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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

, and ending

Name of foundation GSF FOUNDATION		A Employer identification number 46-0501728
Number and street (or P.O. box number if mail is not delivered to street address) 18301 VON KARMAN AVENUE	Room/suite 1100	B Telephone number 949-252-2000
City or town, state, and ZIP code IRVINE, CA 92612		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,015,384.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	2,987,586.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	643.	643.		STATEMENT 1
	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				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit (or loss)					
11 Other income	268,145.	0.	0.	STATEMENT 2	
12 Total. Add lines 1 through 11	3,256,374.	643.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	28.	0.	0.	10.
	19 Depreciation and depletion	4,706.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,491,080.	0.	0.	1,551,849.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,495,814.	0.	0.	1,551,859.
	25 Contributions, gifts, grants paid	1,772,125.			1,772,125.
26 Total expenses and disbursements. Add lines 24 and 25	3,267,939.	0.	0.	3,323,984.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-11,565.				
b Net investment income (if negative, enter -0-)		643.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,038,509.	946,501.	946,501.
	3 Accounts receivable ▶ 52,449.			
	Less: allowance for doubtful accounts ▶	28,260.	52,449.	52,449.
	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	8,500.	8,692.	8,692.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 23,528.			
	Less: accumulated depreciation ▶ 15,786.	12,447.	7,742.	7,742.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,087,716.	1,015,384.	1,015,384.
	17 Accounts payable and accrued expenses	83,870.	23,103.	
	18 Grants payable			
Net Assets or Fund Balances	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)	83,870.	23,103.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,003,846.	992,281.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,003,846.	992,281.	
	31 Total liabilities and net assets/fund balances	1,087,716.	1,015,384.	

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	1,003,846.
2 Enter amount from Part I, line 27a	2	-11,565.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	992,281.
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	992,281.

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 NONE				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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 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	4,299,393.	2,108,769.	2.038816
2010	3,182,607.	1,663,177.	1.913571
2009	2,955,338.	1,557,766.	1.897164
2008	3,727,937.	1,509,852.	2.469074
2007	1,492,066.	811,893.	1.837762

2 Total of line 1, column (d)

2 10.156387

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 2.031277

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 1,557,505.

5 Multiply line 4 by line 3

5 3,163,724.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 6.

7 Add lines 5 and 6

7 3,163,730.

8 Enter qualifying distributions from Part XII, line 4

8 3,323,984.

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 ☐ 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		1	6.
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	6.
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	6.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 14. Refunded ☐	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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ <u>AZ, CA, FL, GA, HI, IL, MO, NC, NV, NY, OR, SC, TX, VA, WA, WI</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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 WWW.GSFFFOUNDATION.ORG	13	X	
14	The books are in care of GOLDEN STATE FOODS CORP. Telephone no. 949-252-2000 Located at 18301 VON KARMAN AVE., SUITE 1100, IRVINE, CA ZIP+4 92612			
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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		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? ☐ Yes ☒ No If "Yes," list the years 2a		
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	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. 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		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? 4b		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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
SEE STATEMENT 5		0.	0.	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
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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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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		1,581,223.
c Fair market value of all other assets	1c		
d Total (add lines 1a, b, and c)	1d		1,581,223.
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		1,581,223.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4		23,718.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5		1,557,505.
6 Minimum investment return. Enter 5% of line 5	6		77,875.

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		77,875.
2a Tax on investment income for 2012 from Part VI, line 5	2a	6.	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		6.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		77,869.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		77,869.
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		77,869.

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		3,323,984.
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		3,323,984.
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		6.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6		3,323,978.

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				77,869.
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	1,452,155.			
b From 2008	3,652,416.			
c From 2009	2,877,451.			
d From 2010	3,099,467.			
e From 2011	4,193,973.			
f Total of lines 3a through e	15,275,462.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,323,984.				
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				77,869.
e Remaining amount distributed out of corpus	3,246,115.			
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	18,521,577.			
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,452,155.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	17,069,422.			
10 Analysis of line 9:				
a Excess from 2008	3,652,416.			
b Excess from 2009	2,877,451.			
c Excess from 2010	3,099,467.			
d Excess from 2011	4,193,973.			
e Excess from 2012	3,246,115.			

