



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WOLEEN FAMILY FOUNDATION
C/O TRELL & MANELLA, LLP

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

1800 AVENUE OF THE STARS

Room/suite

900

City or town, state, and ZIP code

LOS ANGELES, CA 90067-4276

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

J Accounting method: Cash Accrual

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

 Other (specify) _____

► \$ 1,437,251. (Part I, column (d) must be on cash basis.)

A Employer identification number

95-4745065

B Telephone number

818-528-3545

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).)

		(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	12,410.		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	66.	66.		STATEMENT 1
	4 Dividends and interest from securities	40,615.	40,615.		STATEMENT 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	162,488.			RECEIVED
	b Gross sales price for all assets on line 8a	433,016.			1260 OCT 28 2013 OSC
	7 Capital gain net income (from Part IV, line 2)		162,488.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns 10a and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	215,579.	203,169.		0.
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	9,000.	9,000.	0.
	c Other professional fees	STMT 4	3,772.	3,772.	0.
	17 Interest				
	18 Taxes	STMT 5	30.	400.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	91.	91.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		12,893.	13,263.	0.
	25 Contributions, gifts, grants paid		769,546.		769,546.
	26 Total expenses and disbursements. Add lines 24 and 25		782,439.	13,263.	769,546.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements		-566,860.		
	b Net investment income (if negative, enter -0-)			189,906.	
	c Adjusted net income (if negative, enter -0-)				N/A

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) 17

16071022 747931 03576

1 2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576_1

918

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Form 990-PF (2012)

95-4745065 Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year
		(a) Book Value	(b) Book Value
Assets			
1	Cash - non-interest-bearing		
2	Savings and temporary cash investments	936,322.	388,664.
3	Accounts receivable ►		
	Less: allowance for doubtful accounts ►		
4	Pledges receivable ►		
	Less: allowance for doubtful accounts ►		
5	Grants receivable		
6	Receivables due from officers, directors, trustees, and other disqualified persons		
7	Other notes and loans receivable ►		
	Less: allowance for doubtful accounts ►		
8	Inventories for sale or use		
9	Prepaid expenses and deferred charges		
10a	Investments - U.S. and state government obligations	STMT 7. 351,508.	374,202.
b	Investments - corporate stock	STMT 8. 233,944.	156,115.
c	Investments - corporate bonds		286,445.
11	Investments - land, buildings, and equipment basis ►		
	Less accumulated depreciation ►		
12	Investments - mortgage loans		
13	Investments - other	STMT 9. 330,906.	366,725.
14	Land, buildings, and equipment basis ►		
	Less accumulated depreciation ►		
15	Other assets (describe ► DUE FROM BROKER)	1,332.	1,446.
16	Total assets (to be completed by all filers)	1,854,012.	1,287,152.
Liabilities			
17	Accounts payable and accrued expenses		
18	Grants payable		
19	Deferred revenue		
20	Loans from officers, directors, trustees, and other disqualified persons		
21	Mortgages and other notes payable		
22	Other liabilities (describe ►)		
23	Total liabilities (add lines 17 through 22)	0.	0.
Net Assets or Fund Balances			
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.		
25	Unrestricted		
26	Temporarily restricted		
27	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
	and complete lines 27 through 31.		
28	Capital stock, trust principal, or current funds	0.	0.
29	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
30	Retained earnings, accumulated income, endowment, or other funds	1,854,012.	1,287,152.
31	Total net assets or fund balances	1,854,012.	1,287,152.

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	1,854,012.
2	Enter amount from Part I, line 27a	2	-566,860.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,287,152.
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	1,287,152.

Form 990-PF (2012)

223511
12-05-12

16071022 747931 03576

2
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Form 990-PF (2012)

95-4745065 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
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	433,016.		270,528.	162,488.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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. (l) over col. (j), if any		
a					
b					
c					
d					
e				162,488.	
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	162,488.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	643,357.	2,176,816.	.295550
2010	443,706.	2,543,111.	.174474
2009	346,059.	2,434,211.	.142165
2008	534,165.	3,032,954.	.176120
2007	693,531.	3,651,070.	.189953

2 Total of line 1, column (d) 2 .978262

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 .195652

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,633,045.

5 Multiply line 4 by line 3 5 319,509.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,899.

7 Add lines 5 and 6 7 321,408.

8 Enter qualifying distributions from Part XII, line 4 8 769,546.

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.

