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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

The Caruso Family Foundation
101 The Grove Drive
Los Angeles, CA 90036

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

A Employer identification number
95-4317077

B Telephone number (see the instructions)
(323) 900-8100

C 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 ►

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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REVENUE ADMINISTRATIVE EXPENSES OPERATING AND EXPENSES	1 Contributions, gifts, grants, etc, received (att sch)	1,419,546.		
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	35,281.	35,281.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	-30,439.		
	b Gross sales price for all assets on line 6a	550,968.		
	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/(loss) (att sch)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	1,424,388.	35,281.	0.
	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch)			
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule X see instrs) See Stmt 1	165.	165.	
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 2	3,011.	3,011.	
	24 Total operating and administrative expenses. Add lines 13 through 23	3,176.	3,176.	
	25 Contributions, gifts, grants paid Part XV	1,540,864.		1,540,864.
	26 Total expenses and disbursements. Add lines 24 and 25	1,544,040.	3,176.	0. 1,540,864.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements.	-119,652.		
	b Net investment income (if negative, enter -0)		32,105.	
	c Adjusted net income (if negative, enter -0)			0.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
ASSETS	1	Cash – non-interest-bearing	8,732.	32,736.
	2	Savings and temporary cash investments		
	3	Accounts receivable ▶		
		Less: allowance for doubtful accounts ▶		
	4	Pledges receivable ▶		
		Less allowance for doubtful accounts ▶		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		
	7	Other notes and loans receivable (attach sch) ▶		
		Less allowance for doubtful accounts ▶		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments – U S and state government obligations (attach schedule)		
	b	Investments – corporate stock (attach schedule)	1,123,655.	1,043,798.
	c	Investments – corporate bonds (attach schedule)		
	11	Investments – land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶		
	12	Investments – mortgage loans		
	13	Investments – other (attach schedule)		
	14	Land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶		
	15	Other assets (describe ▶)		
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item l)	1,132,387.	1,076,534.
				1,128,957.
LIABILITIES	17	Accounts payable and accrued expenses	1,315.	182,190.
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, & other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ See Statement 3)	77,454.	40,006.
	23	Total liabilities (add lines 17 through 22)	78,769.	222,196.
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>	
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>	
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, building, and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	1,053,618.	854,338.
	30	Total net assets or fund balances (see instructions)	1,053,618.	854,338.
	31	Total liabilities and net assets/fund balances (see instructions)	1,132,387.	1,076,534.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,053,618.
2	Enter amount from Part I, line 27a	2	-119,652.
3	Other increases not included in line 2 (itemize) ▶ See Statement 4	3	2,849.
4	Add lines 1, 2, and 3	4	936,815.
5	Decreases not included in line 2 (itemize) ▶ See Statement 5	5	82,477.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	854,338.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 6					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	-30,439.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	1	642.
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	642.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	642.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,084.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	1,084.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	442.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 442. Refunded ► 11 0.		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<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>		
c Did the foundation file Form 1120-POL for this year?	1 c	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.	2	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	3	X
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>	4 a	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>	4 b	N/A
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	5	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	6	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>	7	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?	8 a	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	8 b	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA	9	X
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	10	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>		
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		

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?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>David Liston</u> Telephone no ► <u>(323) 900-8100</u> Located at ► <u>101 The Grove Drive, Los Angeles, CA</u> ZIP + 4 ► <u>90036</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	N/A	► <u>15</u> 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?	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►			

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to-

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

Yes No

Yes No

Yes No

Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?**5 b** N/AOrganizations 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)

6 a 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?**6 b** X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7				
-----		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

..

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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	<u>N/A</u>	
2		
3		
4		

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

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

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

1 a	
1 b	
1 c	
1 d	0.
1 e	
2	
3	
4	
5	0.
6	0.

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

1	
2a	642.
2b	
2c	642.
3	-642.
4	
5	-642.
6	
7	0.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income
Enter 1% of Part I, line 27b (see instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1 a	1,540,864.
1 b	
2	
3 a	
3 b	
4	1,540,864.
5	
6	1,540,864.