N/A

- | | | |
|---------------|--|------------|
| 4942(j)(3) or | | 4942(j)(5) |
|---------------|--|------------|

- (4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
RMHC - ATLANTA, GA 792 HOUSTON MILL ROAD ATLANTA, GA 30329		509(A)(1)	GENERAL SUPPORT	23,400.
RMHC - AUGUSTA P.O. BOX 14189 AUGUSTA, GA 30919		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,000.
RMHC - BUFFALO 780 W. FERRY STREET BUFFALO, NY 14222		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	2,500.
RMHC - CENTRAL NY 1027 E. GENESEE STREET SYRACUSE, NY 13210		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,000.
RMHC - CHAPEL HILL, NC 101 OLD MISSION FARM ROAD CHAPEL HILL, NC 27514		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,428.
Total	SEE CONTINUATION SHEET(S)			1,772,125.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	643.		
4 Dividends and interest from securities						
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						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a AUCTION PROCEEDS - STARS						
b & STRIPES						268,145.
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		643.		268,145.
13 Total. Add line 12, columns (b), (d), and (e)					13	268,788.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

GSF FOUNDATION

Employer identification number

46-0501728

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
GSF FOUNDATION	46-0501728

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	ARAMARK UNIFORM SERVICES 115 N. FIRST STREET BURBANK, CA 91502	\$ 21,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ARCHER DANIELS MIDLAND 4666 FARIES PARKWAY DECATUR, IL 62526	\$ 25,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	CHUCK BROWNE P.O. BOX 435 HERMANN, MO 65041	\$ 7,520.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	CLEAR LAM PACKAGING 1950 PRATT BLVD. ELK GROVE VILLAGE, IL 60007	\$ 31,580.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	CRAFTSMEN TRAILER 3755 MUELLER ROAD ST. CHARLES, MO 63301	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	CURWOOD 2200 BADGER AVENUE OSHKOSH, WI 54903	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
7	FRANK LISTI 1939 PORT TOWNSEND CIRCLE NEWPORT BEACH, CA 92660	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	JOHN PAGE 19 WEDGEWOOD LANE LADERA RANCH, CA 92694	\$ 5,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	MARK WETTERAU 19 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	MASSEY FAIR 400 INTERSTATE NORTH PARKWAY, SUITE 1030 ATLANTA, GA 30339	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	MICHAEL WAITUKAITIS 13625 LAKESIDE PLACE DRIVE WILLIS, TX 77318	\$ 7,168.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
12	MORNING STAR PACKING 2211 OLD HIGHWAY 99 WEST WILLIAMS, CA 95987	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
13	PACKAGING CORPORATION OF AMERICA 4240 BANDINI BLVD. VERNON, CA 90058	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	RADO MECHANICAL GROUP 1400 FARMER ROAD NW CONYERS, GA 30012	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	WAGNER SERVICE SOLUTIONS P.O. BOX 1556 COVINGTON, GA 30015	\$ 5,160.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	ACRA AEROSPACE 2121 E VIA BURTON ANAHEIM, CA 92806	\$ 31,115.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
17	AL BALDWIN 280 NEWPORT CENTER DRIVE, SUITE 240 NEWPORT BEACH, CA 92660	\$ 21,555.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	ALLEN BOERNER 2 PARK PLAZA SUITE 800 IRVINE, CA 92614	\$ 31,630.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
19	ARCHITECTURAL CONSTRUCTION SERVICES ATTN: DAVID RHODES, 1122 BRISTOL STREET COSTA MESA, CA 92626	\$ 10,011.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
20	ARMED SERVICES YMCA-SAN DIEGO ATTN: CATHERINE QUIRK, 3293 SANTO ROAD SAN DIEGO, CA 92124	\$ 97,803.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
21	ARTHUR PRATT 3945 GREENBRIAR DRIVE STAFFORD, TX 77477	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
22	BIG BROTHERS BIG SISTERS OF ORANGE COUNTY 14131 YORBA STREET, STE. 200 TUSTIN, CA 92780	\$ 163,886.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
23	CASEY RASMUSSEN 24752 HACIENDA LANE NEWHALL, CA 91321	\$ 21,580.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
24	CHARLES RUCK 650 TOWN CENTER DRIVE 20TH FLOOR COSTA MESA, CA 92626	\$ 14,860.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
25	CHRIS BURT BROWN FORMAN, 1718 PORT ASHLEY PLACE NEWPORT BEACH, CA 92660	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
26	CHRIS JONES 12 NERVAL NEWPORT COAST, CA 92657	\$ 29,740.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
27	CONSEJO DE PROMOCION TURISTICA ATTN: JORGE GAMBOA, 2401 W. 6TH STREE LOS ANGELES, CA 90057	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
28	COURT APPOINTED SPECIAL ADVOCATES 1505 E. 17TH STREET SUITE 214 SANTA ANA, CA 92705	\$ 83,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
29	DARIN ANTIN 3585 BEVERLY GLEN TERRACE SHERMAN OAKS, CA 91423	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
30	DAVE LANHAM 12 CALLE CASTILLO SAN CLEMENTE, CA 92691	\$ 5,350.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
31	DAVID SILVERMAN & ASSOCIATES ATTN: BILL GONZALEZ, 3217 HONOLULU AVE. GLENDALE, CA 91214	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
32	DAVID WELK 13821 DANIELSON POWAY, CA 92064	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
33	DON RUSSELL 3788 PASEO VISTA FAMOSA RANCHO SANTA FE, CA 92091	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
34	DOUG JACKSON 3631 OCEAN BLVD. CORONA DEL MAR, CA 92625	\$ 15,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
35	DYNALECTRIC ATTN: TED DONALD, 9505 CHESAPEAKE DR. SAN DIEGO, CA 92123	\$ 10,011.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
36	ENTERPRISE ATTN: DAVID CONTI, 17210 S. MAIN STREET GARDENA, CA 90248	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
37	ENTREPRENEUR MEDIA, INC. ATTN: PETER SHEA, 2445 MCCABE WAY, 4TH FL IRVINE, CA 92614	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
38	GARY VAUGHAN 2921 PEBBLE DRIVE CORONA DEL MAR, CA 92625	\$ 10,700.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
39	GEXPRO TOTAL ATTN: WILL WALLETT, 2099 S. STATE COLLEGE BLVD. ANAHEIM, CA 92806	\$ 5,919.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
