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

2012

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

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

LA84 FOUNDATION
2141 WEST ADAMS BOULEVARD
LOS ANGELES, CA 90018-2040A Employer identification number
95-3792725B Telephone number (see the instructions)
(323) 730-9600C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☐ Cash ☒ Accrual
\$ 139,555,111. ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (att sch)	6,902.			
2	Ck ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	9,581.	9,581.		
4	Dividends and interest from securities	2,563,970.	2,563,970.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	1,126,434.			
b	Gross sales price for all assets on line 6a	6,075,510.			
7	Capital gain net income (from Part IV, line 2)		1,126,434.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
	SEE STATEMENT 1	3,512,560.	3,450,530.		
12	Total. Add lines 1 through 11	7,219,447.	7,150,515.	0.	
13	Compensation of officers, directors, trustees, etc	581,679.	262,441.		319,238.
14	Other employee salaries and wages	1,121,815.			1,121,815.
15	Pension plans, employee benefits	592,216.	72,088.		520,128.
16a	Legal fees (attach schedule) SEE ST 2	41,083.	5,655.		35,428.
b	Accounting fees (attach sch) SEE ST 3	89,230.	45,771.		43,459.
c	Other prof fees (attach sch) SEE ST 4	221,106.	68,290.		152,816.
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 5	242,650.			1,614.
19	Depreciation (attach sch) and depletion	14,497.			
20	Occupancy	372,526.			372,526.
21	Travel, conferences, and meetings	53,439.	22,638.		30,801.
22	Printing and publications	5,261.			5,261.
23	Other expenses (attach schedule)				
	SEE STATEMENT 6	1,400,100.	34,478.		1,365,622.
24	Total operating and administrative expenses. Add lines 13 through 23	4,735,602.	511,361.		3,968,708.
25	Contributions, gifts, grants paid PART XV	2,398,863.			2,814,100.
26	Total expenses and disbursements. Add lines 24 and 25	7,134,465.	511,361.	0.	6,782,808.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	84,982.			
b	Net investment income (if negative, enter -0-)		6,639,154.		
c	Adjusted net income (if negative, enter -0-)			0.	

G14

7

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	118,191.	147,059.	147,059.
	2 Savings and temporary cash investments	6,553,652.	5,225,894.	5,225,894.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	368,520.	68,799.	68,799.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 7	40,469,907.	42,563,181.	42,563,181.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	18,419,391.	19,646,532.	19,646,532.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 9	66,027,198.	71,249,165.	71,249,165.
	14 Land, buildings, and equipment basis 5,585,679.			
	Less: accumulated depreciation (attach schedule) SEE STMT 10 4,931,198.	668,978.	654,481.	654,481.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	132,625,837.	139,555,111.	139,555,111.
	17 Accounts payable and accrued expenses	894,836.	800,825.	
	18 Grants payable	1,610,136.	1,192,734.	
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,504,972.	1,993,559.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	130,120,865.	137,561,552.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	130,120,865.	137,561,552.	
	31 Total liabilities and net assets/fund balances (see instructions)	132,625,837.	139,555,111.	

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	130,120,865.
2 Enter amount from Part I, line 27a	2	84,982.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	7,355,705.
4 Add lines 1, 2, and 3	4	137,561,552.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	137,561,552.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a NORTHERN TRUST DOMESTIC EQ	P	3/11/01	4/04/12
b NORTHERN TRUST DOMESTIC EQ	P	3/12/08	8/09/12
c NORTHERN TRUST DOMESTIC EQ	P	3/12/08	12/27/12
d CALLED BONDS	P	VARIOUS	VARIOUS
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 2,000,000.		1,542,291.	457,709.
b 1,000,000.		762,496.	237,504.
c 1,500,000.		1,108,199.	391,801.
d 1,575,510.		1,536,090.	39,420.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			457,709.
b			237,504.
c			391,801.
d			39,420.
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	1,126,434.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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 (column (b) divided by column (c))
2011	6,100,594.	132,826,766.	0.045929
2010	6,480,548.	125,559,874.	0.051613
2009	6,456,944.	118,506,149.	0.054486
2008	8,498,292.	142,833,366.	0.059498
2007	7,420,086.	164,697,125.	0.045053

2 Total of line 1, column (d)	2	0.256579
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051316
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	136,486,557.
5 Multiply line 4 by line 3	5	7,003,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	66,392.
7 Add lines 5 and 6	7	7,070,336.
8 Enter qualifying distributions from Part XII, line 4	8	6,782,808.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	132,783.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	132,783.
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	132,783.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	95,479.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	85,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	180,479.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	494.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	47,202.
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 47,202. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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.		
c 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.LA84FOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>MARCIA SUZUKI</u> Telephone no <u>(323) 730-4628</u> Located at <u>2141 WEST ADAMS LOS ANGELES CA</u> ZIP + 4 <u>90018-2040</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	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		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
1 a 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 ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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?

