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CIS9TPQH 2

2012/12

Form 990-PF

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

OMB No 1545-0052

2012

Open to public inspection

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

and ending

Name of foundation

A Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

1414 6TH STREET

B Telephone number

818-528-3545

City or town, state, and ZIP code

SANTA MONICA, CA 90401

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 changeD 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 foundationE 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

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 17,229,852.

(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).)

(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	46,788.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	13,483.	13,483.		STATEMENT 1
4	Dividends and interest from securities	482,972.	483,030.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,560,891.			
b	Gross sales price for all assets on line 6a	6,949,572.			
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	-21,685.	-20,588.		STATEMENT 3
12	Total. Add lines 1 through 11	-1,039,333.	475,925.		
13	Compensation of officers, directors, trustees, etc.	337,772.	0.		0.
14	Other employee salaries and wages	180,870.	0.		0.
15	Pension plans, employee benefits				
16a	Legal fees	6,241.	0.		0.
b	Accounting fees	26,200.	13,100.		0.
c	Other professional fees				
17	Interest				
18	Taxes	92,901.	7,486.		0.
19	Depreciation and depletion	161.	0.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	538,930.	279,615.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	1,183,075.	300,201.		0.
25	Contributions, gifts, grants paid	7,079,757.			7,079,757.
26	Total expenses and disbursements. Add lines 24 and 25	8,262,832.	300,201.		7,079,757.
27	Subtract line 26 from line 12.	-9,302,165.			
a	Excess of revenue over expenses and disbursements		175,724.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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2012.05000 THE HERB ALPERT FOUNDATION 02043E_1

NB

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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	2.			
	2 Savings and temporary cash investments	4,965,034.	3,875,139.	3,875,139.	
	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	39.			
	Less: allowance for doubtful accounts	0.	10,280.	39.	
	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	11,470,650.	4,858,244.	5,994,923.
	c Investments - corporate bonds	STMT 9	122,333.	44,316.	52,827.
Liabilities	11 Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation				
	12 Investments - mortgage loans	STMT 10	1,493.	1,493.	1,593.
	13 Investments - other	STMT 11	8,637,341.	7,125,896.	7,305,331.
	14 Land, buildings, and equipment basis	10,049.			
	Less: accumulated depreciation	STMT 12	10,049.	159.	0.
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers)		25,207,292.	15,905,127.	17,229,852.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here	<input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here	<input checked="" type="checkbox"/>			
27 Capital stock, trust principal, or current funds		0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds		25,207,292.	15,905,127.		
30 Total net assets or fund balances		25,207,292.	15,905,127.		
31 Total liabilities and net assets/fund balances		25,207,292.	15,905,127.		

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	25,207,292.
2 Enter amount from Part I, line 27a	2	-9,302,165.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	15,905,127.
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	15,905,127.

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 7,119,664.		8,511,850.	-1,392,186.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-1,392,186.	
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 -1,392,186.
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	5,536,257.	27,315,929.	.202675
2010	14,398,778.	31,456,907.	.457730
2009	10,850,408.	33,743,077.	.321560
2008	18,345,556.	57,683,844.	.318036
2007	19,861,575.	76,593,973.	.259310

2 Total of line 1, column (d)	2 1.559311
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 .311862
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 20,438,527.
5 Multiply line 4 by line 3	5 6,374,000.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 1,757.
7 Add lines 5 and 6	7 6,375,757.
8 Enter qualifying distributions from Part XII, line 4	8 7,079,757.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,757.
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	1,757.
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	1,757.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	33,160.	
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	33,160.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,403.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 31,403. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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.		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	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, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HERBALPERTFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>BALTER, MILLER KING & FRAZIN LLP</u> Telephone no. ► <u>(818) 528-3545</u> Located at ► <u>16255 VENTURA BLVD., SUITE 1250, ENCINO, CA</u> ZIP+4 ► <u>91436</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐5b ☐ ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No6b ☐ ☒b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No7b ☐ ☒

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

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 13		337,772.	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
NANCEE ENYART LOS ANGELES, CA	EXECUTIVE ASST 40.00	91,990.	0.	0.
MATTHEW STERENCHOCK LOS ANGELES, CA	PROGRAM OFFICER 40.00	88,880.	0.	0.

