EXTENSION OF TIME ATTACHED

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

2012

For calendar year 2012, or tax year beginning 12/01 , 2012, and ending 12/31 , 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) ► $ 41,317,020.

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)	300,000.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	347,171.	347,171.	347,171.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	32,933.			
	b Gross sales price for all assets on line 6a 944,120.				
	7 Capital gain net income (from Part IV, line 2)		32,933.		
	8 Net short-term capital gain			0.	
	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	-20,521.	-20,521.	-20,521.	
	12 Total. Add lines 1 through 11	659,583.	359,583.	326,650.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	8,200.		8,200.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 2	627.		627.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	4,590.	4,488.	4,590.	
	24 Total operating and administrative expenses. Add lines 13 through 23	13,417.	4,488.	13,417.	
	25 Contributions, gifts, grants paid Part XV	52,000.			52,000.
	26 Total expenses and disbursements. Add lines 24 and 25	65,417.	4,488.	13,417.	52,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	594,166.			
	b Net investment income (if negative, enter 0)		355,095.		
	c Adjusted net income (if negative, enter 0)			313,233.	

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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	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	6,431,373.	7,021,535.	7,021,535.
	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 4	1,645,161.	1,794,638.	1,811,204.
	b Investments – corporate stock (attach schedule) Statement 5	3,587,348.	3,587,348.	6,398,664.
	c Investments – corporate bonds (attach schedule) Statement 6	11,009,529.	10,863,049.	11,342,398.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 7	13,635,102.	13,636,104.	14,743,219.
	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)	36,308,513.	36,902,674.	41,317,020.
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	36,308,513.	36,902,674.	
	30 **Total net assets or fund balances** (see instructions)	36,308,513.	36,902,674.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	36,308,513.	36,902,674.	

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	36,308,513.
2	Enter amount from Part I, line 27a	2	594,166.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	36,902,679.
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	36,902,674.

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 Statement 9			
b				
c				
d				
e				

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

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

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	32,933.
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	-2,696.

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))
2011	2,398,012.	40,794,036.	0.058783
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

2	**Total** of line 1, column (d)	2	0.257061
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	0.051412
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,456,480.
5	Multiply line 4 by line 3	5	177,705.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,551.
7	Add lines 5 and 6	7	181,256.
8	Enter qualifying distributions from Part XII, line 4	8	52,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	7,102.
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	7,102.
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	7,102.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a		
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	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	7,102.
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 2013 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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 2012 or the taxable year beginning in 2012 (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 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?	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
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?	☐ 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)?		1 b	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 2012?		1 c		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 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 ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	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__				
3 a	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 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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		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	X (No)
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		8,200.	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.

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		1 a	2,912,767.
b Average of monthly cash balances		1 b	596,350.
c Fair market value of all other assets (see instructions)		1 c	
d **Total** (add lines 1a, b, and c)		1 d	3,509,117.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	3,509,117.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	52,637.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,456,480.
6 **Minimum investment return.** Enter 5% of line 5		6	172,824.

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	172,824.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a 7,102.		
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	7,102.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	165,722.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	165,722.
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	165,722.

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	1 a	52,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	52,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,000.

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				165,722.
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				
b From 2008				
c From 2009 2,015.				
d From 2010 152,165.				
e From 2011 394,464.				
f Total of lines 3a through e	548,644.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 52,000.				
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				52,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	113,722.			113,722.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	434,922.			
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	434,922.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 40,458.				
d Excess from 2011 394,464.				
e Excess from 2012				

TEEA0309L 12/23/12

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test — enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 or e-mail 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				
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE		FOUNDATION GOAL	10,000.
SUPER STARS LITERACY, INC., 333 HEGENBERGER RD. SUITE 503 OAKLAND, CA 94621	NONE		FOUNDATION GOAL	15,000.
PRESS CHRISTMAS 201 SECOND ST. COEUR D'ALENE, ID 83814	NONE		FOUNDATION GOAL	12,000.
BOYS AND GIRLS CLUB 950 W. HIGHLAND SANTA ANA, CA 92703	NONE		FOUNDATION GOAL	10,000.
TIGER WOODS FOUNDATION 121 INNOVATION DRIVE SUITE 150 IRVINE, CA 92617	NONE		FOUNDATION GOAL	5,000.
Total			► 3a	52,000.
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					
4 Dividends and interest from securities					347,171.
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				-20,521.	
8 Gain or (loss) from sales of assets other than inventory					32,933.
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)				-20,521.	380,104.
13 Total. Add line 12, columns (b), (d), and (e)				13	359,583.