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				0.
2 Undistributed income, if any, as of the end of 2012.			0.	
a Enter amount for 2011 only				
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,044,197.			
b From 2008	1,197,077.			
c From 2009	1,940,697.			
d From 2010	1,230,743.			
e From 2011	1,000,717.			
f Total of lines 3a through e	6,413,431.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 1,540,864.			0.	
a Applied to 2011, but not more than line 2a				
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				0.
e Remaining amount distributed out of corpus	1,540,864.			
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	7,954,295.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,044,197.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,910,098.			
10 Analysis of line 9				
a Excess from 2008	1,197,077.			
b Excess from 2009	1,940,697.			
c Excess from 2010	1,230,743.			
d Excess from 2011	1,000,717.			
e Excess from 2012	1,540,864.			

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

N/A

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

1 Information Regarding Foundation Managers:

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

See Statement 8

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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)				
<i>a Paid during the year</i>				
See Statement 10				
Total			► 3a	1,540,864.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	35,281.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-30,439.
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)				35,281.	-30,439.
13 Total. Add line 12, columns (b), (d), and (e)				13	4,842.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

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

2012

Name of the organization	Employer identification number
The Caruso Family Foundation	95-4317077

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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 (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)

BAA 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

The Caruso Family Foundation

Employer identification number

95-4317077

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Rick J. Caruso 101 The Grove Drive Los Angeles, CA 90036	\$ 1,327,433	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	GFM, LLC 101 The Grove Drive Los Angeles, CA 90036	\$ 91,113	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	—	\$ —	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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

The Caruso Family Foundation

Employer identification number

95-4317077

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
	N/A	\$	
(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
		\$	

BAA

Name of organization

Employer identification number

The Caruso Family Foundation

95-4317077

Part III **Exclusive/v religious, charitable, etc. individual contributions to section 501(c)(7), (8) or (10)**

Excluding long-term chartable, etc., transfers contributions to Section 501(c)(3) 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 total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year (Enter this information once See instructions)

► \$ N/A

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
	N/A		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

2012

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Client 603

The Caruso Family Foundation

95-4317077

5/21/13

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Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Tax	\$ 10.	\$ 10.		
Tax - Other	\$ 155.	\$ 155.	\$ 0.	\$ 0.
Total	<u>\$ 165.</u>	<u>\$ 165.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Mgmt Expenses	\$ 2,876.	\$ 2,876.		
Misc	135.	135.		
Total	<u>\$ 3,011.</u>	<u>\$ 3,011.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part II, Line 22
Other Liabilities

Other Payables	\$ 40,006.
Total	<u>\$ 40,006.</u>

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

Book/Tax Difference - Capital Gains	\$ 486.
Book/Tax Difference - Dividends & Interest	2,363.
Total	<u>\$ 2,849.</u>

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Book Cost Adjustment	\$ 82,477.
Total	<u>\$ 82,477.</u>

2012

Federal Statements

Page 2

Client 603

The Caruso Family Foundation

95-4317077

5/21/13

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Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>				
1	Schwab	Purchased	12/14/2011	11/19/2012				
2	Schwab	Purchased	5/27/2011	11/19/2012				
3	JP Morgan	Purchased	Various	Various				
4	JP Morgan	Purchased	Various	Various				
5	JP Morgan	Purchased	Various	Various				
6	JP Morgan	Purchased	Various	Various				
7	JP Morgan	Purchased	Various	Various				
<u>Item</u>	<u>(e) Gross Sales</u>	<u>(f) Deprec. Allowed</u>	<u>(g) Cost Basis</u>	<u>(h) Gain (Loss)</u>	<u>(i) FMV 12/31/69</u>	<u>(j) Adj. Bas. 12/31/69</u>	<u>(k) Excess (i) - (j)</u>	<u>(l) Gain (Loss)</u>
1	6,567.		7,054.	-487.				\$ -487.
2	97,795.		105,040.	-7,245.				-7,245.
3	154,786.		157,999.	-3,213.				-3,213.
4	5,561.		5,458.	103.				103.
5	178,100.		198,920.	-20,820.				-20,820.
6	106,984.		106,936.	48.				48.
7	1,175.		0.	1,175.				1,175.
							Total	\$ -30,439.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Henry J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	\$ 0.	\$ 0.	\$ 0.
Gloria G. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	0.	0.	0.
Rick J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / Pres 0	0.	0.	0.
Christina J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / VP 0	0.	0.	0.
Marc A. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / VP 0	0.	0.	0.

