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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization
IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite
4199 CAMPUS DR, 9TH FLOOR

City, town, or post office, state, and ZIP code
IRVINE, CA 92612

F Name and address of principal officer: ROGER KOTCH
SAME AS C ABOVE

D Employer identification number
33-0654550

E Telephone number
(949) 509-6200

G Gross receipts $ 8,041,147.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ N/A

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1995 **M** State of legal domicile: CA

Part I Summary

1	Briefly describe the organization's mission or most significant activities: SPONSORSHIP OF PROGRAMS TO BENEFIT CHILDREN AND PREVENT CHILD ABUSE.		
2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	3
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	624,782.	673,350.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<25,202.>	1,102,789.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	631,832.	604,575.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,231,412.	2,380,714.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,620,900.	1,701,460.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	102,895.	108,755.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,723,795.	1,810,215.
19	Revenue less expenses. Subtract line 18 from line 12	<492,383.>	570,499.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	21,742,204.	23,991,814.
21	Total liabilities (Part X, line 26)	0.	0.
22	Net assets or fund balances. Subtract line 21 from line 20	21,742,204.	23,991,814.

SCANNED JAN 01 2014

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Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer — Date: 11-14-13

▶ ROGER KOTCH, CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: BRAD PETERSON	Preparer's signature	Date: 11/12/13	Check ☐ if self-employed	PTIN: P00081638
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	86-1065772
Firm's address ▶ 695 TOWN CENTER DRIVE, SUITE 1200 COSTA MESA, CA 92626			Phone no.	(714)436-7100

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☐

1 Briefly describe the organization's mission:
THE FOUNDATION SUPPORTS ORGANIZATIONS THAT ARE INVOLVED IN THE PREVENTION OF AND EDUCATION REGARDING CHILD ABUSE AND CHILDRENS CHARITIES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses $ 1,701,460. including grants of $ 1,701,460.) (Revenue $ _____)
THE FOUNDATION CONTRIBUTED $1,701,460 TO 278 CHARITIES WITHIN CALIFORNIA, NEVADA, ARIZONA, TEXAS AND UTAH ASSISTING THOUSANDS OF CHILDREN WHO HAVE BEEN VICTIMS OF CHILD ABUSE. THE FUNDS WERE USED FOR RESIDENTIAL TREATMENT, EMERGENCY SHELTERS, FOSTER CARE AND PLACEMENT, EDUCATIONAL, INTERVENTION AND TREATMENT PROGRAMS. INNOVATIVE PROGRAMS AND COMPREHENSIVE SERVICES TO PROMOTE SELF-RESPECT, MORALS, VALUES, STRUCTURE AND STRENGTH IN THE FAMILY WERE ALSO PROVIDED BY THE CHARITIES.

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O.)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e **Total program service expenses** ▶ 1,701,460.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19	X	
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b			
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b			

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a: 3 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b: 0			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	15b		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

ROGER KOTCH - 949-509-6200
4199 CAMPUS DRIVE, IRVINE, CA 92612

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LYNSI L. SNYDER PRESIDENT	1.00	X		X				0.	0.	0.
(2) ROGER KOTCH CFO & SECRETARY	1.00	X		X				0.	0.	0.
(3) LYNDA SNYDER-KELBAUGH DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	266,080.				
	d Related organizations	1d	250,000.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	157,270.				
	g Noncash contributions included in lines 1a-1f $						
	h **Total.** Add lines 1a-1f			673,350.			
Program Service Revenue		Business Code					
	2a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			802,026.			802,026.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	5,961,196.					
	b Less: cost or other basis and sales expenses	5,660,433.					
	c Gain or (loss)	300,763.					
	d Net gain or (loss)			300,763.	300,763.		
	8a Gross income from fundraising events (not including $ 266,080. of contributions reported on line 1c). See Part IV, line 18	a	555,552.				
	b Less: direct expenses	b	0.				
	c Net income or (loss) from fundraising events			555,552.			555,552.
	9a Gross income from gaming activities. See Part IV, line 19	a	49,023.				
	b Less: direct expenses	b	0.				
	c Net income or (loss) from gaming activities			49,023.			49,023.
	10a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue	Business Code					
	11a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d						
	12 **Total revenue.** See instructions.			2,380,714.	300,763.	0.	1,406,601.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,701,460.	1,701,460.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	108,755.		108,755.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 **Total functional expenses.** Add lines 1 through 24e	1,810,215.	1,701,460.	108,755.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	649,847.	2	760,893.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	21,092,327.	12	23,230,784.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	30.	15	137.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	21,742,204.	16	23,991,814.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	0.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	21,742,204.	27	23,991,814.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	21,742,204.	33	23,991,814.
	34	Total liabilities and net assets/fund balances	21,742,204.	34	23,991,814.

Form **990** (2012)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,380,714.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,810,215.
3	Revenue less expenses. Subtract line 2 from line 1	3	570,499.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,742,204.
5	Net unrealized gains (losses) on investments	5	1,679,111.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,991,814.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
IN-N-OUT BURGERS FOUNDATION C/O ROGER KOTCH	33-0654550

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii)	A family member of a person described in (i) above?		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	888,435.	952,798.	596,427.	702,975.	673,350.	3813985.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	888,435.	952,798.	596,427.	702,975.	673,350.	3813985.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						883,499.
6 **Public support.** Subtract line 5 from line 4						2930486.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	888,435.	952,798.	596,427.	702,975.	673,350.	3813985.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	960,983.	477,363.	417,521.	531,485.	802,026.	3189378.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	265,421.	252,310.	253,018.	263,676.	287,282.	1321707.
11 **Total support.** Add lines 7 through 10						8325070.
12 Gross receipts from related activities, etc. (see instructions)					12	144,975.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	35.20 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	36.08 %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number 33-0654550

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by.

	Yes	No
(i) unrelated organizations — 3a(i)		
(ii) related organizations — 3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? — 3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				0.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CHARLES SCHWAB AND CO;		
(B) INVESTMENTS	21,059,651.	END-OF-YEAR MARKET VALUE
(C) AURORA INVESTMENTS	996,908.	END-OF-YEAR MARKET VALUE
(D) STRATEGIC COMMODITIES		
(E) FUND	1,174,225.	END-OF-YEAR MARKET VALUE
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	23,230,784.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	3,964,320.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	1,679,111.		
b	Donated services and use of facilities	2b	13,250.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	1,692,361.
3	Subtract line 2e from line 1			3	2,271,959.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	108,755.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	108,755.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	2,380,714.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	1,714,710.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	13,250.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	13,250.
3	Subtract line 2e from line 1			3	1,701,460.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	108,755.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	108,755.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	1,810,215.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization: IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number: 33-0654550

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply.

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 IN STORE FUNDRAISERS (event type)	(b) Event #2 GOLF TOURNAMENT (event type)	(c) Other events 2 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	180,445.	665,183.	310,680.	1,156,308.
	2 Less: Contributions	180,445.	231,248.	310,680.	722,373.
	3 Gross income (line 1 minus line 2)		433,935.		433,935.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)			▶	( )
	11 Net income summary. Combine line 3, column (d), and line 10			▶	433,935.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)			▶	( )
	8 Net gaming income summary. Combine line 1, column d, and line 7			▶	

9 Enter the state(s) in which the organization operates gaming activities: CA

a Is the organization licensed to operate gaming activities in each of these states? ☒ Yes ☐ No

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☒ No

b If "Yes," explain

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☒ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☒ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	100.00 %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ JODIE MEDLOCK

Address ▶ 4199 CAMPUS DRIVE, 9TH FLOOR - IRVINE, CA 92612

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☒ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ $ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☒ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number 33-0654550

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A WINDOW BETWEEN WORLDS 710 4TH AVENUE, SUITE 5 VENICE, CA 90291	95-4448606	501(C)3	2,000.	0.			PROGRAM SUPPORT - YOUTH VIOLENCE PREVENTION PROGRAM
ABODE SERVICES 40849 FREMONT BOULEVARD FREMONT, CA 94538	94-3087060	501(C)3	3,000.	0.			PROGRAM SUPPORT - RUNAWAY AND HOMELESS YOUTH PROGRAMS
ACH CHILD AND FAMILY SERVICES 1424 SUMMIT AVENUE FORT WORTH, TX 76102	75-0818140	501(C)3	10,000.	0.			PROGRAM SUPPORT - PSYCHO-EDUCATIONAL AND INDIVIDUAL THERAPY PROGRAM
ADOLESCENT COUNSELING SERVICES 1717 EMBARCADERO ROAD, SUITE 4000 PALO ALTO, CA 94303	51-0192551	501(C)3	4,000.	0.			PROGRAM SUPPORT - CHILDREN'S INTERVIEW CENTER
ADOPTION EXCHANGE 4310 SOUTH CAMERON STREET, SUITE 12 LAS VEGAS, NV 89103	84-0793576	501(C)3	15,000.	0.			PROGRAM SUPPORT - TENDERLOIN CHILDCARE CENTER PROGRAM
AID TO ADOPTION OF SPECIAL KIDS (AASK) - 2320 NORTH 20TH STREET - PHOENIX, AZ 85006	86-0611935	501(C)3	10,000.	0.			GENERAL OPERATING SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 278.

