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 MARVIN AND SONDRA SMALLEY FOUNDATION	**A Employer identification number** 95-2535589
Number and street (or P O box number if mail is not delivered to street address) 963 STONE CANYON ROAD — Room/suite	**B** Telephone number 310-440-1133
City or town, state, and ZIP code LOS ANGELES, CA 90077	**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)* ▶$ 3,073,485. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**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	175,000.		N/A	
	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	85,021.	85,021.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-23,137.			
	b	Gross sales price for all assets on line 6a 359,159.				
	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	160.	160.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	237,044.	85,181.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	66.	0.		66.
	b	Accounting fees STMT 4	3,050.	1,020.		2,030.
	c	Other professional fees STMT 5	9,627.	9,627.		0.
	17	Interest				
	18	Taxes STMT 6	3,437.	3,402.		35.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	628.	628.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,808.	14,677.		2,131.
	25	Contributions, gifts, grants paid	144,961.			144,961.
	26	**Total expenses and disbursements.** Add lines 24 and 25	161,769.	14,677.		147,092.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	75,275.			
	b	**Net investment income** (if negative, enter -0-)		70,504.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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20 G16

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	24,192.	164,335.	164,335.
	2	Savings and temporary cash investments	270,891.	251,450.	251,450.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	1,461,104.	1,324,986.	2,094,725.
	c	Investments - corporate bonds STMT 9	453,136.	543,827.	562,975.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,209,323.	2,284,598.	3,073,485.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	2,209,323.	2,284,598.	
	30	**Total net assets or fund balances**	2,209,323.	2,284,598.	
	31	**Total liabilities and net assets/fund balances**	2,209,323.	2,284,598.	

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	2,209,323.
2	Enter amount from Part I, line 27a	2	75,275.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,284,598.
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	2,284,598.

CONTINUATION FOR 990-PF, PART IV
MARVIN AND SONDRA SMALLEY FOUNDATION 95-2535589 PAGE 1 OF 2

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	25000 ABBOTT LABS BONS	P	04/30/09	11/30/12
b	50000 CREDIT SUISSE BOND	P	09/10/03	01/17/12
c	831 SH GENL ELECTRIC	P	10/07/04	11/13/12
d	500 SH ISHARES MSCI EAFE	P	08/02/05	06/12/12
e	300 SH ISHARES MSCI EAFE	P	04/17/06	06/22/12
f	500 SH ISHARES MSCI EAFE	P	11/21/06	06/22/12
g	600 SH MEDRONIC	P	11/14/97	04/25/12
h	200 SH MEDRONIC	P	08/02/05	04/25/12
i	600 SH TEVA PHARMA	P	11/21/03	11/14/12
j	600 SH TEVA PHARMA	P	11/17/04	11/14/12
k	700 SH TARGET	P	11/21/06	04/25/12
l	400 SH ZIMMER HOLDINGS	P	09/25/03	02/14/12
m	100 SH ZIMMER HOLDINGS	P	08/02/05	02/14/12
n	500 SH WALGREEN	P	02/08/05	02/14/12
o	500 SH WALGREEN	P	06/21/05	02/14/12

	(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	25,000.		27,123.	-2,123.
b	50,000.		55,098.	-5,098.
c	20,775.		20,250.	525.
d	24,185.		27,530.	-3,345.
e	14,511.		19,667.	-5,156.
f	24,184.		35,415.	-11,231.
g	22,248.		14,152.	8,096.
h	7,416.		10,925.	-3,509.
i	23,038.		16,433.	6,605.
j	19,198.		13,695.	5,503.
k	39,742.		40,670.	-928.
l	24,497.		22,047.	2,450.
m	6,124.		8,133.	-2,009.
n	17,225.		21,780.	-4,555.
o	17,224.		22,690.	-5,466.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-2,123.
b				-5,098.
c				525.
d				-3,345.
e				-5,156.
f				-11,231.
g				8,096.
h				-3,509.
i				6,605.
j				5,503.
k				-928.
l				2,450.
m				-2,009.
n				-4,555.
o				-5,466.

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	

MARVIN AND SONDRA SMALLEY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-2535589 PAGE 2 OF 2

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	400 SH WALGREEN	P	11/21/06	02/14/12
b	10000 NAPA VALLEY WASTE B OND	P	11/30/11	08/01/12
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,780.		16,488.	-2,708.
b	10,000.		10,200.	-200.
c	12.			12.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-2,708.
b				-200.
c				12.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-23,137.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part 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	SEE ATTACHED STATEMENTS			
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	359,159.		382,296.	-23,137.

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				
b				
c				
d				
e				-23,137.