(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

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

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

Eugenia Ulebercott 11-7-13

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		11/4/2013		P00587679
Firm's name ▶ I.B. MANAGEMENT, INC			Firm's EIN ▶ 95-3276792	
Firm's address ▶ 11150 W. OLYMPIC BLVD SUITE 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

2012

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 92652	$ 300,000.	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)

UEBERROTH FAMILY FOUNDATION 33-0078919

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	$ -20,521.	$ -20,521.	$ -20,521.
Total	$ -20,521.	$ -20,521.	$ -20,521.

Statement 2
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	$ 627.		$ 627.	
Total	$ 627.	$ 0.	$ 627.	$ 0.

Statement 3
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	$ 2,632.	$ 2,632.	$ 2,632.	
CONSULTING	1,500.	1,500.	1,500.	
PAYROLL PROCESSING	102.		102.	
TAXES PAID ON INVESTMENTS	356.	356.	356.	
Total	$ 4,590.	$ 4,488.	$ 4,590.	$ 0.

Statement 4
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	$ 1,794,638.	$ 1,811,204.
		$ 1,794,638.	$ 1,811,204.
	Total	$ 1,794,638.	$ 1,811,204.

Statement 5
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.	$ 6,398,664.
	Total	$ 3,587,348.	$ 6,398,664.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED	Cost	$ 10,863,049.	$ 11,342,398.
	Total	$ 10,863,049.	$ 11,342,398.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
SEE SCHEDULE ATTACHED	Cost	$ 297,728.	$ 250,458.
Total Other Investments		$ 297,728.	$ 250,458.
Other Publicly Traded Securities			
SEE SCHEDULE ATTACHED	Cost	13,338,376.	14,492,761.
Total Other Publicly Traded Securities		$ 13,338,376.	$ 14,492,761.
Total		$ 13,636,104.	$ 14,743,219.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

NONDEDUCTIBLE PTRSHP EXPENSES	$ 5.
Total	$ 5.

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	500000 G E CAPITAL 5.5% NOTES	Purchased	12/11/2007	12/17/2012
2	163.611 DRIEHAUS MICRO CAP FUND	Purchased	12/31/2009	12/14/2012
3	200000 FHLM 1.1	Purchased	9/07/2011	12/27/2012
4	LONG TERM CAP GAIN DIVIDENDS	Purchased	Various	Various
5	PTRSHP LONG TERM CAP LOSS	Purchased	Various	Various
6	PTRSHP SHORT TERM CAP LOSS	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	500,000.		500,000.	0.				$ 0.
2	202,494.		163,611.	38,883.				38,883.
3	200,000.		202,000.	-2,000.				-2,000.
4	41,626.		0.	41,626.				41,626.
5	0.		42,880.	-42,880.				-42,880.
6	0.		2,696.	-2,696.				-2,696.
							Total	$ 32,933.

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	8,200.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.

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

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
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	$ 8,200.	$ 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
E-Mail Address:	
Form and Content:	STANDARD SOLICITATION FORMS
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

UEBERROTH FAMILY FOUNDATION 33-0078919

Undistributed Income (990-PF)
Average monthly fair market value of securities [O]

31/365 x 34295484		$ 2,912,767.
	Total	$ 2,912,767.

Undistributed Income (990-PF)
Average of monthly cash balances [O]

7021535 x 31/365		$ 596,350.
	Total	$ 596,350.

Investment Book and Market Valuations by Class

As of December 31, 2012

Item Description	Quantity On Hand	Book Value	Market Value
Corporate Bonds			
CB Altria Group Inc 7 750% Due 2/6/14	500,000 00	534,250 00	553,007 64
CB Bank of America Corp 5 75% Due 12/1/17	500,000 00	510,778 76	585,190 83
CB Bank of Nova Scotia 2 55 Due 1/12/17	250,000 00	262,507 50	261,650 00
CB Becton Dickinson 5 0% Due 5/15/19	250,000 00	248,370 00	296,327 50
CB Boeing Co 5 0% Due 3/15/14	100,000 00	99,558 00	105,313 00
CB Bottling Group LLC 4 125% Due 6/15/15	250,000 00	267,347 50	271,097 50
CB BP Capital Markets 4 5 Due 10/1/20	250,000 00	277,127 50	288,115 00
CB Caterpillar Finl Ser F 6 125% Due 2/17/14	425,000 00	431,200 75	462,803 16
CB Colgate-Palmolive Co 2 625% Due 5/1/17	250,000 00	267,762 50	267,097 50
CB ConocoPhillips 4 75% Due 2/1/14	59,000 00	58,980 28	61,671 52
CB Duke Energy Corp SR UNS Global 6 3% Due 2/1/14	425,000 00	448,723 50	461,422 50
CB EBAY Inc 3 25 Due 10/15/20	250,000 00	262,417 50	269,645 00
CB Gen Elec Cap Crp Ser A 4 75% Due 9/15/14	425,000 00	409,525 75	459,669 85
CB General Elec Cap Corp 5 9% Due 5/13/14	350,000 00	363,177 50	375,098 50
CB Glaxosmithkline Capital 4 85% Due 5/15/13	300,000 00	322,110 00	305,034 00
CB Glaxosmithkline Capital PLC 4 85% Due 5/15/13	500,000 00	510,180 00	511,538 11
CB Goldman Sachs Gp 5 15% Due 1/15/14	425,000 00	422,509 50	453,329 32
CB Goldman Sachs Group Inc 5 125 Due 1/15/15	500,000 00	527,935 00	548,955 97
CB Hewlett-Pack Co 3 0 Due 9/15/16	500,000 00	506,185 00	507,616 67
CB Hewlett-Packard Co 4 75% Due 6/2/14	350,000 00	349,975 50	364,840 00
CB JPMorgan Chase & Co 3 7 Due 1/20/15	300,000 00	317,610 00	315,864 00
CB McDonalds Corp 4 3 Due 3/1/13	350,000 00	353,374 00	352,198 00
CB Merrill Lynch SUB DEB Global 6 05 Due 5/16/16	500,000 00	515,870 00	554,211 25
CB Morgan Stanley SR UNS Global 6 0 Due 5/13/14	500,000 00	540,060 00	533,485 00
CB National Rural Util Coop 5 5% Due 7/1/13	250,000 00	260,230 00	256,282 50
CB Novartis Capital Corp 4 125% Due 2/10/14	250,000 00	268,210 00	260,007 50
CB Statoilhydro ASA 5 25% Due 4/15/19	250,000 00	250,760 00	299,767 50
CB Target Corp 4 0% Due 6/15/13	250,000 00	252,235 75	253,870 00
CB Unilever Cap Corp 2 75 Due 2/10/16	250,000 00	259,592 50	264,782 50
CB Verizon Communications NTS 5 55% Due 2/15/16	500,000 00	502,491 99	579,853 33
CB Wal-Mart Stores 2 875 Due 4/1/15	250,000 00	261,992 50	262,652 50
Total Corporate Bonds		**10,863,048.78**	**11,342,397.65**

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2012

Item Description	Quantity On Hand	Book Value	Market Value
Corporate Stocks			
CS Ambassadors Grp	463,415 00	146,346 45	1,974,147 90
CS AT&T Inc - ISIN US 00206R1023	5,000 00	165,460 70	168,550 00
CS Bristol Myers Squibb Co USD	10,000 00	225,346 17	325,900 00
CS Broadcom Corp Class A Com Stk	3,000 00	61,040 00	99,630 00
CS Calamp Corp	6,000 00	20,376 73	49,920 00
CS Citigroup Inc Com Stk	200 00	99,404 20	7,912 00
CS Coca Cola Co Com USD	16,000 00	330,057 27	580,000 00
CS Colgate Palmolive Co Com	2,000 00	91,333.75	209,080 00
CS Conocophillips	1,000 00	55,383 04	57,990 00
CS Dow Chemical Corp Com Stk	2,000 00	65,913 40	64,658 80
CS Felcor Lodging Trust Inc Com	10,000 00	163,900 30	46,700 00
CS First American Corp Com(Fin)	5,000 0001	56,380 50	120,450 00
CS General Dynamics Corp Com	1,162 00	100,045 06	80,491 74
CS General Elec Cap Corp 5 875% Due 2/18/33	5,000 00	125,000 00	130,000 00
CS General Elec Co Com Stk USD	10,605 00	362,994 08	224,613 90
CS IShares Barclays Tips Bond Fund 3 595%	1,495 00	149,467 13	181,507 95
CS JP Morgan Chase Trust X 7 0% Due 2/15/32	5,000 00	121,640 40	127,600 00
CS Microsoft Corp USD	5,000 00	145,752 05	133,548 50
CS ML Capital Trust IV Cum Prfd Stk	4,000 00	102,000 00	99,840 00
CS Phillips 66 WI	500 00	16,459 02	26,550 00
CS Procter & Gamble Co Com	22,000 00	666,646 76	1,493,580 00
CS Schlumberger Ltd USD (Curacao)	1,100 00	99,916 10	76,530 96
CS Suntrust Bks Inc Com	2,635 00	77,732 50	74,702 25
CS Weatherford Intl LTD	4,000 00	138,752 57	44,760 00
Total Corporate Stocks		**3,587,348.18**	**6,398,664.00**
Government Obligations			
GO Fed Farm Credit Bk 2 625% Due 4/17/14	400,000 00	399,108 00	409,040 00
GO FHLB 1 75 Due 3/8/13	350,000 00	351,477 00	350,980 00
GO FHLB 3 375 Due 6/12/20	200,000 00	221,084 00	227,084 00
GO FHLM 2 875 Due 2/9/15	400,000 00	423,041 20	421,444 00
GO FNMA 1 5% Due 6/26/13	400,000 00	399,928 00	402,656 00
Total Government Obligations		**1,794,638.20**	**1,811,204.00**
Other Investments			
OI Elements Rogers Total Return	52,687 00	501,432 72	454,161 94
OI Pyramid Hotel Investment II LLC		(203,704 33)	(203,704 33)
Total Other Investments		**297,728.39**	**250,457.61**

UEBERROTH FAMILY FOUNDATION

Investment Book and Market Valuations by Class

As of December 31, 2012

Item Description	Quantity On Hand	Book Value	Market Value
Other Publicly Traded Securities			
OP Ishares MSCI EAFE - Mutual Fund	7,285 00	369,822 35	414,225 10
OP Keeley Mid Cap Value Fund Class I	18,467 151	150,876 62	212,556 91
OP Merrill Lynch PIA - Mutual Funds		899,920 13	902,721 55
OP Pimco Foreign Bd Fd Instl Cl 103	46,965 407	477,168 54	506,756 74
OP PIMCO Global Multi-Asset	274,722 676	3,251,906 30	3,148,321 87
OP PIMCO Income	99,921 054	1,121,460 72	1,235,024 23
OP PIMCO Total Return	98,634 022	1,087,668 73	1,108,646 41
OP Spdr Gold Trust	930 00	85,114 70	150,678 97
OP SPDR Trust Series 1 FD - Mutual Fund	3,648 00	388,220 16	519,511 68
OP Templeton Global Bond Fund	37,866 598	481,663 13	505,140 42
OP UBS PACE Global Fixed Income Investment Fund	48,450 111	553,845 03	557,176 27
OP UBS PACE Govt Sec Fixed Income Investment Fund	78,086 654	1,034,394 14	1,024,496 90
OP UBS PACE International Equity Investment Fund	49,128 958	566,374 71	626,394 21
OP UBS PACE Intl Emerging Mkts Equity Investment Fund	10,539 767	108,503 53	143,130 03
OP UBS PACE Large Company Growth Equity Investment Fund	38,786 016	575,666 97	789,295 42
OP UBS PACE Large Company Value Equity Investment Fund	42,357 624	605,628 99	776,838 82
OP UBS PACE Money Mkt Investment Fund Class P	36,608 75	36,608 75	36,608 75
OP UBS PACE Small/Medium Co Growth Equity Investment Fund	14,217 796	164,760 40	255,635 97
OP UBS PACE Small/Medium Co Value Equity Investment Fund	13,335 726	173,868 22	248,711 28
OP UBS PACE Strategic Fixed Income Investment Fund	75,271 987	1,037,492 51	1,129,079 80
OP Vanguard Emerging Markets EFT - Money Fund	4,532 00	167,411 48	201,809 96
Total Other Publicly Traded Securities		**13,338,376.11**	**14,492,761.29**
TOTAL ALL INVESTMENTS	13,897,554.2971	29,881,139.66	34,295,484.55

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization UEBERROTH FAMILY FOUNDATION	Employer identification number (EIN) or 33-0078919
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 11150 W OLYMPIC BLVD, SUITE 860	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES CA 90064-1839	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ ISAAC BARANOWICZ CPA
  Telephone No ▶ (310) 473-7317 FAX No ▶ (310) 473-7313
- If the organization does not have an office or place of business in the United States, check this box . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2013.

5 For calendar year ______, or other tax year beginning 12/1/2012, and ending 12/31/2012

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

7 State in detail why you need the extension FOUNDATION IS CHANGING ITS ACCOUNTING PERIOD FROM 11/30 TO A CALENDAR YEAR A TAX RETURN NEEDS TO BE FILED FOR THE PERIOD 12/1/2012 TO 12/31/12, AND ADDITIONAL TIME IS NEEDED TO FILE AN ACCURATE RETURN

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CFO Date ▶ 8/13/2013