40	GREGORY DILLION 7 BODEGA BAY DRIVE CORONA DEL MAR, CA 92625	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
41	GROUND SERVICE TECHNOLOGY, INC. HANK ERLER, 2280 MICRO PLACE ESCONDIDO, CA 92029	\$ 8,824.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
42	HARRISON ATTN: CHARLIE BUSH, 1641 E. ST. ANDREW PL. SANTA ANA, CA 92705	\$ 7,852.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
43	HAYNIE & COMPANY ATTN: DON MCNERNEY, 4910 CAMPUS DR. NEWPORT BEACH, CA 92660	\$ 23,125.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
44	HEATHER CAVARICCI 23161 MILL CREEK DR., #320 LAGUNA HILLS, CA 92653	\$ 7,050.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
45	HOLLENCREST SECURITIES LLC GREG PELLIZZON, 100 BAYVIEW CIR. NEWPORT BEACH, CA 92660	\$ 16,881.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
46	JEFF ROOS 25 ENTERPRISE SUITE 100 ALISO VIEJO, CA 92656	\$ 5,800.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
47	JEFFREY NIELSEN BNBUILDERS, 2601 4TH AVE., SUITE 350 SEATTLE, WA 98121	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
48	KAISER PERMANENTE JOHN STRATMAN, 1851 E. 1ST ST., STE. 1140 SANTA ANA, CA 92705	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
49	KEN GERDAU 2651 BAMBOO STREET NEWPORT BEACH, CA 92660	\$ 9,300.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
50	KRISTEN STEPHEN (CASA) 1505 E. 17TH STREET SUITE 214 SANTA ANA, CA 92705	\$ 16,261.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
51	LATHAM & WATKINS LLP 650 TOWN CENTER DRIVE, 20TH FLOOR COSTA MESA, CA 92626	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
52	MARTHA MACNAB 219 E. BAYFRONT BALBOA ISLAND, CA 92662	\$ 14,423.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
53	MATTHEW JOHNSON 10623 FULTON WELLS AVE . SANTA FE SPRINGS, CA 90670	\$ 5,261.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
54	MATTHEW TODSEN 600 ANTON BLVD, SUITE 1100 COSTA MESA, CA 92626	\$ 8,045.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
55	MCCARTHY BUILDING COMPANIES INC. ATTN: MARY MCGRATH, SENIOR ACCOUNTANT, 20401 S.W. BIRCH STREET, SUITE 300 NEWPORT BEACH, CA 92660	\$ 24,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
56	MICHAEL HOPKINS 1410 LYNNVIEW HOUSTON, TX 77055	\$ 9,800.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
57	MIKE BILEK 2655 BRONZEWOOD TUSTIN RANCH, CA 92782	\$ 28,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
58	MIKE MEYER 1401 FOOTHILL BLVD. NORTH TUSTIN, CA 92705	\$ 21,100.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
59	MIKE SCHULMAN 2101 EAST COAST HWY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 6,675.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
60	MIRACLES FOR KIDS 3002 DOW AVENUE, STE. 502 TUSTIN, CA 92780	\$ 320,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
61	MURRAY COMPANY 18414 SOUTH SANTA FE AVENUE RANCHO DOMINGUEZ, CA 90221	\$ 10,673.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
62	NANCY AND GEOFFREY STACK FAMILY FOUNDATION, 18802 BARDEEN AVE. IRVINE, CA 92612	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
63	ORANGE COUNTY COMMUNITY FOUNDATION ATTN: BILL LARKIN, 4041 MACARTHUR BLVD. S NEWPORT BEACH, CA 92660	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
64	ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	\$ 479,253.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
65	PACIFIC WALL SYSTEMS, INC DARYL AND LAURA WIMBERLY, 1201 N. BARSTEN WAY ANAHEIM, CA 92806	\$ 18,325.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
66	PATRICIA MCDONALD 21042 SPURNEY LANE HUNTINGTON BEACH, CA 92646	\$ 5,750.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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
67	PERFORMANCE CONTRACTING, INC. ATTN: LISA MARTIN, 1270 HANCOCK ST. ANAHEIM, CA 92807	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
68	PRUDENTIAL LTG. ATTN: TIM KIERNAN, 1774 EAST 21ST STREET LOS ANGELES, CA 90058	\$ 7,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
69	RICHARD MCBRIDE MCBRIDE DOOR, 13811 DANIELSON ST. POWAY, CA 92064	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
70	RICHARD ROBERTSON 23936 MALIBU ROAD MALIBU, CA 90265	\$ 5,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
71	ROBERT & HELGA PRALLE FAMILY FOUNDATION 1249A E. IMPERIAL HWY. PLACENTIA, CA 92870	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
72	SANDI JACKSON 3631 OCEAN BLVD. CORONA DEL MAR, CA 92625	\$ 18,295.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
73	SASCO 1227 N. MARKET BLVD. SACRAMENTO, CA 95834	\$ 66,454.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
74	SHELLEY TAYLOR 8201 THOROUGHbred STREET ALTA LOMA, CA 91701	\$ 10,602.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
75	STEVE SHARPE C/O SHARE INTERIOR SYSTEMS, INC. 11693-8 SHELDON ST. SUN VALLEY, CA 91352	\$ 13,483.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
76	STEVEN WATTS 10623 FULTON WELLS AVE. SANTA FE SPRINGS, CA 90670	\$ 13,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
77	SUFFOLK ROEL INC. 1615 MURRAY CANYON ROAD STE 1000 SAN DIEGO, CA 92108	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
78	T.J.M. GLAZING, INC. ATTN: TOM MERCURIO, 6291 SANTA RITA AVE. GARDEN GROVE, CA 92845	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
79	THE JOHN MOLLER LIVING TRUST 6591 COLLINS DRIVE, STE. E-11 MOORPARK, CA 93021	\$ 9,700.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
80	THE SASCO FOUNDATION 2750 MOORE AVENUE FULLERTON, CA 92833	\$ 125,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
81	TIM RYAN 6262 DORAL DRIVE HUNTINGTON BEACH, CA 92648	\$ 9,055.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
82	TIMOTHY FUNKE 17901 JAMESTOWN LANE HUNTINGTON BEACH, CA 92647	\$ 12,987.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
83	UNISON ELECTRIC ATTN: LANCE CHARLESWORTH, 16652 GEMINI LANE HUNTINGTON BEACH, CA 92647	\$ 17,023.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
84	VPM MANAGEMENT, INC. SCOTT BAKER, 2400 MAIN STREET, STE. 201 IRVINE, CA 92614	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
85	ZLATKO ZADRO 16742 WANDERER LANE HUNTINGTON BEACH, CA 92649	\$ 23,950.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