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	-23,137.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	165,678.	2,762,979.	.059964
2010	294,625.	2,810,545.	.104828
2009	213,054.	2,707,391.	.078693
2008	175,941.	2,962,907.	.059381
2007	183,788.	3,308,214.	.055555

2 Total of line 1, column (d)	2	.358421
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	.071684
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,889,523.
5 Multiply line 4 by line 3	5	207,133.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	705.
7 Add lines 5 and 6	7	207,838.
8 Enter qualifying distributions from Part XII, line 4	8	147,092.

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	1,410.
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	1,410.
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	1,410.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,360.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,360.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	1.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	51.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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		X
b	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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? N/A	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) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARVIN SMALLEY Telephone no. ▶310-440-1133

Located at ▶963 STONE CANYON ROAD, LOS ANGELES, CA ZIP+4 ▶90077

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 ▶ ______, ______, ______, ______				
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

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 | 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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 10		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 NONE - DISTRIBUTIONS ARE MADE DIRECTLY TO CHARITABLE ORGANIZATIONS.	0.
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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
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	2,578,093.
b	Average of monthly cash balances			1b	355,433.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,933,526.
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	2,933,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	44,003.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,889,523.
6	**Minimum investment return.** Enter 5% of line 5			6	144,476.

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	144,476.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,410.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,410.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	143,066.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	143,066.
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	143,066.

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	147,092.
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	147,092.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	147,092.

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					143,066.
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	19,864.				
b From 2008	29,928.				
c From 2009	79,294.				
d From 2010	155,672.				
e From 2011	28,879.				
f **Total** of lines 3a through e		313,637.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	147,092.				
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					143,066.
e Remaining amount distributed out of corpus		4,026.			
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		317,663.			
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		19,864.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		297,799.			
10 Analysis of line 9:					
a Excess from 2008	29,928.				
b Excess from 2009	79,294.				
c Excess from 2010	155,672.				
d Excess from 2011	28,879.				
e Excess from 2012	4,026.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

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

c Any submission deadlines:

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*				
ADAT ARI EL 12020 BURBANK BLVD. VALLEY VILLAGE, CA 91607		PUBLIC CHARITY	ASSISTANCE TO RELIGIOUS FACILITY	2,420.
AMERICAN JEWISH UNIVERSITY 15600 MULHOLLAND DR. BEL-AIR, CA 90077		PUBLIC CHARITY	ASSISTANCE TO EDUCATIONAL FACILITY	25,000.
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158		PUBLIC CHARITY	FIGHT PREJUDICE	300.
BEIT T'SHUVAH 8831 VENICE BLVD. LOS ANGELES, CA 90034		PUBLIC CHARITY	ASSISTANCE TO UNDERPRIVILEGED PEOPLE	21,430.
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD. LOS ANGELES, CA 90048		PUBLIC CHARITY	MEDICAL RESEARCH	1,600.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	144,961.
b *Approved for future payment* NONE				
Total			▶ 3b	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
CHILDRENS SURE HOUSE FOUNDATION PO BOX 5010 RANCHO SANTA FE, CA 92067		PUBLIC CHARITY	ASSISTANCE TO TODDLERS AND INFANTS	100.
COLDWELL BANKER COMMUNITY FOUNDATION 9350 S. 150 EAST, SUITE 500 SANDY, UT 84070		PUBLIC CHARITY	ASSISTANCE TO UNDERPRIVILEDGED PEOPLE	150.
CONCERN FOUNDATION 1026 S. ROBERTSON #300 LOS ANGELES, CA 90035		PUBLIC CHARITY	MEDICAL RESEARCH	200.
CONGREGATION NER TAMID 5721 CRESTRIDGE ROAD RANCHO PALOS VERDES, CA 90275		PUBLIC CHARITY	ASSISTANCE TO RELIGIOUS FACILITY	2,571.
FRIENDS OF ELNET 400 SKOKE NORTHBROOK , IL 60062		PUBLIC CHARITY	SUPPORT NATIONAL SECURITY AND IMPACT WORLD AFFAIRS	500.
FRIENDS OF FAIRFAX 161 S GARDNER ST LOS ANGELES, CA 90036		PUBLIC CHARITY	SUPPORT LIBRARY	100.
FRIENDS OF ISRAEL DEFENSE FORCES 6505 WILSHIRE BLVD SUITE 625 LOS ANGELES, CA 90048		PUBLIC CHARITY	NATIONAL SECURITY ASSISTANCE	500.
JEWISH FEDERATION 6505 WILSHIRE BLVD. 3RD FLOOR LOS ANGELES, CA 90048		PUBLIC CHARITY	ASSISTANCE TO RELIGIOUS FACILITY	45,000.
JOHN WAYNE CANCER INSTITUTE 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404		PUBLIC CHARITY	MEDICAL RESEARCH	100.
KCET 2900 ALAMEDA AVENUE BURBANK, CA 91505		PUBLIC CHARITY	PERFORMING ARTS ASSISTANCE	1,000.
Total from continuation sheets				94,211.

