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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**  
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation MAX FACTOR FAMILY FOUNDATION		<b>A Employer identification number</b>  95-6030779	
Number and street (or P O box number if mail is not delivered to street address) 6505 WILSHIRE BOULEVARD NO 1200		<b>B Telephone number</b> (see instructions)  (323) 761-8700	
City or town, state, and ZIP code LOS ANGELES, CA 90048		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 11,152,880		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	372,420	323,934		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	124,914			
	<b>b</b> Gross sales price for all assets on line 6a <u>10,755,311</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		124,914		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	497,334	448,848	0	
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0	0	0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	825	412	0	413
	<b>b</b> Accounting fees (attach schedule) . . . . .	5,162	2,581	0	2,581
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	85	0	0	85
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	13,259	6,629	0	6,630
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	67,808	33,905	0	33,903
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	87,139	43,527	0	43,612
	<b>25</b> Contributions, gifts, grants paid . . . . .	609,000			609,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	696,139	43,527	0	652,612
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-198,805			
	<b>b Net investment income</b> (if negative, enter -0- )		405,321		
	<b>c Adjusted net income</b> (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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	111,803	686,947	686,947
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)	0	1,445,335	1,460,698
	b	Investments—corporate stock (attach schedule) . . . . .	5,578,100	3,402,463	3,642,719
	c	Investments—corporate bonds (attach schedule). . . . .	5,505,636	3,673,681	3,755,189
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	93,407	1,616,890	1,607,327
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,288,946	10,825,316	11,152,880
	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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	267,309	267,309	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	11,021,637	10,558,007	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	11,288,946	10,825,316	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	11,288,946	10,825,316	

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	11,288,946
2	Enter amount from Part I, line 27a . . . . .	2	-198,805
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	11,090,141
5	Decreases not included in line 2 (itemize) ▶ _____	5	264,825
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	10,825,316

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	124,914
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	

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 page 18 of 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	583,112	11,573,058	0 050385
2010	548,933	11,712,046	0 046869
2009	557,862	11,505,318	0 048487
2008	446,587	10,988,755	0 040640
2007	634,067	11,083,889	0 057206

2 Total of line 1, column (d). . . . .	2	0 243587
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 048717
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	11,313,985
5 Multiply line 4 by line 3. . . . .	5	551,183
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	4,053
7 Add lines 5 and 6. . . . .	7	555,236
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	652,612

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	4,053
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	4,053
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	4,053
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,960	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	7,960
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	3,907
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,907	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶ACCOUNT MANAGER Telephone no ▶(323) 761-8700 Located at ▶6505 WILSHIRE BLVD SUITE 1200 LOS ANGELES CA ZIP +4 ▶90048			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	1c		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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)? (see instructions).

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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		
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	
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	
2	
All other program-related investments. See page 24 of the 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. . . . .	1a	11,086,904
b	Average of monthly cash balances. . . . .	1b	399,375
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	11,486,279
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	11,486,279
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	172,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,313,985
6	Minimum investment return. Enter 5% of line 5. . . . .	6	565,699

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	565,699
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	4,053
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,053
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	561,646
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	561,646
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	561,646

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	652,612
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	652,612
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	4,053
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	648,559
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				561,646
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .	15,210			
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .	23,888			
e From 2011. . . . .	20,347			
f Total of lines 3a through e. . . . .	59,445			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 652,612				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	94,934			
d Applied to 2012 distributable amount. . . . .				557,678
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).)	3,968			3,968
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	150,411			
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). . .	11,242			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	139,169			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .	23,888			
d Excess from 2011. . . .	20,347			
e Excess from 2012. . . .	94,934			

Part XIV

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

1a

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.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization 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) )

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

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

DEAN FACTOR  
6505 WILSHIRE BLVD 1200  
LOS ANGELES,CA 90048  
(310) 274-8193

b

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

PLEASE REQUEST FORMAL APPLICATION FORM FROM THE MAX FACTOR FAMILY FOUNDATION. GRANT REQUESTS ACCOMPANIED BY A FORMAL APPLICATION WILL BE CONSIDERED FOR FUNDING BY THE FOUNDATION TOGETHER WITH A COPY OF THE ORGANIZATION'S INTERNAL REVENUE SERVICE TAX EXEMPTION DETERMINATION LETTER. THE GRANT EMPHASIS SHALL BE GIVEN TO PROPOSALS WHICH TARGET AREAS OF HEALTH CARE RELATING TO YOUTHS, AGING, RESEARCH AND SCHOLORSHIPS FOR MINORITIES.