46-0501728

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
 	 	\$ 	
(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

Employer identification number

GSF FOUNDATION

46-0501728

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF THE WEST	643.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	643.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AUCTION PROCEEDS - STARS & STRIPES	268,145.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	268,145.	0.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	18.	0.	0.	0.
CALIFORNIA LICENSE FEE	10.	0.	0.	10.
TO FORM 990-PF, PG 1, LN 18	28.	0.	0.	10.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUND RAISING EXPENSES	987,068.	0.	0.	1,044,564.
BANK CHARGES	34,415.	0.	0.	33,083.
ADMINSTRATIVE EXPENSES	469,597.	0.	0.	474,202.
TO FORM 990-PF, PG 1, LN 23	1,491,080.	0.	0.	1,551,849.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	5
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK WETTERAU 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CHAIRMAN/DIRECTOR 5.00	0.	0.	0.
CHARLES BROWNE 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	EXECUTIVE DIRECTOR 60.00	0.	0.	0.
CATHERINE DUFFY 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	SECRETARY 2.00	0.	0.	0.
LISA GOTTLIEB 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CFO/DIRECTOR 2.00	0.	0.	0.
FRANK LISTI 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
STEVE BECKER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
MIKE WAITUKAITIS 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
BILL POCILUJKO 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
BILL SANDERSON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
DANIEL VAN HOOZER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
GREGG TARLTON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.