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The Caruso Family Foundation

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Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri- bution to EBP & DC	Expense Account/ Other
Tina P. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	\$ 0.	\$ 0.	\$ 0.
David J. Liston 101 The Grove Drive Los Angeles, CA 90036	CFO / Secretary 0		0.	0.
		Total \$ 0.	\$ 0.	\$ 0.

Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Rick J. Caruso

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: David J. Liston
 Care Of: The Caruso Family Foundation
 Street Address: 101 The Grove Drive
 City, State, Zip Code: Los Angeles, CA 90036

Telephone:

E-Mail Address:

Form and Content: See Statement Attached

Submission Deadlines:

Restrictions on Awards: The purpose of the Caruso Family Foundation is to be active in the support of qualified philanthropic endeavors in the areas of education, social welfare, historical and environmental preservation, medical and scientific research and cultural pursuits.

Client 603

The Caruso Family Foundation

95-4317077

5/21/13

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Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Pepperdine University 24255 Pacific Coast Highway Malibu, CA 90263	N/A		School of Law	\$ 11,000.
Para Los Ninos 845 East 6th Street Los Angeles, CA 90021	N/A		Unrestricted	285,425.
St. Francis High School 200 S Foothill Blvd La Canada, CA 91011	N/A		Unrestricted	5,000.
House Ear Institute 845 East 6th Street Los Angeles, CA 90021	N/A		Hearing disorder reserach	150,000.
CHMC Fondation 1401 S. Grand Avenue Los Angeles, CA 90015	N/A		Unrestricted	10,000.
USC Catholic Community 3207 University Drive Los Angeles, CA 90007	N/A		Building Fund	151,106.
Loyola High School 1901 Venice Blvd Los Angeles, CA 90006	N/A		Unrestricted	50,000.
The Helene Wurliter Foundation PO Box 1891 Taos, NM 87571	N/A		Unrestricted	8,000.
Saint Paul The Apostle Catholic Communit 10750 Ohio Avenue Los Angeles, CA 90024	N/A		Unrestricted	21,007.
Saint Monica Catholic Church 725 California Ave Santa Monica, CA 90403	N/A		Unrestricted	400,000.
University of Southern California USC Renaissance Scholars Los Angeles, CA	N/A		Church Construction	30,000.
Children Hospital Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	N/A		Unrestricted	30,000.

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The Caruso Family Foundation

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Los Angeles County Economic Development 444 S Flower Street Los Angeles, CA 90071	N/A	Unrestricted		\$ 10,000.
Children's Institute Inc 2121 West Temple Street Los Angeles, CA 90026	N/A	Unrestricted		15,000.
Misc	N/A	Unrestricted		159,326.
Constitutional Rights Foundation 601 South Kingsley Drive Los Angeles, CA 90005	N/A	Unrestricted		50,000.
Children's Diabetes Foundation 4380 S. Syracuse Street #430 Denver, CO 80237	N/A	Unrestricted		100,000.
Pomona College 333 North College Way Claremont, CA 91711	N/A	Unrestricted		10,000.
San Fernando Valley Interfaith Council 10824 Topanga Canyon Road Chatsworth, CA 91311		Unrestricted		10,000.
Boys & Girls Club of Santa Monica 1238 Lincoln Blvd Santa Monica, CA 90401	N/A	Unrestricted		10,000.
Alex's Lemonade Stand Foundation for Chi 333 E Lancaster Ave \$414 Wynnewood, PA 19096	N/A	Unrestricted		5,000.
The Operation Progress Foundation 2645 S Averill Ave San Pedro, CA 90731	N/A	Unrestricted		15,000.
Joe Torre Safe At Home Foundation PO Box 1037, Midtown Station New York, NY 10018	N/A	Unrestricted		5,000.