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
LACMA 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036		PUBLIC CHARITY	ASSISTANCE TO THE ARTS	480.
LOS ANGELES JEWISH HOME 7155 TAMPA AVE RESEDA, CA 91335		PUBLIC CHARITY	ASSISTANCE TO THE ELDERLY	7,500.
LUNG CANCER FOUNDATION OF AMERICA 15 S FRANKLIN ST NEW ULM, MN 56073		PUBLIC CHARITY	MEDICAL RESEARCH	300.
MOTHERS 2 MOTHERS 7441 W. SUNSET BLVD #205 LOS ANGELES, CA 90046		PUBLIC CHARITY	ASSISTANCE TO AT-RISK CHILDREN	2,600.
NACHSHON TEMPLE 4924 BALBOA BLVD ENCINO, CA 91316		PUBLIC CHARITY	ASSISTANCE TO THE ARTS	600.
NEW WEST SYMPHONY 2100 E THOUSAND OAKS BLVD STE D THOUSAND OAKS, CA 91362		PUBLIC CHARITY	PERFORMING ARTS ASSISTANCE	3,000.
STOP CANCER 2566 OVERLAND AVE. #790 LOS ANGELES, CA 90064		PUBLIC CHARITY	MEDICAL RESEARCH	28,525.
STUFF MY BAGS FOUNDATION 5347 STERLING CENTER DR WESTLAKE VILLAGE, CA 91361		PUBLIC CHARITY	ASSISTANCE TO CHILDREN SEPARATED FROM PARENTS	100.
UNIVERSITY WOMEN OF AJU 15600 MULHOLLAND DR. BEL-AIR, CA 90077		PUBLIC CHARITY	EDUCATIONAL ASSISTANCE	635.
VISTA DEL MAR CHILDREN & FAMILY SERVICES 3200 MOTOR AVE LOS ANGELES, CA 90034		PUBLIC CHARITY	ASSISTANCE TO UNDERPRIVILEGED CHILDREN	250.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	85,021.	
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			14	160.	
8 Gain or (loss) from sales of assets other than inventory			18	-23,137.	
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.		62,044.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 62,044.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

X Marvin Smalley X 11/8/13 X President

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
IRA BRODSKY		10/6/13		P00838068

