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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation JAMES AND DEBORAH BURROWS FOUNDATION		A Employer identification number 45-6196471	
Number and street (or P O box number if mail is not delivered to street address) 9171 WILSHIRE BLVD NO 400		B Telephone number (see instructions) (310) 274-5847	
City or town, state, and ZIP code BEVERLY HILLS, CA 90210		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 6,087,192		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	989,750			
	2 Check ☒ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	183,921	183,921		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	62,723			
	b Gross sales price for all assets on line 6a <u>450,235</u>				
	7 Capital gain net income (from Part IV , line 2)		62,723		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,236,394	246,644		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,500	7,500		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,396	6,396		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,669	22,669		0
	24 Total operating and administrative expenses. Add lines 13 through 23	36,565	36,565		0
	25 Contributions, gifts, grants paid	309,251			309,251
	26 Total expenses and disbursements. Add lines 24 and 25	345,816	36,565		309,251
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	890,578			
	b Net investment income (if negative, enter -0-)		210,079		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	266,635	212,195	212,195
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,849,237	5,794,255	5,874,997
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,115,872	6,006,450	6,087,192
	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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	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	5,115,872	6,006,450	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,115,872	6,006,450	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,115,872	6,006,450	

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	5,115,872
2	Enter amount from Part I, line 27a	2	890,578
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,006,450
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	6,006,450

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)
1 a	2487 SH PIMCO TOTAL RTN FD			2012-11-30
b	23331 SH PIMCO TOTAL RTN FD	P		2012-11-30
c	155 SH PIMCO FOREIGN BD FD	P		2012-11-30
d	8563 SH PIMCO FOREIGN BD FD	P		2012-11-30
e	CAPITAL GAINS DIVIDENDS	P		

(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 28,896		28,214	682
b 271,079		259,066	12,013
c 1,782		1,782	0
d 98,193		98,450	-257
e 50,285			50,285

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			682
b			12,013
c			0
d			-257
e			50,285

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	62,723
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of 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	219,729	3,104,217	0.070784
2010			
2009			
2008			
2007			

2 Total of line 1, column (d).	2	0.070784
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.070784
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,024,558
5 Multiply line 4 by line 3.	5	355,658
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,101
7 Add lines 5 and 6.	7	357,759
8 Enter qualifying distributions from Part XII, line 4. 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	8	309,251

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2012 estimated tax payments and 2011 overpayment credited to 2012

6a

2,400

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

2,600

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2013 estimated tax 794 Refunded

1

4,202

2

0

3

4,202

4

0

5

4,202

7

5,000

8

4

9

10

794

11

0

Part VII-AStatements Regarding Activities

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?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

1b

No

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.

1c

No

c

Did the foundation file Form 1120-POL for this year?

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

No

If "Yes," attach a detailed description of the activities.

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

If "Yes," attach the statement required by General Instruction T.

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

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

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
CA

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

Yes

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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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶FLEKMAN BAREN COMPANY Telephone no ▶(310) 274-5847 Located at ▶9171 WILSHIRE BLVD 400 BEVERLY HILLS CA ZIP +4 ▶90210			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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?.	1c		No
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BURROWS	CO-TRUSTEE	0	0	0
9171 WILSHIRE BLVD 400 BEVERLY HILLS, CA 90210	5 00			
DEBORAH BURROWS	CO-TRUSTEE	0	0	0
9171 WILSHIRE BLVD 400 BEVERLY HILLS, CA 90210	5 00			
MANNY FLEKMAN	CO-TRUSTEE	0	0	0
9171 WILSHIRE BLVD 400 BEVERLY HILLS, CA 90210	0 00			
CHARLES BAREN	CO-TRUSTEE	0	0	0
9171 WILSHIRE BLVD 400 BEVERLY HILLS, CA 90210	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,969,573
b	Average of monthly cash balances.	1b	131,501
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,101,074
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	5,101,074
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,024,558
6	Minimum investment return. Enter 5% of line 5.	6	251,228