Total \$ 1,540,864.

(When required)
RECORDING REQUESTED BY AND MAIL TO:

DAILY COMMERCE
~ SINCE 1917 ~

915 E FIRST ST, LOS ANGELES, CA 90012
Mailing Address P.O Box 54026, Los Angeles, California 90054-0026
Telephone (213) 229-5300 / Fax (213) 229-5481

This space for filing stamp only

CARUSO FAMILY FOUNDATION
101 THE GROVE DR
LOS ANGELES, CA - 90036

DC #: 2479478

**NOTICE OF AVAILABILITY
OF ANNUAL RETURN**

Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the calendar year 2012 of the CARUSO FAMILY FOUNDATION, a private foundation, is available at the foundation's principal office for inspection during regular business hours from 9:00 a.m. to 5:00 p.m. by any citizen who requests it within 180 days after the date of this publication. The foundation's principal office is located at 101 The Grove Drive, Los Angeles, CA 90036 (323) 900-8100. The principal manager of the foundation is Rick J. Caruso
5/1/13

DC-2479478#

Notice Type. AAR - AVAILABILITY-ANNUAL RETURN

Ad Description

THE CARUSO FAMILY FOUNDATION

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the DAILY COMMERCE, a newspaper published in the English language in the city of LOS ANGELES, county of LOS ANGELES, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of LOS ANGELES, State of California, under date 10/30/1981, Case No. 599760. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

05/01/2013

Executed on 05/01/2013
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct


Signature



* A 0 0 0 0 0 3 0 6 1 6 0 2 *

FOUNDATION PROPOSAL GUIDELINES

Instructions for Applicants

- I. Cover letter
- II. Proposal Summary (Abstract)

Limit to one page which includes amount requested, total budget, project purpose and planned results

- III. Introduction to Organization

History, general purpose, goals and objectives, accomplishments, service area and population served

- IV. Statement of problem or need

- V. Project goals and objectives

- VI. Staffing requirements

Job description, personal resumes, recruitment and training plans

- VII. Implementation Method and Schedule

- VIII. Evaluation criteria and procedures

- IX. Itemized Budget

Program and operating costs, other sources of funding

Future Funding Plans

Appendix

Support documents, including tax-exempt letter, board of directors listing, annual report, current operating budget, audited financial statement, recent and current funding sources (cash and in-kind) and community support letters

**CARUSO FAMILY FOUNDATION - GCM**

Account Number: C 89350-00-0

- * W indicates Wash Sale
- L indicates a Nondeductible Loss other than a Wash Sale
- ** Ordinary Income O indicates Ordinary Income gain or loss
- F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule**Short-Term Non Covered**

<u>Description</u>	<u>Stock and other symbol Cusip</u>	<u>Code*</u>	<u>Date Acquired Date Sold</u>	<u>Units</u>	<u>Sales Price</u>	<u>Cost or Other Basis</u>	<u>Adjustments to gain or loss</u>	<u>Gain or Loss Ordinary Income**</u>
ISHARES S&P 100 INDEX FUND	OEF 464287101		05/27/11 01/25/12	1,784.000	106,915.02	105,911.08		1,003.94
WISDOMTREE JAPAN TOTAL DIVIDEND FUND	DXJ 97717W851		Various 01/25/12	1,457.000	47,870.99	52,088.10	-4,217.11	
Total Short-Term Non Covered				154,786.01	157,999.18			-3,213.17

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05440700200010056903**J.P. Morgan**