Firm's name ▶ TAYLOR AND LIEBERMAN, A.A.C

Firm's EIN ▶ 95-3279305

Firm's address ▶ 10866 WILSHIRE BLVD., STE 1100
LOS ANGELES, CA 90024

Phone no. 310-475-9520

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LESS INTEREST PAID PURCHASE	-814.	0.	-814.
MERRILL LYNCH DIVIDENDS	59,572.	12.	59,560.
MERRILL LYNCH INTEREST	24,579.	0.	24,579.
MERRILL LYNCH OID	1,696.	0.	1,696.
TOTAL TO FM 990-PF, PART I, LN 4	85,033.	12.	85,021.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	160.	160.	
TOTAL TO FORM 990-PF, PART I, LINE 11	160.	160.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	66.	0.		66.
TO FM 990-PF, PG 1, LN 16A	66.	0.		66.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,050.	1,020.		2,030.
TO FORM 990-PF, PG 1, LN 16B	3,050.	1,020.		2,030.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,627.	9,627.		0.
TO FORM 990-PF, PG 1, LN 16C	9,627.	9,627.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL REGISTRY	25.	0.		25.
FOREIGN TAXES	1,282.	1,282.		0.
FEDERAL EXCISE TAX FOUNDATION	2,120.	2,120.		0.
CA FILING FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	3,437.	3,402.		35.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSES	628.	628.		0.
TO FORM 990-PF, PG 1, LN 23	628.	628.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,800 SHS AT&T INC	45,481.	60,678.
300 SHS APPLE INC	33,030.	159,652.
1,400 SHS BED, BATH & BEYOND	53,694.	78,274.
1000 SHS BERKSHIRE HATHAWAY B	52,869.	89,700.
4,100 SHS CISCO SYSTEMS	11,819.	80,563.
1,000 SHS COSTCO	40,127.	98,730.
700 SHS EXXON MOBIL	41,977.	60,585.
1,016 SHS NEXTERA ENERGY INC	32,181.	70,297.
100 SHS GOOGLE INC CL A	45,817.	70,738.
1,300 SHS ISHARES MSCI	0.	0.
700 SHS ISHARES S&P MIDCAP	58,068.	71,190.
900 SHS ISHARES S&P SMALLCAP	60,172.	70,290.
909 SHS JOHNSON & JOHNSON	50,699.	63,721.
800 SHS MEDTRONIC INC	0.	0.
3,200 SHS MICROSOFT CORP	19,881.	85,471.
1,350 SHS NESTLE	33,409.	87,979.
1,100 SHS PEPSICO	62,865.	75,273.
1,102 SHS PROCTOR & GAMBLE	34,042.	74,815.
1,000 SHS QUALCOMM INC	53,564.	61,860.
800 SHS ROYAL DUTCH PETROL	40,764.	55,160.
400 SHS STERICYCLE INC	28,812.	37,312.
521 SHS SIMON PROPERTY GROUP	55,622.	82,365.
1,424 SHS SOUTHERN COMPANY	43,722.	60,961.
800 SHS STRYKER	33,383.	43,856.
700 SHS TARGET CORP	0.	0.
1,100 SHS TEVA PHARMACEUTICAL	0.	0.
1,931 SHS TORTOISE ENERGY	54,440.	73,185.
1800 SHS VERIZON COMMUNICATIONS	50,196.	77,886.
600 SHS WAL-MART STORES INC	29,160.	40,938.
900 SHS WALGREEN	0.	0.
600 SHS WISDOMTREE TR INTL	39,072.	30,174.
500 SHS ZIMMER HOLDINGS	0.	0.
831 SHS GENERAL ELECTRIC	0.	0.
169 SHS GENERAL ELECTRIC CAP PFD	4,472.	4,228.
100 SHS JP MORGAN CHASE PFD	25,110.	25,170.
500 SH PHILIP MORRIS	34,875.	41,820.
200 SH PHILIP MORRIS	16,568.	16,728.
500 SH ACCENTURE	28,560.	33,250.
800 SH EXPRESS SCRIPTS	44,170.	43,200.
600 SH NIKE	32,694.	30,960.
300 SH UNION PACIFIC	33,671.	37,716.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,324,986.	2,094,725.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
30,000 AMGEN INC	30,437.	32,945.
25,000 ABBOTT LABS	0.	0.
25,000 CISCO SYSTEMS	26,975.	28,576.
35,000 COSTCO WHOLESALE CORP.	37,275.	41,262.
50,000 CREDIT SUISSE	0.	0.
50,000 GENERAL ELECTRIC CAP	50,000.	50,002.
50,000 GE CAP FINL	50,662.	50,798.
50,000 GE CAP RETAIL	50,148.	50,220.
50,000 GOLDMAN SACHS	50,497.	52,146.
50,000 GOLDMAN SACHS CD	50,000.	49,920.
35,000 PHILIP MORRIS INT'L	37,457.	37,687.
100,000 WELLS FARGO	100,010.	107,279.
50,000 FPL GROUP CAPITAL INC.	50,166.	52,094.
10,000 NAPA CA SOLID WASTE	10,200.	10,046.
10,000 NAPA CA SOLID WASTE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	543,827.	562,975.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN SMALLEY 963 STONE CANYON ROAD LOS ANGELES, CA 90077	PRESIDENT 1.00	0.	0.	0.
SONDRA SMALLEY 963 STONE CANYON ROAD LOS ANGELES, CA 90077	SECRETARY 1.00	0.	0.	0.
DEBRA SMALLEY 963 STONE CANYON ROAD LOS ANGELES, CA 90077	TRUSTEE 0.00	0.	0.	0.
JEFFREY SMALLEY 963 STONE CANYON ROAD LOS ANGELES, CA 90077	TRUSTEE 0.00	0.	0.	0.
SCOTT SMALLEY 963 STONE CANYON ROAD LOS ANGELES, CA 90077	TRUSTEE 0.00	0.	0.	0.
LORI SMALLEY SCHWARTZ 963 STONE CANYON ROAD LOS ANGELES, CA 90077	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

MARVIN SMALLEY
SONDRA SMALLEY

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MARVIN AND SONDRA SMALLEY FOUNDATION	Employer identification number (EIN) or 95-2535589
	Number, street, and room or suite no. If a P.O. box, see instructions. 963 STONE CANYON ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90077	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARVIN SMALLEY 963 STONE CANYON ROAD - LOS ANGELES, CA 90077
  Telephone No. ▶ 310-440-1133 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ________________, and ending ________________.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 1,360.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,360.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MARVIN AND SONDRA SMALLEY FOUNDATION

Employer identification number (EIN) or
95-2535589

Number, street, and room or suite no. If a P.O. box, see instructions.
963 STONE CANYON ROAD

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
LOS ANGELES, CA 90077

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ MARVIN SMALLEY 963 STONE CANYON ROAD - LOS ANGELES, CA 90077

Telephone No. ▶ 310-440-1133 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension
THE ADDITIONAL TIME IS NEEDED TO SECURE THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	1,360.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	1,360.
c **Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 8/13/13