JEFF STEINER	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
JIM BROOKS	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
JIM FUSTING	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
JOHN MURPHY	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
JOHN PAGE	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
LARRY MCGILL	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
MICKEY HAMER	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
NEIL CRACKNELL	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
PAUL SESTAK	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
SCOTT THOMAS	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
SHELLIE FREY	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
TERRY WILSON	DIRECTOR			
18301 VON KARMAN AVENUE, STE. 1100	1.00	0.	0.	0.
IRVINE, CA 92612				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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
RMHC - CHARLESTON, SC 81 GADSDEN STREET CHARLESTON, SC 29401		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,000.
RMHC - CHARLOTTE, NC P.O. BOX 35129 CHARLOTTE, NC 28235		501(C)(3)	GENERAL SUPPORT	4,000.
RMHC - CHICAGO 1900 SPRING ROAD, #310 OAK BROOK, IL 60523		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	10,000.
RMHC - COLUMBIA, SC 1529 HAMPTON STREET, SUITE 2001 COLUMBIA, SC 29201		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
RMHC - DURHAM, NC 506 ALEXANDER AVENUE DURHAM, NC 27705		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,428.
RMHC - EASTERN IOWA 730 HAWKINS DRIVE IOWA CITY, IA 52246		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,000.
RMHC - EASTERN WI 8948 WATERTOWN PLANK ROAD WAUWATOSA, WI 53226		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
RMHC - GREENVILLE, NC 549 MOYE BLVD. GREENVILLE, NC 27834		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,428.
RMHC - GREENVILLE, SC 706 GROVE ROAD GREENVILLE, SC 29605		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,000.
RMHC - HAWAII 1970 JUDD HILLSIDE ROAD HONOLULU, HI 96822		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
Total from continuation sheets				1,733,797.

