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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SAMUELI FOUNDATION		A Employer identification number 33-0758237
Number and street (or P O box number if mail is not delivered to street address) 2101 E. COAST HIGHWAY	Room/suite 300	B Telephone number 949-760-4300
City or town, state, and ZIP code CORONA DEL MAR, CA 92625		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 396,810.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,048,750.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	935.	935.		STATEMENT 2
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,237.			STATEMENT 1
	b Gross sales price for all assets on line 6a	805,500.			
	7 Capital gain net income (from Part IV, line 2)		789,577.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,055,922.	790,512.		
	13 Compensation of officers, directors, trustees, etc	83,669.	0.		66,935.
	14 Other employee salaries and wages	142,147.	0.		113,717.
	15 Pension plans, employee benefits	23,980.	0.		19,184.
	16a Legal fees				
	b Accounting fees STMT 3	21,010.	5,252.		8,404.
	c Other professional fees STMT 4	27,243.	4,943.		15,100.
	17 Interest	102.	102.		0.
	18 Taxes STMT 5	18,765.	0.		13,388.
	19 Depreciation and depletion	1,237.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	69,565.	0.		55,720.
22 Printing and publications					
23 Other expenses STMT 6	27,818.	0.		17,553.	
24 Total operating and administrative expenses. Add lines 13 through 23	415,536.	10,297.		310,001.	
25 Contributions, gifts, grants paid	798,870.			798,870.	
26 Total expenses and disbursements. Add lines 24 and 25	1,214,406.	10,297.		1,108,871.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<158,484.>				
b Net investment income (if negative, enter -0-)		780,215.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	554,310.	389,119.	389,119.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶	54,124.			
Less accumulated depreciation STMT 7 ▶	46,433.	984.	7,691.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	555,294.	396,810.	396,810.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	555,294.	396,810.	
30 Total net assets or fund balances	555,294.	396,810.		
31 Total liabilities and net assets/fund balances	555,294.	396,810.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	555,294.
2 Enter amount from Part I, line 27a	2	<158,484.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	396,810.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	396,810.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 25,000 SHRS BROADCOM STOCK	D	11/26/12	11/27/12
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 805,500.		15,923.	789,577.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			789,577.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 if (loss), enter -0- in Part I, line 7 }	2	789,577.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) if (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	984,858.	335,610.	2.934531
2010	1,433,482.	392,735.	3.649998
2009	1,790,894.	410,817.	4.359347
2008	3,350,771.	508,470.	6.589909
2007	5,523,775.	891,698.	6.194670

2 Total of line 1, column (d)	2	23.728455
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	4.745691
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	396,697.
5 Multiply line 4 by line 3	5	1,882,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,802.
7 Add lines 5 and 6	7	1,890,403.
8 Enter qualifying distributions from Part XII, line 4	8	1,108,871.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,604.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,604.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,604.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,600.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,616.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.SAMUELI.ORG</u>	13	X	
14	The books are in care of ► <u>MICHAEL SCHULMAN</u> Telephone no ► <u>949-760-4300</u> Located at ► <u>2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR,</u> ZIP+4 ► <u>92625-1941</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☒**5b****X****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	PRESIDENT 5.00	0.	0.	0.
HENRY SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	SECRETARY 1.00	0.	0.	0.
MICHAEL SHULMAN 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	DIRECTOR 1.00	0.	0.	0.
GERALD SOLOMON 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	EXECUTIVE DIRECTOR 10.00	83,669.	2,525.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE FREEMAN - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	PROGRAM MANAGER 40.00	72,515.	10,487.	0.
MAGGIE SCHERER - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	EXECUTIVE ASSISTANT 40.00	69,630.	10,100.	0.

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

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3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Expenses

Amount**Total.** Add lines 1 through 3

1271 1

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	395,047.
c	Fair market value of all other assets	1c	7,691.
d	Total (add lines 1a, b, and c)	1d	402,738.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	402,738.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,041.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	396,697.
6	Minimum investment return. Enter 5% of line 5	6	19,835.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	19,835.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,604.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,604.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,231.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,231.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,231.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,108,871.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,108,871.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,108,871.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,231.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,534,933.			
b From 2008	3,350,771.			
c From 2009	1,790,894.			
d From 2010	1,427,815.			
e From 2011	969,031.			
f Total of lines 3a through e	10,073,444.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,108,871.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				4,231.
e Remaining amount distributed out of corpus	1,104,640.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,178,084.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,048,750.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,486,183.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,643,151.			
10 Analysis of line 9				
a Excess from 2008	3,350,771.			
b Excess from 2009	1,790,894.			
c Excess from 2010	1,427,815.			
d Excess from 2011	969,031.			
e Excess from 2012	1,104,640.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	EDUCATION	5,000.
AMERICAN FRIENDS OF THE RE'UT INSTITUTE 9100 WHILSHIRE BLVD., SUITE 400 WEST BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	RELIGIOUS	25,000.
ANAHEIM DUCKS FOUNDATION 2695 E. KATELLA AVE ANAHEIM, CA 92806	NONE	PUBLIC CHARITY	SOCIAL SERVICES	217,500.
BET TZEDEK - HOLOCAUST SURVIVOR JUSTICE NET 3250 WILSHIRE BLVD. 13TH FLOOR LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC CHARITY	EDUCATION	35,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	798,870.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE SAMUELI FOUNDATION