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12				
		581,679.	89,618.	20,000.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. PATRICK ESCOBAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-GRANTS&PRO 40	145,277.	51,926.	6,000.
WAYNE WILSON 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	VP-EDUC SRV 40	129,379.	38,848.	6,000.
GABRIELA TOVAR 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	MGR-GRANTS&PR 40	109,157.	25,025.	0.
KAREN GODDY 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	ASST. TREASUR 40	72,263.	35,831.	0.
JALAL HAZZARD 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	PROGRAM OFFIC 40	72,891.	30,916.	0.

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

6

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDNEY CONSULTING 5855 GREEN VALLEY CIRCLE CULVER CITY, CA 90230	IT CONSULTING	53,548.
PAMELA R ROSS, CPA 22739 FEDERALIST ROAD CALABASAS, CA 91302	ACCOUNTING	63,730.
SOCIAL CAPITAL INC 875 N. MICHIGAN AVENUE #1342 CHICAGO, IL 60611	DEVELOPMENT	108,555.
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 SPORTS PROGRAMS - THE FOUNDATION INITIATES, FINANCES AND OPERATES YOUTH SPORTS PROGRAMS IN SWIMMING, RUNNING, RUGBY AND CYCLING TO INTRODUCE LARGE NUMBERS OF YOUTH TO ORGANIZED SPORTS.	506,330.
2 SEE STATEMENT 13	440,576.
3 MARKETING AND DEVELOPMENT - THE FOUNDATION DISTRIBUTES INFORMATION ABOUT PROMOTING SPORTS AND CONDUCTS SPORTS AWARDS PROGRAMS.	330,515.
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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Form 990-PF (2012)

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	1 a	133,919,997.
b	Average of monthly cash balances	1 b	4,645,035.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	138,565,032.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	138,565,032.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,078,475.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	136,486,557.
6	Minimum investment return. Enter 5% of line 5	6	6,824,328.

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	6,824,328.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	132,783.
b	Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	132,783.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,691,545.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,691,545.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	6,691,545.

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	1 a	6,782,808.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,782,808.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,782,808.

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				6,691,545.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	1,554,301.			
d From 2010	6,480,548.			
e From 2011				
f Total of lines 3a through e	8,034,849.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 6,782,808.				
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				6,691,545.
e Remaining amount distributed out of corpus	91,263.			
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	8,126,112.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions.		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,126,112.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	1,554,301.			
c Excess from 2010	6,480,548.			
d Excess from 2011				
e Excess from 2012	91,263.			

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 SEE ATTACHMENT A	N/A	PUBLIC	YOUTH SPORTS	2,814,100.
Total			3 a	2,814,100.
b Approved for future payment SEE ATTACHMENT B	N/A	PUBLIC	YOUTH SPORTS	1,208,830.
Total			3 b	1,208,830.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- 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***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		Employer identification number (EIN) or
	LA84 FOUNDATION		95-3792725
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	2141 WEST ADAMS BOULEVARD		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	LOS ANGELES, CA 90018-2040		

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

04

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 (section 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 ▶ MARCIA SUZUKI

Telephone No ▶ (323) 730-4628 FAX No ▶ (323) 730-9636

- 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 8/15, 20 13, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:
- ▶ ☒ calendar year 20 12 or
 - ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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	\$	132,783.
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	\$	180,479.
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.

- 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 extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	LA84 FOUNDATION		95-3792725
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	PAMELA R. ROSS, CPA 22739 FEDERALIST ROAD		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	CALABASAS, CA 91302-4809		

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

04

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 (section 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 care of ▶ MARCIA SUZUKI
Telephone No. ▶ (323) 730-4628 FAX No ▶ (323) 730-9636
- 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 11/15, 2013.
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- 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 COMPLETE AND ACCURATE ACCOUNTING DATA IS NOT YET AVAILABLE FOR PREPARATION OF THE TAX 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	\$ 132,783.
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	\$ 180,479.
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 ▶

Date ▶

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)

LA84 FOUNDATION

95-3792725

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LIBRARY INCOME	\$ 7,030.		
PASSTHROUGHS-SEE SCH P	3,450,530.	\$ 3,450,530.	
SUMMIT INCOME	55,000.		
TOTAL	\$ 3,512,560.	\$ 3,450,530.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ABELSON HERRON	\$ 10,665.			\$ 10,665.
LATHAM & WATKINS	10,135.	\$ 5,655.		4,480.
RODRIGUEZ, HORII & CHOI	20,283.			20,283.
TOTAL	\$ 41,083.	\$ 5,655.	\$ 0.	\$ 35,428.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREEN, HASSON & JANKS	\$ 25,500.			\$ 25,500.
PAMELA R. ROSS, CPA	63,730.	\$ 45,771.		17,959.
TOTAL	\$ 89,230.	\$ 45,771.	\$ 0.	\$ 43,459.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEWEY SQUARE GROUP	\$ 14,700.			\$ 14,700.
JAMES ROBIE DESIGN	4,875.			4,875.
KATYA MOSHKOVICH	7,000.	\$ 7,000.		
KIMIYA SHOKOOHI	7,000.			7,000.
LASNIK-BROIDA CONSULTANTS	8,458.			8,458.
MICHAEL BLOOM	2,500.			2,500.
NORTHEAST DOCUMENT CONSERVATION	4,853.			4,853.
NORTHERN TRUST	26,033.	26,033.		
ORGANIZATIONAL EFFECTIVENESS	375.			375.