c

Any submission deadlines

NONE

d

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

THE MAX FACTOR FAMILY FOUNDATION DOES NOT CONTRIBUTE TO INDIVIDUALS, POLITICAL PARTIES, POLITICAL CANDIDATES, OR POLITICAL PUBLICATIONS, RELIGIOUS ORGANIZATIONS, VETERANS' ORGANIZATIONS (UNLESS FUNDS ARE BEING SOUGHT FOR THE BENEFIT OF THE WHOLE COMMUNITY), LOCAL AGENCIES WHICH ARE PART OF NATIONAL ORGANIZATIONS RECEIVING MAX FACTOR FAMILY FOUNDATION CONTRIBUTIONS, LOCAL LEGAL CENTERS AFFILIATED WITH NATIONAL LEGAL CENTERS TO WHICH MAX FACTOR FAMILY FOUNDATION CONTRIBUTES, MUNICIPAL EMPLOYEE FRATERNAL GROUPS AND/OR FOR "GOOD WILL" OR "COURTESY" ADVERTISING.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	609,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\* \* \* \* \*

2013-05-13

\* \* \* \* \*

Signature of officer or trustee

Date

# Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00965709
	ERIC BINDER	ERIC BINDER			
	Firm's name <input type="checkbox"/>	BINDER AND COMPANY INC 9000 SUNSET BLVD 1015			Firm's EIN <input type="checkbox"/> 27-0166139
	Firm's address <input type="checkbox"/>	WEST HOLLYWOOD, CA 90069			Phone no (310) 476-6869

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
CREDIT SUISSE - 3234	P	2011-07-11	2012-06-06
CREDIT SUISSE - 3234	P	2011-07-11	2012-11-05
CREDIT SUISSE - 3309	P	2011-07-11	2012-05-24
CREDIT SUISSE - 3309	P	2011-07-11	2012-12-14
CREDIT SUISSE - 3317	P	2011-07-11	2012-05-02
CREDIT SUISSE - 3317	P	2011-07-11	2012-12-31
CREDIT SUISSE - 3325	P	2012-10-01	2012-11-01
CREDIT SUISSE - 3325	P	2011-12-01	2012-02-01
CREDIT SUISSE - 8359	P	2011-07-19	2012-07-18
CREDIT SUISSE - 8359	P	2011-07-19	2012-11-29
MERRILL LYNCH - 4094	P	2011-07-12	2012-11-09
MERRILL LYNCH - 2346	P	2009-04-03	2012-11-13
MERRILL LYNCH - 2346	P	2012-04-25	2012-12-26
MERRILL LYNCH - 2346	P	2011-07-22	2012-05-23
CAPITAL GAINS DIVIDENDS	P		



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
118,485		127,747	-9,262
26,872		31,324	-4,452
33,130		45,231	-12,101
31,793		41,631	-9,838
182,478		166,058	16,420
123,981		117,484	6,497
6,515,316		6,467,556	47,760
1,056,227		1,045,933	10,294
78,693		82,841	-4,148
583,755		621,304	-37,549
55,000		56,590	-1,590
1,362,035		1,254,289	107,746
474,634		474,634	0
97,775		97,775	0
15,137			15,137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,262
			-4,452
			-12,101
			-9,838
			16,420
			6,497
			47,760
			10,294
			-4,148
			-37,549
			-1,590
			107,746
			0
			0
			15,137