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2012)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

232101
12-18-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALEXANDRIA HOUSE 426 SOUTH ALEXANDRIA AVENUE LOS ANGELES, CA 90020	94-4809755	501(C)3	2,000.	0.			GENERAL OPERATING SUPPORT
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVENUE FORT WORTH, TX 76104	75-2363035	501(C)3	5,000.	0.			PROGRAM SUPPORT - EMPLOYMENT SKILLS PROGRAM & CRISIS CENTER
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BOULEVARD, SUITE 550 LOS ANGELES, CA 90010	95-4358213	501(C)3	5,000.	0.			PROGRAM SUPPORT - CHILDREN'S EMERGENCY SHELTER PROGRAM
ALUM ROCK COUNSELING CENTER 777 NORTH 1ST STREET, #444 SAN JOSE, CA 95112	23-7367637	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
AMBERLY'S PLACE 1350 WEST COLORADO STREET YUMA, AZ 85364	86-0952115	501(C)3	2,000.	0.			PROGRAM - "SOCK IT TO ME DRIVE"
ANAHEIM FAMILY JUSTICE CENTER FOUNDATION - 150 WEST VERMONT AVENUE - ANAHEIM, CA 92805	20-4088652	501(C)3	7,500.	0.			PROGRAM - PROJECT SOAR (STARTING OUT ALL RIGHT)
ANGELS FOSTER FAMILY NETWORK 4420 HOTEL CIRCLE COURT, SUITE 100 SAN DIEGO, CA 92108	33-0825875	501(C)3	5,000.	0.			PROGRAM - CREATING PEACEFUL FAMILIES PROGRAM
ANN MARTIN CENTER 1250 GRAND AVENUE PIEDMONT, CA 94610	94-6099000	501(C)3	6,000.	0.			PROGRAM - PROTECTING CHILDREN BY STRENGTHENING FAMILIES
ANOTHER WAY (INLAND REGIONAL CENTER) - 1365 SOUTH WATERMAN AVENUE - SAN BERNARDINO, CA 92408	23-7121672	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARIZONA FAMILIES FOR CHILDREN 1011 NORTH CRAYCROFT ROAD, SUITE 47 TUCSON, AZ 85711	94-2778413	501(C)3	2,500.	0.			PROGRAM - FAMILY ENRICHMENT PROGRAM
ARIZONANS FOR CHILDREN 2435 EAST LA JOLLA DRIVE TEMPE, AZ 85282	02-0651198	501(C)3	2,500.	0.			PROGRAM - GOOD FIT COUNSELING CENTER
ARIZONA'S CHILDREN ASSOCIATION 2833 NORTH THIRD STREET PHOENIX, AZ 85004	86-0096772	501(C)3	18,000.	0.			GENERAL OPERATING EXPENSES, FOSTER CARE AND ADOPTION PROGRAM, INDEPENDENT LIVING
ARK PRESCHOOL 850 GIBSON ROAD WOODLAND, CA 95695	20-4387539	501(C)3	2,500.	0.			PROGRAM - LAS FAMILIAS PROGRAM
AVIVA CHILDREN'S SERVICES 153 SOUTH PLUMER AVENUE TUCSON, AZ 85719	86-0948932	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
AVIVA FAMILY AND CHILDREN'S SERVICES - 1701 CAMINO PALMERO - LOS ANGELES, CA 90046	95-1693616	501(C)3	7,500.	0.			PROGRAM - CRISIS SHELTER PROGRAM
BAY AREA RESCUE MISSION P.O. BOX 1112 RICHMOND, CA 94802	94-6124054	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
BIG BROTHERS BIG SISTERS OF ORANGE COUNTY - 14131 YORBA STREET, SUITE 200 - TUSTIN, CA 92780	95-1992702	501(C)3	2,500.	0.			CAPITAL - FIRE SPRINKLERS FOR GROUP HOMES
BILL WILSON CENTER 3490 THE ALAMEDA SAN JOSE, CA 95050	94-2221849	501(C)3	2,500.	0.			PROGRAM - COLLEGE PREP PROGRAM

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS TOWN NEVADA 821 NORTH MOJAVE ROAD LAS VEGAS, NV 89101	47-0376606	501(C)3	2,500.	0.			PROGRAM - SAFE FAMILY SERVICES REUNION HOUSE
BRIGHTER TOMORROWS P.O. BOX 532151 GRAND PRAIRIE, TX 75053	75-2291809	501(C)3	10,000.	0.			PROGRAM - AYUDA PARA NINOS PROGRAM
CALICO CENTER 524 ESTUDILLO AVENUE SAN LEANDRO, CA 94577	94-3256781	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
CALIFORNIA STATE UNIVERSITY, FRESNO - RENAISSANCE - 5150 NORTH MAPLE AVENUE, M/S JA62 - FRESNO, CA 93740	94-6003272	501(C)3	7,000.	0.			GENERAL OPERATING EXPENSES
CALIFORNIA STATE UNIVERSITY, SAN MARCOS - CAL STATE UNIVERSITY, SAN MARCOS - SAN MARCOS, CA 92096	33-0397688	501(C)3	6,000.	0.			PROGRAM - CHILD RESPONSE ADVOCATE PROGRAM
CALIFORNIA YOUTH CONNECTION 901 CORPORATE CENTER DRIVE, SUITE 2 MONTEREY PARK, CA 91754	94-3141616	501(C)3	24,500.	0.			PROGRAM - INDEPENDENT LIVING PROGRAM & GENERAL OPERATING EXPENSES.
CALM 1236 CHAPALA STREET SANTA BARBARA, CA 93101	23-7097910	501(C)3	9,000.	0.			GENERAL OPERATING EXPENSES
CAMP ALANDALE P.O. BOX 35 IDYLLWILD, CA 92549	95-3465382	501(C)3	17,000.	0.			PROGRAM - TEEN CRISIS INTERVENTION AND CHILDREN'S VICTIMS PROGRAM & GENERAL
CAPTAIN HOPE'S KIDS 10555 NEWKIRK, SUITE 580 DALLAS, TX 75220	75-2284779	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CARSON VALLEY CHILDREN'S CENTER - AUSTIN'S HOUSE - P.O. BOX 784 - MINDEN, NV 89423	03-0533503	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
CASA DE AMPARO 325 BUENA CREEK ROAD SAN MARCOS, CA 92069	95-3315571	501(C)3	2,500.	0.			PROGRAM - FAMILY CONFLICT PREVENTION
CASA DE LOS NINOS 1101 NORTH 4TH AVENUE TUCSON, AZ 85705	86-0314595	501(C)3	15,000.	0.			PROGRAM - CHILDREN'S ACTIVITY CENTER
CASA FOUNDATION 601 NORTH PECOS ROAD LAS VEGAS, NV 89101	94-2920606	501(C)3	2,000.	0.			PROGRAM - FOSTER PARENT RECRUITMENT AND TRAINING
CASA OF ALAMEDA COUNTY 1000 SAN LEANDRO BOULEVARD, SUITE 3 SAN LEANDRO, CA 94577	94-3309728	501(C)3	7,000.	0.			GENERAL OPERATING EXPENSES
CASA OF COLLIN COUNTY 101 EAST DAVIS STREET MCKINNEY, TX 75069	75-2391961	501(C)3	10,000.	0.			PROGRAM - EMERGENCY YOUTH SHELTER SERVICES AND EARLY INTERVENTION SERVICES
CASA OF CONTRA COSTA COUNTY 2020 NORTH BROADWAY, SUITE 204 WALNUT CREEK, CA 94596	94-2897531	501(C)3	2,000.	0.			PROGRAM - VIPS PROGRAM
CASA OF DALLAS COUNTY 2815 GASTON AVENUE DALLAS, TX 75226	75-1866204	501(C)3	2,000.	0.			PROGRAM - CHILD ADVOCACY PROGRAM
CASA OF EL DORADO COUNTY 347 MAIN STREET PLACERVILLE, CA 95667	68-0299245	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CASA OF FRESNO/MADERA COUNTIES 1252 FULTON MALL FRESNO, CA 93721	77-0401361	501(C)3	2,000.	0.			PROGRAM - FAMILY CONNECTIONS PROGRAM
CASA OF IMPERIAL COUNTY 229 SOUTH 8TH STREET, SUITE B EL CENTRO, CA 92243	33-0632963	501(C)3	7,500.	0.			PROGRAM - RECRUITMENT PROGRAM
CASA OF KERN COUNTY 2000 24TH STREET, SUITE 130 BAKERSFIELD, CA 93301	77-0344298	501(C)3	6,900.	0.			PROGRAM - GRANDFAMILIES PROGRAM
CASA OF ORANGE COUNTY 1505 EAST 17TH STREET, SUITE 214 SANTA ANA, CA 92705	33-0069334	501(C)3	8,000.	0.			GENERAL OPERATING EXPENSES
CASA OF PLACER COUNTY P.O. BOX 701 AUBURN, CA 95604	77-0620948	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CASA OF RIVERSIDE COUNTY P.O. BOX 3008 INDIO, CA 92202	33-0596888	501(C)3	2,000.	0.			PROGRAM - SCHOOL-BASED CHILD ABUSE PREVENTION PROGRAM
CASA OF SACRAMENTO COUNTY P.O. BOX 278383 SACRAMENTO, CA 95827	68-0257139	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
CASA OF SAN BERNARDINO COUNTY 437 NORTH RIVERSIDE AVENUE, SUITE 1 RIALTO, CA 92376	33-0362613	501(C)3	2,000.	0.			PROGRAM - WISHING WELL PROGRAM
CASA OF SAN FRANCISCO 100 BUSH STREET, SUITE 650 SAN FRANCISCO, CA 94104	94-3039028	501(C)3	6,000.	0.			GENERAL OPERATING EXPENSES