223521 12-05-12

Form 990-PF (2012)

WOLFEN FAMILY FOUNDATION

Form 990-PF (2012)

C/O IRELL & MANELLA, LLP

95-4745065

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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

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 payments and 2011 overpayment credited to 2012

6a 464

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 500

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 964

8 Enter any penalty for underpayment of estimated tax. Check here 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

9 935

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded ►

11

Part VII-A Statements Regarding Activities

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 No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

8b

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

Form 990-PF (2012)

223531
12-05-12

16071022 747931 03576

4

2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Form 990-PF (2012)

C/O IRELL & MANELLA, LLP

95-4745065

Page 5

Part VII-A Statements Regarding Activities (continued)

11	X	
12	X	
13	X	
14	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.

<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>		
<p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/></p>		N/A
<p>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?</p>		1b
<p>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)):</p> <p>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</p> <p>If "Yes," list the years ► _____</p>		1c
<p>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.)</p>		N/A
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____</p>		2b
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)</p>		N/A
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> <p>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?</p>		3b
		4a
		4b

Form 990-PF (2012)

223541
12-05-12

WOLFEN FAMILY FOUNDATION

Form 990-PF (2012)

C/O IRELL & MANELLA, LLP

95-4745065

Page 6

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

N/A



5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

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

If "Yes" to 6b, file Form 8870.

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

Yes No

7b

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



N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WERNER F. WOLFEN C/O IRELL & MANELLA, LLP 1800 AVENUE LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.
MARY G. WOLFEN C/O IRELL & MANELLA, LLP 1800 AVENUE LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.

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

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

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



0

Form 990-PF (2012)

223551
12-05-12

16071022 747931 03576

2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Form 990-PF (2012)

95-4745065 Page 7

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		
3		
Total. Add lines 1 through 3	...	► 0

Form 990-PF (2012)

223561
12-05-12

WOLFEN FAMILY FOUNDATION
 Form 990-PF (2012) **C/O IRELL & MANELLA, LLP**

95-4745065 Page 8

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	944,885.
b Average of monthly cash balances	1b	673,890.
c Fair market value of all other assets	1c	39,139.
d Total (add lines 1a, b, and c)	1d	1,657,914.
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	1,657,914.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,869.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,633,045.
6 Minimum investment return. Enter 5% of line 5	6	81,652.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	81,652.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,899.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,899.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	79,753.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	79,753.
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	79,753.

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	769,546.
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	769,546.
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	1,899.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	767,647.

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.

Form 990-PF (2012)

223571
12-05-12

16071022 747931 03576

8
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

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				79,753.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	516,315.			
b From 2008	383,283.			
c From 2009	225,946.			
d From 2010	316,985.			
e From 2011	535,178.			
f Total of lines 3a through e		1,977,707.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 769,546.			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			79,753.	
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		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		516,315.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		2,151,185.		
10 Analysis of line 9:				
a Excess from 2008	383,283.			
b Excess from 2009	225,946.			
c Excess from 2010	316,985.			
d Excess from 2011	535,178.			
e Excess from 2012	689,793.			

WOLFEN FAMILY FOUNDATION

Form 990-PF (2012)

C/O IRELL & MANELLA, LLP

95-4745065

Page 10

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

N/A

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

 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

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

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

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

c Any submission deadlines:

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

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

95-4745065 Page 11

Form 990-PF (2012)

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>				
ACLU FOUNDATION	NONE	CHARITABLE ORG.	CHARITABLE	25,000.
AMERICAN FOR PEACE NOW	NONE	CHARITABLE ORG.	CHARITABLE	600.
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA	NONE	CHARITABLE ORG.	CHARITABLE	11,600.
BET TZEDEK	NONE	CHARITABLE ORG.	CHARITABLE	85,000.
BRADY CENTER TO PREVENT GUN VIOLENCE	NONE	CHARITABLE ORG.	CHARITABLE	1,000.
Total	SEE CONTINUATION SHEET (S)			► 3a 769,546.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

223611
12-05-12

Form 990-PF (2012)

16071022 747931 03576

11
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Form 990-PF (2012)

95-4745065 Page 12

Part XVI-A Analysis of Income-Producing Activities

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			
4 Dividends and interest from securities			
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	523000	14	
8 Gain or (loss) from sales of assets other than inventory	523000	18	162,488.
9 Net income or (loss) from special events			
10 Gross profit or (loss) from sales of inventory			
11 Other revenue:			
a			
b			
c			
d			
e			
12 Subtotal Add columns (b), (d), and (e)		0.	203,169.
13 Total. Add line 12, columns (b), (d), and (e)			203,169.
(See worksheet in line 13 instructions to verify calculations.)			