LA84 FOUNDATION

95-3792725

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYDEN & RYGEL	\$ 35,257.	\$ 35,257.		
SOCIAL CAPITAL INC	108,555.			\$ 108,555.
YOU BETCHA INTERACTIVE	1,500.			1,500.
TOTAL	\$ 221,106.	\$ 68,290.	\$ 0.	\$ 152,816.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 241,036.			
PROPERTY TAXES	1,614.			\$ 1,614.
TOTAL	\$ 242,650.	\$ 0.	\$ 0.	\$ 1,614.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COACHING EDUCATION	\$ 184,037.			\$ 184,037.
COMPUTER EQUIPMENT AND SUPPLIES	23,216.			23,216.
COMPUTER MAINTENANCE AND SUPPORT	127,769.	\$ 29,547.		98,222.
CYCLING PROGRAM	72,781.			72,781.
EDUCATION SERVICES	14,018.			14,018.
INSURANCE	187,684.			187,684.
INTERNET CHARGES	7,621.			7,621.
MARKETING AND DEVELOPMENT	150,800.			150,800.
MIDDLE SCHOOL PROGRAM	7,014.			7,014.
OFFICE AND FACILITY SUPPLIES	26,965.	1,112.		25,853.
OPERATIONAL EXPENSES	9,508.			9,508.
PAYROLL SERVICE AND BENEFIT ADMIN	45,964.			45,964.
PHOTOCOPYING	21,204.			21,204.
SHIPPING AND POSTAGE	12,100.			12,100.
STORAGE	14,213.			14,213.
SUBSCRIPTIONS AND DUES	24,225.	3,819.		20,406.
SUMMER SWIM	361,767.			361,767.
SUPPORT MATERIALS	4,894.			4,894.
WEBSITE	39,552.			39,552.
YOUTH RUN	64,768.			64,768.
TOTAL	\$ 1,400,100.	\$ 34,478.	\$ 0.	\$ 1,365,622.

LA84 FOUNDATION

95-3792725

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NORTHERN TRUST	MKT VAL	\$ 42,563,181.	\$ 42,563,181.
	TOTAL	<u>\$ 42,563,181.</u>	<u>\$ 42,563,181.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NORTHERN TRUST	MKT VAL	\$ 2,388,507.	\$ 2,388,507.
DELAWARE INVESTMENTS	MKT VAL	7,891,186.	7,891,186.
PAYDEN & RYSEL	MKT VAL	8,498,801.	8,498,801.
TCW	MKT VAL	868,038.	868,038.
	TOTAL	<u>\$ 19,646,532.</u>	<u>\$ 19,646,532.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ANCHOR POINT	MKT VAL	\$ 116,831.	\$ 116,831.
BLACKSTONE	MKT VAL	41,492,080.	41,492,080.
RIMROCK CAPITAL MANAGEMENT	MKT VAL	5,532,897.	5,532,897.
ABBOTT CAPITAL	MKT VAL	2,233,397.	2,233,397.
ANGELO GORDON	MKT VAL	1,070,243.	1,070,243.
AUDAX MEZZANINE	MKT VAL	639,068.	639,068.
BRENTWOOD PARTNERS	MKT VAL	5,671,083.	5,671,083.
BT PRIVATE EQUITY	MKT VAL	21,333.	21,333.
COMMON VENTURE	MKT VAL	358,596.	358,596.
ENCAP CAPITAL	MKT VAL	1,283,057.	1,283,057.
FORT WASHINGTON	MKT VAL	499,983.	499,983.
GOLDMAN SACHS PRIVATE EQUITIES	MKT VAL	2,681,591.	2,681,591.
KEYHAVEN	MKT VAL	1,726,909.	1,726,909.
MERIT ENERGY	MKT VAL	650,161.	650,161.
OAKTREE CAPITAL	MKT VAL	314,061.	314,061.
OSAGE UNIVERSITY PARTNERS	MKT VAL	219,532.	219,532.
PALOMAR	MKT VAL	747,803.	747,803.
SCALE VENTURE	MKT VAL	1,765,142.	1,765,142.
SPUR CAPITAL	MKT VAL	513,920.	513,920.
TCW	MKT VAL	2,346,483.	2,346,483.
TOP TIER	MKT VAL	544,294.	544,294.
WARBURG PINCUS	MKT VAL	820,701.	820,701.
	TOTAL	<u>\$ 71,249,165.</u>	<u>\$ 71,249,165.</u>

LA84 FOUNDATION

95-3792725

STATEMENT 10
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 25,012.	\$ 25,012.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	199,387.	199,387.	0.	0.
MACHINERY AND EQUIPMENT	358,414.	333,097.	25,317.	25,317.
BUILDINGS	3,920,561.	3,920,561.	0.	0.
IMPROVEMENTS	482,862.	453,141.	29,721.	29,721.
LAND	599,443.		599,443.	599,443.
TOTAL	\$ 5,585,679.	\$ 4,931,198.	\$ 654,481.	\$ 654,481.

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

TOTAL \$ 7,355,705.
\$ 7,355,705.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANITA DEFRANTZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	PRESIDENT 40.00	\$ 310,686.	\$ 35,164.	\$ 14,000.
CONRAD FREUND 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	COO 40.00	189,269.	30,091.	6,000.
ROBERT V. GRAZIANO 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	CHAIRMAN 0	0.	0.	0.
YVONNE B. BURKE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JAE MIN CHANG 2131 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
DEBRA KAY DUNCAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.

STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART VIII, LINE 1
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAMES L. EASTON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
PRISCILLA FLORENCE 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JONATHAN GLASER 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
RAFER JOHNSON 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
MAUREEN KINDEL 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
THOMAS E. LARKIN, JR. 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	EMERITUS 0	0.	0.	0.
MARIANN HARRIS 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
MARCIA SUZUKI 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	TREASURER 40.00	81,724.	24,363.	0.
PATRICK MCCLENAHAN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JOHN F. CHAVEZ 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
WALTER F. ULLOA 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
PETER O'MALLEY 2141 W. ADAMS BLVD LOS ANGELES, CA 90018	EMERITUS 0	0.	0.	0.

LA84 FOUNDATION

95-3792725

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
FRANK M. SANCHEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
PETER V. UEHERROTH 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
GILBERT R. VASQUEZ 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
JOHN ZIFFREN 2141 WEST ADAMS BLVD LOS ANGELES, CA 90018	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 581,679.	\$ 89,618.	\$ 20,000.

STATEMENT 13
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
EDUCATION SERVICES - THE FOUNDATION OPERATES, ON ITS PREMISES, A SPORTS LIBRARY WHICH CONTAINS ARCHIVES OF PRINTED MATERIALS, FILMS AND VIDEOS RELATED TO SPORTS. THE FOUNDATION ALSO OPERATES A WEBSITE DEDICATED TO SPORTS RESEARCH. THE FOUNDATION CONDUCTS COACHING CLINICS THROUGHOUT THE YEAR FOR VARIOUS TEAM SPORTS.	\$ 440,576.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	LA84 FOUNDATION
NAME:	GRANTS PROGRAM
CARE OF:	2141 W. ADAMS BLVD
STREET ADDRESS:	LOS ANGELES, CA 90018
CITY, STATE, ZIP CODE:	(323) 730-4600
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	PLEASE SEE WEBSITE AT WWW.LA84FOUNDATION.ORG
SUBMISSION DEADLINES:	PLEASE SEE WEBSITE
RESTRICTIONS ON AWARDS:	PLEASE SEE WEBSITE