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
RMHC - LAS VEGAS, NV 2323 POTOSI STREET LAS VEGAS, NV 89146		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
RMHC - MADISON 2716 MARSHALL COURT MADISON, WI 53705		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	2,000.
RMHC - MARSHFIELD 803 W. NORTH STREET MARSHFIELD, WI 54449		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,000.
RMHC - NASHVILLE 2144 FAIRFAX AVENUE NASHVILLE, TN 37212		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,762.
RMHC - NORFOLK 404 COLLEY AVENUE NORFOLK, VA 23507		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,428.
RMHC - ORANGE COUNTY 383 S. BATAVIA ORANGE, CA 92868		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	500.
RMHC - OREGON 2620 N. COMMERCIAL AVENUE PORTLAND, OR 97227		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	9,000.
RMHC - RICHMOND 2330 MONUMENT AVENUE RICHMOND, VA 23220		501(C)(3)	GENERAL SUPPORT	4,428.
RMHC - ROANOKE, VA 2224 S. JEFFERSON STREET ROANOKE, VA 24014		501(C)(3)	GENERAL SUPPORT	3,000.
RMHC - ROCHESTER, NY 333 WESTMORELAND DRIVE ROCHESTER, NY 14620		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	9,000.
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
RMHC - SAN DIEGO 3615 KEARNY VILLA ROAD SAN DIEGO, CA 92123		509(A) & 170(B)(1)(A)(VI	GENERAL SUPPORT	7,500.
RMHC - SAVANNAH, GA 4710 WATERS AVENUE SAVANNAH, GA 31404		509(A)(2)	GENERAL SUPPORT	6,364.
RMHC - SEATTLE 5130 40TH AVENUE NE SEATTLE, WA 98105		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
RMHC - SOUTHERN APPALACHIAN 418 N. STATE OF FRANKLIN ROAD JOHNSON CITY, TN 37604		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,000.
RMHC - SOUTHERN CALIFORNIA 765 S. PASADENA AVENUE PASADENA, CA 91105		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	70,000.
RMHC - SOUTHWEST FL 16100 ROSERUSH COURT FORT MYERS, FL 33908		501(C)(3)	GENERAL SUPPORT	2,200.
RMHC - SW VA 2224 S. JEFFERSON STREET ROANOKE, VA 24014		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,428.
RMHC - TAMPA BAY 28 COLUMBIA DRIVE TAMPA, FL 33606		501(C)(3)	GENERAL SUPPORT	3,160.
RMHC - WINSTON-SALEM, NC 419 S. HAWTHORNE ROAD WINSTON-SALEM, NC 27103		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	4,428.
A CHILD'S VOICE ADVOCACY CENTER 1132 USHER STREET, ROOM 313 CONYERS, GA 30014		170(B)(1)(A)(VI	GENERAL SUPPORT	7,500.
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
ALTERNATIVE FOR BATTERED WOMEN P.O. BOX 39601 ROCHESTER, NY 14604		509(A) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,491.
ANTIOCH ADOPTIONS P.O. BOX 2763 REDMOND, WA 98073		501(C)(3)	GENERAL SUPPORT	1,000.
ARMED SERVICES YMCA SAN DIEGO 3293 SANTO ROAD SAN DIEGO, CA 92124		501(C)(3)	GENERAL SUPPORT	116,606.
AT CHILDREN'S PROJECT 668 S. MILITARY TRAIL DEERFIELD BEACH, FL 33442		509(A)(2)	GENERAL SUPPORT	5,000.
AUBURN FOODBANK 930 18TH PLACE NE AUBURN, WA 98002		501(C)(3)	GENERAL SUPPORT	1,000.
AUTISM SOCIETY OF NORTH CAROLINA 505 OBERLIN ROAD, #230 RALEIGH, NC 27605		501(C)(3)	GENERAL SUPPORT	3,200.
BACKPACKS/UNITED STATIONERS CHARITBLE TRUST ONE PARKWAY NORTH BLVD. DEERFIELD, IL 60015		501(C)(3)	GENERAL SUPPORT	216,346.
BIG BROTHERS/BIG SISTERS 14131 YORBA STREET, SUITE 200 TUSTIN, CA 92780		509(A) & 170(B)(1)(A)(VI	GENERAL SUPPORT	29,938.
BLACKHURST ELEMENTARY 2000 ELM STREET ST. CHARLES, MO 63301		501(C)(3)	GENERAL SUPPORT	1,000.
BOOKS DONATION - VARIOUS SCHOOLS		501(C)(3)	GENERAL SUPPORT	950.
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
BOY SCOUTS OF AMERICA - YELLOW RIVER 1800 CIRCLE 75 PARKWAY ATLANTA, GA 30339		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	12,500.