Form 990PF Part VIII Line 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
DEAN FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
DAVID FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
JENNY FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
MICHAEL FIRESTEIN	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
JON GLASER	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD 500 LOS ANGELES, CA 90026	NONE	501(C)3	TO SUPPORT SAFE LIVING ENVIRONMENT IN WATTS, CA	20,000
ALLIANCE FOR CHILDRENS RIGHTS 3333 WILSHIRE BLVD 550 LOS ANGELES, CA 90010	NONE	501(C)3	NEXT STEP PROGRAM FOR TRANSITIONING YOUTH TO BETTER ENVIRONMENTS	25,000
BET TZEDAK 145 S FAIRFAX AVE 200 LOS ANGELES, CA 90036	NONE	501(C)3	TO SUPPORT DISABLE YOUTH AND FAMILIES OBTAIN CONSERVATORSHIPS	20,000
CEDARS SANAI MEDICAL CENTER 8700 BEVERLY BLVD 2416 LOS ANGELES, CA 90048	NONE	HOSPITAL	ENDOWED LECTURESHIP IN LUNG DISEASE	20,000
CEDARS SANAI MEDICAL CENTER 8730 ALDEN DRIVE C-212 LOS ANGELES, CA 90048	NONE	HOSPITAL	FUND SERVICES FOR A NEW SCHOOL TO SUPPORT TRAUMATIZED STUDENTS FOR VIOLENCE	20,000
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411	NONE	501(C)3	ONSITE SUPPORT FOR CHILDREN WHO HAVE BEEN VICTIMIZED BY PROSTITUTION	5,000
CHILDRENS BURN FOUNDATION 5000 VAN NUYS BLVD 450 SHERMAN OAKS, CA 91403	NONE	501(C)3	TO SUPPORT MEDICAL, SOCIAL AND PSYCHO-SOCIAL SERVICES FOR CHILD BURN SURVIVORS	5,000
COMMUNITY PARTNERS-COLLEGE MATCH 1000 N ALAMEDA STREET 240 LOS ANGELES, CA 90012	NONE	501(C)3	TO PREPARE LOW-INCOME HIGH SCHOOL STUDENTS FOR COLLEGE-MATCHING PROGRAM	25,000
COMMUNITY PARTNERS-VIOLENCE PREVENTION COALITION 1000 N ALAMEDA STREET 240 LOS ANGELES, CA 90012	NONE	501(C)3	UNDERWRITE THE ANNUAL ANGEL OF PEACE AWARDS	15,000
CSUN FOUNDATION 18111 NORDHOFF STREET NORTHRIDGE, CA 91330	NONE	501(C)3	TO SUPPORT THE RENOVATION OF THE PLAY ROOM AT THE CONSELING CLINIC ON THE CAMPUS	5,000
DISCOVERY EYE FOUNDATION 6222 WILSHIRE BLVD 260 LOS ANGELES, CA 90048	NONE	501(C)3	TO FUND RESEARCH TO DETERMINE THE SUSCEPTIBILITY OF JEWS TO AGE RELATED MACULAR DEGENERATION	15,000
EMORY UNIVERSITY SEND A SMILE PO BOX 122978 605 ASHBURY CIRCLE ATLANTA, GA 30322	NONE	501(C)3	SUPPLIES AND OTHER ADMINISTRATIVE NEEDS	1,000
FOOD FORWARD 7412 FULTON AVE 3 NORTH HOLLYWOOD, CA 91605	NONE	501(C)3	TO SUPPORT LOCALLY GROWN FOOD INITATIVE	5,000
GIRLS AND GANGS 1000 N ALAMEDA STREET 240 LOS ANGELES, CA 90012	NONE	501(C)3	TO SUPPORT THE MOVING FORWARD PROGRAM PROVIDING GIRLS IMMEDIATELY FOLLOWING RELEASE FROM PRISON WITH SUPPORT THROUGH CREATIVE ARTS, FITNESS AND CULTURAL FIELD TRIPS	10,000
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105	NONE	501(C)3	TO PROVIDE EMERGENCY ASSISTANCE INCLUDING FOOD AND SHELTER, CLOTHING AND HOUSING TO HELP LOW INCOME FAMILIES RESOLVE CRISES	8,000

