from securities					963,147.
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-14,297.
8 Gain or (loss) from sales of assets other than inventory					137,782.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					1,884,711.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,884,711.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

Virginia Uebersroth 4/29/2013 Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ISAAC BARANOWICZ	[signature]	4/26/13		P00587679
Firm's name ▶ I B MANAGEMENT, INC			Firm's EIN ▶ 95-3276792	
Firm's address ▶ 11150 W. OLYMPIC BLVD STE 860 LOS ANGELES, CA 90064-1839			Phone no (310) 473-7317	

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	Employer identification number
UEBERROTH FAMILY FOUNDATION	33-0078919

Organization type (check one):

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

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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).

Name of organization: UEBERROTH FAMILY FOUNDATION

Employer identification number: 33-0078919

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UEBERROTH FAMILY TRUST P. O. BOX 100 LAGUNA BEACH, CA 92654	$ 600,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: UEBERROTH FAMILY FOUNDATION

Employer identification number: 33-0078919

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

Name of organization: UEBERROTH FAMILY FOUNDATION

Employer identification number: 33-0078919

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 cols (a) through (e) and the following line entry

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

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

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -14,297.	$ -14,297.	$ -14,297.
Total	$ -14,297.	$ -14,297.	$ -14,297.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and Auditing Fees	$ 22,500.		$ 22,500.	
Total	$ 22,500.	$ 0.	$ 22,500.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	$ 7,961.		$ 7,961.	
Total	$ 7,961.	$ 0.	$ 7,961.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE ACCOUNT FEES	$ 76,883.	$ 76,883.	$ 76,883.	
CONSULTING	4,228.		4,228.	
FILING FEES	235.		235.	
OFFICE EXPENSES	1,770.		1,770.	
PAYROLL PROCESSING	1,305.		1,305.	
WIRE TRANSFER FEES	110.	110.	110.	
Total	$ 84,531.	$ 76,993.	$ 84,531.	$ 0.

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	Cost	$ 1,645,161.	$ 1,666,662.
		$ 1,645,161.	$ 1,666,662.
	Total	$ 1,645,161.	$ 1,666,662.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	Cost	$ 3,587,348.	$ 6,723,399.
	Total	$ 3,587,348.	$ 6,723,399.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	Cost	$ 11,009,529.	$ 11,500,040.
	Total	$ 11,009,529.	$ 11,500,040.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
SEE SCHEDULE ATTACHED	Cost	$ 527,441.	$ 523,120.
Total Other Investments		$ 527,441.	$ 523,120.
Other Publicly Traded Securities			
SEE SCHEDULE ATTACHED	Cost	13,107,661.	14,363,492.
Total Other Publicly Traded Securities		$ 13,107,661.	$ 14,363,492.
	Total	$ 13,635,102.	$ 14,886,612.

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

FEDERAL INCOME TAX PAYMENTS	$ 35,310.
Total	$ 35,310.

Statement 10
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
PETER & VIRGINIA UEBERROTH	P. O. BOX 100 LAGUNA BEACH, CA 92652

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
VIRGINIA UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Chairman 3.00	$ 0.	$ 0.	$ 0.
VICKI BOOTH P. O. BOX 100 LAGUNA BEACH, CA 92652	President 40.00	98,400.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
HEIDI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
JOSEPH UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
PETER UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
	Total	$ 98,400.	$ 0.	$ 0.

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	VICKI BOOTH
Care Of:	
Street Address:	P. O. BOX 37
City, State, Zip Code:	CORONA DEL MAR, CA 92625
Telephone:	(949) 720-9646
Form and Content:	STANDARD SOLICITATION FORMS
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

04/04/13

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Item Detail
December 2011 through November 2012

	Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
Inventory							
Morgan Stanley Investments							
Abbott Labs 5.15 11/30/12							
	500,000 00	Abbott Labs 5 150% Due 11/30/12		11/30/2012	500,000 00	515,243.50	(15,243 50)
Total Abbott Labs 5 15 11/30/12					500,000 00	515,243 50	(15,243 50)
Anheuser Busch 4.7 4/15/12							
	500,000 00	Anheuser Busch SR UNS 4 7% Due 4/15/12		04/16/2012	500,000 00	487,480 00	12,520 00
Total Anheuser Busch 4 7 4/15/12					500,000 00	487,480 00	12,520 00
Astrazeneca PLC 5.4 9/15/11							
	500,000 00	Astrazeneca PLC 5 4% Due 9/15/12		12/22/2011	516,820.00	519,023 00	(2,203 00)
Total Astrazeneca PLC 5 4 9/15/11					516,820 00	519,023 00	(2,203 00)
AT&T Inc 4.95 1/15/13							
	500,000.00	AT&T Inc SR UNS 4 95% Due 1/15/10		06/29/2012	512,308 51	511,305 00	1,003 51
Total AT&T Inc 4 95 1/15/13					512,308 51	511,305 00	1,003 51
Calamp Corp							
	4,000 00	Calamp Corp	04/07/2011	07/02/2012	28,453 11	13,549 18	14,903 93
Total Calamp Corp					28,453 11	13,549 18	14,903 93
Con Edison NY 5.625 7/1/12							
	500,000 00	Consolidated Edison Co of NY 5 625% Due 7/1/12		07/02/2012	500,000 00	526,610 00	(26,610 00)
Total Con Edison NY 5 625 7/1/12					500,000 00	526,610 00	(26,610 00)
Corelogic							
	2,000 00	Corelogic	06/02/2010	09/10/2012	50,311.44	28,092 76	22,218 68
	3,000 00	Corelogic	06/02/2010	09/10/2012	75,467.16	42,139 14	33,328 02
Total Corelogic					125,778 60	70,231 90	55,546 70
IBM Corp 4.75 11/29/12							
	250,000 00	IBM Corp 4 75% Due 11/29/12		11/29/2012	250,000 00	245,532 50	4,467 50
Total IBM Corp 4 75 11/29/12					250,000 00	245,532 50	4,467 50
Total Morgan Stanley Investments					2,933,360 22	2,888,975 08	44,385 14

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Item Detail
December 2011 through November 2012

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
UBS PACE Investments						
UBS PACE MM Investment Fund						
9,474 68	UBS PACE Money Mkt Investment Fund Class P		01/25/2012	9,474 68	9,474 68	0 00
10,143 04	UBS PACE Money Mkt Investment Fund Class P		04/24/2012	10,143 04	10,143 04	0 00
10,032 26	UBS PACE Money Mkt Investment Fund Class P		07/25/2012	10,032 26	10,032 26	0 00
10,422 48	UBS PACE Money Mkt Investment Fund Class P		10/25/2012	10,422 48	10,422 48	0 00
Total UBS PACE MM Investment Fund				40,072 46	40,072 46	0 00
Total UBS PACE Investments				40,072 46	40,072 46	0 00
UBS PW Investments						
UBS Capital X 6.5 4/12/66						
5,000 00	UBS Capital X 6 5% Due 4/12/66 - Call Redempt		02/22/2012	125,000.00	112,801.29	12,198 71
Total UBS Capital X 6 5 4/12/66				125,000 00	112,801 29	12,198 71
UBS Select Treasury Instl Fund						
150 00	UBS Select Treasury Institutional Fund		12/12/2011	150 00	150 00	0 00
2,359,182 55	UBS Select Treasury Institutional Fund - Sold		11/27/2012	2,359,182 55	2,359,182 55	0 00
Total UBS Select Treasury Instl Fund				2,359,332 55	2,359,332 55	0 00
Wells Fargo & Co 5.25 10/23/12						
500,000 00	Wells Fargo & Co 5 25% Due 10/23/12- Call Redempt		10/23/2012	500,000 00	500,005 25	(5 25)
Total Wells Fargo & Co 5 25 10/23/12				500,000 00	500,005 25	(5 25)
Wells Fargo Cap XI 6.25 6/15/67						
5,000 00	Wells Fargo Cap XI 6 25% Due 6/15/67 - Call Redempt		06/15/2012	125,000 00	108,266 83	16,733 17
Total Wells Fargo Cap XI 6 25 6/15/67				125,000 00	108,266 83	16,733 17
Total UBS PW Investments				3,109,332 55	3,080,405 92	28,926 63
Wells Fargo FWG Investments						
Abbott Labs 5.125 4/1/19						
118,000 00	Abbott Labs 5 125 Due 4/1/19	02/28/2011	11/09/2012	145,794 90	128,396 98	17,397 92
132,000.00	Abbott Labs 5 125 Due 4/1/19	02/28/2011	11/27/2012	163,092 60	143,630 52	19,462 08
Total Abbott Labs 5 125 4/1/19				308,887.50	272,027 50	36,860 00

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Item Detail
December 2011 through November 2012