BOYS & GIRLS CLUB OF METRO ATLANTA 100 EDGEWOOD AVENUE, #700 ATLANTA, GA 30303		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	12,500.
BOYS HAVEN 2301 GOLDSMITH LANE LOUISVILLE, KY 40218		501(C)(3)	GENERAL SUPPORT	5,000.
BUILD-A-BIKE - VARIOUS SCHOOLS		501(C)(3)	GENERAL SUPPORT	59,960.
CASA FOR CHILDREN 100 W. HARRISON STREET, NORTH TOWER, #500 SEATTLE, WA 98119		501(C)(3)	GENERAL SUPPORT	89,761.
CHALLENGED ATHLETES FOUNDATION P.O. BOX 910769 SAN DIEGO, CA 92191		501(C)(3)	GENERAL SUPPORT	1,000.
CHILD ABUSE PREVENTION CENTER 500 S. MAIN STREET, SUITE 1100 ORANGE, CA 92868		501(C)(3)	GENERAL SUPPORT	2,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		501(C)(3)	GENERAL SUPPORT	37,500.
CHRISTIAN OKOYE FOUNDATION 10082 BIG PINE DRIVE ALTA LOMA, CA 91737		501(C)(3)	GENERAL SUPPORT	5,000.
COATS - VARIOUS SCHOOLS		501(C)(3)	GENERAL SUPPORT	2,906.
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
COMMUNITY OF HOPE MINISTRIES P.O. BOX 1004 GARNER, NC 27529		501(C)(3)	GENERAL SUPPORT	5,000.
DICKERSON CENTER FOR CHILDREN 1615 AUGUSTA ROAD WEST COLUMBIA, SC 29169		509(A)(2)	GENERAL SUPPORT	5,000.
EDVENTURE CHILDREN'S MUSEUM 211 GERVAIS STREET COLUMBIA, SC 29201		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	3,000.
EMERGENCY FOOD NETWORK 3318 92ND STREET SOUTH LAKEWOOD, WA 98499		501(C)(3)	GENERAL SUPPORT	2,500.
FESTIVAL OF CHILDREN 3315 FAIRVIEW ROAD COSTA MESA, CA 92626		501(C)(3)	GENERAL SUPPORT	2,000.
FOUNDATION FOR THE CHILDREN OF THE CALIFORNIAS 2555 CAMINO DEL RIO SOUTH, SUITE 210 SAN DIEGO, CA 92108		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	20,000.
GIRL SCOUTS OF GREATER ATLANTA 5601 N. ALLEN ROAD MABELTON, GA 30126		501(C)(3)	GENERAL SUPPORT	5,000.
GOALS FOR LIFE 13100 STUDEBAKER ROAD NORWALK, CA 90650		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
GRACE MINISTRIES 303 N. HURSTBOURNE PARKWAY, SUITE 160 LOUISVILLE, KY 40222		501(C)(3)	GENERAL SUPPORT	500.
GREENWAY PARK ELEMENTARY 8301 MONROE ROAD CHARLOTTE, NC 28212		501(C)(3)	GENERAL SUPPORT	500.
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
HARRY HAMPTON WILDLIFE FUND P.O. BOX 2641 COLUMBIA, SC 29202		501(C)(3)	GENERAL SUPPORT	5,000.
HARVEST HOPE FOOD BANK P.O. BOX 451 COLUMBIA, SC 29202		501(C)(3)	GENERAL SUPPORT	7,495.
HEALTHY LEARNERS 2749 LAUREL STREET COLUMBIA, SC 29204		501(C)(3)	GENERAL SUPPORT	5,000.
HOLIDAY FAMILY ADOPTION - VARIOUS SCHOOLS		501(C)(3)	GENERAL SUPPORT	6,693.
HOLY ANGELS 370 CAMPUS DR ARCADIA, CA 91007		501(C)(3)	GENERAL SUPPORT	500.
HORSE TIME 10385 HIGHWAY 278 EAST COVINGTON, GA 30014		501(C)(3)	GENERAL SUPPORT	15,000.
J. F. SHEA THERAPEUTIC RIDING CENTER 26284 OSO ROAD SAN JUAN CAPISTRANO, CA 92675		501(C)(3)	GENERAL SUPPORT	5,000.
JOYFUL 8502 E. CHAPMAN AVENUE, #322 ORANGE, CA 92869		501(C)(3)	GENERAL SUPPORT	1,000.
KOCE TV FOUNDATION 3080 BRISTOL STREET, SUITE 100 COSTA MESA, CA 92626		501(C)(3)	GENERAL SUPPORT	15,000.
LEE NATIONAL DENIM DAY/AMERICAN CANCER SOCIETY 250 WILLAIME STREET NW ATLANTA, GA 30303		501(C)(3)	GENERAL SUPPORT	85.
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
LEVINE CHILDREN'S HOSPITAL 1000 BLYTHE BLVD. CHARLOTTE, NC 28203		501(C)(3)	GENERAL SUPPORT	586.
LINDQUIST DENTAL CLINIC FOR CHILDREN 130 131ST STREET SOUTH TACOMA, WA 98444		501(C)(3)	GENERAL SUPPORT	10,000.
LOVE OUR CHILDREN 2650 S. MYRTLE AVENUE, #B3 MONROVIA, CA 91016		501(C)(3)	GENERAL SUPPORT	5,000.
MAGGIE'S PLACE 4001 N. 39TH STREET PHOENIX, AZ 85016		501(C)(3)	GENERAL SUPPORT	311.
MARCH OF DIMES 240 STONERIDGE DRIVE, SUITE 206 COLUMBIA, SC 29210		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	1,000.
MARYVALE REVITALIZATION CORP 3454 N. 51ST AVENUE, #130 PHOENIX, AZ 85031		501(C)(3)	GENERAL SUPPORT	2,000.
