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

**2012**

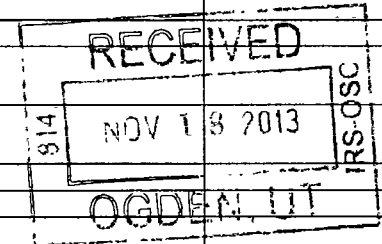
Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending**

<p><b>FLOURISH FOUNDATION</b> 16255 VENTURA BLVD. #625 ENCINO, CA 91436</p>	<p><b>A</b> Employer identification number 20-1668273</p> <p><b>B</b> Telephone number (see the instructions) 818-981-3115</p> <p><b>C</b> If exemption application is pending, check here <input type="checkbox"/></p> <p><b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>						
<p><b>G</b> Check all that apply:</p> <table style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
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<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return						
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change						
<p><b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>							
<p><b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 504,932.</p> <p><b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)</p>							

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)
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	951,000.			
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities				
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10				
<b>b</b> Gross sales price for all assets on line 6a				
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	951,000.	0.	0.	
<b>13</b> Compensation of officers, directors, trustees, etc	108,000.			86,400.
<b>14</b> Other employee salaries and wages	89,394.			24,685.
<b>15</b> Pension plans, employee benefits	21,840.			
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch)				
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs) SEE STM 1	16,637.			2,455.
<b>19</b> Depreciation (attach sch) and depletion	4,526.			
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	187.			
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) SEE STATEMENT 2	130,622.			91,418.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	371,206.			204,958.
<b>25</b> Contributions, gifts, grants paid PART XV	134,975.			134,975.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	506,181.	0.	0.	339,933.
<b>27 Subtract line 26 from line 12</b>				
<b>a Excess of revenue over expenses and disbursements</b>	444,819.			
<b>b Net investment income</b> (if negative, enter -0-)		0.		
<b>c Adjusted net income</b> (if negative, enter -0-)			0.	



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ADMINISTRATIVE AND EXPENSES

P 9

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		52,587.	500,159.	500,159.
	2	Savings and temporary cash investments				
	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) STM 3			1,773.	1,773.
	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)				
		b Investments – corporate stock (attach schedule)				
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				3,000.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment, basis ▶ 22,892.					
	Less accumulated depreciation (attach schedule) SEE STMT 4 ▶ 16,603.			10,815.	6,289.	
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)			63,402.	508,221.	504,932.
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	<b>Total liabilities</b> (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. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	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			63,402.	508,221.
30	<b>Total net assets or fund balances</b> (see instructions)			63,402.	508,221.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			63,402.	508,221.	

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	63,402.
2	Enter amount from Part I, line 27a	2	444,819.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	508,221.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	508,221.

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

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

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

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

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	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) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float: right;">]</span>	3	

**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.)

N/A

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.

(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))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary- see instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	0.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	0.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	0.
<b>6</b> Credits/Payments:		
<b>a</b> 2012 estimated tax pmts and 2011 overpayment credited to 2012	<b>6 a</b>	
<b>b</b> Exempt foreign organizations- tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	0.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax. <input type="checkbox"/> Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THEFLOURISHFOUNDATION.ORG
14 The books are in care of SUMMIT BUSINESS MGMT, INC. Telephone no. 818-981-3115 Located at 16255 VENTURA BLVD., #625 ENCINO CA ZIP + 4 91436
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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.

1 a 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If 'Yes,' did it have excess business holdings in 2012 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 2012.)
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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

- 5 a** 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)?  Yes  No  
 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?  Yes  No  
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A
- 6 a** 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?  Yes  No  
 If 'Yes' to 6b, file Form 8870
- 7 a** 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?  Yes  No

5 b	N/A	
6 b		X
7 b		

**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
MONICA ROSENTHAL 16255 VENTURA BLVD., #625 ENCINO, CA 91436	PRESIDENT 0	0.	0.	0.
PHIL ROSENTHAL 16255 VENTURA BLVD., #625 ENCINO, CA 91436	VICE PRESIDE 0	0.	0.	0.
KEVIN KANE 6224 POPPY PEAK DRIVE LOS ANGELES, CA 90042	DIRECTOR 40.00	108,000.	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
JACKELYN LOPEZ 16255 VENTURA BLVD #625 ENCINO, CA 91436	ASST. DIRECTOR 40	62,729.	0.	0.

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 SEE STATEMENT 5	
-----	46,520.
2 SEE STATEMENT 6	
-----	105,000.
3 SEE STATEMENT 7	
-----	9,877.
4 SEE STATEMENT 8	
-----	7,875.