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	251,228
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,202
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,202
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	247,026
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	247,026
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	247,026

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	309,251
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	309,251
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	309,251
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				247,026
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				116,581
f Total of lines 3a through e.	116,581			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 309,251				
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.				247,026
e Remaining amount distributed out of corpus	62,225			
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	178,806			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	178,806			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				116,581
e Excess from 2012. . . .				62,225

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

JAMES BURROWS CO FLEKMAN BAREN CO
9171 WILSHIRE BLVD 400
BEVERLY HILLS, CA 90210
(310) 274-5847

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO DEADLINES

d

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

NONE

Form 990-PF (2012)

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 See Additional Data Table				
Total			3a	309,251
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	183,921	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			14	50,285	12,438
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		234,206	12,438
13	Total. Add line 12, columns (b), (d), and (e).			13		246,644

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-11-15	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01010256
	MARC ARMSTRONG CPA	MARC ARMSTRONG CPA			
	Firm's name ☐	FLEKMAN BAREN & CO		Firm's EIN ☐ 95-3585773	
		9171 WILSHIRE BLVD SUITE 400			
Firm's address ☐	BEVERLY HILLS, CA 90210		Phone no (310) 274-5847		

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

JAMES BURROWS
DEBORAH BURROWS

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	N/A	PUBLIC	GENERAL	250
ACT-SOA LAKE STEWARD FUND PO BOX 1235 LAKE PLACID, NY 12946	N/A	PUBLIC	GENERAL	500
ADIRONDACK COUNCIL 103 HAND AVE 3 ELIZABETHTOWN, NY 12932	N/A	PUBLIC	GENERAL	500
ADIRONDACK ARCHITECTURAL HERITAGE 1745 MAIN ST KEESEVILLE, NY 12944	N/A	PUBLIC	GENERAL	250
AID FOR AIDS 825 COLORADO BLVD STE 100 LOS ANGELES, CA 90041	N/A	PUBLIC	GENERAL	250
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE FL 17 CHICAGO, IL 60601	N/A	PUBLIC	GENERAL	47,000
AMERICAN BRAIN TUMOR ASSOCIATION 8550 W BRYN MAWR AVE STE 550 CHICAGO, IL 60631	N/A	PUBLIC	GENERAL	250
AMERICAN CANCER SOCIETY 1710 WEBSTER ST OAKLAND, CA 94612	N/A	PUBLIC	GENERAL	1,000
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ST ALEXANDRIA, VA 22311	N/A	PUBLIC	GENERAL	250
AMERICAN FILM INSTITUTE 2021 N WESTERN AVE LOS ANGELES, CA 90027	N/A	PUBLIC	GENERAL	250
AMERICAN HEART ASSOCIATION 7272 GREENVILL AVE DALLAS, TX 75231	N/A	PUBLIC	GENERALGENERAL	1,000
AMERICAN INSTITUTE FOR CANCER RESEARCH 1759 R STREET NW WASHINGTON, DC 20009	N/A	PUBLIC	GENERAL	250
AMERICAN KIDNEY FUND 11921 ROCKVILLE PIKE STE 300 ROCKVILLE, MD 20852	N/A	PUBLIC	GENERAL	250
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST NEW YORK, NY 100245192	N/A	PUBLIC	GENERAL	168
ANGELS AT RISK 115 BARRINGTON WALK LOS ANGELES, CA 90049	N/A	PUBLIC	GENERAL	500