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J.P. Morgan

CARUSSO FAMILY FOUNDATION

Account Number: W 48747-00-5

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
FPA CRESCENT I	FPAC	07/03/12	33.626	951.96	926.42			25.54
	30254TT59	11/19/12						
NUVEEN INV TR II	NWGR	Various	169.489	4,398.25	4,322.24			76.01
NWQ GB ALLOC R	67065W761	03/14/12						
TCW GALILEO TOTAL RETURN BOND FUND	TGLM	01/03/12	21.666	211.24	209.08			2.16
CL I	87234N880	01/25/12						
Total Short-Term Covered						5,561.45	5,457.74	103.71

J.P. Morgan

J.P.Morgan

CARUSO FAMILY FOUNDATION

Account Number: W 48747-00-5

* Code W indicates Wash Sale
 L indicates a Nondeductible Loss other than a Wash Sale
 ** Ordinary Income O indicates Ordinary Income gain or loss
 F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DOUBLELINE FDS TR	DBLT		10/04/11	44,444	500.00	497.78		2.22
TTL RTN BD I	258620103		04/19/12					
FPA CRESCENT I	FPAC		12/21/11	81.039	2,294.21	2,154.04		140.17
	30254T759		11/19/12					
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL	HDCS		Various	2,672.424	47,301.90	54,356.42		-7,054.52
	48121A670		01/25/12					
NUVEEN INV T R II	NWGR		Various	3,803.913	98,711.53	111,940.77		-13,229.24
NWQ GB ALLOC PR	67065W761		03/14/12					
TCW GALILEO TOTAL RETURN BOND FUND	TGLM		05/27/11	206.398	2,000.00	2,068.11		-68.11
CL I	87234N880		01/10/12					
TCW GALILEO TOTAL RETURN BOND FUND	TGLM		Various	2,491.494	24,292.07	24,947.68		-655.61
CL I	87234N880		01/25/12					
YACKTMAN FOCUSED FUND	984281204		05/27/11	153.925	3,000.00	2,955.36	44.64	
			02/01/12					
Total Short-Term Non Covered				178,099.71	198,920.16			-20,820.45

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J.P.Morgan

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**CARUSO FAMILY FOUNDATION**

Account Number: W 48747-00-5

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule**Long-Term Non Covered**

<u>Description</u>	<u>Stock and other symbol Cusip</u>	<u>Code*</u>	<u>Date Acquired Date Sold</u>	<u>Units</u>	<u>Sales Price</u>	<u>Cost or Other Basis</u>	<u>Adjustments to gain or loss</u>	<u>Gain or Loss Ordinary Income**</u>
FPA CRESCENT I	FPAC	Vanous	3,779.026	106,984.22	106,936.39			47.83
Total Long-Term Non Covered				106,984.22	106,936.39			47.83

charles SCHWAB
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Schwab One® Account of
CARUSO FAMILY FOUNDATION

EGYPTIAN

Account Number	Statement Period
5494-7926	November 1-30, 2012

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO ALL ASSET ALL ° AUTHORITY CL INST SYMBOL: PAUIX	7,805.9910	11.3500	88,598.00	37%	10.96	85,524.78	3,073.22
Total Equity Funds	7,805.9910		88,598.00	37%		85,524.78	3,073.22
Total Mutual Funds	7,805.9910		88,598.00	37%		85,524.78	3,073.22

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Charles SCHWAB
INSTITUTIONAL**Schwab One® Account of
CARUSO FAMILY FOUNDATION**Account Number
5494-7926Statement Period
November 1-30, 2012**Realized Gain or (Loss) (continued)**

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
IVVA WORLDWIDE FD CL I: IVWIX	6,071.0600	05/27/11	11/19/12	97,795.40	105,040.12	(7,244.72)
Total Realized Gain or (Loss)						

Schwab has provided accurate realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. If all data for a given investment is not available, the investment will not be listed here. Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Transaction Detail - Purchases & Sales**Equity Funds Activity**

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
11/20/12	11/19/12	Sold	IVVA WORLDWIDE FD CL I: IVWIX	(6,478.7520)	16.1100	104,362.69
Total Purchases & Sales						

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Process	Date	Activity	Description	Credit/Debit
11/15/12	11/15/12	Dividend	SCHWAB US TREAS MONEY FD: SWUXX	0.31

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