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
JEWISH AGENCY FOR ISRAEL 633 THIRD AVENUE 32ND FLOOR NEW YORK,NY 10017	NONE	501(C)3	TO SUPPORT ISRAEL FELLOW AT CALIFORNIA STATE NORTHRIDGE	15,000
JEWISH FEDERATION COUNCIL 6505 WILSHIRE BLVD LOS ANGELES,CA 90048	NONE	501(C)3	LOS ANGELES IMPACT INITIATIVE	225,000
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD LOS ANGELES,CA 90043	NONE	501(C)3	SUPPORT INFANT AND EARLY CHILDHOOD PROGRAM SERVING BLIND CHILDREN	15,000
LASHA 22048 SHERMAN WAY 107 CANOGA PARK,CA 91303	NONE	501(C)3	LIAISON PROGRAM FOR INSTITUTION	10,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA,CA 91335	NONE	501(C)3	TRIBUTE JOURNAL AD, AMETHYST LEVEL	5,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA,CA 91335	NONE	501(C)3	TO EXPAND THE FINE ARTS AND MUSIC PROGRAMS	10,000
MEND 10641 SAN FERNANDO ROAD PACOIMA,CA 91331	NONE	501(C)3	TO SUPPORT MEND'S MEDICAL CLINIC THROUGH THE PURCHASE OF MEDICATION INCLUDING DIABETIC MEDICINE FOR PATIENTS	20,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 S SEPULVEDA BLVD 115 LOS ANGELES,CA 90064	NONE	501(C)3	COLLEGE SCHOLORSHIPS	10,000
OUR HOUSE INC 1663 SAWTELLE BLVD 300 LOS ANGELES,CA 90025	NONE	501(C)3	SUPPORT SCHOOL BASED GRIEF GROUPS PROGRAMS	20,000
PUENTE LEARNING CENTER 501 S BOYLE AVE LOS ANGELES,CA 90033	NONE	501(C)3	TO SUPPORT THE CREATION OF THE RESUME WRITING AND CAREER SEMINAR WORKSHOP	10,000
SOUTHERN CALIFORNIA COUNSELING CENTER 5615 WEST PICO BLVD LOS ANGELES,CA 90019	NONE	501(C)3	TO SUPPORT DESIGN AND IMPLEMENTATION OF ADVANCE CLINICAL TRAINING PROGRAM FOR VOLUNTEER STAFF	15,000
TREEPEOPLE 12601 MULHOLLAND DRIVE BEVERLY HILLS,CA 90210	NONE	501(C)3	TO PROMOTE GREEN PROJECTS AND LOW-INCOME SCHOOLS	15,000
UC BERKELEY SCHOOL OF PUBLIC HEALTH 417H UNIVERSITY HALL BERKELEY,CA 94720	NONE	501(C)3	SCHOLORSHIP PROGRAM FOR SCHOOL OF PUBLIC HEALTH	20,000
WILEY CENTER FOR SPEECH AND LANGUAGE 5761 BUCKINGHAM PARKWAY CULVER CITY,CA 90230	NONE	501(C)3	SPEECH AND LANGUAGE DEVELOPMENT AND SOCIAL COMMUNICATION PROGRAMS	20,000
<b>Total . . . . .</b>  <b>3a</b>				609,000

## TY 2012 Accounting Fees Schedule

**Name:** MAX FACTOR FAMILY FOUNDATION

**EIN:** 95-6030779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,162	2,581	0	2,581

**TY 2012 Distribution from Corpus Election**

**Name:** MAX FACTOR FAMILY FOUNDATION

**EIN:** 95-6030779

**Election:** PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),  
THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR  
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY  
PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE  
OUT OF CORPUS.SIGNED: \_\_\_\_\_NAME  
AND TITLE:\_\_\_\_\_

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TEMPLETON GLOBAL BOND FUND	0	0
BLACKROCK BOND FUND	0	0
CORPORATE BONDS	3,673,681	3,755,189



**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** MAX FACTOR FAMILY FOUNDATION  
**EIN:** 95-6030779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	3,402,463	3,642,719

# **TY 2012 Investments Government Obligations Schedule**

**Name:** MAX FACTOR FAMILY FOUNDATION

**EIN:** 95-6030779

**US Government Securities - End of  
Year Book Value:**

1,445,335

**US Government Securities - End of  
Year Fair Market Value:**

1,460,698

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2012 Investments - Other Schedule****Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JP MORGAN PRIVATE EQUITY	AT COST	182,300	201,002
ALTERNATIVE INVESTMENTS	AT COST	434,590	442,138
ALKEON GROWTH OFFSHORE	AT COST	1,000,000	964,187

# TY 2012 Legal Fees Schedule

**Name:** MAX FACTOR FAMILY FOUNDATION

**EIN:** 95-6030779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	825	412	0	413

TY 2012 Other Decreases Schedule

**Name:** MAX FACTOR FAMILY FOUNDATION

**EIN:** 95-6030779

Description	Amount
UNREALIZED GAIN LOSS ADJUSTMENT	264,825

**TY 2012 Other Expenses Schedule****Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STORAGE EXPENSES	1,740	870	0	870
ADMINISTRATIVE FEES	62,545	31,273	0	31,272
INSURANCE	3,523	1,762	0	1,761

**TY 2012 Taxes Schedule****Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0	0	10
REGISTRY OF CHARITABLE TRUST	75	0	0	75