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CASA OF SAN MATEO COUNTY 330 TWIN DOLPHIN DRIVE, SUITE 139 REDWOOD CITY, CA 94064	04-3849393	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CASA OF SANTA BARBARA 118 EAST FIGUEROA STREET SANTA BARBARA, CA 93101	33-0662734	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CASA OF SOLANO COUNTY 600 UNION AVENUE, SUITE 204 FAIRFIELD, CA 94533	20-2551209	501(C)3	5,000.	0.			PROGRAM - CHILDREN'S PROGRAM
CASA OF SONOMA COUNTY P.O. BOX 1418 KENWOOD, CA 95452	68-0404770	501(C)3	2,000.	0.			PROGRAM - CHILDREN'S SERVICES PROGRAM
CASA OF STANISLAUS COUNTY 800 11TH STREET, 4TH FLOOR MODESTO, CA 95354	91-2168629	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE, SUITE 505 FORT WORTH, TX 76102	75-1895412	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
CASA OF TULARE COUNTY 1146 NORTH CHINOWTH VISALIA, CA 93291	77-0105876	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CASA OF VENTURA COUNTY P.O. BOX 1135 CAMARILLO, CA 93011	45-1649286	501(C)3	10,000.	0.			PROGRAM - THERAPY PROGRAM
CASA PACIFICA 1722 SOUTH LEWIS ROAD CAMARILLO, CA 93012	77-0195022	501(C)3	5,000.	0.			PROGRAM - CHILD DEVELOPMENT CENTER

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CASA YOUTH SHELTER P.O. BOX 216 LOS ALAMITOS, CA 90720	95-3218061	501(C)3	3,000.	0.			PROGRAM - NOT JUST JEANS PROGRAM
CHILD & FAMILY CENTER FOUNDATION P.O. BOX 801330 SANTA CLARITA, CA 91350	95-3941342	501(C)3	5,000.	0.			PROGRAM - FOSTER AND & ADOPTION PROGRAM
CHILD ABUSE PREV. COUNCIL (CASA) OF SAN JOAQUIN COUNTY - P.O. BOX 1257 - STOCKTON, CA 95201	94-2497046	501(C)3	2,000.	0.			PROGRAM - FOSTERING PROGRAM
CHILD ABUSE PREV. COUNCIL (PREVENT CHILD ABUSE CALIFORNIA) - 4700 ROSEVILLE ROAD, SUITE 102 - NORTH HIGHLANDS, CA 95660	94-2860387	501(C)3	2,000.	0.			PROGRAM - FAMILY CONNECTIONS PROGRAM
CHILD ABUSE PREVENTION COUNCIL OF CONTRA COSTA COUNTY - 2120 DIAMOND BOULEVARD, SUITE 120 - CONCORD, CA 94520	68-0046163	501(C)3	5,000.	0.			PROGRAM - CHILD ABUSE PREVENTION EDUCATION PROGRAM
CHILD ABUSE PREVENTION COUNCIL OF SACRAMENTO - 4700 ROSEVILLE ROAD, SUITE 102 - NORTH HIGHLANDS, CA 95660	94-2833431	501(C)3	6,000.	0.			GENERAL OPERATING EXPENSES
CHILD ABUSE PREVENTION COUNCIL OF STANISLAUS COUNTY - 251 EAST HACKETT - MODESTO, CA 95353	94-2158023	501(C)3	2,000.	0.			PROGRAM - EMERGENCY SHELTER
CHILD ADVOCATES OF THE SILICON VALLEY (CASA) - 509 VALLEY WAY - MILPITAS, CA 95053	77-0250773	501(C)3	10,000.	0.			PROGRAM - STEWARDS OF CHILDREN PROGRAM
CHILD CRISIS CENTER - EAST VALLEY P.O. BOX 4114 MESA, AZ 85211	86-0407090	501(C)3	2,500.	0.			PROGRAM - CAPTAIN HOPE'S CLOSET

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CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS - 1215 SKILES STREET - DALLAS, TX 75204	75-2468034	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
CHILD S.H.A.R.E. 1544 WEST GLENOAKS BOULEVARD GLENDALE, CA 91201	95-4036890	501(C)3	8,500.	0.			GENERAL OPERATING EXPENSES
CHILDREN FIRST P.O. BOX 532147 GRAND PRAIRIE, TX 75053	75-0532147	501(C)3	2,500.	0.			PROGRAM - COUNSELING AND LEARNING ASSISTANCE PROGRAM
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411	95-3130408	501(C)3	10,000.	0.			PROGRAM - FORENSIC INTERVIEWING AND FAMILY SUPPORT PROGRAM
CHILDREN TODAY P.O. BOX 16004 LONG BEACH, CA 90806	95-4635295	501(C)3	5,000.	0.			PROGRAM - PEER COORDINATOR PROJECT AND THE EDUCATION REPRESENTATIVE PROJECT
CHILDREN YOUTH AND FAMILY COLLABORATIVE - 1200 WEST 37TH PLACE - LOS ANGELES, CA 90007	95-4415115	501(C)3	7,500.	0.			PROGRAM - KIDS CONNECT CAMP
CHILDREN'S ADVOCACY CENTER FOR DENTON COUNTY - 1854 CAIN DRIVE - LEWISVILLE, TX 75077	75-2559765	501(C)3	2,000.	0.			PROGRAM - EDUCATION ADVOCACY PROGRAM
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY - 2205 LOS RIOS BOULEVARD - PLANO, TX 75074	75-2389095	501(C)3	5,000.	0.			PROGRAM - FOSTER CARE & SPECIAL NEEDS PROGRAM
CHILDREN'S ADVOCACY CTR FOR CHILD ABUSE ASSESSMENT & TRTMNT - 363 SOUTH PARK AVENUE, SUITE 202 - POMONA, CA 91766	86-1061258	501(C)3	7,500.	0.			PROGRAM - YOUTH INTERVENTION PROGRAM

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CHILDREN'S BUREAU 50 SOUTH ANAHEIM BOULEVARD, SUITE 2 ANAHEIM, CA 92805	95-1690975	501(C)3	13,000.	0.			GENERAL OPERATING EXPENSES
CHILDREN'S CABINET 1090 SOUTH ROCK BOULEVARD RENO, NV 89502	77-0097156	501(C)3	5,000.	0.			PROGRAM - NURTURING CONNECTIONS PROGRAM
CHILDREN'S CRISIS CENTER P.O. BOX 1062 MODESTO, CA 95353	94-2686499	501(C)3	3,500.	0.			GENERAL OPERATING EXPENSES
CHILDREN'S FUND 348 WEST HOSPITALITY LANE, SUITE 11 SAN BERNARDINO, CA 92408	33-0193286	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
CHILDREN'S HOSPITAL FOUNDATION 747 52ND STREET OAKLAND, CA 94609	94-0382330	501(C)3	2,000.	0.			PROGRAM - SART TEAM
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD, #29 LOS ANGELES, CA 90027	95-1690977	501(C)3	5,000.	0.			PROGRAM - SUMMER INTERNSHIP PROGRAM
CHILDREN'S HOSPITAL OF CENTRAL CALIFORNIA - 9300 VALLEY CHILDREN'S PLACE - MADERA, CA 93636	94-2797447	501(C)3	6,000.	0.			CAPITAL - PURCHASE OF FURNITURE FOR TRAINING ROOMS
CHILDREN'S MEDICAL CENTER FOUNDATION (ARCH) - 2777 STEMMONS FREEWAY, SUITE 700 - DALLAS, TX 75207	75-2062015	501(C)3	6,060.	0.			GENERAL OPERATING EXPENSES
CHILDREN'S SERVICES SOCIETY 124 SOUTH 400 EAST, SUITE 400 SALT LAKE CITY, UT 84111	87-0212451	501(C)3	3,000.	0.			PROGRAM - EDUCATIONAL PROGRAM