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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 <i>Paid during the year</i>				
AMERICAN PARKINSON DISEASE ASSOCIATION 135 PARKINSON AVE STATEN ISLAND,NY 10305	N/A	PUBLIC	GENERAL	500
AIDS PROJECT LOS ANGELES 611 SOUTH KINGSLEY DRIVE LOS ANGELES,CA 90005	N/A	PUBLIC	GENERAL	1,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	GENERAL	175
THE ACTORS FUND OF AMERICA 729 SEVENTH AVE 10TH FL NEW YORK,NY 10019	N/A	PUBLIC	GENERAL	500
THE ALS FOUNDATION 1275 K ST NW STE 1050 WASHINGTON,DC 20005	N/A	PUBLIC	GENERAL	750
THE ARTHRITIS FOUNDATION 800 W 6TH ST STE 1250 LOS ANGELES,CA 90017	N/A	PUBLIC	GENERAL	250
THE ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD STE 550 LOS ANGELES,CA 90010	N/A	PUBLIC	GENERAL	1,000
BABY2BABY 6435 WILSHIRE BLVD LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	250
BROADWAY CARES EQUITY FIGHTS AIDS 165 WEST 46TH 1300 NEW YORK,NY 10036	N/A	PUBLIC	GENERAL	1,250
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB,UT 84741	N/A	PUBLIC	GENERAL	250
BEVERLY HILLS POLICE OFFICERS ASSOCIATION 9663 SANTA MONICA BLVD STE 786 BEVERLY HILLS,CA 90210	N/A	PUBLIC	GENERAL	275
CAMP MAX STRAUS 6505 WILSHIRE BLVD LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	2,500
CANCER SUPPORT COMMUNITY - BENJAMIN CENTER 1990 S BUNDY DR STE 100 LOS ANGELES,CA 90025	N/A	PUBLIC	GENERAL	500
CARE 2237 COLBY AVE LOS ANGELES,CA 90064	N/A	PUBLIC	GENERAL	250
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD STE 2416 LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CENTER THEATRE GROUP 601 WEST TEMPLE ST LOS ANGELES,CA 90012	N/A	PUBLIC	GENERAL	235
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS,CA 91411	N/A	PUBLIC	GENERAL	250
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD 29 LOS ANGELES,CA 90027	N/A	PUBLIC	GENERAL	20,000
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TURNPIKE SUITE 3A SHORT HILLS,NJ 07078	N/A	PUBLIC	GENERAL	250
CLARE FOUNDATION 909 PICO BLVD SANTA MONICA,CA 90405	N/A	PUBLIC	GENERAL	5,000
SUSTAINABLE WORKS 1744 PEARL ST SANTA MONICA,CA 90405	N/A	PUBLIC	GENERAL	500
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHSEDA,MD 20814	N/A	PUBLIC	GENERAL	250
THE CALVARY FUND 1740 EASTCHESTER ROAD BRONX,NY 10461	N/A	PUBLIC	GENERAL	2,500
THE CONOR LYNCH FOUNDATION 14111 SHERMAN WAY VAN NUYS,CA 91405	N/A	PUBLIC	GENERAL	1,000
DAMON RUNYON CANCER RESEARCH FOUNDATION 55 BROADWAY STE 302 NEWYORK,NY 10006	N/A	PUBLIC	GENERAL	500
DGA FOUNDATION 7920 SUNSET BOULEVARD LOS ANGELES,CA 90046	N/A	PUBLIC	GENERAL	150
DIA ART FOUNDATION 535 WEST 22ND STREET NEWYORK,NY 10011	N/A	PUBLIC	GENERAL	100
DIRECTORS GUILD FOUNDATION 7920 SUNSET BOULEVARD LOS ANGELES,CA 90046	N/A	PUBLIC	GENERAL	1,000
THE DESI GEESTMAN FOUNDATION 2708 FOOTHILL BLVD STE 133 LA CRESCENTA,CA 91214	N/A	PUBLIC	GENERAL	250
EASTER SEALS 233 S WACKER DR STE 2400 CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CONNECTICUT AVE NW STE 200 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	23,500
EPILEPSY FOUNDATION 8301 PROFESSIONAL PLACE LANDOVER,MD 20785	N/A	PUBLIC	GENERAL	250
FRIENDS OF THE SABAN FREE CLINIC 8405 BEVERLY BLVD LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	14,000
FULFILLMENT FUND 6100 WILSHIRE BLVD STE 600 LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	1,000
GREEN WORLD CAMPAIGN 20178 ROCKPORT WAY MALIBU,CA 90265	N/A	PUBLIC	GENERAL	5
GEORGIA O'KEEFFE MUSEUM 217 JOHNSON ST SANTA FE,NM 85701	N/A	PUBLIC	GENERAL	80
THE GABRIELLA FOUNDATION 639 S COMMONWEALTH AVE STE B LOS ANGELES,CA 90051	N/A	PUBLIC	GENERAL	1,000