Relationship of Activities to the Accomplishment of Exempt Purposes

223821
12-05-12

Form 990-PF (2012)

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

**WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP**

Employer identification number

95-4745065

Organization type (check one):

Filers of: Section:

Form 990 or 990-EZ 501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

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

Name of organization

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Employer identification number

95-4745065

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	WERNER WOLFEN C/O IRELL & MANELLA, 1800 AVENUE OF THE STARS, #900 LOS ANGELES, CA 90067	\$ 12,410.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

Employer identification number

95-4745065

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	28,860 SHARES OF PANDORA MEDIA INC - PUBLICLY TRADE SECURITY	\$ 12,410.	VARIOUS
		\$	
		\$	
		\$	
		\$	
		\$	

223453 12-21-12

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

Name of organization

Employer identification number

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

95-4745065

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.

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	
(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	

WOLFEN. FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

CONTINUATION FOR 990-PF, PART IV
95-4745065 PAGE 1 OF 1

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	JP MORGAN-62404 / 2500 SHRS BROADCOM CORP	P	03/17/10	06/20/12
b	JP MORGAN-62404 / 4500 SHRS PANDORA MEDIA INC.	P	08/24/12	09/14/12
c	JP MORGAN-62404 / 42 SHRS FRONTIER COMMUNICATIONS	P	VARIOUS	11/09/12
d	JP MORGAN-62404 / 7500 SHRS PANDORA MEDIA INC.	P	08/24/12	11/28/12
e	JP MORGAN-62404 / 6000 SHRS PANDORA MEDIA INC.	P	10/16/12	12/13/12
f	MERRILL LYNCH-04199	P	VARIOUS	VARIOUS

g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 88,323.		82,500.	5,823.
b 50,584.		1,935.	48,649.
c 152.			152.
d 61,128.		3,225.	57,903.
e 50,874.		2,580.	48,294.
f 181,955.		180,288.	1,667.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,823.
b			48,649.
c			152.
d			57,903.
e			48,294.
f			1,667.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) . . . { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	162,488.
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

223591
05-01-12

16071022 747931 03576

14
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

95-4745065

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
BRENTWOOD SYMPHONY ORCHESTRA ASSOCIATION	NONE	CHARITABLE ORG.	CHARITABLE	200.
CARE	NONE	CHARITABLE ORG.	CHARITABLE	300.
CENTER FOR REPRODUCTIVE RIGHTS	NONE	CHARITABLE ORG.	CHARITABLE	675.
EVANGELINE MINISTRIES INC.	NONE	CHARITABLE ORG.	CHARITABLE	4,000.
FEEDING AMERICA	NONE	CHARITABLE ORG.	CHARITABLE	25,000.
FRIENDS OF KAUFMAN BRENTWOOD LIBRARY	NONE	CHARITABLE ORG.	CHARITABLE	100.
FRIENDS OF PASEO	NONE	CHARITABLE ORG.	CHARITABLE	350.
GOODWILL OF SOUTHERN CALIFORNIA	NONE	CHARITABLE ORG.	CHARITABLE	350.
HADASSAH	NONE	CHARITABLE ORG.	CHARITABLE	650.
HARMONY PROJECT	NONE	CHARITABLE ORG.	CHARITABLE	2,500.
Total from continuation sheets				646,346.

223631
05-01-12

**WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP**

95-4745065

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HARVARD-WESTLAKE ANNUAL GIVING	NONE	CHARITABLE ORG.	CHARITABLE	300.
HILLEL AT UCLA	NONE	CHARITABLE ORG.	CHARITABLE	25,500.
HOMELESS SERVICES CENTER	NONE	CHARITABLE ORG.	CHARITABLE	100.
INNER CITY LAW CENTER	NONE	CHARITABLE ORG.	CHARITABLE	250.
INTERNATIONAL HUMAN RIGHTS LAW CLINIC	NONE	CHARITABLE ORG.	CHARITABLE	165,000.
JCRP	NONE	CHARITABLE ORG.	CHARITABLE	250.
THE JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES	NONE	CHARITABLE ORG.	CHARITABLE	50,000.
JONSSON CANCER CENTER FOUNDATION	NONE	CHARITABLE ORG.	CHARITABLE	200,000.
KCET	NONE	CHARITABLE ORG.	CHARITABLE	375.
KCRW	NONE	CHARITABLE ORG.	CHARITABLE	150.
Total from continuation sheets				

223631
05-01-12

16071022 747931 03576

16
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

**WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP**

95-4745065

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
L.A. GOAL	NONE	CHARITABLE ORG.	CHARITABLE	10,050.
LEO BAECK TEMPLE	NONE	CHARITABLE ORG.	CHARITABLE	5,515.
LIBRARY FOUNDATION OF LOS ANGELES	NONE	CHARITABLE ORG.	CHARITABLE	250.
LOS ANGELES CHAMBER ORCHESTRA	NONE	CHARITABLE ORG.	CHARITABLE	1,940.
LOS ANGELES MUSIC AND ART SCHOOL	NONE	CHARITABLE ORG.	CHARITABLE	3,220.
MEALS ON WHEELS	NONE	CHARITABLE ORG.	CHARITABLE	562.
NAACP LEGAL DEFENSE AND EDUCATIONAL FUND, INC.	NONE	CHARITABLE ORG.	CHARITABLE	275.
NATIONAL WOMAN'S HISTORY MUSEUM	NONE	CHARITABLE ORG.	CHARITABLE	150.
NORTHWESTERN UNIVERSITY	NONE	CHARITABLE ORG.	CHARITABLE	250.
OXFAM INTERNATIONAL	NONE	CHARITABLE ORG.	CHARITABLE	750.
Total from continuation sheets				

223631
05-01-12

16071022 747931 03576

17
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

95-4745065

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PACIFIC PALISADES LIBRARY ASSOCIATION, INC.	NONE	CHARITABLE ORG.	CHARITABLE	100.
PACIFIC SERENADES	NONE	CHARITABLE ORG.	CHARITABLE	500.
PACIFIC PALISADES PRIDE	NONE	CHARITABLE ORG.	CHARITABLE	150.
PBS SO CAL	NONE	CHARITABLE ORG.	CHARITABLE	150.
PEOPLE FOR THE AMERICAN WAY FOUNDATION	NONE	CHARITABLE ORG.	CHARITABLE	150.
PLANNED PARENTHOOD FEDERATION OF AMERICA, NEW YORK	NONE	CHARITABLE ORG.	CHARITABLE	300.
PLANNED PARENTHOOD, LOS ANGELES	NONE	CHARITABLE ORG.	CHARITABLE	500.
PPCC	NONE	CHARITABLE ORG.	CHARITABLE	75.
PROJECT CHICKEN SOUP	NONE	CHARITABLE ORG.	CHARITABLE	400.
RONALD MCDONALD HOUSE OF CHARITIES OF SOUTHERN CALIFORNIA	NONE	CHARITABLE ORG.	CHARITABLE	500.
<u>Total from continuation sheets</u>				

223631
05-01-12

WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP

95-4745065

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAINT JOHN'S HEALTH CENTER EDUCATION	NONE	CHARITABLE ORG.	CHARITABLE	1,000.
SFMOMA	NONE	CHARITABLE ORG.	CHARITABLE	75.
SOCIETY OF ST. VINCENT DE PAUL	NONE	CHARITABLE ORG.	CHARITABLE	150.
SOUTHERN POVERTY LAW CENTER	NONE	CHARITABLE ORG.	CHARITABLE	10,000.
SPECIAL OLYMPICS	NONE	CHARITABLE ORG.	CHARITABLE	440.
TEMPLE BETH EI	NONE	CHARITABLE ORG.	CHARITABLE	15,000.
THE BIRTHRIGHT ISRAEL FOUNDATION	NONE	CHARITABLE ORG.	CHARITABLE	50,000.
THE BROAD STAGE	NONE	CHARITABLE ORG.	CHARITABLE	25,000.
THE CENTER FOR THE PARTIALLY SIGHTED	NONE	CHARITABLE ORG.	CHARITABLE	375.
UCLA FOUNDATION	NONE	CHARITABLE ORG.	CHARITABLE	32,319.
Total from continuation sheets				

223631
05-01-12

**WOLFEN FAMILY FOUNDATION
C/O IRELL & MANELLA, LLP**

95-4745065

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
U.S. HOLOCAUST MEMORIAL MUSEUM	NONE	CHARITABLE ORG.	CHARITABLE	575.
UC REGENTS-BOALT HALL	NONE	CHARITABLE ORG.	CHARITABLE	5,000.
UNION OF CONCERNED SCIENTISTS	NONE	CHARITABLE ORG.	CHARITABLE	150.
UNITED NEGRO COLLEGE FUND	NONE	CHARITABLE ORG.	CHARITABLE	725.
THE US FUND FOR UNICEF	NONE	CHARITABLE ORG.	CHARITABLE	100.
USA FOR UNHCR	NONE	CHARITABLE ORG.	CHARITABLE	350.
VALLEY COMMUNITY CLINIC	NONE	CHARITABLE ORG.	CHARITABLE	150.
WESTLAKE HIGH SCHOOL THEATRE ARTS	NONE	CHARITABLE ORG.	CHARITABLE	2,500.
WOMEN FOR WOMEN INTERNATIONAL	NONE	CHARITABLE ORG.	CHARITABLE	500.
WOMEN'S FOUNDATION OF CALIFORNIA	NONE	CHARITABLE ORG.	CHARITABLE	100.
Total from continuation sheets				

