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CIS9TPQHZ

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE HERB ALPERT FOUNDATION

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

1414 6TH STREET

A Employer identification number

95-4191227

City or town, state, and ZIP code

SANTA MONICA, CA 90401

Room/suite

B Telephone number
818-528-3545C 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 **► \$ 17,229,852.** (Part I, column (d) must be on cash basis.) J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

| 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 | STMT 4 | 6,241. | 0. | | 0. |
| b Accounting fees | STMT 5 | 26,200. | 13,100. | | 0. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes | RECEIVED | 92,901. | 7,486. | | 0. |
| 19--Depreciation and depletion | | 161. | 0. | | |
| 20 Occupancy | | | | | |
| 21 Travel, conference, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses UT | STMT 7 | 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. | | | | | |
| a Excess of revenue over expenses and disbursements | | -9,302,165. | | | |
| b Net investment income (if negative, enter -0-) | | | 175,724. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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

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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 | | | | | |
| 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 | { 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. | 1,757. |
| 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. | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | |
| 3 Add lines 1 and 2 | 2 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 3 1,757. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | 4 0. |
| 6 Credits/Payments. | 5 1,757. |
| 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 ► | 11 0. |

Part VII-A Statements Regarding Activities

| | |
|--|-------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | Yes X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i> | 1b X |
| c Did the foundation file Form 1120-POL for this year? | 1c X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0. | 1d |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0. | 1e |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► | 8a 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? <i>If "No," attach explanation</i> | 8b X |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | 10 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 ► HERBALPERTFOUNDATION.ORG 13 X

14 The books are in care of ► BALTER, MILLER KING & FRAZIN LLP Telephone no. ► (818) 528-3545
Located at ► 16255 VENTURA BLVD., SUITE 1250, ENCINO, CA ZIP+4 ► 91436

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes 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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 ► 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? Yes X No
If "Yes," list the years ► 2a N/A

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b 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 ► 2c N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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.) 3b N/A

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 ► c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

 Yes No

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

If "Yes" to 6b, file Form 8870

 Yes No

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

 Yes Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes No

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 STRENCHOCK , 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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12-05-12

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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 | |
| | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments

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

| | Amount |
|--|--------|
| 1 N/A | |
| | |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| Total. Add lines 1 through 3 | ► 0. |

Form 990-PF (2012)

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12-05-12

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7 2012.05000 THE HERB ALPERT FOUNDATION 02043E_1

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(i)(3) and (i)(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.

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 | | | | |
| 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 | | | | |
| 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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Form 990-PF (2012) . THE HERB ALPERT FOUNDATION

95-4191227 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-------------------------------------|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE ATTACHED | NONE | | CHARITABLE | 7,079,757. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3a | 7,079,757. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3b | 0. |

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Form 990-PF (2012)

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11 2012.05000 THE HERB ALPERT FOUNDATION 02043E_1

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | (e) Related or exempt function income |
|---|--|---------------------------|---------------|---|
| | | (a) Business code | (b) 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. | 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. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | 0. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | |

Relationship of Activities to the Accomplishment of Exempt Purposes

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

Schedule of Contributors

OMB No 1545-0047

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

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 organizationForm 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 (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.) |
| | | | 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.) |

223452 12-21-12

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

223453 12-21-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) 01

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

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

THE HERB ALPERT FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4191227 PAGE 1 OF 2

Part IV. Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--|--------------------------------------|----------------------------------|
| a | 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 YIELF FUND | P | VARIOUS | VARIOUS |
| i | MW POST TRADITIONAL HIGH YIELF 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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990

228111
01-12

(D) - Asset disposed

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

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CONTINUATION FOR 990-PF, PART IV
95-4191227 PAGE 2 OF 2

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | 2,432. 89,830. -2,533. 4,312. 20,480. 62,790. 310,703. 43,635. 109,869. -38,696. -7,360. 2,094. 14,494. 330. -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 | | |

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15 2012.05000 THE HERB ALPERT FOUNDATION 02043E_1

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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 |
| Grantmakers 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 |

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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 Sheriff'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

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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. | |

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THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF

LEGAL FEES

STATEMENT

4

| 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

| 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 PRTNSHIP 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. | |

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THE HERB ALPERT FOUNDATION

95-4191227

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

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

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

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. |

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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 | FMV | | |
| AIF | | 18,821. | 41,679. |
| INVESTMENT-OCM PRINCIP OPPORT FD | FMV | | |
| VII | | 325,892. | 373,527. |
| INVESTMENT-OCM PRINCIP OPPORT FD | FMV | | |
| VII AIF | | 54,664. | 37,973. |
| INVESTMENT-ARCHIPELAGO PRTNSHIP | FMV | 4,013,121. | 4,013,121. |
| INVESTMENT- BEACH POINT TOTAL | FMV | | |
| RETURN FD | | 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. |

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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. |

| | | (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. |

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2012.05000 THE HERB ALPERT FOUNDATION 02043E_1

26.1

Application for Extension of Time To File an
Exempt Organization Return

► 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 ►

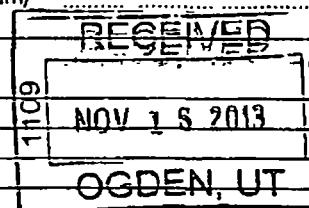
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|---|--|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. THE HERB ALPERT FOUNDATION | Employer identification number (EIN) or 95-4191227 |
| | 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)

0 4

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

**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)