LA84 FOUNDATION
FEIN 95-3792725

<u>Recipient</u>	<u>Recipient Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
A Place Called Home	2830 South Central Avenue Los Angeles, CA 90011	Public	Youth Sports	\$ 22,386.91
America SCORES LA	3685 Motor Avenue, Suite 110 Los Angeles, CA 90034	Public	Youth Sports	29,825 25
American Youth Soccer Organization	P O Box 1646 Montebello, CA 90640	Public	Youth Sports	6,739 60
Anahuak Youth Soccer Association	5317 N. Figueroa Street, #1 Los Angeles, CA 90042-4066	Public	Youth Sports	9,126 30
Boys & Girls Club of Whittier, Inc	7905 S Greenleaf Avenue Whittier, CA 90602	Public	Youth Sports	13,327.09
Boys & Girls Clubs of America - Variety	2530 Cincinnati Street Los Angeles, CA 90033	Public	Youth Sports	10,000.00
Boys & Girls Clubs of America - West San Gabriel Valley	328 South Ramona Avenue Monterey Park, CA 91754	Public	Youth Sports	23,482 72
Boys & Girls Clubs of Burbank, Inc.	2244 N. Buena Vista St. Burbank, CA 91504	Public	Youth Sports	18,456 31
Boys & Girls Clubs of Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807	Public	Youth Sports	14,000 00
CA Hospital Medical Center Foundation	1401 S Grand Avenue Los Angeles CA 90015	Public	Youth Sports	25,000 00
Catholic Charities of Los Angeles, Inc	1530 James M. Wood Blvd. Los Angeles, CA 91107	Public	Youth Sports	25,000 00
Chatsworth Junior Baseball League	121350 Mayall Street Chatsworth, CA 91131	Public	Youth Sports	50,000 00
City of Los Angeles DDF	221 N Figueroa St., 2nd Floor Los Angeles, CA 90012	Public	Youth Sports	90,000 00
County of Los Angeles	360 West El Segundo Blvd Los Angeles, CA 90061	Public	Youth Sports	95,966 64
Crossroads	14025 Rosella Street La Puente, CA 91746	Public	Youth Sports	10,000 00
East San Gabriel Valley Japanese Community Center	1203 W Puente Ave West Covina, CA 91790	Public	Youth Sports	13,500.00
Eastside Boys and Girls Club of Los Angeles	324 N McDonnell Avenue Los Angeles, CA 90022	Public	Youth Sports	12,750.00
Friends of Expo Center	3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	Public	Youth Sports	40,827.87
Heart of Los Angeles Youth, Inc.	2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	Public	Youth Sports	35,175.99
Hollywood Police Activities League	1358 N Wilcox Avenue Los Angeles, CA 90028	Public	Youth Sports	31,649 92
Inter Tribal Sports Inc.	41892 Enterprise Circle South, Ste B Temecula, CA 92590	Public	Youth Sports	59,999 99
JCA Swim Team	2202 S Figueroa #334 Los Angeles, CA 90044	Public	Youth Sports	35,000 00

LA84 FOUNDATION
FEIN 95-3792725

<u>Recipient</u>	<u>Recipient Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Kids In Sports	3980 Bill Robertson Lane #237 Los Angeles, CA 90037	Public	Youth Sports	319,374 16
LA's Best	200 N Spring Street, M-120 Los Angeles, CA 90012	Public	Youth Sports	328,283 98
Los Angeles Parks Foundation	11973 San Vicente Blvd #200 Los Angeles, CA 90049	Public	Youth Sports	100,000 00
Los Angeles Table Tennis Association	10180 Valley Blvd. El Monte, CA 91731	Public	Youth Sports	3,000 00
Los Angeles Unified School District	333 South Beaudry Ave Los Angeles, CA 90017	Public	Youth Sports	346,370 19
Mt San Antonio College	1100 N Grand Avenue Walnut, CA 91789	Public	Youth Sports	92,432 67
P F. Bresee Foundation	184 Bimini Pl. Los Angeles, CA 90004	Public	Youth Sports	26,085 96
Perris Valley Youth Association Sports	P O Box 478 Perris, CA 92572	Public	Youth Sports	5,000.00
Play Rugby USA - California	2015 21st Street, Apt A Santa Monica, CA 90404	Public	Youth Sports	54,394 84
Pleasant Valley Swim Team	PO Box 922 Camarillo, CA 93011-0992	Public	Youth Sports	15,000.00
Rose Bowl Aquatics Center	360 N Arroyo Blvd. Pasadena, CA 91103	Public	Youth Sports	57,614 00
Sheriff's Youth Foundation	4700 Ramona Boulevard Monterey Park, CA 91754	Public	Youth Sports	76,200 00
Southern California Falcons	154 E 91st Street Los Angeles, CA 90003	Public	Youth Sports	437 71
Southern California Speed Skating Association	2242 Rancho Corona Dr Corona, CA 92882	Public	Youth Sports	31,600.00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	Public	Youth Sports	149,066 96
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	Public	Youth Sports	126,313 00
Swim Torrance	21143 Hawthorne Blvd #457 Torrance, CA 90503	Public	Youth Sports	13,136 33
The Boys & Girls Clubs of Venice, Inc.	2232 Lincoln Blvd Venice, CA 90291	Public	Youth Sports	23,000 00
The Challengers Boys and Girls Club	5029 S Vermont Avenue Los Angeles, CA 90037	Public	Youth Sports	2,997 92
THINK Together	2100 E. Fourth Street Santa Ana, CA 92705	Public	Youth Sports	76,040 00
Toberman Neighborhood Center, Inc.	131 N Grand Avenue San Pedro, CA 90731	Public	Youth Sports	9,240 09
Vernon Lee Amateur Gymnastics Academy	464 E Walnut Pasadena, CA 91101	Public	Youth Sports	12,500 00