223631
05-01-12

WOLFEN FAMILY FOUNDATION C/O IRELL & MAN

95-4745065

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

SOURCE	AMOUNT
J. P. MORGAN 62404	66.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	66.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
J. P. MORGAN 62404	6,903.	0.	6,903.
MERRILL LYNCH 04127	11,033.	0.	11,033.
MERRILL LYNCH 04199	22,669.	0.	22,669.
WELLS FARGO BANK	10.	0.	10.
TOTAL TO FM 990-PF, PART I, LN 4	40,615.	0.	40,615.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,000.	9,000.		0.
TO FORM 990-PF, PG 1, LN 16B	9,000.	9,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	3,772.	3,772.		0.
TO FORM 990-PF, PG 1, LN 16C	3,772.	3,772.		0.

WOLFEN FAMILY FOUNDATION C/O IRELL & MAN

95-4745065

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE INCOME TAX	10.	10.		0.
FEDERAL TAX REFUND	-370.	0.		0.
FOREIGN TAXES	365.	365.		0.
STATE FILING FEES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 18	30.	400.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLICATION	55.	55.		0.
ADR FEES	3.	3.		0.
BANK FEES	33.	33.		0.
TO FORM 990-PF, PG 1, LN 23	91.	91.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH 04199		X	374,202.	394,893.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			374,202.	394,893.
TOTAL TO FORM 990-PF, PART II, LINE 10A			374,202.	394,893.

WOLFEN FAMILY FOUNDATION C/O IRELL & MAN

95-4745065

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MATTEL, INC.	5,607.	9,045.
PC - TEL, INC.	6,905.	7,200.
VERIZON COMMUNICATIONS	6,619.	7,659.
VODAFONE GROUP PLC	313.	2,846.
CALHOUN VISION	132,000.	160,000.
BROADCOM CORP	0.	0.
PANDORA MEDIA INC	4,671.	99,695.
TOTAL TO FORM 990-PF, PART II, LINE 10B	156,115.	286,445.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GSO MEZZANINE FINANCE LP	FMV	55,815.	49,560.
ADVISORS -ALL CAP CORE FUND	FMV	151,889.	156,098.
ADVISORS -ENHANCED DIVIDEND FUND	FMV	159,021.	160,145.
TOTAL TO FORM 990-PF, PART II, LINE 13		366,725.	365,803.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

WERNER F. WOLFEN
MARY G. WOLFEN

16071022 747931 03576

23 STATEMENT(S) 8, 9, 10
2012.04040 WOLFEN FAMILY FOUNDATION C/ 03576 1

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ►

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

Type or print	Name of exempt organization or other filer, see instructions. WOLFEN FAMILY FOUNDATION C/O IRELL & MANELLA, LLP	Employer identification number (EIN) or 95-4745065
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1800 AVENUE OF THE STARS, NO. 900	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067-4276	

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

0 4

Application	Return Code	Application	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	\$ 964.
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	\$ 464.
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	\$ 500.

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)

223841
01-21-13

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

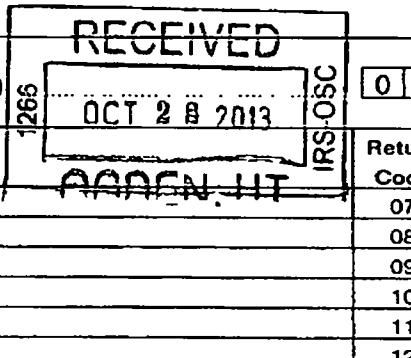
A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

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

Type or print	Name of exempt organization or other filer, see instructions. WOLFEN FAMILY FOUNDATION C/O IRELL & MANELLA, LLP	Employer identification number (EIN) or 95-4745065
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. 1800 AVENUE OF THE STARS, NO. 900	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067-4276	

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



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	\$ 964.
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	\$ 464.
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	\$ 500.

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)