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CHRISTIAN FAMILY CARE AGENCY 3603 NORTH 7TH AVENUE PHOENIX, AZ 85013	86-0430037	501(C)3	10,000.	0.			PROGRAM - EDUCATIONAL PROGRAM
COLETTE'S CHILDREN'S HOME 17301 BEACH BOULEVARD, SUITE 23 HUNTINGTON BEACH, CA 92647	91-1939140	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
COLORADO RIVER REGIONAL CRISIS SHELTER - 1301 JOSHUA AVENUE, SUITE C - PARKER, AZ 85344	86-0717161	501(C)3	3,000.	0.			PROGRAM - LITTLE/GIANT STEPS PROGRAM
COMFORT FOR COURT KIDS EDMUND D. EDELMAN CHILDREN'S COURT 201 CNTRE PLAZA DR, STE 3 - MONTEREY PARK	95-4336698	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
COMMITTEE ON THE SHELTERLESS (COTS) - P.O. BOX 2744 - PETALUMA, CA 94953	68-0176855	501(C)3	2,500.	0.			PROGRAM - OUTDOOR ADVENTURE COUNSELING PROGRAM
COMMUNITY FAMILY GUIDANCE CENTER 10929 SOUTH STREET, SUITE 208 B CERRITOS, CA 90703	38-3778773	501(C)3	3,500.	0.			PROGRAM - COMPREHENSIVE PARENTING PROGRAM
COMMUNITY HUMAN SERVICES P.O. BOX 3076 MONTEREY, CA 93942	94-6367167	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
COMMUNITY OVERCOMING RELATIONSHIP ABUSE (CORA) - P.O. BOX 4245 - BURLINGAME, CA 94011	94-2481188	501(C)3	4,000.	0.			PROGRAM - CHILDREN'S WINDOW PROGRAM
COMMUNITY VIOLENCE SOLUTIONS 2101 VAN NESS STREET SAN PABLO, CA 94806	94-2411924	501(C)3	4,000.	0.			PROGRAM - TRANSITIONAL RESIDENCE PROGRAM

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COMMUNITY'S CHILD 25520 WOODWARD AVENUE LOMITA, CA 90717	20-2871854	501(C)3	15,000.	0.			PROGRAM - ADOPTION AND GUARDIANSHIP PROGRAM
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	94-1156622	501(C)3	2,500.	0.			PROGRAM - AVIVA HIGH SCHOOL
COPE FAMILY CENTER 1340 FOURTH STREET NAPA, CA 94559	94-2322399	501(C)3	4,000.	0.			GENERAL OPERATING EXPENSES
CREATE NOW 1611 SOUTH HOPE STREET, #E LOS ANGELES, CA 90015	95-4590574	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
CRISIS NURSERY 2334 EAST POLK STREET PHOENIX, AZ 85006	86-0324144	501(C)3	2,500.	0.			PROGRAM - CHILD ABUSE PREVENTION MONTH
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TX 75204	75-2303404	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
DAVIS COUNTY CHILDREN'S JUSTICE CENTER - P.O. BOX 618 - FARMINGTON, UT 84025	84-1422868	501(C)3	15,000.	0.			GENERAL OPERATING EXPENSES
DESERT SANCTUARY 703 EAST MAIN STREET BARSTOW, CA 92311	95-3837425	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
DEVEREUX ARIZONA 11000 NORTH SCOTTSDALE ROAD, SUITE SCOTTSDALE, AZ 85254	23-1390618	501(C)3	7,500.	0.			PROGRAM - EDUCATIONAL PILOT PROGRAM

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DOMESTIC VIOLENCE SOLUTIONS FOR SANTA BARBARA COUNTY - P.O. BOX 1536 - SANTA BARBARA, CA 93102	95-3495141	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
DOOR OF HOPE P.O. BOX 90455 PASADENA, CA 91109	95-4044568	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
DREAM CENTER 2301 BELLEVUE AVENUE LOS ANGELES, CA 90026	95-1803686	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
EAST BAY CHILDREN'S LAW OFFICES 77010 EDGEWATER DRIVE, SUITE 210 OAKLAND, CA 94621	26-4504468	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
EDDIE NASH FOUNDATION 1717 WEST ORANGEWOOD AVENUE, SUITE ORANGE, CA 92868	61-1536987	501(C)3	3,000.	0.			PROGRAM - SHELTER PROGRAM
EL NIDO FAMILY CENTERS 10200 SEPULVEDA BOULEVARD, SUITE 35 MISSION HILLS, CA 91345	95-3186429	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
ELIZABETH HOUSE 760 SANTA BARBARA STREET PASADENA, CA 91109	95-4451243	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
EMERGE! CENTER AGAINST DOMESTIC VIOLENCE - 2545 EAST ADAMS STREET - TUCSON, AZ 85716	86-0312162	501(C)3	5,000.	0.			PROGRAM - PROJECT PREVENTION
EMQ CHILDREN & FAMILY SERVICES 251 LLEWELYN AVENUE CAMPBELL, CA 95008	94-2295953	501(C)3	5,000.	0.			PROGRAM - CHILD ABUSE PREVENTION AND TREATMENT PROGRAM

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EMQ FAMILIES FIRST - YOLO CRISIS NURSERY - 2100 FIFTH STREET - DAVIS, CA 95618	94-2295953	501(C)3	7,500.	0.			PROGRAM ALUMNI SERVICES PROGRAM
ETTIE LEE YOUTH & FAMILY SERVICES 5146 NORTH MAINE AVENUE BALDWIN PARK, CA 91706	95-1949862	501(C)3	12,000.	0.			PROGRAM - TUTORING PROGRAM
FAMILIES UNITING FAMILIES 525 EAST 7TH STREET LONG BEACH, CA 90813	73-1696751	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
FAMILY AND CHILD TREATMENT (FACT) 6431 WEST SAHARA AVENUE, SUITE 200 LAS VEGAS, NV 89146	88-0214362	501(C)3	17,500.	0.			GENERAL OPERATING EXPENSES
FAMILY CONNECTION CENTER 1360 EAST 1450 SOUTH CLEARFIELD, UT 84015	87-0421105	501(C)3	7,500.	0.			PROGRAM - CHILD ABUSE TREATMENT PROGRAM (CHAT)
FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209	75-1590896	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
FAMILY SERVICE AGENCY 1669 NORTH "E" STREET SAN BERNARDINO, CA 92405	95-1641436	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
FAMILY SUPPORT CENTER - CRISIS NURSERY - 1760 WEST 4805 SOUTH - TAYLORSVILLE, UT 84129	87-0359719	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
FIVE ACRES 760 WEST MOUNTAIN VIEW STREET ALTADENA, CA 91001	95-1647810	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES

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FLORENCE CRITTENTON 715 WEST MARIPOSA STREET PHOENIX, AZ 85013	86-0103282	501(C)3	5,000.	0.			PROGRAM - FAMILY SERVICES PROGRAM
FOOTHILL FAMILY SERVICES 2500 EAST FOOTHILL BOULEVARD, SUITE PASADENA, CA 91107	95-1690990	501(C)3	15,000.	0.			PROGRAM - CRISIS INTERVENTION PROGRAM
FOOTHILL FAMILY SHELTER 1501 WEST 9TH STREET, SUITE D UPLAND, CA 91786	95-1641436	501(C)3	8,000.	0.			GENERAL OPERATING EXPENSES
FOR THE CHILD 4565 CALIFORNIA AVENUE LONG BEACH, CA 90807	95-3601230	501(C)3	15,000.	0.			PROGRAM - RESIDENTIAL TREATMENT PROGRAM
FOSTER A DREAM 628 ESCOBAR STREET MARTINEZ, CA 94553	54-2604728	501(C)3	5,000.	0.			PROGRAM - RESIDENTIAL TREATMENT PROGRAM
FREE ARTS FOR ABUSED CHILDREN 5301 BEETHOVEN STREET, SUITE 102 LOS ANGELES, CA 90066	95-3252001	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
FREE ARTS OF ARIZONA 103 WEST HIGHLAND AVENUE, SUITE 200 PHOENIX, AZ 85013	86-0739613	501(C)3	11,000.	0.			PROGRAM - PERIOD OF PURPLE CRYING PROGRAM
FRIENDS FOR YOUTH 1741 BROADWAY, FIRST FLOOR REDWOOD CITY, CA 94063	94-2961034	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
FRIENDS OF THE FAMILY 15350 SHERMAN WAY, SUITE 140 VAN NUYS, CA 91406	95-2765505	501(C)3	5,000.	0.			PROGRAM - FOSTERING NEW VISIONS PROGRAM