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
Con Ed Co 5.625 7/1/12						
285,000 00	Consolidated Edison Co 5 625% Due 7/1/12		07/02/2012	285,000 00	307,945 35	(22,945 35)
Total Con Ed Co 5 625 7/1/12				285,000 00	307,945 35	(22,945 35)
ConocoPhillips 4.75 2/1/14						
166,000 00	ConocoPhillips 4 75% Due 2/1/14		08/17/2012	175,668 65	165,533 54	10,135 11
Total ConocoPhillips 4.75 2/1/14				175,668 65	165,533 54	10,135 11
Driehaus Micro Cap Fund LP						
102.371	Driehaus Micro Cap Fund LP	06/30/2011	03/06/2012	120,000 00	125,879 20	(5,879 20)
Total Driehaus Micro Cap Fund LP				120,000 00	125,879 20	(5,879 20)
FHLB .25 Due 6/22/12						
500,000 00	FHLB 25 Due 6/22/12	06/07/2012	06/22/2012	500,000 00	500,030 00	(30 00)
Total FHLB .25 Due 6/22/12				500,000.00	500,030 00	(30 00)
FHLB 0.625 1/13/12						
300,000 00	Fed Home Ln Bk 0 625 Due 1/13/12 - Matured	10/17/2011	01/13/2012	300,000 00	300,390 00	(390 00)
Total FHLB 0 625 1/13/12				300,000 00	300,390 00	(390 00)
FHLB 5.75 5/15/12						
200,000.00	Fed Home Ln Bk 5 75 Due 5/15/12	09/19/2011	05/15/2012	200,000 00	207,306 00	(7,306 00)
Total FHLB 5.75 5/15/12				200,000 00	207,306 00	(7,306 00)
FHLM 1.0 Due 8/28/12						
500,000 00	FHLM 1.0 Due 8/28/12	06/22/2012	08/28/2012	500,000 00	500,795 00	(795 00)
Total FHLM 1.0 Due 8/28/12				500,000 00	500,795 00	(795 00)
FNMA Disc 2/22/12						
300,000.00	Fed Natl Mtg Assn Disc Due 2/22/12	10/14/2011	02/22/2012	299,923 58	299,923 58	0 00
Total FNMA Disc 2/22/12				299,923 58	299,923 58	0 00
FNMA Disc 2/29/12						
700,000 00	Fed Natl Mtg Assn Disc Due 2/29/12	01/23/2012	02/29/2012	699,974 82	699,974 82	0 00
Total FNMA Disc 2/29/12				699,974 82	699,974 82	0 00

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Item Detail
December 2011 through November 2012

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
Ishares Mutual Fund						
332 00	Ishares MSCI EAFE - Mutual Fund	06/29/2011	03/01/2012	18,203 26	18,987.01	(783 75)
Total Ishares Mutual Fund				18,203 26	18,987 01	(783 75)
John Deere Capital 5.35 1/17/12						
300,000.00	John Deere Capital Corp 5 35% Due 1/17/12 - Matured		01/17/2012	300,000 00	307,665 00	(7,665 00)
Total John Deere Capital 5 35 1/17/12				300,000.00	307,665 00	(7,665 00)
Keeley Mid Cap Value Fund						
5,535.055	Keeley Mid Cap Value Fund Class I		02/28/2012	60,000 00	45,221 40	14,778 60
Total Keeley Mid Cap Value Fund				60,000 00	45,221 40	14,778 60
Pimco Foreign Bd Fd Instl Cl 10						
2,247.191	Pimco Foreign Bd Fd Instl Cl 103	01/20/2010	02/28/2012	24,000 00	22,831 46	1,168 54
Total Pimco Foreign Bd Fd Instl Cl 10				24,000 00	22,831 46	1,168 54
Pitney Bowes Inc 5.75 9/15/17						
300,000 00	Pitney Bowes Inc 5 75% Due 9/15/17		05/24/2012	302,889 00	307,824 00	(4,935 00)
Total Pitney Bowes Inc 5 75 9/15/17				302,889.00	307,824 00	(4,935 00)
SPDR Trust Mutual Fund						
1,538 00	SPDR Trust Series 1 FD - Mutual Fund		03/01/2012	210,963 66	163,701 68	47,261 98
Total SPDR Trust Mutual Fund				210,963 66	163,701 68	47,261 98
Templeton Global Bond Fund						
1,441.578	Templeton Global Bond Fund		02/28/2012	19,000.00	18,336 87	663 13
Total Templeton Global Bond Fund				19,000 00	18,336 87	663.13
Total Wells Fargo FWG Investments				4,324,510.47	4,264,372.41	60,138 06
Total Inventory				10,407,275 70	10,273,825 87	133,449 83
TOTAL				10,407,275.70	10,273,825.87	133,449.83