THE GLAUCOMA FOUNDATION 80 MAIDEN LANE STE 700 NEWYORK,NY 10038	N/A	PUBLIC	GENERAL	250
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES,CA 90024	N/A	PUBLIC	GENERAL	125
HEIFER INTERNATIONAL 1 WORLD AVE LITTLE ROCK,AR 72202	N/A	PUBLIC	GENERAL	500
HIGH MUSEUM OF ART 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	PUBLIC	GENERAL	150
HOBY 31255 CEDAR VALLEY DR STE 327 WESTLAKE VILLAGE,CA 91362	N/A	PUBLIC	GENERAL	750
HOLLYWOOD ARTS COUNCIL 6671 SUNSET BLVD LOS ANGELES,CA 90028	N/A	PUBLIC	GENERAL	9,650
HOLLYWOOD CHARITY HORSE SHOW 12750 VENTURA BLVD STE 101 STUDIO CITY,CA 91604	N/A	PUBLIC	GENERAL	1,000
HORSES IN THE HOOD PO BOX 573249 TARZANA,CA 91357	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HUDSON GUILD 441 WEST 26TH STREET NEW YORK, NY 10001	N/A	PUBLIC	GENERAL	500
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL	500
JDRF 800 W 6TH ST STE 1250 LOS ANGELES, CA 90017	N/A	PUBLIC	GENERAL	250
JEWISH HEALING & HOSPICE CENTER OF LOS ANGELES 10573 WEST PICO BLVD STE 850 LOS ANGELES, CA 90064	N/A	PUBLIC	GENERAL	250
THE JEWISH FEDERATION 6505 WILSHIRE BLVD STE 1000 LOS ANGELES, CA 90048	N/A	PUBLIC	GENERAL	1,000
KECK SCHOOL OF MEDICINE OF USC PO BOX 77902 LOS ANGELES, CA 90099	N/A	PUBLIC	GENERAL	250
LA GAY & LESBIAN CENTER 1625 SCHRADER BLVD LOS ANGELES, CA 90028	N/A	PUBLIC	GENERAL	1,000
LA GOAL 4911 OVERLAND AVE CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL	500
LA OPERA COMPANY 135 NORTH GRAND AVE LOS ANGELES, CA 90012	N/A	PUBLIC	GENERAL	1,018
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	N/A	PUBLIC	GENERAL	2,055
LAKE PLACID CENTER FOR THE ARTS 17 ALGONQUIN DR LAKE PLACID, NY 12946	N/A	PUBLIC	GENERAL	500
LOS ANGELES MISSION 303 E 5TH STREET LOS ANGELES, CA 90013	N/A	PUBLIC	GENERAL	250
LOS ANGELES PHILHARMONIC 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	N/A	PUBLIC	GENERAL	390
LOS ANGELES UNITED METHODIST URBAN FOUNDATION 714 W OLYMPIC BLVD STE 922 LOS ANGELES, CA 90015	N/A	PUBLIC	GENERAL	250
LUPUS FOUNDATION OF AMERICA 400 CORPORATE POINT STE 300 CULVER CITY, CA 90230	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE LEUKEMIA & LYMPHOMA SOCIETY 6033 WEST CENTURY BLVD LOS ANGELES,CA 90045	N/A	PUBLIC	GENERAL	250
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG,MD 20871	N/A	PUBLIC	GENERAL	250
MOTHERS AGAINST DRUNK DRIVING 5757 W CENTURY BLVD LOS ANGELES,CA 90045	N/A	PUBLIC	GENERAL	250
MAKE A WISH FOUNDATION 4742 N 24TH STREET STE 400 PHOENIX,AZ 85016	N/A	PUBLIC	GENERAL	250
MARCH OF DIMES 1275 MAMARONECK AVE WHITE PLAINS,NY 10605	N/A	PUBLIC	GENERAL	500
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET STE 600 BOSTON,MA 02114	N/A	PUBLIC	GENERAL	2,000
MCASD 700 PROSPECT ST LA JOLLA,CA 920374291	N/A	PUBLIC	GENERAL	130
MEALS ON WHEELS WEST PO BOX 2508 CINCINNATI,OH 45201	N/A	PUBLIC	GENERAL	400
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 K ST NW STE 1050 NEW YORK,NY 10065	N/A	PUBLIC	GENERAL	250
MOTION PICTURE & TELEVISION FUND 23388 MULHOLLAND DR 220 WOODLAND HILLS,CA 91364	N/A	PUBLIC	GENERAL	1,000
MUSIC CENTER 135 NORTH GRAND AVE LOS ANGELES,NY 90012	N/A	PUBLIC	GENERAL	3,800
THE MAPLE COUNSELING CENTER 9107 WILSHIRE BLVD LOWER LVL BEVERLY HILLS,CA 90210	N/A	PUBLIC	GENERAL	250
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK,NY 10028	N/A	PUBLIC	GENERAL	46
THE MICHAEL J FOX FOUNDATION GRAND CENTRAL ST NEW YORK,NY 10163	N/A	PUBLIC	GENERAL	250
THE MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVE LOS ANGELES,CA 90012	N/A	PUBLIC	GENERAL	4,285