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FRIENDS OF THE SALT LAKE CITY CHILDREN'S JUSTICE CENTER - 8282 SOUTH 2200 WEST - WEST JORDAN, UT 84088	87-0489250	501(C)3	12,500.	0.			GENERAL OPERATING EXPENSES
FRISTERS P.O. BOX 5790 NEWPORT BEACH, CA 92662	80-0280166	501(C)3	2,500.	0.			PROGRAM - TO SUPPORT THE SALARY/BENEFITS OF THE CHILDREN'S PROGRAM COORDINATOR
GABRIEL'S ANGELS 1550 EAST MARYLAND AVENUE, SUITE 1 PHOENIX, AZ 85014	86-0991198	501(C)3	5,000.	0.			PROGRAM - FOSTER YOUTH SCHOLARSHIP PROGRAM
GAP MINISTRIES 7974 NORTH ORACLE ROAD TUCSON, AZ 85704	86-0999503	501(C)3	7,500.	0.			PROGRAM - YOUTH SERVICES PROGRAM
GREATER TEXAS COMMUNITY PARTNERS 2801 SWISS AVENUE, SUITE 110 DALLAS, TX 75204	75-2787691	501(C)3	6,000.	0.			PROGRAM - CHILDREN'S PROGRAM
HATHAWAY-SYCAMORES CHILDREN & FAMILY SERVICES - 210 SOUTH DE LACEY AVENUE, SUITE 110 - PASADENA, CA 91105	95-1691005	501(C)3	7,500.	0.			PROGRAM - REACH PROGRAM
HEATHER HOUSE (INTERFAITH COUNCIL OF SOLANO COUNTY) - 724 OHIO STREET - FAIRFIELD, CA 94533	68-0440432	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
HELEN'S HOPE CHEST - MESA UNITED WAY - 137 EAST UNIVERSITY DRIVE - MESA, AZ 85201	86-0198599	501(C)3	2,500.	0.			PROGRAM - HIGH RISK YOUTH PROGRAM
HELPLINE YOUTH COUNSELING 12440 EAST FIRESTONE BOULEVARD, SUI NORWALK, CA 90650	23-7113824	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES

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HILLSIDES HOME FOR CHILDREN 940 AVENUE 64 PASADENA, CA 91105	95-1644002	501(C)3	4,000.	0.			GENERAL OPERATING EXPENSES
HOME & HOPE 1720 EL CAMINO REAL, SUITE 7 BURLINGAME, CA 94010	94-3356735	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
HOMEWARD BOUND 2302 WEST COLTER STREET PHOENIX, AZ 85015	86-0660875	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
HOPE'S DOOR 820 AVENUE F, SUITE 100 PLANO, TX 75074	75-2038796	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
HOUSE OF RUTH P.O. BOX 459 CLAREMONT, CA 91711	95-3276033	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
HUCKLEBERRY YOUTH PROGRAM 3310 GEARY BOULEVARD SAN FRANCISCO, CA 94118	94-1687559	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
HUMAN OPTIONS P.O. BOX 53745 IRVINE, CA 92619	95-3667817	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
ILLUMINATION FOUNDATION 2691 RICHTER AVENUE, SUITE 107 IRVINE, CA 92606	71-1047686	501(C)3	2,500.	0.			PROGRAM - CHILDREN'S PROGRAM
IMPERIAL COUNTY CHILD ABUSE PREVENTION COUNCIL - 563 WEST MAIN STREET - EL CENTRO, CA 92243	95-3422004	501(C)3	5,000.	0.			PROGRAM - WINGS PROGRAM

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INSPIRE LIFE SKILLS TRAINING 2279 EAGLE GLEN PARKWAY, #112 PMB 1 CORONA, CA 92883	20-1647743	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
INTERFACE CHILDREN AND FAMILY SERVICES - 1305 DEL NORTE ROAD, SUITE 200 - CAMARILLO, CA 93010	95-2944459	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
INTERFAITH SHELTER NETWORK 3530 CAMINO DEL RIO NORTH, SUITE 30 SAN DIEGO, CA 92108	95-2630300	501(C)3	2,000.	0.			PROGRAM - FAMILY SUPPORT PROGRAM
INTERVAL HOUSE P.O. BOX 3356 SEAL BEACH, CA 90740	95-3389113	501(C)3	2,500.	0.			PROGRAM - HOMELESS AND RUNAWAY YOUTH PROGRAM
JEWISH FAMILY & CHILDREN SERVICES 4747 NORTH 7TH STREET, SUITE 100 PHOENIX, AZ 850014	86-0096781	501(C)3	12,500.	0.			CAPITAL - DIGITAL CAMERA FOR SEXUAL/PHYSICAL ABUSE CASES
JONATHAN'S PLACE P.O. BOX 140085 DALLAS, TX 75214	75-2389331	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
JUST IN TIME FOR FOSTER YOUTH P.O. BOX 81292 SAN DIEGO, CA 92138	20-5448416	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
KAMALI'I FOSTER FAMILY AGENCY 31772 CASINO DRIVE, SUITE B LAKE ELSINORE, CA 92530	31-1591798	501(C)3	6,000.	0.			GENERAL OPERATING EXPENSES
KERN BRIDGES YOUTH HOMES 1321 STINE ROAD BAKERSFIELD, CA 93309	77-0168444	501(C)3	2,500.	0.			PROGRAM - CHILDREN'S SURVIVORS ACADEMY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

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KERN CHILD ABUSE PREVENTION COUNCIL - 730 CHESTER AVENUE - BAKERSFIELD, CA 93301	95-3434566	501(C)3	5,000.	0.			PROGRAM - COMMUNITY BASED MENTORING
KIDPOWER 2741 MIDDLEFIELD ROAD, SUITE 101 LOS ALTOS, CA 94303	77-0226712	501(C)3	7,500.	0.			PROGRAM - CAMP SPONSORSHIP FOR 15 CHILDREN
KINSHIP CENTER 18302 IRVINE BOULEVARD, SUITE 300 TUSTIN, CA 92780	94-2971761	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
KOINONIA GROUP HOMES P.O. BOX 1403 LOOMIS, CA 95650	94-2792265	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
LA CASA DE LAS MADRES 1426 FILLMORE STREET, #204 SAN FRANCISCO, CA 94115	94-0997140	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
LA PALOMA FAMILY SERVICES 870 WEST MIRACLE MILE TUCSON, AZ 85705	86-0390583	501(C)3	2,500.	0.			PROGRAM - PREVENTION WORKS PROGRAM
LAURA'S HOUSE 999 CORPORATE DRIVE, SUITE 225 LADERA RANCH, CA 92694	33-0621826	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
LAUREL HOUSE 13722 FAIRMONT WAY TUSTIN, CA 92780	33-0098433	501(C)3	3,000.	0.			PROGRAM - ORANGE COUNTY CAMP TO BELONG
LEROY HAYNES CENTER 233 WEST BASELINE ROAD, BOX 400 LA VERNE, CA 91750	95-1506150	501(C)3	2,000.	0.			PROGRAM - TEEN MOM PROGRAM

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LIVE VIOLENCE FREE (SOUTH LAKE TAHOE WOMEN'S CENTER) - 2941 LAKE TAHOE BOULEVARD - SOUTH LAKE TAHOE, CA 96150	94-2598256	501(C)3	10,000.	0.			PROGRAM - CHILDREN'S THERAPIST
LOMA LINDA UNIVERSITY CHILDREN'S HOSPITAL FOUNDATION - 11175 MOUNTAIN VIEW AVENUE, SUITE A - LOMA LINDA, CA 92354	33-0565591	501(C)3	3,500.	0.			GENERAL OPERATING EXPENSES
LONE STAR CASA P108 KENWAY STREET ROCKWALL, TX 75087	75-2425980	501(C)3	15,000.	0.			PROGRAM - STAFF SALARIES FOR TEEN DATING VIOLENCE AND CHILDREN'S PROGRAM
MARIN ADVOCATES FOR CHILDREN 30 NORTH SAN PEDRO ROAD, #275 SAN RAFAEL, CA 94903	68-0170143	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
MARTHA'S VILLAGE AND KITCHEN 83791 DATE AVENUE INDIO, CA 92201	33-0777892	501(C)3	7,500.	0.			PROGRAM - CHILDREN'S THERAPEUTIC PROGRAM
MARYVALE 7600 EAST GRAVES AVENUE ROSEMEAD, CA 91770	95-3889412	501(C)3	9,000.	0.			PROGRAM - CHILDREN'S THERAPEUTIC PROGRAM
MCKINLEY CHILDREN'S CENTER 762 WEST CYPRESS STREET SAN DIMAS, CA 91773	95-2016696	501(C)3	2,500.	0.			PROGRAM - REGINA HOUSE SHELTER
MERCY HOUSE P.O. BOX 1905 SANTA ANA, CA 92702	33-0315864	501(C)3	10,000.	0.			PROGRAM - SAFE FAMILIES
METROCARE SERVICES 1380 RIVER BEND DRIVE DALLAS, TX 75247	72-1285603	501(C)3	4,000.	0.			PROGRAM - TRANSITIONAL HOUSING PROGRAM