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of November 30, 2012

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Bonds			
CB Bank of America Corp 5 75% Due 12/1/17	500,000 00	510,778 76	592,530 14
CB GE Capital Internotes NTS 5 5% Due 12/15/19	500,000 00	500,000.00	512,564 17
CB Verizon Communications NTS 5 55% Due 2/15/16	500,000 00	502,491 99	580,233 75
CB Altria Group Inc 7 750% Due 2/6/14	500,000 00	534,250 00	552,320.83
CB Caterpillar Finl Ser F 6 125% Due 2/17/14	425,000 00	431,200 75	460,850 58
CB Duke Energy Corp SR UNS Global 6 3% Due 2/1/14	425,000 00	448,723 50	460,421 63
CB Gen Elec Cap Crp Ser A 4 75% Due 9/15/14	425,000 00	409,525 75	459,703 73
CB Glaxosmithkline Capital PLC 4 85% Due 5/15/13	500,000 00	510,180 00	510,260.42
CB Goldman Sachs Gp 5 15% Due 1/15/14	425,000 00	422,509 50	452,014 06
CB Goldman Sachs Group Inc 5 125 Due 1/15/15	500,000.00	527,935.00	547,429 38
CB Hewlett-Pack Co 3 0 Due 9/15/16	500,000 00	506,185 00	495,325 00
CB Merrill Lynch SUB DEB Global 6 05 Due 5/16/16	500,000 00	515,870.00	553,871 39
CB Morgan Stanley SR UNS Global 6 0 Due 5/13/14	500,000 00	540,060 00	531,476.67
CB Bank of Nova Scotia 2 55 Due 1/12/17	250,000 00	262,507 50	261,250 00
CB Becton Dickinson 5 0% Due 5/15/19	250,000 00	248,370 00	299,210 00
CB Boeing Co 5.0% Due 3/15/14	100,000 00	99,558 00	105,591.00
CB Bottling Group LLC 4 125% Due 6/15/15	250,000 00	267,347 50	271,930 00
CB BP Capital Markets 4 5 Due 10/1/20	250,000.00	277,127.50	289,820 00
CB Colgate-Palmolive Co 2 625% Due 5/1/17	250,000 00	267,762.50	268,662 50
CB ConocoPhillips 4 75% Due 2/1/14	59,000 00	58,834 21	61,864 45
CB EBAY Inc 3.25 Due 10/15/20	250,000 00	262,417 50	271,850.00
CB General Elec Cap Corp 5 9% Due 5/13/14	350,000 00	363,177.50	375,956 00
CB Glaxosmithkline Capital 4 85% Due 5/15/13	300,000.00	322,110 00	306,105 00
CB Hewlett-Packard Co 4 75% Due 6/2/14	350,000 00	349,975 50	361,200.00
CB JPMorgan Chase & Co 3 7 Due 1/20/15	300,000 00	317,610.00	316,194 00
CB National Rural Util Coop 5 5% Due 7/1/13	250,000 00	260.230 00	257,232 50
CB Novartis Capital Corp 4.125% Due 2/10/14	250,000 00	268,210 00	260,615.00
CB Statoilhydro ASA 5 25% Due 4/15/19	250,000 00	250,760 00	302,350 00
CB Target Corp 4 0% Due 6/15/13	250,000 00	252,235 75	254,540.00
CB Unilever Cap Corp 2 75 Due 2/10/16	250,000 00	259,592 50	264,000.00
CB Wal-Mart Stores 2 875 Due 4/1/15	250,000 00	261,992.50	262,667 50
Total Corporate Bonds		**11,009,528.71**	**11,500,039.70**