**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	
-----	
3 All other program-related investments. See instructions.	
-----	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

BAA

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1 a</b>	
<b>b</b>	Average of monthly cash balances	<b>1 b</b>	298,310.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1 c</b>	3,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1 d</b>	301,310.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	301,310.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	4,520.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	296,790.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	14,840.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	14,840.
<b>2 a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2 c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	14,840.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	14,840.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	14,840.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b>	Expenses, contributions, gifts, etc— total from Part I, column (d), line 26	<b>1 a</b>	339,933.
<b>b</b>	Program-related investments— total from Part IX-B	<b>1 b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	339,933.
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	339,933.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				14,840.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	216,035.			
b From 2008	234,543.			
c From 2009	212,334.			
d From 2010	211,704.			
e From 2011	293,947.			
f Total of lines 3a through e	1,168,563.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 339,933.				
a Applied to 2011, 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 2012 distributable amount				14,840.
e Remaining amount distributed out of corpus	325,093.			
5 Excess distributions carryover applied to 2012 (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	1,493,656.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	216,035.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,277,621.			
10 Analysis of line 9:				
a Excess from 2008	234,543.			
b Excess from 2009	212,334.			
c Excess from 2010	211,704.			
d Excess from 2011	293,947.			
e Excess from 2012	325,093.			



**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 STATEMENT 11				
<b>Total</b>				▶ 3a 134,975.
b Approved for future payment				
<b>Total</b>				▶ 3b





## FLOURISH FOUNDATION

20-1668273

**STATEMENT 1**  
**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	\$ 16,532.			\$ 2,455.
STATE TAXES	105.			
<b>TOTAL</b>	<b>\$ 16,637.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 2,455.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 84.			
COMPUTER EXPENSES	3,490.			
DUES	603.			
EMPLOYEE MEDICAL INSURANCE	14,684.			
INSURANCE	3,632.			
MEETINGS	3,857.			
OFFICE EXPENSE	5,845.			
OFFICE SUPPLIES	639.			
OUTSIDE SERVICES	17,994.			\$ 17,994.
PARKING	718.			
PAYROLL PROCESSING FEES	2,341.			
POSTAGE	294.			
PROFESSIONAL DEVELOPMENT	1,228.			
PROGRAM EXPENSES	13,597.			13,597.
RESEARCH	289.			
SCHOLARSHIPS	59,827.			59,827.
TELEPHONE	1,500.			
<b>TOTAL</b>	<b>\$ 130,622.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 91,418.</b>

**STATEMENT 3**  
**FORM 990-PF, PART II, LINE 6**  
**RECEIVABLES DUE FROM OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

<u>OTHER RECEIVABLES</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
KEVIN KANE	\$ 1,773.	\$ 1,773.
<b>TOTAL</b>	<b>\$ 1,773.</b>	<b>\$ 1,773.</b>

## FLOURISH FOUNDATION

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**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 22,892.	\$ 16,603.	\$ 6,289.	\$ 0.
TOTAL	\$ 22,892.	\$ 16,603.	\$ 6,289.	\$ 0.

**STATEMENT 5**  
**FORM 990-PF, PART IX-A, LINE 1**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
UCLA HIGH SCHOOL DANCE THEATER INTENSIVE	\$ 46,520.

IN 2012, THE FLOURISH FOUNDATION AWARDED THE UC REGENTS A TOTAL OF \$46,520 IN THE FORM OF STUDENT SCHOLARSHIP SUPPORT IN TWO FORMS:

1) THE UCLA HIGH SCHOOL DANCE THEATER INTENSIVE PROGRAM: THROUGHOUT THE WINTER & SPRING MONTHS OF 2012, KEVIN AND JACKIE RECRUITED 24 YOUTH FROM AREA HIGH SCHOOLS AND EVENTS TO ATTEND THE 2012 UCLA SUMMER DANCE THEATER INTENSIVE PROGRAM. FLOURISH PROVIDED 24 FULL SCHOLARSHIPS (\$1,730) TO ATTEND THE 2012 PROGRAM THAT TOOK PLACE AT THE UCLA CAMPUS ON JUNE 23 - JULY 1, 2012. THE TOTAL AMOUNT GIVEN IN SCHOLARSHIPS TO ATTEND THIS PROGRAM CAME TO \$41,520.

2) ADDITIONALLY, FLOURISH AWARDED LILIAN ORTEGA, A UCLA UNDERGRADUATE STUDENT, A \$5,000 SCHOLARSHIP TO SUPPORT HER STUDIES AT UCLA DURING THE 2012-2013 SCHOOL YEAR.

**STATEMENT 6**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
COMMUNITY ARTS GRANTS	\$ 105,000.

•ABOUT PRODUCTIONS AT MONTEREY CONTINUATION HIGH SCHOOL - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE THROUGH THE AGES RESIDENCY PROGRAM. THE LITERACY-BASED RESIDENCY SERVED 20 STUDENTS FROM MONTEREY CONTINUATION HIGH SCHOOL. STUDENTS INTERVIEWED COMMUNITY MEMBERS AND WORKED WITH PROFESSIONAL ARTISTS TO CREATE THEATER-WORKS INSPIRED BY THE INTERVIEWEES AND THE STUDENTS' PERSONAL STORIES.