33-0758237

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HS PORTFOLIO, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 798,750.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	H&S INVESTMENTS, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

33-0758237

[illegible]

Name of organization	Employer identification number
THE SAMUELI FOUNDATION	33-0758237

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

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

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

**STATEMENT/ELECTION TO TREAT PRIVATE FOUNDATION AS
A CONDUIT FOUNDATION PURSUANT TO IRC § 170(b)(1)(F)**

The Samueli Foundation (33-0758237)
Tax Year: 2012

Pursuant to IRC § 170(b)(1)(F) and Reg. §1.170A-9(h)(2), the above referenced Foundation hereby elects to be treated as a "conduit" foundation for the 2012 tax year. The following are distributions made out of corpus pursuant to IRC §4942(h):

<u>Tax Year</u>	<u>Amount</u>
2007	\$ 1,048,750

Signed

Date

Name and Title

Michael Schulman, Secretary

11/12/13

**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS
AS CURRENT YEAR CORPUS DISTRIBUTIONS**

The Samueli Foundation (33-0758237)
Tax Year: 2012

Pursuant to Reg. § 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as current distribution out of corpus, the following unused prior tax year's distributions that were treated as corpus distributions under Reg. § 53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
2007	\$ 1,048,750



Signed

11/12/13

Date

Michael Schulman, Secretary

Name and Title

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
25,000 SHRS BROADCOM STOCK		11/26/12	11/27/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
805,500.	798,750.	513.	0.	6,237.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				6,237.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
INTEREST INCOME	935.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	935.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,010.	5,252.		8,404.
TO FORM 990-PF, PG 1, LN 16B	21,010.	5,252.		8,404.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	12,000.	4,800.		0.
CONSULTING FEES	15,100.	0.		15,100.
INVESTMENT FEES	143.	143.		0.
TO FORM 990-PF, PG 1, LN 16C	27,243.	4,943.		15,100.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & LICENSE	160.	0.		0.
PAYROLL TAX	16,735.	0.		13,388.
FEDERAL TAX	1,870.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,765.	0.		13,388.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE	553.	0.		0.
OTHER ADMIN	1,410.	0.		1,129.
TELEPHONE AND INTERNET	6,498.	0.		3,249.
TRAINING	254.	0.		254.
INSURANCE	5,626.	0.		0.
PAYROLL PROCESSING	2,777.	0.		2,221.
DUES AND SUBSCRIPTIONS	10,700.	0.		10,700.
TO FORM 990-PF, PG 1, LN 23	27,818.	0.		17,553.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
SOFTWARE - WEBSITE	14,700.	14,700.	0.	0.
SOFTWARE - CRM	10,800.	10,800.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	8,615.	8,615.	0.	0.
LAPTOP	1,265.	703.	562.	562.
LAPTOP	1,944.	648.	1,296.	1,296.
SOFTWARE - IOS APP	6,000.	167.	5,833.	5,833.
TO 990-PF, PART II, LN 14	54,124.	46,433.	7,691.	7,691.

FORM 990-PF PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

HENRY SAMUELI
SUSAN SAMUELI

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	SOFTWARE - WEBSITE	0111108SL		3.00	16	14,700.			14,700.	14,700.		0.
12	SOFTWARE - CRM	0111508SL		3.00	16	10,800.			10,800.	10,800.		0.
13	SOFTWARE - CRM	0111508SL		3.00	16	5,400.			5,400.	5,400.		0.
14	SOFTWARE - CRM	020108SL		3.00	16	5,400.			5,400.	5,400.		0.
15	SOFTWARE - CRM	092608SL		3.00	16	8,615.			8,615.	8,615.		0.
16	LAPTOP	052711SL		3.00	16	1,265.			1,265.	281.		422.
17	LAPTOP	011012SL		3.00	16	1,944.			1,944.			648.
18	SOFTWARE - IOS APP	120112SL		3.00	16	6,000.			6,000.			167.
	* TOTAL 990-PF PG 1					54,124.		0.	54,124.	45,196.	0.	1,237.
	DEPR											

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a 25,000 SHRS BROADCOM STOCK		D	11/26/12	11/27/12
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 805,500.		15,923.	789,577.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			789,577.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

2

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

3

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E 17TH STREET, SUITE 101 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
CLINTON GLOBAL INITIATIVE 1200 PRES CLINTON AVE LITTLE ROCK, AR 72201	NONE	TYPE I SUPPORTING ORG	EDUCATION	2,350.
CONSORTIUM OF ACADEMIC HEALTH 420 DELAWARE STREET SE MINNEAPOLIS, MN 55455	NONE	PUBLIC CHARITY	HEALTH	20,000.
DISCOVERY SCIENCE CENTER 2500 NORTH MAIN STREET SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	EDUCATION	20,000.
FRIENDS OF IR DAVID 1300 FLATBUSH AVE BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	RELIGIOUS	25,000.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE., SUITE 1200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	HEALTH	2,500.
IRVINE ATHLETIC BOOSTERS 4321 WALNUT AVE IRVINE, CA 92604	NONE	PUBLIC CHARITY	SOCIAL SERVICES	970.
JEWISH FEDERATION & FAMILY 1 FEDERATION WAY #210 IRVINE, CA 92603	NONE	PUBLIC CHARITY	RELIGIOUS	18,400.
JEWISH FUNDERS NETWORK 150 WEST 30TH ST. SUITE 900 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	RELIGIOUS	10,000.
JUNIOR TENNIS AMBASSADORS 23582 PALOMA COTO DE CAZA, CA 92679	NONE	PUBLIC CHARITY	EDUCATION	10,000.
Total from continuation sheets				491,370.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KEHILAT RA'ANAN 94 PARDES MASHUTAF STREET RA'ANANA, ISRAEL 43356	NONE	FOREIGN CHARITY	RELIGIOUS	115,000.
KIDA ACADEMY 4343 VON KARMAN AVE FL 3 NEWPORT BEACH, CA 92660	NONE	PUBLIC CHARITY	HEALTH	5,000.
LEUKEMIA & LYMPHOMA 1311 MAMARONECK AVE., STE 310 WHITE PLAINS, NY 10605	NONE	PUBLIC CHARITY	HEALTH	100.
LONG BEACH ARTS COUNCIL 350 ELM AVENUE LONG BEACH, CA 90802	NONE	PUBLIC CHARITY	ARTS	10,000.
MCLEAN HOSPITAL 115 MILL STREET BELMONT, MA 02478	NONE	PUBLIC CHARITY	EDUCATION	2,000.
MESA ATHLETICS 2793 HARBOR BLVD, SUITE 456 COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500.
MUSCATINE SENIOR RESOURCES 1808 MULBERRY AVE. MUSCATINE, IA 52761	NONE	PUBLIC CHARITY	HEALTH	100.
MUSEUM OF SCIENCE, BOSTON 1 SCIENCE PARK BOSTON, MA 02114	NONE	PUBLIC CHARITY	EDUCATION	6,000.
NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET - NW WASHINGTON, DC 20418	NONE	PUBLIC CHARITY	EDUCATION	25,000.
NEWPORT SPORTS MUSEUM 100 NEWPORT CENTER DR. STE 100 NEWPORT BEACH, CA 92660	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OC WAVES 178 TULIP AVE COSTA MESA, CA 92627	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,000.
ONEOC 1901 E FOURTH STREET, STE 100 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
ORANGE COUNTY COUNCIL, BOY SCOUTS 1211 E DYER RD SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
ORANGE COUNTY HIGH SCHOOL OF THE ARTS 1010 N. MAIN ST. SANTA ANA, CA 92701	NONE	PUBLIC CHARITY	EDUCATION	20,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATION	500.
QUAN AM BUDHIST MEDITATION 12670 18TH STREET REDLANDS, CA 92373	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
RED CROSS 601 NORTH GOLDEN CIRCLE DR SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
REGENTS OF THE UC (DAVIS) ONE SHIELDS AVE DAVIS, CA 95616	NONE	PUBLIC CHARITY	EDUCATION	10,000.
ROCKET SCIENCE TUTORS 9371 LARKSPUR DR WESTMINSTER, CA 92683	NONE	PUBLIC CHARITY	EDUCATION	10,000.
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATION	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TELLURIDE FOUNDATION 620 MOUNTAIN VILLAGE BLVD., STE 2B TELLURIDE, CO 81435	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
TIGER WOODS LEARNING CENTER 1 TIGER WOODS WAY ANAHEIM, CA 92801	NONE	PUBLIC CHARITY	EDUCATION	13,000.
UC REGENT 6210 BREN HALL IRVINE, CA 92697	NONE	PUBLIC CHARITY	EDUCATION	12,500.
UCI FOUNDATION - SAMUELI CENTER 1034 HEWETT HALL IRVINE, CA 92697	NONE	PUBLIC CHARITY	EDUCATION	7,750.
UCI FOUNDATION 4199 CAMPUS DRIVE, SUITE 402 IRVINE, CA 92697	NONE	PUBLIC CHARITY	EDUCATION	13,500.
UCLA FOUNDATION PO BOX 24044 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	EDUCATION	27,200.
UNITED CEREBRAL PALSY OF OC 980 ROOSEVELT, SUITE 100 IRVINE, CA 92620	NONE	PUBLIC CHARITY	HEALTH	1,000.
UNIVERSITY OF MINNESOTA FOUNDATION 420 DELAWARE STREET SE MINNEAPOLIS, MN 55455	NONE	PUBLIC CHARITY	EDUCATION	10,000.
Total from continuation sheets				