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of November 30, 2012

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Stocks			
CS General Elec Cap Corp 5 875% Due 2/18/33	5,000 00	125,000 00	130,300 00
CS JP Morgan Chase Trust X 7 0% Due 2/15/32	5,000 00	121,640 40	128,550 00
CS Ambassadors Grp	463,415 00	146,346 45	2,229,026 15
CS AT&T Inc - ISIN US 00206R1023	5,000 00	165,460 70	170,650 00
CS Bristol Myers Squibb Co USD	10,000 00	225,346 17	326,300 00
CS Broadcom Corp Class A Com Stk	3,000 00	61,040 00	97,440 00
CS Calamp Corp	6,000.00	20,376.73	52,020.00
CS Citigroup Inc Com Stk	200.00	99,404 20	6,914 00
CS Coca Cola Co Com USD	16,000 00	330,057 27	610,800 00
CS Colgate Palmolive Co Com	2,000 00	91,333 75	217,000 00
CS Conocophillips	1,000 00	55,383 04	57,600 00
CS Dow Chemical Corp Com Stk	2,000.00	65,913 40	60,380 00
CS Felcor Lodging Trust Inc Com	10,000 00	163,900 30	42,000 00
CS First American Corp Com(Fin)	5,000 0001	56,380 50	119,000 00
CS General Dynamics Corp Com	1,162 00	100,045 06	77,273.00
CS General Elec Co Com Stk USD	10,605 00	362,994 08	224,083 65
CS IShares Barclays Tips Bond Fund 3 595%	1,495 00	149,467.13	183,750 45
CS Microsoft Corp USD	5,000 00	145,752 05	134,225 00
CS ML Capital Trust IV Cum Prfd Stk	4,000 00	102,000 00	101,120 00
CS Phillips 66 WI	500 00	16,459.02	26,310 00
CS Procter & Gamble Co Com	22,000 00	666,646 76	1,536,260.00
CS Schlumberger Ltd USD (Curacao)	1,100 00	99,916.10	79,084.50
CS Suntrust Bks Inc Com	2,635 00	77,732 50	71,672.00
CS Weatherford Intl LTD	4,000 00	138,752 57	41,640.00
Total Corporate Stocks		**3,587,348.18**	**6,723,398.75**
Government Obligations			
GO Fed Farm Credit Bk 2 625% Due 4/17/14	400,000 00	399,108 00	412,960 00
GO FHLB 3 375 Due 6/12/20	200,000 00	221,084 00	228,480 00
GO Fed Home Ln Mtg Corp 1 1% Due 12/27/12	200,000 00	202,000 00	200,122.00
GO FHLM 2 875 Due 2/9/15	400,000 00	423,041.20	422,132 00
GO FNMA 1 5% Due 6/26/13	400,000.00	399,928.00	402,968 00
Total Government Obligations		**1,645,161.20**	**1,666,662.00**
Other Investments			
OI Driehaus Micro Cap Fund LP	163 611	163,611.00	202,346 00
OI Elements Rogers Total Return	52,687 00	501,432.72	458,376.90
OI Pyramid Hotel Investment II LLC		(137,603.33)	(137,603 33)
Total Other Investments		**527,440.39**	**523,119.57**

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of November 30, 2012

Investment Description	Quantity On Hand	Book Value	Market Value
Other Publicly Traded Securities			
OP Merrill Lynch PIA - Mutual Funds		899,920 13	905,469 67
OP Spdr Gold Trust	930.00	85,114 70	154,426 50
OP PIMCO Global Multi-Asset	267,971 454	3,174,478 77	3,084,351 44
OP PIMCO Income	98,161 569	1,099,696 01	1,214,258 61
OP PIMCO Total Return	95,176 10	1,048,531 76	1,105,946 28
OP UBS PACE Global Fixed Income Investment Fund	48,106.022	549,857 04	559,473 03
OP UBS PACE Govt Sec Fixed Income Investment Fund	76,477 762	1,013,301 57	1,023,272 45
OP UBS PACE Intl Emerging Mkts Equity Investment Fund	10,460 92	107,446 98	136,096 56
OP UBS PACE International Equity Investment Fund	47,961 046	551,612 30	603,829 56
OP UBS PACE Large Company Value Equity Investment Fund	41,720 121	593,809 68	758,054 59
OP UBS PACE Large Company Growth Equity Investment Fund	38,579 994	571,427 03	788,189 27
OP UBS PACE Money Mkt Investment Fund Class P	36,608 29	36,608.29	36,608 29
OP UBS PACE Small/Medium Co Growth Equity Investment Fund	13,986 452	160,600.83	250,357 49
OP UBS PACE Small/Medium Co Value Equity Investment Fund	13,244.735	172,167.60	242,378 65
OP UBS PACE Strategic Fixed Income Investment Fund	73,292 978	1,007,926 12	1,131,643 58
OP Ishares MSCI EAFE - Mutual Fund	7,285 00	369,822 35	401,184 95
OP Keeley Mid Cap Value Fund Class I	18,467 151	150,876 62	209,232 82
OP Pimco Foreign Bd Fd Instl Cl 103	46,965 407	477,168 54	535,875 29
OP SPDR Trust Series 1 FD - Mutual Fund	3,648 00	388,220 16	518,581 44
OP Templeton Global Bond Fund	37,866.598	481,663 13	513,849 73
OP Vanguard Emerging Markets EFT - Money Fund	4,532 00	167,411.48	190,411 98
Total Other Publicly Traded Securities		**13,107,661.09**	**14,363,492.18**
TOTAL ALL INVESTMENTS	13,879,404.21	29,877,139.57	34,776,712.20

THE UEBERROTH FAMILY FOUNDATION
33-0078919
11/30/2012

SCHEDULE OF GIFTS GIVEN

TOWER FOUNDATION OF SJSU One Washington Square San Jose, CA 95192-0257	$211,000.00
SAGE HILL SCHOOL 20402 Newport Coast Dr. Newport Coast, CA 92657	$121,200.00
GIRL'S INC. 1815 Anaheim Ave. Costa Mesa, CA 92627	$100,000.00
HUMAN OPTIONS P.O. Box 53745 Irvine, CA. 92619	$100,000.00
SHEA CENTER 26284 Oso Road San Juan Capistrano, CA 92675	$100,000.00
THINK TOGETHER 2100 E. 4th St. Ste 200 Santa Ana, CA 92705	$100,000.00
SHARE OUR SELVES 1550 Superior Ave. Costa Mesa, CA 92627	$75,000.00
CANCER RESEARCH INSTITUTE One Exchange Plaza 55 Broadway # 1802 New York, NY 10006	$65,000.00
HOAG HOSPITAL FOUNDATION One Hoag Dr. P.O. Box 6100 Newport Beach, CA 92658-6100	$56,500.00

BOYS AND GIRLS CLUBS OF SANTA ANA **950 W. Highland** **Santa Ana, CA 92703**	**$50,000.00**
CHOC CHILDREN'S FOUNDATION **455 S. Main St.** **Orange, CA 92868**	**$50,000.00**
GOODWILL INDUSTRIES OF O.C. **410 N. Fairview** **Santa Ana, CA 92703**	**$50,000.00**
KIDWORKS **1902 W. Chestnut Ave.** **Santa Ana, CA 92703**	**$50,000.00**
LAURA'S HOUSE **999 Corporate Dr. #225** **Ladera Ranch, CA 92694**	**$50,000.00**
M.I.N.D. RESEARCH INSTITUTE **1503 South Coast Dr. Ste. 202** **Costa Mesa CA 92626**	**$50,000.00**
M.O.M.S. **1128 W. Santa Ana Blvd.** **Santa Ana, CA 92703**	**$50,000.00**
ORANGEWOOD CHILDRENS FOUNDATION **1575 E. 17th St.** **Santa Ana, CA 92705**	**$50,000.00**
THE WOODEN FLOOR **1810 North Main St.** **Santa Ana, CA 92706**	**$50,000.00**
EL VIENTO FOUNDATION **P.O. Box 3897** **Huntington Beach, CA 92605-3897**	**$45,000.00**
ILLUMINATION FOUNDATION **780 Roosevelt** **Irvine, CA 92620**	**$45,000.00**

C.A.S.A. **1615 E. 17th St. #100** **Santa Ana, CA 92705**	**$40,000.00**
UCI SAGE SCHOLARS **University Research Park** **5171 California Ave. #150** **Irvine, CA 92697-2505**	**$40,000.00**
LAGUNA BEACH COMMUNITY CLINIC **362 3rd St** **Laguna Beach, CA 92651**	**$35,000.00**
WORKING WARDROBES **11614 Martens River Circle** **Fountain Valley, CA 92708**	**$35,000.00**
SECOND HARVEST FOOD BANK OF O.C. **8014 Marine Way** **Irvine, CA 92618**	**$30,000.00**
S.P.I.N. **151 Kalmus, H-2** **Costa Mesa, CA 92626**	**$30,000.00**
ALZHEIMERS FAMILY SERVICES **9451 Indianapolis Ave.** **Huntington Beach, CA 92646**	**$25,000.00**
BIG BROTHERS, BIG SISTERS OF O.C. **14131 Yorba St. #200** **Tustin, CA 92780**	**$25,000.00**
BOYS HOPE/GIRLS HOPE **1041 W. 18th St. Ste. 101 A** **Costa Mesa, CA 92627**	**$25,000.00**
MUSCULAR DYSTROPHY ASSOC./AUGIE'S QUEST **3415 South Sepulveda Blvd. Ste. 550** **Los Angeles, CA 90034**	**$25,000.00**
TALLER SAN JOSE **801 North Broadway** **Santa Ana, CA 92701**	**$25,000.00**

HARBOR DAY ENDOWMENT CORP. 3443 Pacific View Dr. Corona del Mar, CA 92625	$22,000.00
CASA YOUTH SHELTER P.O. Box 216 Los Alamitos, CA 90720	$20,000.00
FAMILIES FORWARD 9221 Irvine Blvd. Irvine, CA 92614	$20,000.00
HANDS TOGETHER 201 Civic Center Dr. East Santa Ana, CA 92701	$20,000.00
OAKVIEW RENEWAL PARTNERSHIP P.O. Box 3476 Huntington Beach, CA 92605	$20,000.00
O.C. CHILD ABUSE PREVENTION CENTER 500 South Main St. Ste 1100 Orange, CA 92668	$20,000.00
PATHWAYS TO INDEPENDENCE P.O. Box 43 Los Alamitos, CA 90720	$20,000.00
BOYS & GIRLS CLUB OF THE HARBOR AREA P.O. Box 10297 Costa Mesa, CA 92627	$16,000.00
CRYSTAL COVE ALLIANCE #45 Crystal Cove Newport Coast, CA 92657	$16,000.00
BLIND CHILDREN'S LEARNING CENTER 18542-B Vanderlip Ave. Santa Ana, CA 92705	$15,000.00
BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 Laguna Canyon Rd. Laguna Beach, CA 92651	$15,000.00

CAMBODIAN FAMILY 1626 E. Fourth St. Santa Ana, CA 92701	$15,000.00
CASA TERESA P.O. Box 429 Orange, CA 92856	$15,000.00
FIRST TEE OPEN Monterey Peninsula Foundation One Lower Ragsdale Dr. Building 3 Suite 100 Monterey, CA 93940	$15,000.00
O.C. BAR FOUNDATION P.O. Box 986 Santa Ana, CA 92702	$15,000.00
SPECIAL OLYMPICS of O.C. 2080 N. Tustin Ave. Suite B Santa Ana, CA 92705	$15,000.00
CHAPMAN UNIVERSITY 1 University Dr. Orange, CA 92866	$12,000.00
ACCESS O.C. 25283 Cabot Rd. Ste. 101 Laguna Hills, CA 92653-5509	$10,000.00
AQUARIUM OF THE PACIFIC 100 Aquarium Way Long Beach, CA 90802	$10,000.00
CHRISTMAS FOR ALL Second and Lakeside Coeur d'Alene, ID 83814	$10,000.00
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E. 17TH St. Santa Ana, CA 92705	$10,000.00
COUNCIL FOR OPPPORTUNITY IN EDUCATION 1025 Vermont Ave. NW Suite 900 Washington D.C. 20005	$10,000.00

CYSTINOSIS RESEARCH FOUNDATION **18802 Bardeen Ave.** **Irvine, CA 92612**	**$10,000.00**
DAMON RUNYAN CANCER RESEARCH FDN **One Exchange Plaza** **55 Broadway, Suite 302** **New York, NY 10006**	**$10,000.00**
DISCOVERY SCIENCE CENTER **2500 North Main St.** **Santa Ana, CA 92705**	**$10,000.00**
FAMILY PROMISE **161 S. Orange St.** **Orange, CA 92866**	**$10,000.00**
FRIENDS OF HIGHLINE **529 West 20th St. Suite 8W** **New York, NY 10011**	**$10,000.00**
FRIENDSHIP SHELTER **P.O. Box 4252** **Laguna Beach, CA 92651**	**$10,000.00**
HELPERS OF THE MENTALLY RETARDED **2626 Fulton St.** **San Francisco, CA 94118**	**$10,000.00**
LIVING SUCCESS CENTER **445 E. 17th St. #D-E** **Costa Mesa, CA 92627**	**$10,000.00**
NATIONAL MEMORIAL CAMPAIGN **1201 Eye St. NW** **Washington D.C. 20005**	**$10,000.00**
NEW VISTA SCHOOL **23092 Mill Creek Dr.** **Laguna Hills, CA 92653**	**$10,000.00**
O.C. RONALD MCDONALD HOUSE **383 S. Batavia St.** **Orange, CA 92868-3904**	**$10,000.00**

PLANNED PARENTHOOD **700 S. Tustin St.** **Orange, CA 92866**	**$10,000.00**
SOMEONE CARES SOUP KITCHEN **P.O. Box 11267** **Costa Mesa, CA 92627**	**$10,000.00**
ORANGE COUNTY COMMUNITY FOUNDATION **4041 MacArthur Blvd. Ste 510** **Newport Beach, CA 92660**	**$8,100.00**
CATE SCHOOL **P.O. Box 5005** **Carpinteria, CA 93014**	**$6,000.00**
CHAMPION CHARITIES **555 Bryant St. #230** **Palo Alto, CA 94301**	**$6,000.00**
ANGEL FLIGHT WEST **3161 Donald Douglas Loop S** **Santa Monica, CA 90405**	**$5,000.00**
AUTRY NATIONAL CENTER **4700 Western Heritage Way** **Los Angeles, CA 9002**	**$5,000.00**
BETH ISRAEL DEACONESS HOSPITAL **330 Brookline Ave.** **Boston, MA 02215**	**$5,000.00**
BOWERS MUSEUM **2002 North Main St.** **Santa Ana, CA 92706**	**$5,000.00**
BUILD ON **P.O. Box 16741** **Stamford, CT 06905**	**$5,000.00**
CURE DUCHENNE **3334 E. Coast Highway #157** **Corona del Mar, CA 92625**	**$5,000.00**

DARTMOUTH COLLEGE 6066 Development Office Hanover, NH 03755-3555	$5,000.00
INVEST IN CHILDREN FUND/ ONE O.C. 1901 E. 4th St. #100 Santa Ana, CA 92705	$5,000.00
LAGUNA PLAYHOUSE 606 Laguna Canyon Rd. P.O. Box 1747 Laguna Beach, CA 92652	$5,000.00
NEWPORT BEACH PUBLIC LIBRARY 1000 Avocado Ave. Newport Beach, CA 92660	$5,000.00
OAKLAND MILITARY INSTITUTE 2269 Chestnut St. Ste 500 San Francisco, CA 94123	$5,000.00
OCEAN INSTITUTE 24200 Dana Point Harbor Dr. Dana Point, CA 92629	$5,000.00
PROJECT ACCESS 3900 Birch St. Ste 113 Newport Beach, CA 92660	$5,000.00
SPIRIT LEAGUE P.O. Box 3766 Mission Viejo, CA 92690	$5,000.00
TEMPLE BAT YAHM 1011 Camelback St. Newport Beach, CA 92660	$5,000.00
UNIVERSITY OF COLORADO FOUNDATION 4740 Walnut St. Boulder, CO 80301	$5,000.00
WE CARE FOR KIDS, INC. 4001 MacArthur Blvd. #300 Newport Beach, CA 92625	$5,000.00

JUNIOR ACHIEVEMENT OF O.C. 301 East 17th St. Suite 202 Costa Mesa, CA 92627	$4,500.00
ROBIN HOOD FOUNDATION 826 Broadway 9th Flr New York, NY 10003	$3,000.00
LOS ANGELES SPORTS COUNCIL FOUNDATION 350 South Bixel St. Suite 250 Los Angeles, CA 90017	$3,000.00
ALFRED MANN FOUNDATION P.O. Box 802456 Santa Clarita, CA 91380-9005	$2,000.00
CASA OF NEVADA 611 E. Telegraph St. Carson City, NV 89701	$2,000.00
THE JAMES 1:27 FOUNDATION P.O. Box 190397 Atlanta, GA 31119	$2,000.00
USA WATER POLO 2124 Main St. Suite 210 Huntington Beach, CA92648	$2,000.00
FREE WHEELCHAIR MISSION 9341 Irvine Blvd. Irvine, CA 92618	$1,789.00
AMERICAN DIABETES ASSOCIATION 2 611 Wilshire Blvd. #900 Los Angeles, CA 90017	$1,000.00
BANNER MD ANDERSON CANCER CENTER 2025 North 3rd St. Suite 2 Phoenix, AZ 85004	$1,000.00
BAYLOR ALL-SAINTS HEALTH FOUNDATION 1400 8th Ave. Fort Worth, TX 76107	$1,000.00

FOUNDATION FOR THE GREAT PARK 7290 Trabuco Rd. #102 Irvine, CA 92618	$1,000.00
GROWERS FIRST P.O. Box 4227 Laguna Beach, CA 92652	$1,000.00
HEADS UP YOUTH FOUNDATION 12400 Ventura Blvd. #1221 Studio City, CA 91604	$1,000.00
HOLY TRINITY BUILDING FUND 514 North Prospect Ave. #11 Redondo Beach, CA 90277	$1,000.00
JAKE CLOUGH HEADSTRONG FOUNDATION P.O. Box 8353 Prairie Village, Kansas 66208	$1,000.00
KAPPA KAPPA GAMMA FOUNDATION P.O. Box 38 Columbus, OH 43216-0038	$1,000.00
KID HEALTHY 1901 E. Fourth St. Suite 100 Santa Ana, CA 92705	$1,000.00
NATIONAL BASEBALL HALL OF FAME 25 Main St. Cooperstown, NY 13326-0590	$1,000.00
PAT MCCORMICK EDUCATIONAL FDN 915 ½ Electric Seal Beach, CA 90740	$1,000.00
POSITIVE COACHING ALLIANCE 1001 N. Rengstorff Ave. Ste 100 Mountain View, CA 94043	$1,000.00
SUPPORTABILITY P.O. Box 4885 Irvine, CA 92616	$1,000.00

TRINITY VALLEY SCHOOL **7500 Dutch Brand Rd.** **Fort Worth, TX 76132**	**$1,000.00**
USC ALUMNI ASSOCIATION **3375 S. Hoover St. #H208** **Los Angeles, CA 90089**	**$1,000.00**
Total:	**$2,416,089.00**