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,483,927.
b	Average of monthly cash balances	1b	3,642,527.
c	Fair market value of all other assets	1c	7,623,320.
d	Total (add lines 1a, b, and c)	1d	20,749,774.
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	20,749,774.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	311,247.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,438,527.
6	Minimum investment return. Enter 5% of line 5	6	1,021,926.

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	1,021,926.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,757.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	47,251.
c	Add lines 2a and 2b	2c	49,008.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	972,918.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	972,918.
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	972,918.

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	7,079,757.
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	7,079,757.
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	1,757.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,078,000.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				972,918.
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	16,144,237.			
b From 2008	15,483,622.			
c From 2009	9,166,356.			
d From 2010	12,839,873.			
e From 2011	4,199,719.			
f Total of lines 3a through e	57,833,807.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	7,079,757.			
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				972,918.
e Remaining amount distributed out of corpus	6,106,839.			
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	63,940,646.			
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	16,144,237.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	47,796,409.			
10 Analysis of line 9:				
a Excess from 2008	15,483,622.			
b Excess from 2009	9,166,356.			
c Excess from 2010	12,839,873.			
d Excess from 2011	4,199,719.			
e Excess from 2012	6,106,839.			

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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 ATTACHED	NONE		CHARITABLE	7,079,757.
Total			▶ 3a	7,079,757.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments	523000		14	13,483.		
4 Dividends and interest from securities	523000	-58.	14	483,030.		
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	522100	-1,097.	18	-20,588.		
8 Gain or (loss) from sales of assets other than inventory	523000	170,092.	18	-1,730,983.		
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)		168,937.		-1,255,058.		0.
13 Total. Add line 12, columns (b), (d), and (e)						-1,086,121.

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

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

[illegible]

04B.001

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

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

THE HERB ALPERT FOUNDATION**95-4191227**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HERB ALPERT 1414 6TH STREET SANTA MONICA, CA 90401	\$ 46,788.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

C1S9TPQH2

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION**95-4191227****Part III**

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

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

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

THE HERB ALPERT FOUNDATION

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	NORTHERN TRUST 1981/NETFLIX INC	P	12/01/11	08/01/12
b	NORTHERN TRUST 1981	P	VARIOUS	VARIOUS
c	NORTHERN TRUST 1984	P	VARIOUS	VARIOUS
d	NORTHERN TRUST 1984	P	VARIOUS	VARIOUS
e	NORTHERN TRUST 1984/IBERDROLA SA	P	01/03/12	01/23/12
f	NORTHERN TRUST 2109/MFO CAP INTL	P	VARIOUS	12/14/12
g	NORTHERN TRUST 2109/MFO CAP INTL	P	VARIOUS	12/14/12
h	MW POST TRADITIONAL HIGH YIELD FUND	P	VARIOUS	VARIOUS
i	MW POST TRADITIONAL HIGH YIELD FUND	P	VARIOUS	VARIOUS
j	OCM PRINCIPAL OPP FUND IV	P	VARIOUS	VARIOUS
k	OCM PRINCIPAL OPP FUND IV	P	VARIOUS	VARIOUS
l	OCM PRINCIPAL OPP FUND IV-1256	P	VARIOUS	VARIOUS
m	OCM PRINCIPAL OPP FUND IV AIF	P	VARIOUS	VARIOUS
n	OCM PRINCIPAL OPP FUND IV AIF	P	VARIOUS	VARIOUS
o	OCM PRINCIPAL OPP FUND IV AIF-1231	P	VARIOUS	VARIOUS

(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 159,638.		195,263.	-35,625.
b 302,636.		644,723.	-342,087.
c 160,929.		155,145.	5,784.
d 1,945,103.		1,871,358.	73,745.
e 1,933.			1,933.
f 189,664.		167,134.	22,530.
g 3,628,576.		5,347,776.	-1,719,200.
h		20,157.	-20,157.
i		59,642.	-59,642.
j 1,821.			1,821.
k 67,686.			67,686.
l		526.	-526.
m 44.			44.
n 665.			665.
o		150.	-150.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-35,625.
b			-342,087.
c			5,784.
d			73,745.
e			1,933.
f			22,530.
g			-1,719,200.
h			-20,157.
i			-59,642.
j			1,821.
k			67,686.
l			-526.
m			44.
n			665.
o			-150.

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

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THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HERB ALPERT LOS ANGELES, CA	CHAIRMAN 0.00	0.	0.	0.
LANI HALL ALPERT LOS ANGELES, CA	VICE CHAIR. 0.00	0.	0.	0.
RONA SEBASTIAN LOS ANGELES, CA	PRESIDENT 40.00	337,772.	0.	0.
PAUL FRIMMER LOS ANGELES, CA	CFO 0.00	0.	0.	0.
IAN WIENER LOS ANGELES, CA	SECRETARY 0.00	0.	0.	0.
DAVID ALPERT LOS ANGELES, CA	ASSISTANT SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		337,772.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

HERB ALPERT
LANI HALL ALPERT

990-PF

228111
04-01-12

(D) - Asset disposed

- ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

THE HERB ALPERT FOUNDATION

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	OCM PRINCIPAL OPP FUND VII	P	VARIOUS	VARIOUS
b	OCM PRINCIPAL OPP FUND VII	P	VARIOUS	VARIOUS
c	OCM PRINCIPAL OPP FUND VII-1256	P	VARIOUS	VARIOUS
d	OCM PRINCIPAL OPP FUND VII AIF	P	VARIOUS	VARIOUS
e	OCM PRINCIPAL OPP FUND VII AIF-1231	P	VARIOUS	VARIOUS
f	ARCHIPELAGO PARTNERS	P	VARIOUS	VARIOUS
g	ARCHIPELAGO PARTNERS	P	VARIOUS	VARIOUS
h	ARCHIPELAGO PARTNERS - UBTI	P	VARIOUS	VARIOUS
i	ARCHIPELAGO PARTNERS - UBTI	P	VARIOUS	VARIOUS
j	BEACH POINT TOTAL RETURN FUND		VARIOUS	VARIOUS
k	BEACH POINT TOTAL RETURN FUND		VARIOUS	VARIOUS
l	OCM PRINCIPAL OPP FUND VII AIF -UBTI	P	VARIOUS	VARIOUS
m	OCM PRINCIPAL OPP FUND VII AIF-UBTI	P	VARIOUS	VARIOUS
n	ARCHIPELAGO PARTNERS GAIN ON DISPOSITION	P	VARIOUS	VARIOUS
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	2,432.		2,432.
b	89,830.		89,830.
c		2,533.	-2,533.
d	4,312.		4,312.
e	20,480.		20,480.
f	62,790.		62,790.
g	310,703.		310,703.
h	43,635.		43,635.
i	109,869.		109,869.
j		38,696.	-38,696.
k		7,360.	-7,360.
l	2,094.		2,094.
m	14,494.		14,494.
n	330.		330.
o		1,387.	-1,387.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,432.
b			89,830.
c			-2,533.
d			4,312.
e			20,480.
f			62,790.
g			310,703.
h			43,635.
i			109,869.
j			-38,696.
k			-7,360.
l			2,094.
m			14,494.
n			330.
o			-1,387.

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	-1,392,186.
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

THE HERB ALPERT FOUNDATION

**form 990 PF Part XV 3 - Contributions paid during the year
2012**

18th Street Arts Center	\$	25,000
A Window Between Worlds		6,000
Americans for the Arts		25,000
American Composers Orchestra		40,000
Angel Faces		2,500
Arts Education Partnership		100,000
ASCAP Foundation		30,000
Angel City Arts		20,000
Arts for LA		2,500
California Alliance for the Arts Education		35,000
California Institute of the Arts		588,340
California Jazz Foundation		5,000
California Fance Instititue		25,000
California State Summer School		340,800
California State University Northridge		50,000
Casa 0101		25,000
Chrysalis		100,000
CHP 11-99 Founation		2,500
Communities In Schools, Inc.		75,000
Community Arts Partnership		500,000
Community Partners FBO LA Commons		25,000
Concern Foundation		10,000
The Center on Philanthropy and Public Policy		10,000
ENCOMPASS		7,747
Evergreen State College		10,000
Friends of Fairfax		25,000
Good People Fund		100,000
Grantrmakers in the Arts		4,000
Harlem School of the Arts		3,150,000
The Harmony Project		150,000
The HeArt Project		25,000
Hoffman Institute Foundation		2,000
Homeboy Industries		25,000
Inside Out Arts Community		25,000
The International Trumpet Guild		25,000
The Jazz Bakery		35,000
Jazz Education Network		10,000
The Jazz Foundation		50,000
Jerusalem Foundation		16,667
Jewish Family Service		11,401

THE HERB ALPERT FOUNDATION

form 990 PF Part XV 3 - Contributions paid during the year
2012

KJAZZ	25,000
LA City College	5,000
Los Angeles Chamber Orchestra	10,000
LA County Arts	50,000
Library Foundation	15,000
Los Angeles Jazz Society	29,500
Madison Project Foundation	15,000
McGroarty Arts Center	20,000
Modest Needs Foundation	300,000
New Heritage Theater Group	1,840
New Roads High School	2,000
New Vision Foundation	22,462
The Ojai Foundation	138,500
Orange County Sherriff's Advisory Council	2,500
Pasadena Arts Council	15,000
Pen Center West USA	25,000
P.S. Arts	170,000
Redcat	25,000
reDiscover	10,000
Remote Area Medical Foundation	5,000
Santa Monica Fire Fighters Association	500
The Soldiers Project	25,000
Southern Poverty Law Center	25,000
Symphonic Jazz Orchestra	5,000
Thelonious Monk Institute of Jazz	200,000
UCLA Foundation	63,500
Vista Del Mar	25,000
The University of the Arts	67,000
Unusual Suspects Theater	25,000
Young Storytellers Foundation	15,000
The Wooden Door	2,500
Youth Speak Collective	25,000

\$ 7,079,757

THE HERB ALPERT FOUNDATION

95-4191227.

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

SOURCE	AMOUNT
NORTHERN TRUST	13,461.
WELLS FARGO	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13,483.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHIPELAGO PRTNSHIP	71,535.	0.	71,535.
BEACH POINT TOTAL RETURN FUND II	136,986.	0.	136,986.
MW POST TRADITIONAL HIGH YIELD LP	20,673.	0.	20,673.
NORTHERN TRUST	160,749.	0.	160,749.
OCM PRINC OPP FD IV	46,359.	0.	46,359.
OCM PRINC OPP FD IV AIF	212.	0.	212.
OCM PRINC OPP FD VII	46,454.	0.	46,454.
OCM PRINC OPP FD VII AIF	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	482,972.	0.	482,972.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OCM PRINC OPP FD IV	-1,164.	-1,164.	
OCM PRINC OPP FD IV AIF	545.	545.	
OCM PRINC OPP FD VII	-1,856.	-1,856.	
ARCHIPELAGO PRTNSHIP	-502.	-502.	
BEACH POINT TOTAL RETURN	-15,880.	-15,880.	
OCM PRINC OPP FD VII AIF	-1,778.	-681.	
MW POST TRADITIONAL HIGH	-1,466.	-1,466.	
NORTHERN TRUST/VERADO HOLDINGS	416.	416.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-21,685.	-20,588.	

THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,241.	0.		0.
TO FM 990-PF, PG 1, LN 16A	6,241.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,200.	13,100.		0.
TO FORM 990-PF, PG 1, LN 16B	26,200.	13,100.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	27,015.	0.		0.
FOREIGN TAX	4,540.	4,540.		0.
BUILDING - PROPERTY TAX	11,133.	0.		0.
STATE TAXES	3,991.	0.		0.
FEDERAL TAXES	43,276.	0.		0.
FOREIGN TAX - PARTNERSHIPS	2,946.	2,946.		0.
TO FORM 990-PF, PG 1, LN 18	92,901.	7,486.		0.

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THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	2,549.	0.		0.
DUES AND SUBSCRIPTIONS	2,417.	0.		0.
HOSPITALITY	1,625.	0.		0.
PUBLIC RELATIONS	58,499.	0.		0.
EQUIPMENT REPAIRS	1,890.	0.		0.
FREIGHT / MESSENGER	116.	0.		0.
INSURANCE	15,229.	0.		0.
INVESTMENT FEES	122,669.	122,669.		0.
OFFICE EXPENSE	7,089.	0.		0.
TELEPHONE	1,284.	0.		0.
COMPUTER ON-LINE	53.	0.		0.
FEES ON FOREIGN DIVIDENDS	461.	461.		0.
PAYROLL PROCESSING	2,168.	0.		0.
TRAVEL	10,175.	0.		0.
EMPLOYEE BENEFITS	125,426.	0.		0.
POSTAGE	671.	0.		0.
EDUCATION/SEMINARS	1,590.	0.		0.
TAXES AND LICENSES	92.	0.		0.
OCM PRINC OPP FD IV OTHER DEDUCTIONS	12,139.	12,139.		0.
OCM PRINC OPP FD IV AIF OTHER DEDUCTIONS	685.	685.		0.
ARCHIPELAGO PARTNSHIP OTHER DEDUCTIONS	55,061.	55,061.		0.
POST TOTAL PARTNERSHIP DEDUCTIONS	23,998.	23,998.		0.
POST TOTAL PARTNERSHIP INVESTMENT EXPENSE	7,789.	7,789.		0.
OCM PRINC OPP FD VII OTHER DEDUCTIONS	10,096.	10,096.		0.
ARCHIPELAGO OTHER DEDUCTIONS-INTEREST	41,035.	41,035.		0.
MW POST HIGH YIELD-OTHER DEDUCTIONS	2,048.	2,048.		0.
OCM PRINC OPP FD VII AIF - PORTFOLIO DEDUCTIONS	1,580.	1,580.		0.
OCM PRINC OPP FD IV OTHER DEDUCTIONS-INTEREST	2,054.	2,054.		0.
BUILDING - REPAIRS & MAINTENANCE	10,048.	0.		0.
BUILDING - LANDSCAPING	6.	0.		0.
BUILDING - SECURITY	282.	0.		0.
BUILDING - UTILITIES	5,685.	0.		0.
OVERHEAD COSTS	11,508.	0.		0.
BUILDING - SUPPLIES	913.	0.		0.
TO FORM 990-PF, PG 1, LN 23	538,930.	279,615.		0.

THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	500,767.	105,660.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	4,357,477.	5,889,263.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#2109	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,858,244.	5,994,923.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 WELLS FARGO & CO	44,316.	52,827.
50,000 BANK OF AMERICA	0.	0.
50,000 GENERAL ELECTRIC CAP	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	44,316.	52,827.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	1,493.	1,593.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,493.	1,593.

THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - MW POST	FMV	73,033.	73,033.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	672,412.	777,912.
INVESTMENT-OCM PRINCIP OPPORT FD IV AIF	FMV	18,821.	41,679.
INVESTMENT-OCM PRINCIP OPPORT FD VII	FMV	325,892.	373,527.
INVESTMENT-OCM PRINCIP OPPORT FD VII AIF	FMV	54,664.	37,973.
INVESTMENT-ARCHIPELAGO PRTNSHIP	FMV	4,013,121.	4,013,121.
INVESTMENT- BEACH POINT TOTAL RETURN FD	FMV	1,967,953.	1,988,086.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,125,896.	7,305,331.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,754.	1,754.	0.
OFFICE EQUIPMENT	2,583.	2,583.	0.
OFFICE EQUIPMENT	2,834.	2,834.	0.
OFFICE EQUIPMENT	1,211.	1,211.	0.
OFFICE EQUIPMENT	1,667.	1,667.	0.
TOTAL TO FM 990-PF, PART II, LN 14	10,049.	10,049.	0.

THE HERB ALPERT FOUNDATION

95-4191227

Form 990-W

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) FORM 990-T
(Keep for your records. Do not send to the Internal Revenue Service.)

2013

1	Unrelated business taxable income expected in the tax year	1	24,106.
2	Tax on the amount on line 1. See instructions for tax computation	2	3,616.
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	3,616.
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	3,616.
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	3,616.
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	3,616.
b	Enter the tax shown on the 2012 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	47,251.
c	2013 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	3,640.
		ADJUSTED TO	
		(a)	(b)
		(c)	(d)
11	Installment due dates (see instructions)	11	12/16/13
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	3,640.
13	2012 Overpayment (see instructions)	13	1,637.
14	Payment due (Subtract line 13 from line 12.)	14	2,003.

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-W (2013)

ESTIMATED TAX	3,640.
OVERPAYMENT APPLIED	1,637.
AMOUNT DUE	2,003.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► 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 ☒ **X**
- 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	Name of exempt organization or other filer, see instructions. THE HERB ALPERT FOUNDATION	Employer identification number (EIN) or 95-4191227
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1414 6TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90401	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BALTER, MILLER KING & FRAZIN LLP

- The books are in the care of ► **16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436**

Telephone No. ► **(818) 528-3545**

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	\$	2,000.
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	\$	28,160.
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)