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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				
THE MUSEUM OF MODERN ART 11 WEST 53 ST NEW YORK,NY 10019	N/A	PUBLIC	GENERAL	500
NATIONAL BREAST CANCER COALITION 1101 17TH STREET NW STE 1300 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	250
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 S SEPULVEDA BLVD STE 11 LOS ANGELES,CA 90064	N/A	PUBLIC	GENERAL	1,000
NATIONAL TOURETTE SYNDROME ASSOCIATION 42-40 BELL BLVD BAYSIDE,NY 11361	N/A	PUBLIC	GENERAL	250
NBCC FUND 1101 17TH STREET NW STE 1300 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	6,390
NEIL BROURMAN ALS RESEARCH FUND 1275 K ST NW STE 1050 WASHINGTON,DC 20005	N/A	PUBLIC	GENERAL	250
NEW YORK PHILHARMONIC 10 LINCOLN SQUARE 132 NEW YORK,NY 10023	N/A	PUBLIC	GENERAL	500
NEVADA YOUTH SKI EDUCATION FOUNDATION PO BOX 300 WILMINGTON,NY 12997	N/A	PUBLIC	GENERAL	200
NYU TISCH SCHOOL OF THE ARTS 25 W FOURTH ST 4TH FL NEW YORK,NY 10012	N/A	PUBLIC	GENERAL	2,500
THE NATIONAL DOWN SYNDROME SOCIETY 666 BROADWAY NEW YORK,NY 10012	N/A	PUBLIC	GENERAL	250
THE NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HIGHWAY STE 5 BETHSEDA,MD 20814	N/A	PUBLIC	GENERAL	500
THE NEW YORK STEM CELL FOUNDATION 1995 BROADWAY STE 600 NEW YORK,NY 10023	N/A	PUBLIC	GENERAL	500
OBERLIN COLLEGE 50 WEST LORAIN STREET OBERLIN,OH 44074	N/A	PUBLIC	GENERAL	50,500
ORANGE COUNTY MUSEUM OF ART 850 SAN CLEMENTE DR NEWPORT BEACH,CA 92660	N/A	PUBLIC	GENERAL	100
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVE STE 200 MANHATTAN BCH,CA 90266	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY STE 1509 NEW YORK,NY 10018	N/A	PUBLIC	GENERAL	250
PLACID LAKE FOUNDATION PO BOX 1250 LAKE PLACID,NY 12946	N/A	PUBLIC	GENERAL	5,000
PROJECT ALS 3960 BROADWAY STE 420 NEW YORK,NY 10032	N/A	PUBLIC	GENERAL	250
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES,NY 90038	N/A	PUBLIC	GENERAL	250
PROSTRATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA,CA 90401	N/A	PUBLIC	GENERAL	900
ROCK & ROLL HALL OF FAME MUSEUM 1100 ROCK AND ROLL BLVD CLEVELAND,OH 44114	N/A	PUBLIC	GENERAL	50
THE RAPE FOUNDATION 1223 WILSHIRE BLVD 410 SANTA MONICA,CA 90403	N/A	PUBLIC	GENERAL	1,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT,CT 06880	N/A	PUBLIC	GENERAL	250
SCLERODERMA RESEARCH FOUNDATION 220 MONTOMERY ST STE 1411 SAN FRANCISCO,CA 94104	N/A	PUBLIC	GENERAL	250
SHIPMAN YOUTH CENTER OF LAKE PLACID 8 CUMMINS RD BOX 1122 LAKE PLACID,NY 12946	N/A	PUBLIC	GENERAL	500
SMILE TRAIN 41 MADISON AVE 28TH FL NEW YORK,NY 10010	N/A	PUBLIC	GENERAL	250
SMU OFFICE OF PARENT GIVING PO BOX 750305 DALLAS,TX 75275	N/A	PUBLIC	GENERAL	10,000
SOLOMON R GUGGENHEIM FOUNDATION 1071 FIFTH AVE NEW YORK,NY 10128	N/A	PUBLIC	GENERAL	215
STAGE DIRECTORS & CHOREOGRAPHERS FDTN INC 1501 BROADWAY STE 1701 NEW YORK,NY 10036	N/A	PUBLIC	GENERAL	500
SUSAN G KOMEN FOR THE CURE 5005 LBJ FREEWAY STE 250 DALLAS,TX 75244	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE SADS FOUNDATION 508 E SOUTH TEMPLE STE 202 SALT LAKE CITY, UT 84102	N/A	PUBLIC	GENERAL	250
THE SALVATION ARMY 906 FRANSISCO ST LOS ANGELES, CA 90015	N/A	PUBLIC	GENERAL	250
THEATRE BREAKING THROUGH BARRIERS 306 WEST 18TH ST 3A NEW YORK, NY 10001	N/A	PUBLIC	GENERAL	500
TOWN OF NORTH ELBA 2693 MAIN ST STE 207 LAKE PLACID, NY 12946	N/A	PUBLIC	GENERAL	25,000
THE UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A	PUBLIC	GENERAL	150
UCLA DEPARTMENT OF NEUROSURGERY 10920 WILSHIRE BLVD STE 1400 LOS ANGELES, CA 90024	N/A	PUBLIC	GENERAL	250
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 1400 LOS ANGELES, CA 90024	N/A	PUBLIC	GENERAL	10,250
UCP WHEELS FOR HUMANITY 12750 RAYMER ST UNIT 4 NORTH HOLLYWOOD, CA 91605	N/A	PUBLIC	GENERAL	250
UNION RESCUE MISSION 545 S SAN PEDRO ST LOS ANGELES, CA 90013	N/A	PUBLIC	GENERAL	250
USC CAMM 1975 ZONAL AVE KAM 300 LOS ANGELES, CA 90089	N/A	PUBLIC	GENERAL	5,000
USC NORRIS UNIVERSITY PARK LOS ANGELES, CA 90089	N/A	PUBLIC	GENERAL	500
VALLEY FOOD BANK PO BOX 8073 VAN NUYS, CA 91409	N/A	PUBLIC	GENERAL	500
WE SPARK INC 13520 VENTURA BLVD SHERMAN OAKS, CA 91423	N/A	PUBLIC	GENERAL	250
WEST COAST JEWISH THEATRE PO BOX 1723 STUDIO CITY, CA 91614	N/A	PUBLIC	GENERAL	500
WESTSIDE FOOD BANK 1710 22ND ST SANTA MONICA, CA 90404	N/A	PUBLIC	GENERAL	250

Form 990PF Part XV Line 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				
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVE AT 75TH ST NEW YORK,NY 10021	N/A	PUBLIC	GENERAL	205
YALE ALUMNI MAGAZINE PO BOX 1905 NEW HAVEN,CT 065091905	N/A	PUBLIC	GENERAL	45
YALE UNIVERSITY PO BOX 208244 NEW HAVEN,CT 065208244	N/A	PUBLIC	GENERAL	5,000
WILLIAMSTOWN THEATRE PO BOX 517 WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL	500
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL	500
VISTA DEL MAR CHILD & FAMILY SERVICES 3200 MOTOR AVE LOS ANGELES,CA 90034	N/A	PUBLIC	GENERAL	2,459
UNITED STATES OLYMPIC COMMITTEE 27 SOUTH TEJON COLORADO SPRINGS,CO 80903	N/A	PUBLIC	GENERAL	200
UNITED CEREBRAL PALSY 1825 K STREET NW WASHINGTON,DC 20006	N/A	PUBLIC	GENERAL	250
THE UNUSUAL SUSPECTS 617 S OLIVE ST STE 812 LOS ANGELES,CA 90014	N/A	PUBLIC	GENERAL	1,000
TELSHE YESHIVA 28400 EUCLID AVE WICKLIFFE,OH 44092	N/A	PUBLIC	GENERAL	100
TEEN LINE PO BOX 48750 LOS ANGELES,CA 90048	N/A	PUBLIC	GENERAL	500
SPECIAL OLYMPICS 1133 19TH ST NW WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	250
Total ▶ 3a				309,251

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization JAMES AND DEBORAH BURROWS FOUNDATION	Employer identification number 45-6196471
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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 33¹/₃% 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).

Employer identification number

45-6196471

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES AND DEBORAH BURROWS 9171 WILSHIRE BLVD SUITE 400 BEVERLY HILLS, CA 90201	\$ 989,750	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization JAMES AND DEBORAH BURROWS FOUNDATION	Employer identification number 45-6196471
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization JAMES AND DEBORAH BURROWS FOUNDATION	Employer identification number 45-6196471
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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 <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(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	

TY 2012 Accounting Fees Schedule

Name: JAMES AND DEBORAH BURROWS FOUNDATION

EIN: 45-6196471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	7,500	7,500		0

TY 2012 Investments - Other Schedule**Name:** JAMES AND DEBORAH BURROWS FOUNDATION**EIN:** 45-6196471

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN FUND	AT COST	1,188,555	1,200,839
SCHWAB FUNDAMENTAL INTL	AT COST	660,368	628,398
PIMCO REAL RETURN FUND	AT COST	440,449	452,245
PIMCO FOREIGN BOND FUND	AT COST	624,729	613,465
RIDGEWORTH SEIX HIGH	AT COST	535,023	550,791
SCHWAB FUNDAMENTAL US	AT COST	544,609	507,561
STEELPATH MLP ALPHA FUND	AT COST	179,011	179,156
SCHWAB FUNDAMENTAL US	AT COST	750,666	802,818
VIRTUS EMERGING MARKET OPPORTUNITY FUND	AT COST	370,845	402,217
PINEHURST INSTITUTIONAL LTD	AT COST	500,000	537,507

TY 2012 Other Expenses Schedule

Name: JAMES AND DEBORAH BURROWS FOUNDATION

EIN: 45-6196471

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	22,519	22,519		0
FILING FEES	150	150		0

TY 2012 Substantial Contributors Schedule

Name: JAMES AND DEBORAH BURROWS FOUNDATION

EIN: 45-6196471

Name	Address
JAMES AND DEBORAH BURROWS	9171 WILSHIRE BLVD 400 BEVERLY HILLS, CA 90210

TY 2012 Taxes Schedule**Name:** JAMES AND DEBORAH BURROWS FOUNDATION**EIN:** 45-6196471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,629	1,629		0
STATE TAX	10	10		0
FEDERAL	4,757	4,757		0