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MILLER CHILDREN'S HOSPITAL 2865 ATLANTIC AVENUE, SUITE 110 LONG BEACH, CA 90806	95-6105984	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DRIVE WESTLAKE VILLAGE, CA 91361	95-4671812	501(C)3	5,000.	0.			PROGRAM - VILLAGE OF HOPE
NATIONAL CENTER FOR DEAF ADVOCACY (CAMP HOPE) - 10765 WOODSIDE AVENUE, SUITE B - SANTEE, CA 92071	92-0180335	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
NATIONAL FAMILY JUSTICE CENTER ALLIANCE - 707 BROADWAY, SUITE 700 - SAN DIEGO, CA 92101	11-3692035	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
NATIVIDAD MEDICAL FOUNDATION P.O. BOX 4427 SALINAS, CA 93912	77-0194989	501(C)3	2,500.	0.			PROGRAM - ESTABLISHMENT OF TWO NEW SUMMER YOUTH CAMPS
NEVADA PARTNERSHIP FOR HOMELESS YOUTH - P.O. BOX 20135 - LAS VEGAS, NV 89112	88-0476452	501(C)3	5,000.	0.			CAPITAL - PURCHASE OR REPAIR OF HVAC SYSTEMS IN THREE GROUP HOMES
NEW VISIONS FOUNDATION 3131 OLYMPIC BOULEVARD SANTA MONICA, CA 90404	95-4515019	501(C)3	2,500.	0.			PROGRAM - MENTORING PROGRAM
NEXT DOOR SOLUTIONS TO DOMESTIC VIOLENCE - 234 EAST GISH ROAD, SUITE 200 - SAN JOSE, CA 95112	94-2420708	501(C)3	6,000.	0.			GENERAL OPERATING EXPENSES
NORTH COUNTY RAPE CRISIS AND CHILD PROTECTION CENTER - P.O. BOX 148 - LOMPOC, CA 93438	95-2994637	501(C)3	5,000.	0.			PROGRAM- TRANSITIONAL SHELTER

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NORTHRIDGE HOSPITAL FOUNDATION 18300 ROSCOE BOULEVARD NORTHRIDGE, CA 91325	23-7444901	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
OCEAN PARK COMMUNITY CENTER 1453 16TH STREET SANTA MONICA, CA 90404	95-6143865	501(C)3	2,000.	0.			PROGRAM - RECREATIONAL THERAPY PROGRAM
OLIVE CREST 2130 EAST FOURTH STREET, SUITE 200 SANTA ANA, CA 92705	95-2877102	501(C)3	10,000.	0.			PROGRAM - CHILDREN'S PROGRAM
ON THE MOVE - VOICES 780 LINCOLN AVENUE NAPA, CA 94558	75-3149095	501(C)3	12,500.	0.			GENERAL OPERATING EXPENSES & FUNDING TO ALLOW FOR 15 CHILDREN FROM RIVERSIDE COUNTY TO
ORANGE COAST INTERFAITH SHELTER 1963 WALLACE AVENUE COSTA MESA, CA 92627	95-3613254	501(C)3	20,000.	0.			GENERAL OPERATING EXPENSES
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER - 500 SOUTH MAIN STREET, SUITE 1100 11TH FLOOR - ORANGE, CA 92868	33-0013237	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
ORANGE COUNTY RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	95-2479552	501(C)3	15,000.	0.			PROGRAM - TUTORING
OUR FAMILY SERVICES 2590 NORTH ALVERNON WAY TUCSON, AZ 85712	94-2598560	501(C)3	15,000.	0.			PROGRAM - EARLY INTERVENTION PROGRAM
PACIFIC LIFELINE FOR THE PREVENTION OF HOMELESSNESS - P.O. BOX 1424 - UPLAND, CA 91785	94-6103171	501(C)3	4,000.	0.			PROGRAM - TRANSITIONAL HOUSING PROGRAM

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PALOMAR POMERADO HEALTH 121 NORTH FIG STREET ESCONDIDO, CA 92025	20-2356830	501(C)3	7,500.	0.			PROGRAM - CHILD ABUSE PREVENTION PROGRAM
PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH, TX 76107	23-7454254	501(C)3	7,500.	0.			PROGRAM - GUARDIAN SCHOLARS PROGRAM
PEACE FOR FAMILIES P.O. BOX 5462 AUBURN, CA 95604	94-2578871	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263	95-1644037	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
PHOENIX CHILDREN'S HOSPITAL FOUNDATION - 2929 EAST CAMELBACK ROAD, SUITE 122 - PHOENIX, AZ 85016	74-2421549	501(C)3	2,000.	0.			PROGRAM - ENOUGH ABUSE CAMPAIGN
PRECIOUS LIFE SHELTER 10881 REAGAN STREET LOS ALAMITOS, CA 90720	51-0187577	501(C)3	15,000.	0.			PROGRAM - HOME VISITATION PROGRAM
PREVENT CHILD ABUSE NEVADA 4505 MARYLAND PARKWAY LAS VEGAS, NV 89154	88-6000024	501(C)3	12,500.	0.			PROGRAM - CRISIS NURSERY PROGRAM
PREVENT CHILD ABUSE UTAH 331 SOUTH RIO GRANDE, SUITE 307 SALT LAKE CITY, UT 84101	74-2434274	501(C)3	5,000.	0.			PROGRAM - WONDER MENTORING
PROJECT AVARY 385 BEL MARIN KEYS BOULEVARD, SUITE NOVATO, CA 94949	68-0433289	501(C)3	7,500.	0.			PROGRAM - FOSTER CARE PROGRAM

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PROJECT HOPE SCHOOL FOUNDATION 343 EAST GROVE AVENUE ORANGE, CA 92868	75-3099628	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
PROJECT SISTER FAMILY SERVICES P.O. BOX 1369 POMONA, CA 91769	23-7116161	501(C)3	17,500.	0.			GENERAL OPERATING EXPENSES
PROMISES 2 KIDS (POLINSKY) 9440 RUFFIN COURT, SUITE A SAN DIEGO, CA 92123	95-3655288	501(C)3	10,000.	0.			PROGRAM - CHILDREN'S ASSESSMENT CENTER
RAINBOW DAYS 8150 NORTH CENTRAL EXPRESSWAY, SUIT DALLAS, TX 75206	75-1844908	501(C)3	2,500.	0.			PROGRAM - STEP PARENTING CLASS AND ART HEALING
RAINBOW SERVICES 453 WEST 7TH STREET SAN PEDRO, CA 90731	95-3855705	501(C)3	12,000.	0.			PROGRAM - THERAPY SERVICES PROGRAM
RAPE CRISIS CENTER 1845 CHICAGO AVENUE, SUITE A RIVERSIDE, CA 92507	95-3245057	501(C)3	5,000.	0.			PROGRAM - CARING KIDS CLUB
REMI VISTA 15 DECLARATION DRIVE CHICO, CA 95973	94-2148477	501(C)3	7,500.	0.			PROGRAM - HEALTH LEADERS PROGRAM
RENO RODEO FOUNDATION - KIDS KOTTAGE - 500 RYLAND STREET, SUITE 200 - RENO, NV 89502	88-0230538	501(C)3	12,500.	0.			GENERAL OPERATING EXPENSES
RESCUE MISSION ALLIANCE - THE LIGHTHOUSE - 315 NORTH A STREET - OXNARD, CA 93030	23-7278002	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES

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RICHSTONE FAMILY CENTER 13620 CORDARY AVENUE HAWTHORNE, CA 90250	23-7373745	501(C)3	5,000.	0.			PROGRAM - I'M AGING OUT PROGRAM
RIVER OAK CENTER FOR CHILDREN 5445 LAUREL HILLS DRIVE SACRAMENTO, CA 95741	94-2519001	501(C)3	2,000.	0.			PROGRAM - ANGELS FUND
RIVER STONES RESIDENTIAL SERVICES P.O. BOX 1820 REDLANDS, CA 92373	33-0737878	501(C)3	7,500.	0.			PROGRAM - ACE SCHOLARS PROGRAM
ROSEMARY CHILDREN'S SERVICES 36 SOUTH KINNELOA AVENUE, SUITE 200 PASADENA, CA 91106	95-1661683	501(C)3	17,500.	0.			GENERAL OPERATING EXPENSES
ROSEVILLE HOME START 410 RIVERSIDE AVENUE ROSEVILLE, CA 95678	91-1657990	501(C)3	5,000.	0.			PROGRAM - EL NIDO TRANSITIONAL HOUSING PROGRAM
ROYAL FAMILY KIDS' CAMPS 3000 WEST MACARTHUR BOULEVARD, SUIT SANTA ANA, CA 92704	33-0380021	501(C)3	4,000.	0.			PROGRAM - BASIC NEEDS PROGRAM
S.A.F.E. HOUSE 921 AMERICAN PACIFIC DRIVE, #300 HENDERSON, NV 89014	88-0314066	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
SABAN FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048	95-2539105	501(C)3	2,000.	0.			PROGRAM - SDFJC CHILDREN'S PROGRAM
SACRAMENTO CHILDREN'S HOME 2750 SUTTERVILLE ROAD SACRAMENTO, CA 95820	94-1156588	501(C)3	6,500.	0.			GENERAL OPERATING EXPENSES

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SAFE NEST 2915 WEST CHARLESTON, SUITE 3A LAS VEGAS, NV 89102	94-2411883	501(C)3	15,000.	0.			PROGRAM - GUARDIAN SCHOLARS PROGRAM
SALVATION ARMY - SANTA FE SPRINGS TRANSITIONAL LIVING CNTR - 180 EAST OCEAN BOULEVARD, SUITE 500 - LONG BEACH, CA 90802	94-1156347	501(C)3	3,000.	0.			PROGRAM - TRANSPORTATION COSTS
SAN DIEGO YOUTH & COMMUNITY SERVICES - 3255 WING STREET - SAN DIEGO, CA 92110	95-2648050	501(C)3	10,000.	0.			PROGRAM - TRADITIONAL FAMILY UNIT PROGRAM
SAN FERNANDO VALLEY RESCUE MISSION 315 NORTH A STREET OXNARD, CA 93030	23-7278002	501(C)3	2,500.	0.			PROGRAM - THEIR PRESCHOOL
SAN LUIS OBISPO CHILD DEVELOPMENT CENTER - 1720 BISHOP STREET - SAN LUIS OBISPO, CA 93401	23-7111804	501(C)3	17,000.	0.			PROGRAM - INFANT AND TODDLER PROGRAM
SAN LUIS OBISPO COUNTY CHILD ABUSE PREVENTION COUNCIL - P.O. BOX 16036 - SAN LUIS OBISPO, CA 93406	77-0206822	501(C)3	6,000.	0.			PROGRAM - INDEPENDENT FUTURES PROGRAM
SAN PASQUAL ACADEMY P.O. BOX 8202 RANCHO SANTA FE, CA 92067	20-0296623	501(C)3	2,500.	0.			PROGRAM - CHILDREN'S TRAUMA THERAPY
SANTA BARBARA FOSTER PARENT ASSOCIATION - 7028 SCRIPPS CRESCENT - GOLETA, CA 93117	20-0331931	501(C)3	2,500.	0.			GENERAL OPERATING EXPENSES
SANTA ROSA JUNIOR COLLEGE FOUNDATION - 1501 MENDOCINO AVENUE - SANTA ROSA, CA 95401	94-1735861	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES

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SAVE THE FAMILY FOUNDATION 450 WEST 4TH PLACE MESA, AZ 85201	86-0665712	501(C)3	2,000.	0.			PROGRAM - TENDERLOIN CHILDCARE CENTER
SEXUAL ASSAULT AND DOMESTIC VIOLENCE CENTER - 175 WALNUT STREET - WOODLAND, CA 95695	94-3027535	501(C)3	2,000.	0.			PROGRAM - HEALTH EDUCATION AND COUNSELING
SHADE TREE P.O. BOX 669 LAS VEGAS, NV 89125	88-0253276	501(C)3	2,000.	0.			PROGRAM - EMERGENCY SHELTER
SHASTA COUNTY WOMEN'S REFUGE (SHASTA FAMILY JUSTICE CNTR) - 1670 MARKET STREET, SUITE 300 - REDDING, CA 96001	94-2663045	501(C)3	15,000.	0.			PROGRAM - RESPITE CARE PROGRAM
SHELTER KIDS 177 WEST PRICE AVENUE SALT LAKE CITY, UT 84115	87-0498680	501(C)3	5,000.	0.			PROGRAM - CHILD ABUSE THERAPEUTIC INTERVENTION PROGRAM
SHELTER NETWORK OF SAN MATEO (INNVISION) - 1450 CHAPIN AVENUE, 2ND FLOOR - BURLINGAME, CA 94010	77-0160469	501(C)3	5,000.	0.			PROGRAM - TALKING ABOUT TOUCH AND PARENT EDUCATION
SIERRA FOREVER FAMILIES 8928 VOLUNTEER LANE, #100 SACRAMENTO, CA 95826	68-0002878	501(C)3	3,000.	0.			PROGRAM - CASA PROGRAM
SOCIAL ADVOCATES FOR YOUTH (SAY) 3440 AIRWAY DRIVE, SUITE E SANTA ROSA, CA 95403	94-1711490	501(C)3	2,000.	0.			PROGRAM - EMERGENCY SHELTER PROGRAM
SOJOURNER CENTER P.O. BOX 20156 PHOENIX, AZ 85036	94-2465081	501(C)3	3,000.	0.			PROGRAM - MENTOR SERVICES FOR YOUTH

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SOUTH BAY COMMUNITY SERVICES 430 F STREET CHULA VISTA, CA 91910	95-2693142	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
SOUTH COAST CHILDREN'S SOCIETY 3611 SOUTH HARBOR BOULEVARD, SUITE SANTA ANA, CA 92704	33-0521169	501(C)3	3,000.	0.			PROGRAM - CHILDREN AND FAMILY THERAPY SUPPORT
SOUTHERN ARIZONA CHILDREN'S ADVOCACY CENTER - 2329 EAST AJO WAY - TUCSON, AZ 85713	26-3208123	501(C)3	10,000.	0.			PROGRAM - DAYBREAK PROGRAM
SOUTHWEST HUMAN DEVELOPMENT 2850 NORTH 24TH STREET PHOENIX, AZ 85008	86-0407179	501(C)3	7,500.	0.			PROGRAM - CHILD ABUSE & FAMILY VIOLENCE TREATMENT PROGRAM
SPECIALIZED ALTERNATIVES FOR FAMILIES AND YOUTH OF NEVADA (SAFY) - 4285 NORTH RANCHO DRIVE, SUITE 130 - LAS VEGAS, NV 89130	88-0326450	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
STANFORD YOUTH SOLUTIONS 8912 VOLUNTEER LANE SACRAMENTO, CA 95826	68-0065690	501(C)3	3,000.	0.			PROGRAM - RESIDENTIAL COUNSELING PROGRAM
STARVISTA 610 ELM STREET, SUITE 212 SAN CARLOS, CA 94070	94-3094966	501(C)3	3,000.	0.			GENERAL OPERATING EXPENSES
STEPPING STONES FOR WOMEN 777 EAST ALOSTA BOULEVARD AZUSA, CA 91702	95-4823934	501(C)3	1,000.	0.			PROGRAM - LEARNING SKILLS TO SUCCESS
SU CASA FAMILY CRISIS & SUPPORT CENTER - 3840 WOODRUFF AVENUE, SUITE 203 - LONG BEACH, CA 90808	95-3495175	501(C)3	9,000.	0.			PROGRAM - ON-CAMPUS COUNSELING PROGRAM

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TEEN LEADERSHIP FOUNDATION P.O. BOX 7342 NEWPORT BEACH, CA 92658	20-8707656	501(C)3	7,500.	0.			PROGRAM - CAPA COMMUNITY ACCESS FOR PREVENTION ACTIVITIES PROGRAM
TEEN PROJECT 22431 B160 ANTONIO PARKWAY, SUITE 527 - RANCHO SANTA MARGARITA, CA 92688	30-0421837	501(C)3	4,000.	0.			GENERAL OPERATING EXPENSES
THOMAS HOUSE TEMPORARY SHELTER P.O. BOX 2737 GARDEN GROVE, CA 92842	33-0204757	501(C)3	10,000.	0.			GENERAL OPERATING EXPENSES
TMM FAMILY SERVICES 1550 NORTH COUNTRY CLUB ROAD TUCSON, AZ 85716	86-0379677	501(C)3	10,000.	0.			PROGRAM - MOBILE CRISIS TEAM
TOGETHER WE RISE 4110 EDISON AVENUE, SUITE 203 CHINO, CA 91709	26-3043727	501(C)3	5,000.	0.			PROGRAM - VACCINE AGAINST CHILD ABUSE PROGRAM
TRANSITIONS CHILDREN'S SERVICES 516 WEST SHAW AVENUE, #105 FRESNO, CA 93704	36-4656295	501(C)3	5,000.	0.			PROGRAM - RESIDENTIAL PROGRAM AND CHILDREN & YOUTH PROGRAM
UC DAVIS - GUARDIAN SCHOLARS PROGRAM - ONE SHIELDS AVENUE - DAVIS, CA 95616	94-6081352	501(C)3	6,000.	0.			GENERAL OPERATING EXPENSES
UNION STATION FOUNDATION 825 EAST ORANGE GROVE BOULEVARD PASADENA, CA 91104	95-3958741	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
UNITED METHODIST OUTREACH MINISTRIES (UMOM) - 3333 EAST VAN BUREN - PHOENIX, AZ 85008	86-0521062	501(C)3	7,000.	0.			GENERAL OPERATING EXPENSES

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF CALIFORNIA, RIVERSIDE (GUARDIAN SCHOLARS) - 900 UNIVERSITY AVENUE - RIVERSIDE, CA 92521	23-7433570	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
UNUSUAL SUSPECTS THEATRE COMPANY 617 SOUTH OLIVE STREET, SUITE 812 LOS ANGELES, CA 90014	95-4661312	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
UTAH FOSTER CARE FOUNDATION 5296 SOUTH COMMERCE DRIVE, SUITE 40 MURRAY, UT 84107	87-0619181	501(C)3	2,500.	0.			PROGRAM - FAMILY TRANSITIONAL HOUSING PROGRAM
VALLEY TEEN RANCH 2610 WEST SHAW AVENUE, SUITE 105 FRESNO, CA 93711	94-2901078	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
VERITY (FORMERLY UNITED AGAINST SEXUAL ASSAULT) - 835 PINER ROAD, SUITE D - SANTA ROSA, CA 95403	94-2437947	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
VOICES FOR CHILDREN (CASA OF MONTEREY COUNTY) - 945 SOUTH MAIN STREET, SUITE 107 - SALINAS, CA 93901	77-0398079	501(C)3	5,000.	0.			PROGRAM - YOUTH AND FAMILY CRISIS COUNSELING
VOICES FOR CHILDREN (CASA OF SAN DIEGO COUNTY) - 2851 MEADOW LARK DRIVE - SAN DIEGO, CA 92123	95-3786047	501(C)3	4,000.	0.			PROGRAM - CHILD ABUSE PREVENTION PROGRAM
WALDEN FAMILY SERVICES 6150 MISSION GORGE ROAD, SUITE 210 SAN DIEGO, CA 92120	94-2358632	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
WASHINGTON COUNTY CHILDREN'S JUSTICE CENTER - 463 EAST 500 SOUTH - ST. GEORGE, UT 84770	87-0560725	501(C)3	2,000.	0.			PROGRAM - LISA PROJECT

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WASHOE LEGAL SERVICES 299 SOUTH ARLINGTON AVENUE RENO, NV 89501	88-6005362	501(C)3	5,000.	0.			PROGRAM - RESPITE CHILD SHELTER PROGRAM
WEST VALLEY CHILD CRISIS CENTER 8631 WEST UNION HILLS DRIVE, SUITE PEORIA, AZ 85382	86-0589516	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
WHOLE CHILD 10155 COLIMA ROAD WHITTIER, CA 90603	95-2031148	501(C)3	2,000.	0.			PROGRAM - VOLUNTEER TRAINING & SUPPORT PROGRAM
WOMEN'S AND CHILDREN'S CRISIS SHELTER - 13305 PENN STREET, SUITE 202 - WHITTIER, CA 90602	95-3315186	501(C)3	20,000.	0.			GENERAL OPERATING EXPENSES
WOMEN'S CENTER OF THE HIGH DESERT 134 SOUTH CHINA LAKE BOULEVARD RIDGECREST, CA 93555	95-3340786	501(C)3	10,000.	0.			PROGRAM - MY BODY BELONGS TO ME PROGRAM
WOMENSHELTER OF LONG BEACH P.O. BOX 32107 LONG BEACH, CA 90832	95-1644058	501(C)3	7,500.	0.			GENERAL OPERATING EXPENSES
WOODLAND YOUTH SERVICES 9 WOODLAND AVENUE WOODLAND, CA 95695	68-0072174	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES
YAVAPAI FAMILY ADVOCACY CENTER P.O. BOX 26495 PRESCOTT, AZ 86312	86-0832901	501(C)3	7,500.	0.			PROGRAM - YOLO CRISIS NURSERY
YWCA OF SAN DIEGO COUNTY 1012 C STREET SAN DIEGO, CA 92101	95-1661119	501(C)3	2,000.	0.			GENERAL OPERATING EXPENSES

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YWCA OF THE SAN GABRIEL VALLEY 943 NORTH GRAND AVENUE COVINA, CA 91724	95-1641967	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES
YWCA SANTA MONICA WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405	95-1643398	501(C)3	5,000.	0.			GENERAL OPERATING EXPENSES

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE FOUNDATION REQUIRES THE RECIPIENTS TO FILL OUT A 6 MONTH REPORT QUESTIONNAIRE REGARDING HOW THEY USE THEIR FUNDS. A REPRESENTATIVE RANDOMLY VISITS SOME OF THE RECIPIENTS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: ARIZONA'S CHILDREN ASSOCIATION

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING EXPENSES, FOSTER CARE AND ADOPTION PROGRAM, INDEPENDENT LIVING PROGRAM

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: CAMP ALANDALE

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM - TEEN CRISIS INTERVENTION AND CHILDREN'S VICTIMS PROGRAM & GENERAL OPERATING EXPENSES.

NAME OF ORGANIZATION OR GOVERNMENT: ON THE MOVE - VOICES

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL OPERATING EXPENSES & FUNDING TO ALLOW FOR 15 CHILDREN FROM RIVERSIDE COUNTY TO ATTEND CAMP.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
IN-N-OUT BURGERS FOUNDATION C/O ROGER KOTCH	33-0654550

FORM 990, PART VI, SECTION A, LINE 2: LYNSI L. SNYDER AND LYNDA SNYDER-KELBAUGH HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, SECTION B, LINE 11: A DESIGNATED REPRESENTATIVE OF THE BOARD OF DIRECTORS REVIEWED THE FORM 990 AND THE ORGANIZATION'S CHIEF FINANCIAL OFFICER ALSO REVIEWED THE SAME DOCUMENT. A COPY OF THE RETURN WAS ALSO PROVIDED TO THE VOTING MEMBERS BEFORE FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: ON AN ANNUAL BASIS, THE GENERAL COUNSEL REVIEWED THE CONFLICT OF INTEREST POLICY WITH EACH DIRECTOR, OFFICER, AND STAFF MEMBER OF THE ORGANIZATION. ONCE COMPLIANCE IS CONFIRMED, THE FORM WAS EXECUTED BY EACH PERSON AND THE DOCUMENTS WERE STORED ACCORDING TO DOCUMENT RETENTION POLICIES.

THE FOUNDATION'S COMPLIANCE OFFICER, ARNOLD M. WENSINGER (OR CURRENT GENERAL COUNSEL OF THE FOUNDATION), IS RESPONSIBLE FOR INVESTIGATING AND RESOLVING ALL REPORTED COMPLAINTS AND ALLEGATIONS CONCERNING ETHICAL VIOLATIONS AND, AT HIS DISCRETION, SHALL ADVISE THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15: FORM 990, PART VI, SECTION B, LINES 15A AND 15B: NO SUCH REVIEW IS REQUIRED BECAUSE NO OFFICERS ARE COMPENSATED.

FORM 990, PART VI, SECTION C, LINE 19: UPON REQUEST, THE FOUNDATION WILL PROVIDE COPIES OF THE DOCUMENTS.

Name of the organization IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number 33-0654550

FORM 990, SCHEDULE R, PART VI, LINE 2A

AMOUNTS WERE DETERMINED BASED ON THE ORGANIZATION'S BOOKS AND RECORDS THAT ARE PREPARED UNDER GAAP AND AUDITED BY THE INDEPENDENT AUIDTOR.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: IN-N-OUT BURGERS FOUNDATION
C/O ROGER KOTCH

Employer identification number: 33-0654550

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
IN-N-OUT BURGERS, INC. - 95-2246829 4199 CAMPUS DRIVE, 9TH FLOOR IRVINE, CA 92612	RESTAURANTS	CA	N/A	S CORP					X

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b		X
c Gift, grant, or capital contribution from related organization(s)	1c	X	
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Dividends from related organization(s)	1f		X
g Sale of assets to related organization(s)	1g		X
h Purchase of assets from related organization(s)	1h		X
i Exchange of assets with related organization(s)	1i		X
j Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o Sharing of paid employees with related organization(s)	1o		X
p Reimbursement paid to related organization(s) for expenses	1p		X
q Reimbursement paid by related organization(s) for expenses	1q		X
r Other transfer of cash or property to related organization(s)	1r		X
s Other transfer of cash or property from related organization(s)	1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	IN-N-OUT BURGERS	C	250,000.	ORGANIZATION'S BOOKS AND RECORDS
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs ? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions IN-N-OUT BURGERS FOUNDATION C/O ROGER KOTCH	Employer identification number (EIN) or 33-0654550
	Number, street, and room or suite no. If a P.O. box, see instructions. 4199 CAMPUS DR, 9TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions IRVINE, CA 92612	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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 ▶ ROGER KOTCH 4199 CAMPUS DRIVE - IRVINE, CA 92612
  Telephone No ▶ 949-509-6200 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	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 ▶ CPA Date ▶