•GREEN DOT PUBLIC SCHOOLS ANIMO PAT BROWN CHARTER HIGH SCHOOL, TEACHER ELLIE HERMAN, DRAMA PROGRAM- THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT ELLIE HERMAN'S DRAMA PROGRAM AT ANIMO PAT BROWN. ELLIE'S PROJECTS INCLUDED A DECEMBER 2012 SCENE SHOWCASE OF "THE GOOD DOCTOR" AND NOVIO BOY", A SPRING POETRY SLAM PRESENTATION AT WHICH ORIGINAL POETRY WAS PERFORMED BY STUDENTS, A FIELD TRIP TO "JOE TURNER'S COME AND GONE" AT THE MARK TAPER FORUM, AND A FINAL MONOLOGUE SHOWCASE IN MAY 2013 DURING WHICH ALL DRAMA STUDENTS PERFORMED 2 MINUTE PIECES.

•ART DIVISION - THE FLOURISH FOUNDATION AWARDED \$5,000 TO

## FLOURISH FOUNDATION

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**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES

EXPENSES

SUPPORT ART DIVISION'S DIGITAL PHOTOGRAPHY AND ADOBE PHOTOSHOP CLASS. ART DIVISION PURCHASED NECESSARY MATERIALS (CAMERAS, ART MATERIALS) TO IMPLEMENT THIS CLASS INTO THEIR PROGRAM FOR ONE YEAR. STUDENTS DEVELOPED DIGITAL PHOTOGRAPHY AND PHOTOSHOP SKILLS.

•CLAREMONT MUSEUM OF ART- THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT ARTSTART, A YOUTH-TO-YOUTH PROGRAM THAT SUPPORTED 40 HIGH SCHOOL STUDENT-TEACHERS FROM CLAREMONT UNIFIED SCHOOL DISTRICT (CUSD) AS THEY PREPARED TO TEACH ELEMENTARY SCHOOL AGED STUDENTS ABOUT VISUAL ARTS AND ARTS PROGRAMS IN THEIR COMMUNITY. 10 UNDERGRADUATE STUDENTS FROM LOCAL COLLEGES TAUGHT THE HIGH SCHOOL STUDENTS ABOUT VARIOUS VISUAL ARTS PRACTICES AND THEN THE HIGH SCHOOL STUDENTS CREATED AND PLANNED ART ACTIVITIES AND A FIELD TRIP TO TEACH WHAT THEY LEARNED TO ELEMENTARY SCHOOL STUDENTS IN CUSD.

•BELMONT HIGH SCHOOL, TEACHER BETH BUSH, JOURNALISM AND FINE ARTS PHOTOGRAPHY PROGRAM - THE FLOURISH FOUNDATION AWARDED \$4,500 TO SUPPORT THE JOURNALISM AND FINE ARTS PHOTOGRAPHY PROGRAM AT BELMONT HS. STUDENTS WERE INSTRUCTED IN PHOTOGRAPHY TECHNIQUE AND ENCOURAGED TO LOOK AT LOS ANGELES IN CREATIVE WAYS FROM WHICH THEY COULD APPLY PHOTOGRAPHY PRINCIPLES.

•COMMUNITY PARTNERS ON BEHALF OF LA COMMONS- THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT LA COMMONS MACARTHUR PARK NEIGHBORHOOD MURAL ART PROJECT. AT AN EVENT CALLED "ENVISION MACARTHUR PARK," 15 YOUTH GATHERED INPUT FROM MACARTHUR PARK STAKEHOLDERS IN REGARDS TO THEIR VISION OF MACARTHUR PARK'S FUTURE. THE YOUTH ARTS TEAM WORKED WITH VISUAL ARTISTS TO REDESIGN AND PAINT PLANTERS SURROUNDING THE LAKE IN THE PARK.

•CULTURE SHOCK LA - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE FUTURE SHOCK LA "DO SOMETHING" YOUTH SHOWCASE PROJECT. PREPARATION FOR THE SHOWCASE INCLUDED A TWO-DAY DANCE INTENSIVE DURING WHICH FUTURE SHOCK LA YOUTH ENGAGED IN DISCUSSIONS OF HIP HOP HISTORY AND TRAINED IN THE DANCE STYLES OF HIP HOP AND STREET DANCE AND WERE INTRODUCED TO ACTING AND BALLROOM TECHNIQUES.

•EAST WEST PLAYERS AT MONTEREY HIGHLANDS SCHOOL - THE FLOURISH FOUNDATION AWARDED \$4,000 TO SUPPORT THE PARTNERS IN EDUCATION & ARTS COLLABORATION (PEAC) PROGRAM AT MONTEREY HIGHLANDS SCHOOL. THIS AWARD FUNDED TWO TEACHING ARTIST SALARIES FOR A TEN-WEEK THEATER RESIDENCY AT MONTEREY HIGHLANDS SCHOOL WHICH CULMINATED IN 3 PUBLIC PERFORMANCES OF STUDENT GENERATED WORK.

•EL RANCHO HIGH SCHOOL, TEACHER JEAN CHODOS, WORD POETRY RESIDENCY - THE FLOURISH FOUNDATION AWARDED \$4,000 TO SUPPORT THE SCHOOL'S 10-WEEK SPOKEN WORD POETRY RESIDENCY PROGRAM, WORD. 120 10TH GRADE ENGLISH STUDENTS PARTICIPATED IN WORD AND DEVELOPED THEIR WRITING CRAFT THROUGH THE READING AND STUDY OF POETRY UNDER THE TUTELAGE OF COLLEGE PROFESSOR TONY BARNSTONE. WORD STUDENTS PARTNERED UP WITH 120 ART STUDENTS TO CREATE A MULTI-MEDIA CULMINATING PERFORMANCE AT WHITTIER COLLEGE. THE TEN-WEEK WORKSHOP RAN FROM FEBRUARY 2013 TO JUNE 3, 2013 AT EL RANCHO HIGH SCHOOL.

•FORD THEATRE FOUNDATION - THE FLOURISH FOUNDATION AWARDED \$4,000 TO SUPPORT THE FORD THEATRE FOUNDATION'S YOUTH RESIDENCY PROGRAM, "WORDS THAT MOVE", AT SOUTH EL MONTE HIGH SCHOOL. THIS 10-WEEK WORKSHOP PROVIDED A SPACE FOR 30 YOUTH TO EXPLORE WRITING AND PERFORMANCE AS A FORM OF SELF-EXPRESSION. WEEKLY 2-HOUR SESSIONS DEEPENED THE YOUTH'S CULTURAL UNDERSTANDINGS AND IMPROVED WRITING AND PUBLIC SPEAKING CAPABILITIES. THE WORKSHOP BEGAN OCTOBER 8, 2012 AND ENDED DECEMBER 10, 2012. CULMINATING PERFORMANCE TOOK PLACE IN THE SCHOOL'S AUDITORIUM ON DECEMBER 13, 2012.

•INSIDE OUT COMMUNITY ARTS - THE FLOURISH FOUNDATION AWARDED

## FLOURISH FOUNDATION

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**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES

EXPENSES

\$10,000 TO SUPPORT INSIDE OUT COMMUNITY ARTS' 3-DAY INTENSIVE CAMP/REHEARSAL FOR "THE SCHOOL PROJECT." 100 LAUSD STUDENTS FROM FOUR MIDDLE SCHOOLS RECEIVED MENTORING FROM 35 HIGH SCHOOL STUDENT MENTORS IN A LIFE-EXPANDING WEEKEND THAT WAS DESIGNED TO MEET THE NEEDS OF YOUTH FROM UNDERSERVED COMMUNITIES. THE INTENSIVE CULMINATED IN THE PERFORMANCE OF EIGHT ORIGINAL PLAYS ON MAY 4, 2012.

•L.A.C.E.R. AT LE CONTE MIDDLE SCHOOL - THE FLOURISH FOUNDATION AWARDED \$4,000 TO SUPPORT L.A.C.E.R.'S ROCK BAND PROJECT AT LECONTE MIDDLE SCHOOL. WORKING WITH PROFESSIONAL ARTIST/INSTRUCTORS, THE ROCK BAND STUDENTS LEARNED TO PLAY THE BASIC INSTRUMENTS OF A BAND, INCLUDING THE BASS GUITAR, DRUM, KEYBOARDS AND ACOUSTIC GUITAR AS WELL AS VOCAL LESSONS. THE STUDENT'S CULMINATING PERFORMANCE WAS IN THE ROCK CONCERT, MAY 24, 2012, AT LECONTE MIDDLE SCHOOL. STUDENTS ALSO PERFORMED AT STARFEST, THE L.A.C.E.R.-WIDE TALENT SHOW HELD IN JUNE 2012.

•JOHN MARSHALL HIGH SCHOOL, TEACHER MIKE FINN, MUSIC/SONGWRITING PROGRAM/ENGLISH FIELD TRIP - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT MIKE FINN'S SONGWRITING AND MUSIC ELECTIVE CLASS AT JOHN MARSHALL HS. 40 STUDENTS WERE ENROLLED IN THIS ELECTIVE CLASS THAT HAS A PART MUSIC AND PART CREATIVE WRITING CURRICULUM. CLASS BEGAN AUGUST 2012 AND ENDED IN JUNE 2013. STUDENTS HAD MULTIPLE PERFORMANCE OPPORTUNITIES ON THE SCHOOL CAMPUS, AT THE GREEK THEATRE, AND AT THE SILVERLAKE JUBILEE FESTIVAL IN MAY 2013.

•ADDITIONALLY, THE FLOURISH FOUNDATION AWARDED JOHN MARSHALL HIGH SCHOOL, TEACHER JILL DIAMOND, A TOTAL OF \$700 TO PROVIDE TRANSPORTATION FOR 9TH AND 11TH GRADE ENGLISH CLASSES TO ATTEND THE PERFORMANCE OF RAISIN IN THE SUN AT THE KIRK DOUGLAS THEATER IN CULVER CITY ON FEBRUARY 8TH, 2012.

•THIS MAKES A TOTAL AWARD OF \$5,700 TO JOHN MARSHALL HIGH SCHOOL.

•THE MISTER HOLLAND'S OPUS FOUNDATION - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE PURCHASE OF NEW MUSICAL INSTRUMENTS AND INSTRUMENT REPAIRS FOR THE WASHINGTON PREP HIGH SCHOOL MUSIC DEPARTMENT. THE MUSIC PROGRAM AT WASHINGTON PREP HIGH SCHOOL WILL BE ABLE TO PROVIDE MORE OF THEIR STUDENTS WITH USABLE INSTRUMENTS WITH WHICH TO DEVELOP THEIR MUSICAL TALENTS AT HOME AND SCHOOL.

•OTIS COLLEGE OF ART AND DESIGN - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE COLLEGE PREPARATION/ COLLEGE PORTFOLIO WORKSHOPS FOR HIGH SCHOOL STUDENTS. THESE WORKSHOPS HELPED STUDENTS BUILD THEIR PORTFOLIOS AND DEVELOP SKILLS THAT WILL PROVE USEFUL TO THEM WHEN APPLYING TO ART AND DESIGN COLLEGES. COURSES INCLUDE DIGITAL PHOTOGRAPHY, PAINTING, OBSERVATIONAL DRAWING, AND FIGURE/ADVANCED DRAWING.

•PASADENA EDUCATIONAL FOUNDATION, PASADENA ALL DISTRICT MUSIC FESTIVAL - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE PASADENA UNIFIED SCHOOL DISTRICT'S ALL DISTRICT MUSIC FESTIVAL. THE FESTIVAL BROUGHT TOGETHER STUDENTS FROM FIVE PUSD MIDDLE SCHOOLS AND FOUR PUSD HIGH SCHOOLS TO PERFORM TOGETHER AS PART OF FIVE LARGE ENSEMBLES. PARTICIPATING SCHOOLS PREPARED MUSIC FOR THE FESTIVAL AS PART OF THE CURRICULUM IN THEIR MUSIC AND CHOIR CLASSES.

•RAMON CORTINES VISUAL AND PERFORMING ARTS HIGH SCHOOL, TEACHER GIANCARLO LAZARTE-AMADO, HIP HOP CULTURE CLUB - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE SCHOOL'S HIP HOP CULTURE CLUB. THE CLUB PURCHASED VARIOUS MATERIALS TO ENCOURAGE AND SUPPORT STUDENTS' CREATION AND DEVELOPMENT OF MUSIC, DANCE, AND DISC-JOCKEYING SKILLS. STUDENTS SHOWCASED THEIR CREATIONS IN THE SCHOOL'S 1,000 SEAT

## FLOURISH FOUNDATION

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**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
<p>THEATER ON APRIL 18 AND 19, 2013</p> <p>•SHAKESPEARE CENTER LA/ WILL POWER TO YOUTH PROGRAM - THE FLOURISH FOUNDATION AWARDED \$4,800 TO SUPPORT SHAKESPEARE CENTER LA'S "WILL POWER TO YOUTH" PROGRAM AT LOS ANGELES HIGH SCHOOL OF THE ARTS DURING SUMMER OF 2012. THIS WAS A 6-WEEK PROGRAM THAT HIRED YOUTH AGES 15-21 TO CREATE AN ADAPTATION OF A PLAY BY WILLIAM SHAKESPEARE. SESSIONS TOOK PLACE AT LAHSA. FLOURISH FUNDS SUPPORTED THE WAGES OF THREE YOUTH LEADERS WHO WERE ALUMNI OF THE PROGRAM AND SERVED AS MENTORS TO THE YOUTH AND ADVISORS FOR THE WPY STAFF.</p> <p>•SOUTHWEST CHAMBER MUSIC - THE FLOURISH FOUNDATION AWARDED \$4,000 TO SUPPORT THEIR PROJECT MUSE AND THE MENTORSHIP PROJECT MUSIC PROGRAMS IN VARIOUS MIDDLE AND HIGH SCHOOLS. THE PROGRAM PROVIDED 9 SCHOOLS, 460 YOUTH AGES 13-18, WITH ONE-HOUR WEEKLY COACHING SESSIONS FROM MENTORS WHO PLAY THE PARTICULAR INSTRUMENTS PLAYED BY THE YOUTH. SESSIONS RAN FOR 16 WEEKS AND ENDED IN APRIL 2013.</p> <p>•THE UNUSUAL SUSPECT THEATER COMPANY - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT THE US THEATRE RESIDENCY PROGRAMS AT CAMP DAVID GONZALES, EDISON MIDDLE SCHOOL, AND VAUGHN MIDDLE SCHOOL. 100 YOUTH, AGES 11-21, PARTICIPATED IN TWO 10-WEEK WORKSHOPS CONSECUTIVELY FOR PLAYWRITING AND PERFORMANCE AT EACH SITE. PROFESSIONAL ARTISTS PROVIDED THEM WITH INSTRUCTION ON SCRIPT WRITING AND PERFORMANCE TECHNIQUES.</p> <p>•VIRGINIA AVENUE PROJECT AT NEW LA CHARTER SCHOOL - THE FLOURISH FOUNDATION AWARDED \$5,000 TO SUPPORT VIRGINIA AVENUE PROJECT'S "CREATIVE EXPRESSION," A 3 YEAR PROGRAM OFFERING WEEKLY, ONE-HOUR VISUAL ARTS, THEATRE AND VIDEO ARTS WORKSHOPS TO 6TH-8TH GRADERS (290 STUDENTS). THIS RESIDENCY, HELD AT NEW LA CHARTER SCHOOL, BEGAN AUGUST 21, 2012 AND ENDED JUNE 6, 2013. CREATIVE EXPRESSION CULMINATED WITH PUBLIC PERFORMANCES AT THE END OF THE SCHOOL YEAR.</p>	

**STATEMENT 7**  
**FORM 990-PF, PART IX-A, LINE 3**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
UCLA WAC UNDERGRADUATE STUDENT SCHOLARSHIPS	\$ 9,877.
-----	
<p>IN 2012, THE FLOURISH FOUNDATION AWARDED THE UCLA FOUNDATION A TOTAL OF \$9,877 TO SUPPORT ANNUAL UNDERGRADUATE SCHOLARSHIPS (TO SUPPORT STUDIES THROUGHOUT THE 2012- 2013 SCHOOL-YEAR) AT THE UCLA DEPARTMENT OF WORLD ARTS AND CULTURES/ DANCE. THESE ARE ANNUAL SCHOLARSHIPS AWARDED TO WORTHY UNDERGRADUATES WHOSE WORK INVOLVES COMMUNITY ARTS, ARTS EDUCATION, AND/ OR COMMUNITY SERVICE. OUR AWARDS COVER APPROXIMATELY ONE QUARTER'S WORTH OF TUITION AND STUDENT FEES (APPROX. \$4,938.50 PER STUDENT/ PER QUARTER). THE FACULTY COMMITTEE AT WAC/D ANNOUNCED THE AWARD AND RECEIVED APPLICATIONS FROM INTERESTED STUDENTS. UPON DELIBERATIONS, THE WAC/D DEPARTMENT AWARDED TWO STUDENTS: JOANNA FLORES AND NATALIE ANDREWS.</p>	

## FLOURISH FOUNDATION

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**STATEMENT 8**  
**FORM 990-PF, PART IX-A, LINE 4**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE JONETTE SWIDER DANCE CENTER	\$ 7,875.

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 THE FLOURISH FOUNDATION AWARDED \$7,875 TO PROVIDE SCHOLARSHIPS (\$375/STUDENT) TO APPROXIMATELY 21 STUDENTS ATTENDING THE MISS FUNK/BREEZE-LEE SUMMER HIP HOP DANCE INTENSIVE TAUGHT BY JACKIE LOPEZ AND LEIGH FOAAD AND GUEST TEACHERS. ADDITIONALLY, STUDENTS WERE CHALLENGED TO CREATE CHOREOGRAPHY INDIVIDUALLY AND COLLABORATIVELY. THE DATES OF THE PROGRAM WERE AUGUST 6 - AUGUST 11, 2012. THE INTENSIVE CULMINATED IN A GROUP GATHERING AND OUTING WHERE EACH PARTICIPANT HAD THE OPPORTUNITY TO REFLECT.

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

MONICA ROSENTHAL  
 PHIL ROSENTHAL

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME: FLOURISH FOUNDATION  
 CARE OF: KEVIN KANE  
 STREET ADDRESS: 16255 VENTURA BLVD., #625  
 CITY, STATE, ZIP CODE: ENCINO, CA 91436  
 TELEPHONE: 818-981-3115

E-MAIL ADDRESS:

FORM AND CONTENT:

THE FOUNDATION WILL CONSIDER SCHOLARSHIP AND EMERGENCY TUITION PAYMENTS TO STUDENTS WHO SUBMIT THEIR REQUEST THROUGH AN APPLICATION PROCESS THAT ASKS THE APPLICANT TO OFFER A PERSONAL STATEMENT THAT DESCRIBES THEIR CURRENT ACADEMIC PROGRESS AND GOALS, AS WELL AS THEIR PERSONAL FINANCIAL SITUATION THAT PROMPTS THEM TO REQUEST FINANCIAL ASSISTANCE.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

CONTACT KEVIN KANE  
 ALL APPLICANTS CONSIDERED.

## FLOURISH FOUNDATION

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STATEMENT 11  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MARSHALL DRAMA TRUST 3939 TRACY STREET LOS ANGELES, CA 90027	NONE	501C3	TO SUPPORT TEACHER SALARY.	\$ 5,700.
ART DIVISION 623 RAMPART BLVD LOS ANGELES, CA 90057	NONE	501C3	TO SUPPORT ART PROGRAM EXPENSES AND MATERIALS DURING THE 2013 WORKSHOP SERIES.	5,000.
DANCE RESOURCE CENTER OF GREATER LA 665 EAST CALIFORNIA BLVD PASADENA, CA 91106	NONE	501C3	TO SUPPORT FUNDING OF PROGRAM EXPENSES FOR THE CELEBRATE DANCE 2013 MASTER CLASS SERIES AT BANCROFT MIDDLE SCHOOL DURING THE 2013 CONCERT SEASON.	3,600.
CLAREMONT MUSEUM OF ART PO BOX 1136 CLAREMONT , CA 91711	NONE	501C3	TO SUPPORT VARIOUS COSTS OF THE ARTSART PROGRAM THAT WILL TAKE PLACE DURING THE 2012-2013 ACADEMIC SCHOOL YEAR.	5,000.
COACHART 3303 WILSHIRE BLVD STE 320 LOS ANGELES, CA 90010	NONE	501C3	TO PROVIDE VARIETY OF ACTIVITIES AND EVENTS FOR KIDS SUCH AS ICE SKATING LESSONS, MARTIAL ARTS...ETC.	2,000.
CULTURE SHOCK LA 4029 PACIFIC AVE SAN PEDRO, CA 90731	NONE	501C3	TO SUPPORT VARIOUS PROGRAM EXPENSES FOR THE "DO SOMETHING" YOUTH SHOWCASE PROJECT.	5,000.

## FLOURISH FOUNDATION

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STATEMENT 11 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
EAST WEST PLAYERS 120 JUDGE JOHN AISO ST LOS ANGELES, CA 90012	NONE	501C3	TO SUPPORT TEACHING ARTISTS SALARIES FOR THE PEAC PROGRAM AT MONTEREY HS DURING THE 2013 RESIDENCY.	\$ 4,000.
GREENWAY ARTS ALLIANCE 544 N. FAIRFAX AVE LOS ANGELES, CA 90036	NONE	501C3	TO SUPPORT FUNDING OF VARIOUS COSTS FOR THE GREENWAY ART ALLIANCE ACADEMY OF FILM ARTS PROGRAM AT FAIRFAX HS DURING THE SPRING 2013 RESIDENCY.	2,500.
FORD THEATRE FOUNDATION 2580 CAHUENGA BLVD. EAST HOLLYWOOD, CA 90068	NONE	501C3	TO SUPPORT PERFORMANCE WRITING WORKSHOP RESIDENCY AT CARSON HS.	4,000.
GREEN DOT PUBLIC SCHOOLS 8255 BEACH ST LOS ANGELES, CA 90001	NONE	501C3	TO SUPPORT VARIOUS DRAMA PROJECTS PLANNED THROUGHOUT THE 2012-2013 SCHOOL YEAR.	5,000.
INSIDE OUT COMMUNITY ARTS INC 2210 LINCOLN BLVD VENICE, CA 90291	NONE	501C3	TO SUPPORT FUNDING OF MISCELLANEOUS EXPENSES FOR ART PROGRAMS.	10,000.
J.U.I.C.E 1006 ECHO PARK AVE LOS ANGELES, CA 90026	NONE	501C3	TO SUPPORT THE PROJECT MANAGER AND GUEST INSTRUCTOR SALARIES.	3,500.

## FLOURISH FOUNDATION

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STATEMENT 11 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JONETTE SWIDER DANCE CENTER 14374 VENTURA BLVD SHERMAN OAKS, CA 91423	NONE	501C3	TO SUPPORT FUNDING FOR VARIOUS COSTS FOR YOUNG DANCERS THE OPPORTUNITY TO DEVELOPE STRONG FOUNDATION FOR ALL FORMS OF DANCE.	\$ 7,875.
MR.HOLLAND'S OPUS FOUNDATION 4370 TUJUNGA AVE SUITE 330 STUDIO CITY, CA 91604	NONE	501C3	TO SUPPORT THE MUSICAL INSTRUMENTS AND INSTRUMENT REPAIRS AT WASHINGTON PREP HIGH SCHOOL.	5,000.
VIRGINA AVENUE PROJECT 3000 OLYMPIC BLVD SANTA MONICA, CA 90404	NONE	501C3	TO SUPPORT TEACHING ARTISTS SALARIES AND VARIOUS EXPENSES FOR THE VAP PROGRAM AT NEW LOS ANGELES CHARTER SCHOOL DURING THE 2012-2013 SCHOOL YEAR.	5,000.
L.A.C.E.R. 1277 N. WILCOX AVE, SUITE #2 HOLLYWOOD, CA 90038	NONE	501C3	TO SUPPORT FUNDING OF INSTRUCTORS, PROJECT COORDINATOR, AND SUPPLIES SUCH AS SHEET MUSIC, CULMINATING PERFORMANCE ETC...	4,000.
NEW YORK FOUNDATION OF ARTS PO BOX 291775 LOS ANGELES, CA 90029	NONE	501C3	TO FUND COST FOR ITEMS NEEDED FOR THE CREATE YOUR OWN MOVEMENT WORKSHOP SUPPLIES.	300.

## FLOURISH FOUNDATION

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STATEMENT 11 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ABOUT PRODUCTIONS 145 N. RAYMOND AVE PASADENA, CA 91103	NONE	501C3	SUPPORT FOR "THROUGH THE AGES" PLAYWRITE PROJECT AT MONTEREY CONTINUATION HS FOR 20 STUDENTS	\$ 5,000.
SHAKESPEAR CENTER OF LA 1238 W FIRST STREET LOS ANGELES, CA 90026	NONE	501C3	TO SUPPORT FUNDING FOR THREE WPY ALUMNI TO SERVE AS WPY YOUTH LEADERS & (YL'S) DURING THE 2012 SUMMER PROGRAM. ARELY DIAZ, JUAN LUIS ROMERO, AND CHEYNNÉ MEDIOLA.	4,800.
SUAREZ DANCE THEATRE 621 CALIFORNIA AVE #A SANTA MONICA, CA 90403	NONE	501C3	TO SUPPORT VARIOUS EXPENSES RELATED TO WORK WITH THE STUDENTS OF ARLETA CAL-SAFE SCHOOL, SUPPORTING THEIR PARTICIPATION IN THE MOTHERHOOD EXCHANGE PROJECT AT THE HIGH PERFORMANCE SPACE.	1,200.
VENICE ARTS 610 CALIFORNIA AVE VENICE, CA 90291	NONE	501C3	TO SUPPORT FUNDING OF VARIOUS PROGRAM COSTS.	2,500.
SOUTHWEST CHAMBER MUSIC 638 EAST COLORADO BOULEVARD PASADENA, CA 91101	NONE	501C3	TO SUPPORT VARIOUS MUSIC AND ARTS PROGRAMS.	4,000.
THE UNUSUAL SUSPECTS 617 S. OLIVE STREET, SUITE # 812 LOS ANGELES, CA 90014	NONE	501C3	TO SUPPORT VARIOUS ART AND THEATRICAL PROGRAMS.	5,000.

## FLOURISH FOUNDATION

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STATEMENT 11 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CONTRA-TIEMPO FUTURO SUMMER INTENSIVE 1221 S CURSON AVE LOS ANGELES, CA 90019	NONE	501C3	TO SUPPORT FUNDING OF STUDENT SCHOLARSHIPS.	\$ 2,500.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET STE 240 LOS ANGELES, CA 90012	NONE	501C3	TO SUPPORT FUNDING OF DIRECTOR OF COMMUNITY PROGRAMS, ARTIST HONORARIA, YOUTH MENTOR HONORARIA, YOUTH HONORARIA, AND INDRECT COSTS.	5,000.
EL RANCHO HIGH SCHOOL 6501 S PASSONS BLVD PICO RIVERA, CA 90660	NONE	501C3	TO SUPPORT VARIOUS COSTS FOR THE EL RANCHO HIGH SCHOOL WORD PROGRAM DURING THE SPRING 2013 RESIDENCY.	4,000.
BELMONT HIGH SCHOOL 1575 W. 2ND STREET LOS ANGELES, CA 90026	NONE	501C3	TO SUPPORT THE TEACHING ARTIST SALARIES FOR THE BELMONT HS JOURNALISM AND PHOTOGRAPHY PROGRAM DURING 2013 SCHOOL YEAR.	4,500.
LA'S PROMISE 1500 W WASHINGTON BLVD LOS ANGELES, CA 90007	NONE	501C3	TO SUPPORT VARIOUS COSTS FOR THE WEST ADAMS PREP HS OF THE ARTS (SOTA) PROGRAM AND IN THE HEIGHTS PRODUCTION DURING THE SPRING OF 2013.	4,000.

## FLOURISH FOUNDATION

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STATEMENT 11 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
OTIS COLLEGE OF ART DESIGN 9045 LINCOLN BLVD LOS ANGELES, CA 90045	NONE	501C3	TO HELP FUND SCHOLARSHIPS FOR THE OTIS COLLEGE OF ART AND DESIGN COLLEGE PREPARATION/PORT FOLIO CLASSES DURING THE SPRING 2013 SEMESTER.	\$ 5,000.
PASADENA EDUCATIONAL FOUNDATION/PUSD 351 SOUTH HUDSON AVE PASADENA, CA 91109	NONE	501C3	TO HELP PROVIDED BUSES FOR THE PASADENA UNIFIED SCHOOL DISTRICT ALL DISTRICT MUSIC FESTIVAL SCHEDULED TO TAKE PLACE IN MARCH 2013.	5,000.
RAMON CORTINES SCHOOL OF VAPA HIP HOP CU 430 ELVINA DR GLENDALE, CA 91206	NONE	501C3	TO SUPPORT VARIOUS EXPENSES INVOLVING RAMON CORTINES VAPA HSHIP HOP CULTURE CLUB DURING THE 2013 SCHOOL YEAR.	5,000.
TOTAL				\$ <u>134,975.</u>