LA84 FOUNDATION
FEIN 95-3792725

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Watts Willowbrook Boys & Girls Club	1339 East 120th Street Los Angeles, CA 90059	Public	Youth Sports	25,200 00
Woodcraft Rangers, Inc	1625 W Olympic Boulevard #800 Los Angeles, CA 90015	Public	Youth Sports	75,000 00
YALLA	3637 Saddle Drive Spring Valley, CA 91977	Public	Youth Sports	30,000 00
YMCA - East Valley Redlands Family	500 E. Citrus Avenue Redlands, CA 92373	Public	Youth Sports	75,000 00
YMCA of Metropolitan Los Angeles	2000 W Beverly Blvd Montebello, CA 90640	Public	Youth Sports	26,516 25
YMCA of Pomona Valley	350 N Garey Pomona, CA 91767	Public	Youth Sports	13,812 26
Youth N' Motion Academy Incorporated	3403 W. 43rd Street Los Angeles, CA 90008	Public	Youth Sports	13,650 00
Youth Speak Collective	444 S Brand Blvd #201 San Fernando, CA 91340	Public	Youth Sports	<u>14,618 91</u>
TOTAL				<u>\$2,814,099.82</u>

LA84 FOUNDATION
FEIN 95-3792725

<u>Recipient</u>	<u>Recipient Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
A Place Called Home	2830 South Central Avenue Los Angeles, CA 90011	Public	Youth Sports	\$4,892 56
Antelope Valley Track Club	2315 Palmdale Blvd Palmdale, CA 93550	Public	Youth Sports	2,500 00
AnyBody Can Youth Foundation	3131 Market Street San Diego, CA 92102	Public	Youth Sports	3,000.00
Baldwin Park Braves Pop Warner	PO Box 1112 Baldwin Park, CA 91706	Public	Youth Sports	1,000 00
Boys & Girls Clubs Of America - La Habra/Brea	1211 Fahringer Way La Habra, CA 90631	Public	Youth Sports	1,000.00
Covina Vikings Youth Football Organization	PO BOX 2232 COVINA, CA 91722	Public	Youth Sports	3,000 00
Crossroads	14025 Rosella Street La Puente, CA 91746	Public	Youth Sports	2,000 00
Duarte Hawks Youth Football Corp.	240 West Cypress Avenue Monrovia, CA 91016	Public	Youth Sports	1,000.00
Eastside Boys and Girls Club of Los Angeles	324 N. McDonnell Avenue Los Angeles, CA 90022	Public	Youth Sports	7,250.00
Friends of Expo Center	3980 Bill Robertson Lane, #203 Los Angeles, CA 90037	Public	Youth Sports	19,172 13
Greater San Diego After-School All Stars	4542 Ruffner Street, Suite 130 San Diego, CA 92111	Public	Youth Sports	19,185.00
Hacienda Heights Junior All American Football Association	P O Box 5832 Hacienda Heights, CA 91745	Public	Youth Sports	1,000.00
Heart of Los Angeles Youth, Inc	2701 Wilshire Blvd. Suite 100 Los Angeles, CA 90057	Public	Youth Sports	18,264 01
High Desert Heat Track Club	1806 E Newgrove St. Lancaster, CA 93535	Public	Youth Sports	1,000 00
Hollenbeck Police Activities League	126 N. St. Louis Street Los Angeles, CA 90033	Public	Youth Sports	45,491 00
Hope Street Family Center	1401 S Grand Avenue Los Angeles, CA 90015	Public	Youth Sports	50,000.00
Jeopardy Program - Devonshire LAPD	8721 Wilbur Ave Northridge, CA 91324	Public	Youth Sports	3,000 00
KEEN LA	601 S Figueroa Street, # 2500 Los Angeles, CA 90017	Public	Youth Sports	1,000.00
Kids In Sports	3980 Bill Robertson Lane #237 Los Angeles, CA 90037	Public	Youth Sports	94,074 95
LA's Best	200 N. Spring Street, M-120 Los Angeles, CA 90012	Public	Youth Sports	139,420 91
Lawndale Youth Football and Cheerleading Association, Inc	3701 Inglewood Ave #104 Redondo Beach, CA 90278	Public	Youth Sports	1,000.00
Little Tokyo Service Center, Inc	231 E. 3rd St Ste G106 Los Angeles, CA 90013	Public	Youth Sports	1,000.00
Los Angeles Unified School District	333 South Beaudry Ave Los Angeles, CA 90017	Public	Youth Sports	430,763 98

LA84 FOUNDATION
FEIN 95-3792725

<u>Recipient</u>	<u>Recipient Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Mt. San Antonio College	1100 N. Grand Avenue Walnut, CA 91789	Public	Youth Sports	27,567 33
Orange County Youth Commission	901 E. Fourth Street Santa Ana, CA 92702	Public	Youth Sports	1,000.00
P. F. Bresee Foundation	184 Bimini Pl. Los Angeles, CA 90004	Public	Youth Sports	8,914.04
People For Parks Charitable Fund	16161 Ventura Blvd Encino, CA 91436	Public	Youth Sports	10,000 00
Pico Rivera Dons Football For Youth, Inc.	9256 Sunglow Street Pico Rivera, CA 90660	Public	Youth Sports	1,000 00
Play Rugby USA - California	2015 21st Street, Apt A Santa Monica, CA 90404	Public	Youth Sports	5,605.16
Playworks	543 S Spring Street #1227 Los Angeles, CA 90013	Public	Youth Sports	24,100 00
Rose Bowl Aquatics Center	360 N Arroyo Blvd. Pasadena, CA 91103	Public	Youth Sports	39,338 00
Santa Clarita Valley Boys and Girls Club	24909 Newhall Avenue Santa Clarita, CA 91321	Public	Youth Sports	3,000 00
Search To Involve Pilipino Americans	3200 W Temple Street Los Angeles, CA 90026	Public	Youth Sports	3,000 00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	Public	Youth Sports	15,943 84
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	Public	Youth Sports	26,267 00
Taking The Reins	3919 1/2 Rigali Avenue Los Angeles, CA 90039	Public	Youth Sports	1,000.00
The Boys and Girls Club of Hollywood	850 N Cahuenga Blvd Hollywood, CA 90038	Public	Youth Sports	50,000 00
The GRYD Foundation- Summer Night Lights	200 North Spring Street Los Angeles, CA 90012	Public	Youth Sports	50,000 00
THINK Together	2100 E Fourth Street Santa Ana, CA 92705	Public	Youth Sports	66,042 00
Toberman Neighborhood Center, Inc	131 N. Grand Avenue San Pedro, CA 90731	Public	Youth Sports	6,037.79
United Boys & Girls Clubs of Santa Barbara County	5701 Hollister Ave Goleta, CA 93117	Public	Youth Sports	3,000 00
Vernon Lee Amateur Gymnastics Academy	464 E. Walnut Pasadena, CA 91101	Public	Youth Sports	12,500.00
West Covina Bruins Football and Cheer Program	P O. Box 1383 West Covina, CA 91793	Public	Youth Sports	1,000 00
Xtreme Youth Football & Cheer Inc	824 South Spruce Street Montebello, CA 90640	Public	Youth Sports	1,000 00
YMCA of Metropolitan Los Angeles	2000 W Beverly Blvd Montebello, CA 90640	Public	Youth Sports	2,500 00
TOTAL				\$1,208,829.70

LA84 FOUNDATION
FEIN 95-3792725
PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total
Abbott Capital Private Equity Fund III	2,882	4,360	25,841	1,283	183,726	6,954	35,628	189,418	33,152	156,266
Abbott Capital Private Equity Fund VI	6,423	6,108	9,384	6,446	50,035	1,668	84,736	(4,672)	2,598	(7,270)
Audax Mezzanine Fund	9,239	3,328			24,270		3,866	32,971		32,971
Audax Mezzanine Fund II		62,035	5,802	3,782	34,147		11,109	94,657	967	93,690
Blackstone Credit Liquidity Partners		635	28,915		(21,034)	(1)	170	8,345		8,345
Blackstone Credit Liquidity (Cayman)							187	(187)		(187)
Blackstone Capital Partners IV			12,027		86,242		132	98,137		98,137
Blackstone Capital Partners (Cayman)		112	8,071		13,173		561	20,795		20,795
Blackstone FC Capital Partners							91	(91)		(91)
Blackstone FCH Capital Partners							20	(20)		(20)
Blackstone SGP Capital Partners (Cayman) IV	(11,905)	45			(2,192)	6	161	(14,207)	(11,905)	(2,302)
Blackstone Capital Partners V LP		939	3,000		49,360	325	954	52,670		52,670
BCP (Cayman) V-S					429		13	416		416
BCP V-S		88					66	22		22
BCP V Co-Investors		97					8	89		89
BCP V Co-Investors (Cayman)					168		52	116		116
BCP V Co-Investors (Cayman SWA)			3,460				34	3,426		3,426
Blackstone Capital Partners (Cayman) V-NQ	(20,623)	233			(26)	1,605	876	(19,687)	(17,418)	(2,269)
Blackstone Capital Partners (Cayman) V			898		59,391		1,402	58,887	45	58,842
Blackstone Capital Partners (Cayman II) V		18	733				240	511		511
Blackstone Capital Partners (Cayman II) V-NQ		1,332	36				23	1,345		1,345
Blackstone Capital Partners (Cayman III) V			17,913				24	17,889		17,889
Blackstone Capital Partners V USS Feeder	(13,203)					326	447	(13,324)	(12,431)	(893)
Blackstone RGIS Capital Partners V	4,812	6,493	12	5,509	107	(3,058)	224	13,651	8,810	4,841
Blackstone HEI Capital Partners V						5	5	5		5
Blackstone PB Capital Partners V	86,004	25			37,545	78	2,029	121,623	103,431	18,192
Blackstone GS Capital Partners V	27,337	2	5		2	813	24,652	3,507	3,852	(345)
Blackstone Capital Partners VI			64	215			5,349	(5,070)		(5,070)
Blackstone Capital Partners (Cayman) VI		3				(18)		(15)		(15)
Blackstone Capital Partners (Cayman II) VI			53				369	(316)		(316)
Blackstone Capital Partners VI NQ	(965)	4					18	(979)	(965)	(14)
BCP VI (UK) LP					4		1	(1)		(1)
Blackstone Capital Partners VI ITR							3	1		1
Blackstone Capital Partners (Cayman) VI BK-A						4		4		4

LA84 FOUNDATION
FEIN 95-3792725
PARTNERSHIP INCOME PER K-1S

	Ordinary Income	Interest	Dividends	ST Cap Gains	LT Cap Gains	Other Income/Loss	Other Deductions	Subtotal	Minus UBTI**	Total
Blackstone Real Estate Partners IV TE 2LP	649			2,221 (655)	(70,825)	(109)		(68,064)	124	(68,188)
Blackstone Real Estate Partners (DC) IV TE 2LP	6,897 (1,442)	4,662			3,868	192,919	977	206,714	204,889	1,825
Blackstone Real Estate Partners V TE 2						26,639	521	24,676	13,577	11,099
Blackstone Real Estate Partners VI TE 2	185	32,006	10,678	215	13,653	19,659	2,103	74,293	9,492	64,801
Blackstone Real Estate Partners VI TE 2-NQ	(6,211)	46	67	(3,223)	(49)	72,891	3	63,518	49,486	14,032
The Blackstone Group L P	4	225	44	3	141	90	29	478	37	441
BPEA Small Buyout & Growth Fund	508	1,399	9,295	5		447	30,445	(18,791)	850	(19,641)
Brentwood Associates Private Equity III		1,735	27,332		437,621		18,752	447,936		447,936
Brentwood Associates Private Equity IV		19	18,796		440,170		72,515	386,470		386,470
Commonfund Capital Venture	(17)	85	1	11	258	46	17,068	(16,684)	(14)	(16,670)
Encap Energy Capital Fund VII	318,790	3,087	225	(3,060)	310,167	457,811	368,730	718,290	(47,458)	765,748
Encap Energy Infrastructure Fund	77,554	3,112	6	63,758	302,798	313,374	36	760,566	70,629	689,937
Encap Flatrock Midstream		529					45	484		484
Fort Washington	17,000	5,046	6,698	2,213	38,602	31,035	51,548	49,046	1,378	47,668
Goldman Sachs Vintage Fund V	3,063	12,657	9,152	6,007	47,600	7,256	30,382	55,353	16,552	38,801
Vintage Fund GSVA	(271)	836	50		1,478	2,096	1,603	2,586	1,406	1,180
GS Capital Partners VI Parallel	38	21,652	25,930	89	160,303	(5,018)	29,695	173,299	952	172,347
GSCP VI Parallel AIV							2,965	(2,965)		(2,965)
Keyhaven Capital Partners I	(540)	11,064	6,655	682	11,298	(228)	18,368	10,563		10,563
Keyhaven Capital Partners II	(16)	16,028	8,861	(927)	(2,748)	1,428	19,881	2,745		2,745
Keyhaven Capital Partners III		6,461	6,543	32	1,953	(26)	21,722	(6,759)		(6,759)
Keyhaven Secondanes Fund I		1,362	892	412		947	12,362	(8,749)		(8,749)
Merit Energy Partners		23	8			44,119	841	43,309		43,309
OCM Mezzanine Fund II		24,102	2,196	10	43,149	1,549	7,214	63,792		63,792
Osage University Partners I		122		1,500			26,415	(24,793)		(24,793)
Palomar Ventures II		29	418		29,176		271	29,352		29,352
Top Tier Venture Capital V	(2)	2,698	177	55	26,661	16	20,585	9,020	(2)	9,022
Top Tier Venture Capital VI		614					160,094	(159,480)		(159,480)
Scale Venture Partners III		340			193,694		9,599	184,435		184,435
Spur Ventures		631	144	5,833	3,994	(3)	27,511	(16,912)		(16,912)
EIG Energy Fund XIV-A	160	109,398	9	27,015	(48,170)	6,716	76,367	18,761	(57,126)	75,887
EIG Energy Fund XV	1,639	21,658	10,036	11,034	12,796	4,640	27,581	34,222	(9,279)	43,501
TCW Shared Opportunity Fund III	19,779	349		(70)	(1,100)	99,500	2,095	116,363	116,450	(87)
Warburg Pincus		1,988	30,181		90,037		2,587	119,619		119,619
Totals	527,768	369,820	290,608	130,395	2,561,872	1,286,501	1,234,355	3,932,609	482,079	3,450,530
**UBTI REPORTED AND TAXED ON FORM 990-T										