ME FINE FOUNDATION 5100 US HIGHWAY 70 EAST PRINCETON, NC 27569		501(C)(3)	GENERAL SUPPORT	7,006.
MERCY HOME FOR BOYS AND GIRLS 1140 W. JACKSON BLVD. CHICAGO, IL 60607		501(C)(3)	GENERAL SUPPORT	1,000.
MIRACLES FOR KIDS 3002 DOW AVENUE, SUITE 502 TUSTIN, CA 92780		501(C)(3)	GENERAL SUPPORT	201,563.
MULTICARE GOOD SAMARITAN 402 15TH AVENUE SE, SUITE 101 PUYALLUP, WA 98371		501(C)(3)	GENERAL SUPPORT	3,500.
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
MUSCULAR DYSTROPHY ASSOCIATION 4800 SW MACADAM, #350 PORTLAND, OR 92739		501(C)(3)	GENERAL SUPPORT	3,000.
NANCY PERRY CHILDREN'S SHELTER P.O. BOX 344 LEXINGTON, SC 29071		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	5,000.
NATIONAL FIRE SAFETY COUNCIL P.O. BOX 378 MICHIGAN CENTER, MI 49254		501(C)(3)	GENERAL SUPPORT	300.
NEXT LEVEL CHILD ENRICHMENT P.O. BOX 952 WALKERTOWN, NC 27051		501(C)(3)	GENERAL SUPPORT	4,000.
NORTH FAMILY COMMUNITY SCHOOL P.O. BOX 309 NORTH, SC 29112		501(C)(3)	GENERAL SUPPORT	2,500.
OLIVE CREST 2130 E. FOURTH STREET SANTA ANA, CA 92705		501(C)(3)	GENERAL SUPPORT	5,000.
OPERATION WARM 1653 BRINTONS BRIDGE ROAD CHADDS FORD, PA 19317		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	10,714.
ORANGE COUNTY COMMUNITY HOUSING CORP. 1833 E. 17TH STREET, #207 SANTA ANA, CA 92705		501(C)(3)	GENERAL SUPPORT	5,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	418,305.
PEDAL TO PERFECTION - VARIOUS SCHOOLS		501(C)(3)	GENERAL SUPPORT	7,913.
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
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD COURT ASHEVILLE, NC 28806		501(C)(3)	GENERAL SUPPORT	1,500.
PEDIATRIC CANCER RESEARCH FOUNDATION 9272 JERONIMO ROAD, SUITE A-107 IRVINE, CA 92618		509(A)(2)	GENERAL SUPPORT	500.
PROJECT HOPE ALLIANCE 345 E. GROVE AVENUE ORANGE, CA 92865		501(C)(3)	GENERAL SUPPORT	3,000.
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVENUE ORANGE, CA 92868		501(C)(3)	GENERAL SUPPORT	3,100.
PURE GAME 14 TRICOLORED LANE ALISO VIEJO, CA 92656		501(C)(3)	GENERAL SUPPORT	500.
PUYALLUP FOOD BANK P.O. BOX 202 PUYALLUP, WA 98371		501(C)(3)	GENERAL SUPPORT	5,000.
ROLLING READERS P.O. BOX 4599 WEST COLUMBIA, SC 29171		501(C)(3)	GENERAL SUPPORT	6,000.
ROYAL FAMILY KID'S CAMP 1850 45TH AVENUE NE SALEM, OR 97305		501(C)(3)	GENERAL SUPPORT	3,000.
SAN GABRIEL CHILDREN'S CENTER 4740 N. GRAND AVENUE COVINA, CA 91724		501(C)(3)	GENERAL SUPPORT	1,500.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626		501(C)(3)	GENERAL SUPPORT	3,000.
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
SERIOUSFUN CHILDREN'S NETWORK 228 SAUGATUCK AVENUE WESTPORT, CT 06880		501(C)(3)	GENERAL SUPPORT	1,281.
SHOES THAT FIT 1420 N. CLAREMONT BLVD., SUITE 107B CLAREMONT, CA 91711		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	61,233.
SNOWBALL EXPRESS 18601 AIRPORT WAY, #213 SANTA ANA, CA 92707		501(C)(3)	GENERAL SUPPORT	3,000.
SOVREN GUILD OF SEATTLE CHILDREN'S HOSPITAL 704 228TH AVENUE NE, PMB 111 SAMMAMISH, WA 98074		501(C)(3)	GENERAL SUPPORT	3,000.
SPIRITT FAMILY SERVICES 2000 S. TYLER AVENUE EL MONTE, CA 91733		509(A)(1) & 170(B)(1)(A)(VI	GENERAL SUPPORT	2,000.
SPIRITT FAMILY SERVICES 147 S. 6TH AVENUE LA PUENTE, CA 91746		509(A)(1) & 170(B)(1)(A)(IV	GENERAL SUPPORT	1,000.
THE PAINTED TURTLE 1300 4TH STREET, SUITE 300 SANTA MONICA, CA 90401		501(C)(3)	GENERAL SUPPORT	10,000.
THE SMART FOUNDATION 26941 CABOT ROAD, #114 LAGUNA HILLS, CA 92653		501(C)(3)	GENERAL SUPPORT	2,000.
UCI SCHOOL OF LAW 401 E. PELTASON DRIVE, #1000 IRVINE, CA 92697		501(C)(3)	GENERAL SUPPORT	4,000.
WHITEWATER COMMUNITY FOUNDATION 207 W. MAIN STREET WHITEWATER, WI 53190		501(C)(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets