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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

, and ending

Name of foundation CARRIE ESTELLE DOHENY FOUNDATION		A Employer identification number 95-6202911
Number and street (or P.O. box number if mail is not delivered to street address) 707 WILSHIRE BOULEVARD	Room/suite 4960	B Telephone number 213-488-1122
City or town, state, and ZIP code LOS ANGELES, CA 90017		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 168,882,603.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B interest on savings and temporary cash investments		48,540.	48,542.		
3 Dividends and interest from securities		4,193,741.	4,296,783.		
5a Gross rents					
b Not rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,357,329.			
b Gross sales price for all assets on line 6a 39,265,562.					
7 Capital gain net income (from Part IV, line 2)			2,406,165.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,559,713.	3,568,517.		STATEMENT 1
12 Total. Add lines 1 through 11		10,159,323.	10,320,007.		
13 Compensation of officers, directors, trustees, etc.		311,505.	125,800.		184,883.
14 Other employee salaries and wages		241,990.	10,599.		228,737.
15 Pension plans, employee benefits		126,598.	27,587.		99,012.
16a Legal fees					
b Accounting fees STMT 2		28,000.	12,000.		16,000.
c Other professional fees STMT 3		1,589,324.	1,566,266.		27,510.
17 Interest					
18 Taxes STMT 4		247,319.	35,392.		0.
19 Depreciation and depletion		7,574.	1,304.		
20 Occupancy		147,420.	27,420.		120,033.
21 Travel, conferences, and meetings		11,221.	2,760.		8,461.
22 Printing and publications		31,201.	0.		31,201.
23 Other expenses STMT 5		26,333.	7,152.		15,017.
24 Total operating and administrative expenses. Add lines 13 through 23		2,768,485.	1,816,280.		730,854.
25 Contributions, gifts, grants paid		8,165,392.			7,740,412.
26 Total expenses and disbursements. Add lines 24 and 25		10,933,877.	1,816,280.		8,471,266.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-774,554.			
b Net investment income (if negative, enter -0-)			8,503,727.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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AS AMENDED

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		50.	50.	50.	
	2	Savings and temporary cash investments		1,842,844.	4,142,867.	4,142,867.	
	3	Accounts receivable	494,971.				
		Less: allowance for doubtful accounts		507,201.	494,971.	494,971.	
	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		78,375.	46,738.	46,738.	
	10a	Investments - U.S. and state government obligations	STMT 6	12,016,040.	10,544,006.	10,544,006.	
	b	Investments - corporate stock	STMT 7	54,676,217.	50,586,182.	50,586,182.	
	c	Investments - corporate bonds	STMT 8	31,005,976.	43,773,537.	43,773,537.	
Liabilities	11	Investments - land, buildings, and equipment: basis					
		Less: accumulated depreciation					
	12	Investments - mortgage loans					
	13	Investments - other	STMT 9	55,910,095.	59,283,190.	59,283,190.	
	14	Land, buildings, and equipment: basis	358,217.				
		Less: accumulated depreciation	STMT 10	347,155.	18,635.	11,062.	
	15	Other assets (describe)					
	16	Total assets (to be completed by all filers)		156,055,433.	168,882,603.	168,882,603.	
	17	Accounts payable and accrued expenses		306,836.	599,149.		
	18	Grants payable		411,815.	836,795.		
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)		718,651.	1,435,944.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☒				
	24	Unrestricted		155,336,782.	167,446,659.		
	25	Temporarily restricted					
	26	Permanently restricted					
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☐				
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		155,336,782.	167,446,659.			
31	Total liabilities and net assets/fund balances		156,055,433.	168,882,603.			

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	155,336,782.
2	Enter amount from Part I, line 27a	2	-774,554.
3	Other increases not included in line 2 (itemize) MARK TO MARKET ADJUSTMENT	3	12,884,431.
4	Add lines 1, 2, and 3	4	167,446,659.
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	167,446,659.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 39,265,562.		36,859,397.	2,406,165.	
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. (i) over col. (j), if any		
a				
b				
c				
d				
e			2,406,165.	
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 2,406,165.
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	8,313,576.	163,832,152.	.050744
2010	7,890,085.	154,275,483.	.051143
2009	6,483,878.	133,892,910.	.048426
2008	8,213,007.	164,569,269.	.049906
2007	9,988,953.	191,000,248.	.052298

2 Total of line 1, column (d)	2 .252517
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 .050503
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 163,478,564.
5 Multiply line 4 by line 3	5 8,256,158.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 85,037.
7 Add lines 5 and 6	7 8,341,195.
8 Enter qualifying distributions from Part XII, line 4	8 8,471,266.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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		1	85,037.
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	85,037.
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	85,037.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	96,367.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,367.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,330.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 51,330. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DOHENYFOUNDATION.ORG	13	X	
14	The books are in care of ► NINA S. SHEPHERD Telephone no. ► 213-488-1122 Located at ► FOUNDATION OFFICE, LOS ANGELES, CA ZIP+4 ► 90017			
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 ► SEE STATEMENT 11	16	X	No

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/AOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		311,505.	51,453.	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
MARGARET MCEACHEN	SR. GRANTS ADMINISTRATOR			
FOUNDATION OFFICE	32.00	101,118.	5,360.	0.
PAMELA THOMAS	GRANTS ADMINISTRATOR			
FOUNDATION OFFICE	32.00	66,603.	31,042.	0.
MAURNA DESMOND	PROGRAM OFFICER			
FOUNDATION OFFICE	32.00	70,070.	9,295.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
D.E. SHAW SECURITIES 120 W 45TH ST, NY, NY 10036	INVESTMENT MANAGEMENT	273,784.
MARATHON - 5 UPPER ST MARTINS LANE, LONDON, UNITED KINGDOM	INVESTMENT MANAGEMENT	211,019.
LIGHTHOUSE 68 FORT ST., GEORGETOWN, CAYMAN ISLANDS	INVESTMENT MANAGEMENT	124,510.
PIMCO 840 NEWPORT CTR DR, NEWPORT BEACH, CA 92660	INVESTMENT MANAGEMENT	107,456.
PAAMCO 19540 JAMBOREE ROAD, IRVINE, CA 92612	INVESTMENT MANAGEMENT	98,044.

Total number of others receiving over \$50,000 for professional services **8****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 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	165,776,641.
b	Average of monthly cash balances	1b	73,947.
c	Fair market value of all other assets	1c	117,497.
d	Total (add lines 1a, b, and c)	1d	165,968,085.
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	165,968,085.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,489,521.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	163,478,564.
6	Minimum investment return. Enter 5% of line 5	6	8,173,928.

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	8,173,928.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	85,037.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,088,891.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,088,891.
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	8,088,891.

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	8,471,266.
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	8,471,266.
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	85,037.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,386,229.

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				8,088,891.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 943,891.				
b From 2008				
c From 2009				
d From 2010 446,447.				
e From 2011 289,348.				
f Total of lines 3a through e	1,679,686.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 8,471,266.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				8,088,891.
e Remaining amount distributed out of corpus	382,375.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,062,061.			
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	943,891.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,118,170.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 446,447.				
d Excess from 2011 289,348.				
e Excess from 2012 382,375.				

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

		Prior 3 years				(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2	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)(iii)					
	(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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 13

- 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:**

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT (EXHIBIT E)	NONE ARE RELATED	NONE ARE FOUNDATIONS	SEE STATEMENT (EXHIBIT E)	7,740,412.
Total			3a	7,740,412.
b Approved for future payment				
CONGREGATION OF THE MISSION 649 WEST ADAMS BLVD LOS ANGELES, CA 90007	NONE	NONE	RECOGNITION OF REV WM PILETIC	12,000.
DOHENY EYE INSTITUTE 1450 SAN PABLO STREET LOS ANGELES, CA 90033	NONE	NONE	INFRASTRUCTURE TO SUPPORT VISION RESEARCH	500,000.
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	NONE	NONE	SCHOLARSHIP AND PROF DEVELOPMENT TO SUPPORT PLACE CORPS AND CAST	200,000.
Total			3b	837,000.
SEE CONTINUATION SHEET(S)				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies ..					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	48,540.	
4 Dividends and interest from securities			14	4,193,741.	
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			14	3,559,713.	
8 Gain or (loss) from sales of assets other than inventory			18	2,357,329.	
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.		10,159,323.	0.
13 Total. Add line 12, columns (b), (d), and (e)				10,159,323.	13

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

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

[illegible]

Carrie Estelle Doheny Foundation
EIN 95-6202911
List of Exhibits
2012 Form 990PF

<u>Exhibit</u>	<u>Description</u>	<u>Part #</u>	<u>Line #</u>
A	Kennedy Capital Management stock	II	Statement 7
B	CBRE Clarion Global REITS	II	Statement 7
C	STW Corporate Bonds	II	Statement 8
D	Three Peaks Corporate Bonds	II	Statement 8
E	Grants paid in 2012	XV	3a

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PART II, LINE 10b
KENNEDY CAPITAL MANAGEMENT

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FAIR MARKET VALUE</u>
6325	#REORG/PARAMETRIC TECH NAME CHANGE	142,376
2100	#REORG/ROBBINS & MYERS INC CASH MERGER	124,845
1785	#REORG/WARNACO GROUP INC CASH AND STOCK MERGER	127,752
4705	ADTRAN INC COM	91,936
2521	ANALOGIC CORP COM PAR \$0.05	187,310
8730	ANGIODYNAMICS INC COM STK	95,943
8520	BARRETT BILL CORP COM STK	151,571
1100	BIO RAD LABS INC CL A	115,555
3000	CENTENE CORP DEL COM	123,000
3804	FARO TECHNOLOGIES INC COM	135,727
8945	FIRSTMERIT CORP COM	126,930
15890	FULTON FINL CORP PA COM	152,703
3850	GULFMARK OFFSHORE INC CL A NEW USD0.01 CLASS A	132,633
4070	HAEMONETICS CORP MASS COM	166,219
23270	HARMONIC INC COM	117,979
3195	HAYNES INTL INC COM NEW COM NEW	165,725
4735	HILL ROM HLDGS INC COM STK	134,948
8760	II-VI INC COM	160,045
7270	INVESTORS BANCORP INC COM STK	129,261
2870	JOS A BK CLOTHIERS INC COM	122,205
6730	LASALLE HOTEL PTYS COM SH BEN INT	170,875
5795	LSB INDS INC COM	205,259
7380	MASIMO CORP COM STK	155,054
5095	MDU RES GROUP INC COM	108,218
1290	NATL PRESTO INDS INC COM	89,139
3480	NETGEAR INC COM	137,182
12650	OLD NATL BANCORP IND COM	150,156
5495	OPLINK COMMUNICATIONS INC COM NEW	85,612
3445	OSI SYS INC COM	220,618
6355	PIPER JAFFRAY COS COM	204,186
8480	POLYCOM INC COM	88,701
4240	POWELL INDS INC COM	176,087
5060	RAVEN INDS INC COM STK	133,382
6255	ROFIN SINAR TECHNOLOGIES INC COM	135,608
7987	ROLLINS INC COM	176,033

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PART II, LINE 10b
KENNEDY CAPITAL MANAGEMENT

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FAIR MARKET VALUE</u>
2000	SM ENERGY CO COM	104,420
4735	STERIS CORP COM	164,447
9955	SYKES ENTERPRISES INC COM	151,515
1732	TRACTOR SUPPLY CO COM	153,040
4140	TRIMBLE NAV LTD COM	247,489
3878	UMB FINL CORP COM STK	170,012
14105	VIEWPOINT FINL GROUP INC MD COM	295,359
3600	WABTEC CORP COM	315,144
3315	WEST PHARMACEUTICAL SVCS INC COM	181,496
4105	WOLVERINE WORLD WIDE INC COM	168,223
5465	WOODWARD INC COM	208,380
TOTAL		7,100,292

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PART II, LINE 10b
CBRE CLARION REITS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FAIR MARKET VALUE</u>
600	SONAE SIERRA BRASIL	9,451
800	BOARDWALK R/EST IN TRUST UNITS	51,847
600	CALLOWAY REAL ESTATE INVESTMENT TRUST	17,445
900	PRIMARIS RETAIL INVT TR	24,315
1800	RIOCAN REAL ESTATE TRUST UNITS NPV	49,822
21200	CHINA OVERSEAS LAND & INVESTMNT HKD0.10	63,183
647	FONCIERE DES REIT EUR	53,995
360	ICADE NPV (POST MERGER)	31,762
1984	KLEPIERRE EUR1.40	78,523
220	SILIC EUR4	24,234
865	UNIBAIL-RODAMCO SE EUR5	207,499
1250	DEUTSCHE WOHNEN AG EUR1 (BR)	23,072
1222	GSW IMMOBILIEN AG NPV (BR)	51,555
13901	CHEUNG KONG(HLDGS) HKD0.50	213,424
6900	HANG LUNG GROUP HKD1	39,214
8800	HANG LUNG PROPERTIES HKD1	34,969
15000	KERRY PROPERTIES HKD1	77,895
29400	LINK R/EST INVEST NPV	146,794
46575	SINO LAND CO HKD1	83,766
9100	SUN HUNG KAI PROP HKD0.50	136,426
15500	SWIRE PROPERTIES LTD HKD1	51,694
9892	WHARF(HLDGS) HKD1	77,341
4861	HONGKONG LAND HLD ORD US	33,978
8	ADVANCE RES INV REIT	16,386
1110	DAITO TRUST CONST NPV	104,626
1500	DAIWA HOUSE INDS NPV	25,658
12	JAPAN REAL ESTATE INVESTMENT CO	117,967
35	JAPAN RETAIL FUND REIT	64,199
5	KENEDIX REALTY INV REIT	17,406
17216	MITSUBISHI ESTATE CO LTD	407,975
13298	MITSUMI FUDOSAN CO LTD NPV	321,434
4	NIPPON ACCOMMODATI REIT	27,757
5	NIPPON BUILDING FD REIT	51,639
2700	SUMITOMO REALTY & DEVELOPMENT NPV	88,902
14000	TOKYO TATEMONO CO NPV	71,081

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PART II, LINE 10b
CBRE CLARION REITS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FAIR MARKET VALUE</u>
29	UNITED URBAN INVES REIT	33,271
472	EUROCOMMERCIAL EURO.50	18,756
4300	ASCENDAS R/EST INV NPV (REIT)	8,343
70100	CAPITACOMMERCIAL NPV (REIT)	96,700
37390	CAPITALAND LTD NPV	113,257
43782	CAPITAMALL TRUST NPV (REIT)	76,345
5100	FRASERS CENTREPOIN TRUST	8,350
40900	GLOBAL LOGISTIC PR NPV	93,084
10700	KEPPEL LAND LTD NPV	35,302
3040	CASTELLUM AB NPV	43,132
1941	HUFVUDSTADEN AB SER'A'NPV	24,451
500	PSP SWISS PROPERTY CHF0.10 (REGD)	47,277
3894	BRITISH LAND CO ORD GBP0.25	35,573
1850	DERWENT LONDON ORD GBP0.05	63,331
8678	GREAT PORTLAND ESTATES ORD GBP0.125	68,993
14185	HAMMERSON ORD GBP0.25	112,591
11088	LAND SECURITIES GP ORD GBP0.10	146,622
9200	SAFESTORE HLDGS ORD GBP0.01	16,151
2200	SEGRO PLC ORD GBP0.10	8,819
1100	AMERICAN TOWER CORP	84,997
1545	AVALONBAY CMNTYS REIT	209,487
1740	BRE PPTYS INC COM CL A	88,444
2134	BSTN PPTYS INC	225,799
5500	DDR CORP COM	86,130
2900	DOUGLAS EMMETT INC COM REIT	67,570
2751	EQTY RESDNTL EFF 5/15/02	155,899
250	ESSEX PPTY TR REIT	36,663
690	FEDERAL RLTY INVT TR SH BEN INT NEW SH BEN INT	71,774
8394	GENERAL GROWTH PPTYS INC NEW COM	166,621
3400	HCP INC COM REIT	153,612
2400	HEALTH CARE REIT INC COM	147,096
1300	HIGHWOODS PPTYS INC COM	43,485
11729	HOST HOTELS & RESORTS INC REIT	183,793
2200	KILROY RLTY CORP COM	104,214
6600	KIMCO RLTY CORP COM	127,512

CARRIE ESTELLE DOHENY FOUNDATION
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PART II, LINE 10b
 CBRE CLARION REITS

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>FAIR MARKET VALUE</u>
3020	LIBERTY PPTY TR SH BEN INT	108,025
3162	MACERICH CO REIT	184,345
1200	PEBBLEBROOK HOTEL TR COM STK	27,720
1900	POST PPTYS INC REIT	94,905
5009	PROLOGIS INC COM	182,778
1119	PUB STORAGE COM	162,210
2441	SIMON PROPERTY GROUP INC COM	385,898
2068	SL GREEN RLTY CORP COM STK	158,512
1780	TANGER FACTORY OUTLET CTRS INC COM	60,876
1590	TAUBMAN CTRS INC COM	125,165
5931	UDR INC COM STK	141,039
2054	VENTAS INC REIT	132,935
469	VORNADO RLTY TR COM	37,558
28700	CENTRO RETAIL AUST NPV (STAPLED SECURITY)	67,638
115886	DEXUS PROPERTY GP NPV (STAPLED)	122,118
17178	GOODMAN GROUP NPV (STAPLED UNITS)	77,222
13400	GPT GROUP NPV (STAPLED SECURITIES)	51,196
16125	INVESTA OFFICE FD UNITS NPV (STAPLED)	49,721
42721	MIRVAC GROUP STAPLED SECURITIES	65,864
22146	WESTFIELD GROUP NPV STAPLED UNITS	242,795
51849	WESTFIELD RETAIL T UNITS NPV (STAPLED)	162,566
TOTAL		8,541,760

CARRIE ESTELLE DOHENY FOUNDATION
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PART II, LINE 10c
STW CORPORATE BONDS

<u>PAR VALUE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>FAIR MARKET VALUE</u>
126000	BARRICK PD 5.95%	10/15/2039	145,522
266000	RIO TINTO FIN USA 5.2	11/2/2040	312,612
300000	TRANSCANADA 6.2%	10/15/2037	396,083
100000	TRANSCANADA 7.625%	1/15/2039	150,436
229000	COVIDIEN INTL FIN 6.55%	10/15/2037	320,082
110000	ENEL FINANCE INTL NV NT 144A 6	10/7/2039	106,518
33000	COOPERATIEVE 5.25%	5/24/2041	38,750
268000	KONINKLIJKE 6.875%	3/11/2038	362,614
119000	STATOIL ASA 4.25	11/23/2041	128,032
75000	TELEFONICA 7.045%	6/20/2036	81,000
250000	PVTPL BARCLAYS BK PLC NT 144A 10.179%	6/12/2021	340,355
325000	PVTPL TESCO PLC CORP 6.15%	11/15/2037	413,687
250000	AFLAC INC 6.45%	8/15/2040	316,168
107000	AFLAC INC 6.9%	12/17/2039	142,283
200000	ANHEUSER BUSCH 6.375%	1/15/2040	277,874
345000	AT&T INC 6.5%	9/1/2037	451,217
102000	BARRICK N AMER FIN 5.7%	5/30/2041	116,949
450000	BK OF AMER NA 6	10/15/2036	551,375
60000	BURL NORTHN SANTA 4.375%	9/1/2042	63,062
209000	CA INST TECH 4.7%	11/1/2111	227,104
86000	CITIGROUP INC 5.875%	5/29/2037	103,490
19000	CITIGROUP INC 6.875%	6/1/2025	24,311
266000	CITIGROUP INC 8.125%	7/15/2039	398,233
94000	CONOCOPHILLIPS 5.9%	5/15/2038	123,666
152000	FL PWR & LT CO 4.05%	6/1/2042	158,305
180000	GEN ELEC CAP CORP 6.15%	8/7/2037	223,775
60000	GEN ELEC CAP CORP MEDIUM TERM NTS 6.875	1/10/2039	81,558
140000	GENERAL ELEC CAP CORP TRANCHE # TR 005286.75%	3/15/2032	181,823
205000	HALLIBURTON CO 6.7%	9/15/2038	286,134
303000	HEWLETT PACKARD CO 6%	9/15/2041	299,939
250000	HSBC BK USA N A 7	1/15/2039	337,971
413000	JPMORGAN CHASE & 5.6%	7/15/2041	511,477
136000	LOWES COS INC 6.65%	9/15/2037	186,281
97000	MA INST TECH 5.6%	7/11/2111	140,759

STW CORPORATE BONDS

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PART II, LINE 10c
STW CORPORATE BONDS

<u>PAR VALUE</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>FAIR MARKET VALUE</u>
271000	METLIFE INC 5.875%	2/6/2041	343,134
79000	PHILIP MORRIS INTERNATIONAL INC 3.875	8/21/2042	79,428
95000	PHILIP MORRIS INTL 6.375%	5/16/2038	129,363
252000	PRUDENTIAL FINL 6.2%	11/15/2040	304,820
50000	PRUDENTIAL FINL INC 6.625	6/21/2040	63,535
88000	PRUDENTIAL FINL INC MEDTERM NTS NT 5.625%	5/12/2041	100,313
31000	PVTPL ABBVIE INC SR NT 144A 4.4%	11/6/2042	32,957
270000	PVTPL AMERICAN EXPRESS CO SR NT 4.05%	12/3/2042	271,212
5000	PVTPL AT&T INC NT 144A 4.3%	12/15/2042	5,022
190000	TARGET CORP 6.5%	10/15/2037	265,212
150000	TARGET CORP NT 7	1/15/2038	220,321
100000	TRAVELERS COS INC 5.35%	11/1/2040	124,404
2000	UNITEDHEALTH GROUP 3.95	10/15/2042	1,992
310000	UNITEDHEALTH GROUP 5.7%	10/15/2040	375,709
48000	UNITEDHEALTH GROUP 5.8%	3/15/2036	57,910
174000	UNIVERSITY PA TRUSTEES 4.674	9/1/2112	194,222
151000	UTD TECHNOLOGIES 4.5%	6/1/2042	167,785
225000	VERIZON 7.35%	4/1/2039	333,538
37000	VERIZON COMMUNICATIONS 6	4/1/2041	48,292
40000	WELLPOINT INC 5.95%	12/15/2034	47,759
400000	WELLS FARGO BK 5.95%	8/26/2036	504,690
25000	WESTERN UN CO 6.2%	11/17/2036	25,297
200000	CITIBANK CR CARD 6.15000009537%	6/15/2039	265,457
TOTAL			11,961,818

CARRIE ESTELLE DOHENY FOUNDATION
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PART II, LINE 10c

THREE PEAKS CORPORATE BONDS

SHARES	DESCRIPTION	MATURITY DATE	FAIR MARKET VALUE
50000	PVTPL TELESAT CDA / TELESAT LLC SR NT 6	5/15/2017	52,500
75000	PVTPL SENSATA TECHNOLOGIES B V SR NT 6.5	5/15/2019	79,875
45000	WARNER CHILCOTT CO 7.75	9/15/2018	47,925
150000	ARAMARK CORP 8.5%	2/1/2015	150,752
60000	ATLAS PIPELN 8.75%	6/15/2018	63,900
58000	B & G FOODS INC 7.625	1/15/2018	62,350
65000	BERRY PETE CO 6.75%	11/1/2020	69,875
45000	BERRY PLASTICS 9.5%	5/15/2018	49,500
100000	BERRY PLASTICS CORP SR SECD NT FLTG	2/15/2015	100,150
25000	BRIGGS & STRATTON 6.875%	12/15/2020	28,281
50000	CASE CORP 7.25%	1/15/2016	56,250
35000	CB RICHARD ELLIS SVCS INC 6.625	10/15/2020	38,281
110000	CCO HLDGS LLC / 6.5%	4/30/2021	118,663
25000	CDW LLC / CDW FIN CORP 8	12/15/2018	27,656
40000	CENTURYLINK INC 5.8	3/15/2022	42,285
25000	CHOICE HOTELS INTL 5.7%	8/28/2020	27,125
35000	CHS / CMNTY HLTH 8%	11/15/2019	37,888
125000	CINEMARK USA INC 7.375%	6/15/2021	138,125
25000	CLEARWATER PAPER CORP SR NT 7.125	11/1/2018	27,250
25000	CONTL RES INC 8.25%	10/1/2019	28,000
65000	CORRECTIONS CORP 7.75%	6/1/2017	69,063
45000	COVANTA HLDG CORP 7.25%	12/1/2020	49,581
25000	CROWN CASTLE INTL 7.125%	11/1/2019	27,625
30000	CROWN MEDIA HLDGS 10.5%	7/15/2019	33,788
30000	DELUXE CORP 7	3/15/2019	31,725
25000	DENBURY RES INC 8.25%	2/15/2020	28,125
25000	EAGLE ROCK ENERGY GTD SR NT 8.375	6/1/2019	25,500
55000	ECHOSTAR DBS CORP SR NT 7.125%	2/1/2016	61,600
21000	ENTRAVISION COMMUNICATIONS CORP 8.75	8/1/2017	22,785
60000	EXPEDIA INC DEL 5.95	8/15/2020	66,756
20000	FID NATL 5	3/15/2022	21,450
20000	FIDELITY NATL INFORMATION 7.875	7/15/2020	22,625
105000	GAYLORD ENTMT CO 6.75%	11/15/2014	105,000
15000	GEO GROUP INC SR NT 6.625	2/15/2021	16,650

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SHARES	DESCRIPTION	MATURITY DATE	FAIR MARKET VALUE
75000	GEO GROUP INC/THE 7.75	10/15/2017	80,625
80000	GRAPHIC PACKAGING 7.875%	10/1/2018	88,400
40000	GRAPHIC PACKAGING 9.5%	6/15/2017	43,200
20000	HANGER ORTHOPEDIC 7.125%	11/15/2018	21,100
125000	HCA INC 6.5%	2/15/2016	135,938
80000	HERTZ CORP 6.75%	4/15/2019	87,300
25000	HOST HOTELS & 6	11/1/2020	27,500
189000	HOST MARRIOTT L P SR NT SER Q 6.75%	6/1/2016	193,253
25000	IGATE CORP 9%	5/1/2016	27,094
25000	INFOR US INC 9.375	4/1/2019	28,063
30000	INGLES MKTS INC 8.875%	5/15/2017	31,988
35000	INTELSAT JACKSON HLDGS S A 7.25	10/15/2020	38,063
40000	INTELSAT LUXEMBOURG S A 11.25 SNR NT USD1000	2/4/2017	42,300
150000	IRON MTN INC DEL 8%	6/15/2020	158,625
35000	LAMAR MEDIA CORP 7.875%	4/15/2018	38,675
30000	LENDER PROCESSING 5.75	4/15/2023	31,125
70000	LIONS GATE ENTMT 10.25%	11/1/2016	77,438
20000	MANITOWOC INC 8.5%	11/1/2020	22,450
75000	MARKWEST ENERGY 6.75%	11/1/2020	81,750
31000	MARTIN MIDSTREAM 8.875	4/1/2018	33,015
50000	MPT OPER 6.875	5/1/2021	54,250
35000	MUELLER WTR PRODS 7.375%	6/1/2017	36,138
90000	NATL CINEMEDIA LLC 7.875%	7/15/2021	99,675
55000	NIELSEN FIN LLC/CO 7.75	10/15/2018	61,463
19000	OFFSHORE GROUP 11.5%	8/1/2015	20,710
60000	OSHKOSH CORP 8.25%	3/1/2017	65,850
35000	OSHKOSH CORP 8.5%	3/1/2020	38,763
15000	OWENS-BROCKWAY 7.375%	5/15/2016	17,100
45000	PHILLIPS VAN 7.375%	5/15/2020	50,456
65000	PINNACLE FOODS FIN 8.25%	9/1/2017	69,225
30000	PINNACLE FOODS FIN 9.25%	4/1/2015	30,450
45000	PVTPL ATLAS PIPELINE NT 6.625	10/1/2020	46,575
-15000	PVTPL CEQUEL COMMUNICATIONS HOLDINGS I LLC 6.375	9/15/2020	(15,619)
55000	PVTPL CONS CONTAINER CO LLC / CONS CON SR NT 10.125	7/15/2020	58,850

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SHARES	DESCRIPTION	MATURITY DATE	FAIR MARKET VALUE
20000	PVTPL EAGLE ROCK ENERGY PARTNERS L P / EAGLE R SR8.375	6/1/2019	20,400
25000	PVTPL HALCON RES CORP SR NT 144A 8.875%	5/15/2021	26,500
40000	PVTPL HALCON RES CORP SR NT 144A 9.75%	7/15/2020	43,200
40000	PVTPL INRGY MIDSTRM L P / NRG M FIN CORP SR NT 144A 6	12/15/2020	41,300
20000	PVTPL NUANCE COMMUNICATIONS INC 5.375	8/15/2020	20,900
90000	PVTPL QVC INC SR SECD NT 144A 7.5%	10/1/2019	99,299
15000	PVTPL RESOLUTE ENERGY CORP SR NT 144A 8.5%	5/1/2020	15,113
85000	PVTPL REX ENERGY CORP SR NT 8.875	12/1/2020	85,213
30000	PVTPL SIX FLAGS ENTMT CORP NEW SR NT 144A 5.25%	1/15/2021	30,000
205000	PVTPL STARZ LLC / STARZ FIN CORP SR NT 5	9/15/2019	210,125
20000	PVTPL TOPS HLDG CORP/TOPS MKTS LLC SR SECD NT8.875	12/15/2017	20,750
40000	PVTPL VIASAT INC SR NT 6.875	6/15/2020	41,800
25000	PVTPL VWR FDG INC SR NT 144A 7.25%	9/15/2017	26,250
15000	PVTPL WOK ACQSTN CORP 10.25	6/30/2020	15,956
20000	PVTPL WOLVERINE WORLD WIDE INC SR NT 144A 6.125	10/15/2020	21,000
30000	PVTPL XM SATELLITE RADIO INC SR NT 144A 7.625%	11/1/2018	33,450
25000	RANGE RES CORP 6.75%	8/1/2020	27,125
95000	REGAL ENTMT GROUP 9.125%	8/15/2018	105,925
65000	SALLY HLDGS LLC 6.875	11/15/2019	71,825
30000	SBA 8.25%	8/15/2019	33,525
55000	SCOTTS MIRACLE-GRO 7.25%	1/15/2018	59,125
140000	SERVICE CORP INTL 7%	5/15/2019	153,300
95000	SESI L L C 6.375	5/1/2019	101,650
60000	SESI L L C 7.125	12/15/2021	66,750
35000	SILGAN HLDGS INC 5	4/1/2020	36,313
50000	SM ENERGY CO 6.625%	2/15/2019	52,750
35000	STATER BROS HLDGS 7.375	11/15/2018	37,800
35000	STATER BROS HLDGS 7.75%	4/15/2015	35,700
75000	STEWART 6.5%	4/15/2019	80,250
65000	SUNGARD DATA SYS 7.375 SR NT	11/15/2018	69,631
20000	SWIFT ENERGY CO 8.875%	1/15/2020	21,750
55000	TARGA RES PARTNERS LP / TARGA RES PTRS FIN SR NT 7.875	10/15/2018	60,225
55000	TELEFLEX INC 6.875%	6/1/2019	59,400
35000	TEREX CORP NEW 6.5	4/1/2020	37,100

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<u>SHARES</u>	<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>FAIR MARKET VALUE</u>
125000	TREEHOUSE FOODS 7.75%	3/1/2018	135,625
190000	TW TELECOM HLDGS 8%	3/1/2018	208,050
45000	UTD RENTALS N AMER 8.375%	9/15/2020	49,838
70000	UTD RENTALS N AMER 9.25%	12/15/2019	79,800
120000	WESTN AGRIC INS CO SR NT 7.75	6/1/2018	126,450
220000	WHITING PETE CORP SR SUB NT 6.5	10/1/2018	236,500
90000	WYNN LAS VEGAS LLC 7.75%	8/15/2020	102,600
35000	WYNN LAS VEGAS LLC/CORP 5.375	3/15/2022	37,188
TOTAL			6,588,135

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A Place Called Home	2830 S. Central Ave.	Los Angeles	CA	Public Charity	mentoring program	\$12,000.00
Alexandria House	426 South Alexandria Ave.	Los Angeles	CA	Public Charity	transitional home for women and children	\$15,000.00
All Saints Elementary School	3420 Portola Avenue	Los Angeles	CA	Public Charity	Elementary School Matching Grant 2012	\$28,000.00
Alliance for Housing and Healing	825 Colorado Blvd., Suite 100	Los Angeles	CA	Public Charity	general operating funds	\$25,000.00
Alpha North America	2275 Half Day Rd., Suite 185	Bannockburn	IL	Public Charity	Faith-based Re-entry Initiative at California Institution for Women	\$45,000.00
Alverno High School	200 N. Michillinda Avenue	Sierra Madre	CA	Public Charity	Doheny Scholarship Program - 2012	\$24,800.00
American Diabetes Association	611 Wilshire Blvd., Suite 900	Los Angeles	CA	Public Charity	Latino Health Fair at Olvera Street	\$10,000.00
Archdiocese of LA/Ofc. of Rest. Justice	2049 Santa Fe Avenue	Los Angeles	CA	Public Charity	salary support for Chaplains	\$50,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Archdiocese of LA/Cardinal's Award Dnr.	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	Cardinal's Award Dinner	\$10,000.00
Ascending Lights Leadership Network	P.O. Box 27790	Los Angeles	CA	Public Charity	mentoring program support	\$38,000.00
Ascension Elementary School	500 West 111th Place	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Assumption Elementary School	3016 Winter Street	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$15,960.00
Avenues Crisis Pregnancy Clinic of Southern California	1911 West Glenoaks Blvd, Suite A	Glendale	CA	Public Charity	ultrasound nurse and extended hours	\$15,000.00
Bellarmine- Jefferson High School	465 E. Olive Ave.	Burbank	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,600.00
Bethany Assisting Women	480 S. Batavia Street	Orange	CA	Public Charity	counseling and case management services	\$16,000.00
Bishop Alemany High School	11111 N. Alemany Drive	Mission Hills	CA	Public Charity	Doheny Scholarship Program - 2012	\$34,500.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Bishop Amat Memorial High School	14301 Fairgrove Avenue	La Puente	CA	Public Charity	Doheny Scholarship Program - 2012	\$37,800.00
Bishop Conaty High School-Our Lady of Loretto High School	2900 West Pico Boulevard	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$47,700.00
Bishop Montgomery High School	5430 Torrance Blvd	Torrance	CA	Public Charity	Doheny Scholarship Program - 2012	\$24,700.00
Bishop Mora Salesian High School	960 South Soto Street	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$42,800.00
Blessed Sacrament Elementary School	6641 Sunset Boulevard	Hollywood	CA	Public Charity	Matching Grant 2012	\$28,000.00
Blind Childrens Center	4120 Marathon Street	Los Angeles	CA	Public Charity	therapy services	\$7,000.00
Boy Scouts of America, W.L.A. Cnty. Council	16525 Sherman Way, Unit C-8	Van Nuys	CA	Public Charity	camperships for disadvantaged youth	\$10,000.00
Boys & Girls Club of Santa Monica	1220 Lincoln Boulevard	Santa Monica	CA	Public Charity	supporting St. Anne's after-school program	\$5,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Boys & Girls Club of Venice	2232 Lincoln Blvd.	Venice	CA	Public Charity	Gang Prevention Program	\$10,000.00
Braille Institute of America	741 North Vermont Avenue	Los Angeles	CA	Public Charity	Los Angeles Child Development Program	\$5,000.00
Brothers' Helpers	215 Foothill Blvd.	La Canada	CA	Public Charity	feed the homeless at La Placita Church	\$5,000.00
Camp Ronald Mc Donald	1954 Cotner Avenue	Los Angeles	CA	Public Charity	camperships for terminally ill youth	\$5,000.00
Campus Crusade for Christ	16 Technology Dr., Suite 205	Irvine	CA	Public Charity	student service / meal packing project	\$5,000.00
Cantwell Sacred Heart of Mary High School	329 North Garfield Avenue	Montebello	CA	Public Charity	Doheny Scholarship Program - 2012	\$37,300.00
Caregivers	1765 Goodyear, Ste. 205	Ventura	CA	Public Charity	general operating support	\$6,000.00
Carmel of St. Teresa	215 East Alhambra Road	Alhambra	CA	Public Charity	Christmas contribution	\$16,000.00

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CASA of Los Angeles	201 Centre Plaza Drive, Room 1100	Monterey Park	CA	Public Charity	Transition-Age Youth Program	\$17,000.00
Casa Teresa, Inc.	PO Box 429	Orange	CA.	Public Charity	Casa Teresa Adoption Program	\$15,000.00
Casa Youth Shelter	10911 Reagan Street	Los Alamitos	CA	Public Charity	professional Counseling Program	\$30,000.00
Cathedral High School	1253 Bishops Road	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$37,600.00
Catholic Big Brothers Big Sisters, Inc.	1530 James M. Wood Blvd., 2nd Floor	Los Angeles	CA	Public Charity	mentoring at Catholic inner-city schools	\$46,000.00
Catholic Charities of Los Angeles	1531 James M. Wood Boulevard	Los Angeles	CA	Public Charity	services for the poor and vulnerable	\$75,000.00
Catholic University of America	620 Michigan Avenue, NE	Washington	DC	Public Charity	Graduate Fellowship Fund for Doctoral Candidates	\$10,000.00
Catholic Youth Organization	Catholic Charities of Los Angeles	Los Angeles	CA	Public Charity	website development project	\$10,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Center for Restorative Justice Works DBA Get On The Bus	5411 Camellia Ave.	North Hollywood	CA	Public Charity	Get On The Bus Program for children of incarcerated women & men	\$10,000.00
Central City Community Outreach	PO Box 13273	Los Angeles	CA	Public Charity	general operating expenses	\$7,000.00
Centro Latino for Literacy	1709 West 8th Street, Suite A	Los Angeles	CA	Public Charity	LEAMOS & LISTOS programs	\$15,000.00
Chaminade College Prep School	10210 Oakdale Ave.	Chatsworth	CA	Public Charity	Doheny Scholarship Program - 2012	\$24,600.00
Child SHARE	1544 West Glenoaks Blvd.	Glendale	CA	Public Charity	general operating support for the LA County area	\$20,000.00
Children's Dental Center	300 East Buckthorn Street	Inglewood	CA	Public Charity	dental outreach program for inner city Catholic Schools	\$15,000.00
Children's Lifesaving Foundation	1112 Montana Ave. #534	Santa Monica	CA	Public Charity	Camp4All Summer Program	\$10,000.00
City of Hope	1055 Wilshire Boulevard, 12th Floor	Los Angeles	CA	Public Charity	Catholic Chaplain	\$10,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Congregation of the Mission	649 West Adams Boulevard	Los Angeles	CA	Public Charity	A/C & heater repairs at Amat House	\$50,000.00
Congregation of the Mission	649 West Adams Boulevard	Los Angeles	CA	Public Charity	repairs to Amat House	\$65,000.00
Congregation of the Mission	1105 Bluff Road	Montebello	CA	Public Charity	Masses for Mr. and Mrs. Doheny	\$5,000.00
Congregation of the Mission	649 West Adams Blvd.	Los Angeles	CA	Public Charity	recognition of the 2012 services of Rev. Wm. Piletic, CM	\$12,000.00
Cornelia Connelly High School	2323 West Broadway	Anaheim	CA	Public Charity	Doheny Scholarship Program - 2012	\$23,100.00
Council On Foundations	PO Box 75661	Baltimore	MD	Public Charity	the annual membership dues for 2013	\$17,010.00
Covenant House California	1325 N. Western Avenue	Hollywood	CA	Public Charity	Street Outreach and Spiritual Ministry Program	\$18,000.00
Crespi Carmelite High School	5031 Alonzo Ave.	Encino	CA	Public Charity	Remodel of Library and Computer Lab	\$25,000.00

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Crespi Carmelite High School	5031 Alonzo Ave.	Encino	CA	Public Charity	Doheny Scholarship Program - 2012	\$26,200.00
Crossroads, Inc.	P.O. Box 15	Claremont	CA	Public Charity	job training services for women just released from prison	\$6,000.00
Divine Saviour Elementary School	624 Cypress Avenue	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Doheny Eye Institute	1450 San Pablo Street, DEI- 3050	Los Angeles	CA	Public Charity	the infrastructure to support vision research	\$500,000.00
Dolores Mission Elementary School	170 South Gless Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Don Bosco Technical Institute	1151 San Gabriel Blvd.	Rosemead	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,800.00
Downtown Women's Center	442 South San Pedro Street	Los Angeles	CA	Public Charity	Education and Workforce Development Program	\$48,000.00
East, Mid and West Valley Family YMCAs	18810 Vanowen Street	Reseda	CA	Public Charity	summer Camp for disadvantaged youth	\$5,000.00

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Easter Seals of Southern California	1570 East 17th Street	Santa Ana	CA	Public Charity	senior day care services	\$14,000.00
Epiphany Catholic Elementary School	10915 Michael Hunt Drive	South El Monte	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
Estrella del Mar de Los Angeles Inc.	2212 Beverly Blvd.	Los Angeles	CA	Public Charity	general operating expenses	\$14,000.00
Exceptional Children's Foundation	8740 W. Washington Blvd.	Culver City	CA	Public Charity	day-trip program for adults with developmental disabilities	\$7,000.00
FADICA/Fdns & Donors Inter. in CATH. Activities	1350 Connecticut Avenue NW, Suite 825	Washington	DC	Public Charity	annual membership	\$7,500.00
Family Hope dba Elizabeth House	P.O. Box 94077	Pasadena	CA	Public Charity	Alumni Services Outreach Program	\$10,000.00
Flintridge Sacred Heart Academy	440 St. Katherine Drive	La Canada	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,400.00
Food Finders, Incorporated	2301 E. 28th Street, # 303	Signal Hill	CA	Public Charity	distribution of food to those in need	\$10,000.00

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Foodbank of Southern California	1444 San Francisco Avenue	Long Beach	CA	Public Charity	Brown Bag Network Program for seniors	\$22,000.00
Foothill Family Service	2500 E. Foothill Blvd., Suite 300	Pasadena	CA	Public Charity	general operating support	\$5,000.00
Franciscan School of Theology	1712 Euclid Avenue	Berkeley	CA	Public Charity	scholarships	\$10,000.00
Good Shepherd Center for Homeless Women	1650 Rockwood St.	Los Angeles	CA	Public Charity	operating support for Languille Emergency programs	\$25,000.00
Good Shepherd Shelter	2561 W. Venice Blvd.	Los Angeles	CA	Public Charity	teacher salaries	\$35,000.00
Guardian Angel Elementary School	10919 Norris Avenue	Pacoima	CA	Public Charity	Matching Grant 2012	\$28,000.00
Harbor Pregnancy Center	705 West Pacific Coast Hwy	Wilmington	CA	Public Charity	general operating support	\$10,000.00
Harvest Home, Inc.	2118 Wilshire Blvd., PMB 358	Santa Monica	CA	Public Charity	serving homeless, pregnant women	\$8,000.00

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Hollywood Prayer Network-a division of HEA	1763 N. Gower St.	Hollywood	CA	Public Charity	Praying for Hollywood Families Program	\$5,000.00
Holy Family High School	400 East Lomita Avenue	Glendale	CA	Public Charity	Doheny Scholarship Program - 2012	\$39,100.00
Holy Innocents Elementary School	2500 Pacific Avenue	Long Beach	CA	Public Charity	Matching Grant 2012	\$28,000.00
Holy Name of Jesus Elementary School	1955 W. Jefferson Blvd.	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
Holy Spirit Elementary School	1418 South Burnside Avenue	Los Angeles	CA	Public Charity	Matching Grant Program (2012)	\$16,800.00
Homeboy Industries	130 W. Bruno St.	Los Angeles	CA	Public Charity	general operating support	\$45,000.00
Hope Again	5121 W. Sunset Blvd.	Los Angeles	CA	Public Charity	Hands-up In Hollywood Program counseling services	\$35,000.00
Hospitaller Foundation of California, Inc.	2468 S. St. Andrews Place	Los Angeles	CA	Public Charity	renovation of the orthopedic rehabilitation wing	\$25,000.00

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House of Ruth	P.O . Box 33288	Los Angeles	CA	Public Charity	Transitional Housing Program	\$35,000.00
Housing Works	1277 N. Wilcox Ave.	Los Angeles	CA	Public Charity	Mobile Integrated Services Team for mentally ill homeless	\$5,000.00
Huntington Library, Art Collections and Botanical Gardens	1151 Oxford Road	San Marino	CA	Public Charity	the Fr. Serra Exhibit at the Huntington Library, Art Collections, and Botanical Gardens	\$10,000.00
Ignatian Volunteer Corps	LMU Extension, University Hall, Suite 1863	Los Angeles	CA	Public Charity	support IVC Volunteers at Catholic Schools in LA	\$8,000.00
Imagine LA	5455 Wilshire Blvd., Suite 1001	Los Angeles	CA	Public Charity	fund a new Family Team Manager	\$5,000.00
Immaculate Conception Elementary School	830 Green Avenue	Los Angeles	CA	Public Charity	donation by Mr. Feeley	\$3,000.00
Immaculate Conception Elementary School	830 Green Avenue	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Immaculate Heart High School	5515 Franklin Avenue	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$31,300.00

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Immaculate Heart of Mary School	1055 N. Alexandria Ave.	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
InterVarsity Christian Fellowship/USA	6400 Schroeder Rd.	Madison	WI	Public Charity	immersion program for college students serving the poor	\$5,000.00
Jesuit School of Theology of Santa Clara Univ.	1735 LeRoy Avenue	Berkeley	CA	Public Charity	scholarships	\$12,000.00
Jesuit Volunteer Corps	801 St. Paul Street	Baltimore	MD	Public Charity	support the 2012-2013 LA volunteers	\$30,000.00
John Tracy Clinic	806 West Adams Boulevard	Los Angeles	CA	Public Charity	Parent-Infant Program	\$25,000.00
Junior Achievement of Southern California	6250 Forrest Lawn Drive	Los Angeles	CA	Public Charity	financial literacy programming for Catholic inner-city schools	\$10,000.00
Junipero Serra High School	14830 South Van Ness Ave.	Gardena	CA	Public Charity	Doheny Scholarship Program - 2012	\$37,800.00
La Reina High School	106 West Janss Road	Thousand Oaks	CA	Public Charity	Doheny Scholarship Program - 2012	\$24,200.00

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La Salle High School	3880 East Sierra Madre Blvd.	Pasadena	CA	Public Charity	Doheny Scholarship Program - 2012	\$26,300.00
Ladies of Charity of St. Vincent de Paul	2131 W. 3rd Street, Seton Hall	Los Angeles	CA	Public Charity	Thanksgiving and Christmas food certificates for the disadvantaged	\$14,000.00
Las Familias del Pueblo	307 East Seventh Street	Los Angeles	CA	Public Charity	after-school/ out-of-school programs for children of impoverished garment workers	\$30,000.00
Learning For Life/Exploring, Orange County Council, BSA	1211 E. Dyer Rd.	Santa Ana	CA	Public Charity	Learning for Life Program	\$10,000.00
Library Foundation of Los Angeles	630 West Fifth Street	Los Angeles	CA	Public Charity	STAR reading enrichment program	\$8,000.00
Little Sisters of the Poor	Jeanne Jugan Residence	San Pedro	CA	Public Charity	Christmas contribution	\$10,000.00
Little Sisters of the Poor	Jeanne Jugan Residence	San Pedro	CA	Public Charity	care of the elderly	\$68,000.00
Los Angeles Child Guidance Clinic	3031 South Vermont Ave.	Los Angeles	CA	Public Charity	Early Intervention & Community Wellness Division	\$6,000.00

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Los Angeles Conservation Corps	605 W. Olympic Blvd., Suite 450	Los Angeles	CA	Public Charity	general operating support	\$15,000.00
Los Angeles Regional Foodbank	1734 E. 41st. Street	Los Angeles	CA	Public Charity	Program Operating Fund	\$30,000.00
Los Angeles Team Mentoring, Inc.	714 W. Olympic Blvd., Suite 640	Los Angeles	CA.	Public Charity	TeamWorks After- School Program	\$10,000.00
Louisville High School	22300 Mullholland Drive	Woodland Hills	CA	Public Charity	Doheny Scholarship Program - 2012	\$27,800.00
Loyola High School	1901 Venice Boulevard	Los Angeles	CA	Public Charity	designation by Mr. Feeley	\$3,000.00
Loyola High School__	1901 Venice Boulevard	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$36,000.00
Loyola Marymount University	1 LMU Drive	Los Angeles	CA	Public Charity	scholarship funding	\$50,000.00
Loyola Marymount University	1 LMU Drive	Los Angeles	CA	Public Charity	scholarship and professional development support for PLACE Corps and CAST Program	\$100,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Making the Right Connections, Inc.	3250 Wilshire Boulevard, Suite 1010	Los Angeles	CA	Public Charity	gang prevention summer program	\$35,000.00
Marianists	4425 West Pine Blvd.	St. Louis	MO	Public Charity	funding to support the care of elderly priests	\$20,000.00
Marianne Frostig Center of Ed. Therapy	971 N. Altadena Drive	Pasadena	CA	Public Charity	teacher training for the Catholic Schools Consortium	\$5,000.00
Mary Health of the Sick Conv. & Nrsg Hosp.	2929 Theresa Drive	Newbury Park	CA	Public Charity	financial aid for Medi- Cal patients	\$15,000.00
Mary Immaculate Elementary School	10390 Remick Avenue	Pacoima	CA	Public Charity	Matching Grant 2012	\$28,000.00
Mary Star of the Sea High School	2500 North Taper Ave.	San Pedro	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,400.00
Marymount High School	10643 Sunset Boulevard	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$33,000.00
Maryvale	7600 East Graves Avenue	Rosemead	CA	Public Charity	Christmas contribution	\$10,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Maryvale	7600 East Graves Avenue	Rosemead	CA	Public Charity	2012 estimated bread bills for Maryvale	\$16,000.00
Mater Dei High School	1202 West Edinger Avenue	Santa Ana	CA	Public Charity	Doheny Scholarship Program - 2012	\$31,000.00
Mayfield Senior School	500 Bellefontaine Street	Pasadena	CA	Public Charity	Doheny Scholarship Program - 2012	\$25,400.00
Meet Each Need with Dignity	10641 N. San Fernando Road	Pacoima	CA	Public Charity	general operating support	\$78,000.00
Monastery of the Angels	1977 Carmen Avenue	Los Angeles	CA	Public Charity	Christmas contribution	\$5,000.00
Monastery of the Angels	1977 Carmen Avenue	Los Angeles	CA	Public Charity	aid for elderly sisters	\$16,000.00
Mother of Sorrows Elementary School	100 W. 87th Place	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Mount St. Mary's College	10 Chester Place	Los Angeles	CA	Public Charity	scholarship funding	\$50,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Mount St. Mary's College	10 Chester Place	Los Angeles	CA	Public Charity	establish a nursing simulation laboratory at the Doheny campus	\$50,000.00
Mount St. Mary's College	10 Chester Place	Los Angeles	CA	Public Charity	appreciation gift for principal's breakfast	\$5,000.00
Mount St. Mary's College	10 Chester Place	Los Angeles	CA	Public Charity	2012 repairs and maintenance for Mount St. Mary's Doheny Campus	\$125,000.00
Nativity Elementary School	944 W. 56th Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Navidad En El Barrio	1107 E. 8th Street	Los Angeles	CA	Public Charity	collect and distribute food for Christmas baskets	\$5,000.00
Nazareth House	3333 Manning Avenue	Los Angeles	CA	Public Charity	8.5M phase 1 renovation of the residential facility and Care Center	\$200,000.00
Notre Dame Academy	2851 Overland Avenue	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,300.00
Notre Dame High School	13645 Riverside Drive	Sherman Oaks	CA	Public Charity	Doheny Scholarship Program - 2012	\$29,500.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Oasis of Hollywood	1725 Ivar	Hollywood	CA	Public Charity	general operating support	\$6,000.00
Ocean Park Community Center	1453 16th Street	Santa Monica	CA	Public Charity	Turning Point Transltional Housing Program	\$10,000.00
Options United	690 Vista del Sol	Camarillo	CA	Public Charity	general operating support	\$5,000.00
Our Lady Help of Christians Elementary School	2024 Darwin Avenue	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$5,600.00
Our Lady of Guadalupe Elementary School (LA)	436 North Hazard	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Our Lady of Guadalupe Elementary School (RH)	4522 Browne Avenue	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Our Lady of Loretto School	258 North Union Avenue	Los Angeles	CA	Public Charity	Tuition Assistance	\$15,000.00
Our Lady of Lourdes Elementary School	315 South Eastman Ave.	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Our Lady of Mount Carmel Priory	4966 Alonzo Ave	Encino	CA	Public Charity	Christmas contribution/maintenan ce of the priory	\$5,000.00
Our Lady of Refuge Catholic School	5210 E. Los Coyotes Diagonal	Long Beach	CA	Public Charity	operating expenses	\$25,000.00
Our Lady of Talpa Elementary School	411 South Evergreen Avenue	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
Our Lady of the Holy Rosary School	7802 Vineland Ave	Sun Valley	CA	Public Charity	website development project	\$6,000.00
Outreach Concern, Inc.	2030 East Fourth Street, Suite 237	Santa Ana	CA	Public Charity	general operating support for the counseling program	\$25,000.00
P.A.T.H./People Assisting The Homeless	340 N. Madison Avenue	Los Angeles	CA	Public Charity	PATHWays, a 195-bed transitional housing program	\$5,000.00
Paraclete High School	42145 Thirtieth Street West	Lancaster	CA	Public Charity	Doheny Scholarship Program - 2012	\$28,000.00
Precious Blood Elementary School	307 S. Occidental Boulevard	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Prison Fellowship Ministries	44180 Riverside Parkway	Lansdown	VA	Public Charity	California Angel Tree Program	\$10,000.00
Providence High School	511 South Buena Vista Street	Burbank	CA	Public Charity	Doheny Scholarship Program - 2012	\$23,200.00
Providence Little Company of Mary Fdn.	1300 West 7th Street	San Pedro	CA	Public Charity	Partners for Healthy Kids mobile pediatric clinic	\$28,000.00
Proyecto Pastoral at Dolores Mission	135 North Mission Road	Los Angeles	CA	Public Charity	general operating support	\$80,000.00
PUENTE Learning Center	501 South Boyle Avenue	Los Angeles	CA	Public Charity	educational workforce development services	\$80,000.00
Ramona Convent Secondary School	1701 West Ramona Road	Alhambra	CA	Public Charity	Doheny Scholarship Program - 2012	\$31,300.00
Reading is Fundamental of So. CA, Inc.	7250 Bandini Blvd., Suite 209	Los Angeles	CA	Public Charity	purchase of books	\$5,000.00
Resurrection Elementary School	3360 E. Opal St.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Right to Life League of S. California	1028 N. Lake Avenue, Suite 207	Pasadena	CA	Public Charity	general operating support	\$15,000.00
Roman Catholic Archdiocese of Los Angeles	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	'Tuition Awards Program' scholarship funding	\$25,000.00
Roman Catholic Archdiocese of Los Angeles	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	general operating support	\$3,000.00
Roman Catholic Archdiocese of Los Angeles	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	repairs to inner-city Catholic elementary schools	\$400,000.00
Roman Catholic Archdiocese of Los Angeles	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	10 th Anniversary Celebration	\$10,000.00
Roman Catholic Archdiocese of Los Angeles	3424 Wilshire Blvd.	Los Angeles	CA	Public Charity	elementary school websites	\$80,000.00
Sacred Heart Elementary School	2109 Sichel Street	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
Sacred Heart High School	2111 North Griffin Avenue	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$36,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Saint Sebastian Sports Project	PO Box 1711	Manhattan Beach	CA	Public Charity	purchase sports equipment and pay coaching stipends for inner city Catholic schools	\$7,000.00
Salesian Boys & Gils Club of L. A.	3218 Wabash Avenue	Los Angeles	CA	Public Charity	general operating support	\$65,000.00
Salesian Boys & Gils Club of L. A.	3218 Wabash Avenue	Los Angeles	CA	Public Charity	camperships for disadvantaged youth	\$15,000.00
Salvation Army	Southern California Divisional Headquarters	Long Beach	CA	Public Charity	support the Thanksgiving and Christmas food pantry and meal services in Southern California	\$12,000.00
Salvation Army	Southern California Divisional Headquarters	Long Beach	CA	Public Charity	camperships for disadvantaged youth	\$12,000.00
San Gabriel Mission High School	254 S. Santa Anita Street	San Gabriel	CA	Public Charity	Doheny Scholarship Program - 2012	\$40,500.00
San Gabriel Valley YMCA	412 E. Rowland Street	Covina	CA	Public Charity	Family Resource Center	\$10,000.00
San Miguel Elementary School	2270 East 108th St.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Santa Isabel Elementary School	2424 Whittier Boulevard	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Santa Teresita Elementary School	2646 E. Zonal Avenue	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
Sisters of Social Service	4316 Lanai Road	Encino	CA	Public Charity	Christmas contribution	\$5,000.00
Sisters of Social Service	4316 Lanai Road	Encino	CA	Public Charity	camperships for disadvantaged girls	\$15,000.00
Sisters of the Holy Family	P.O. Box 3248	Fremont	CA	Public Charity	Christmas contribution	\$5,000.00
Sisters of the Holy Family	P.O. Box 3248	Fremont	CA	Public Charity	programs for the poor and needy	\$16,000.00
Sisters Servants of Mary - L.A.	2131 West 27th Street	Los Angeles	CA	Public Charity	eye, dental and healthcare for the Sisters	\$10,000.00
Society of St. Vincent de Paul	210 N. Avenue 21	Los Angeles	CA	Public Charity	camperships for underprivileged youth	\$20,000.00

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Society of St. Vincent de Paul	8014 Marine Way	Irvine	CA	Public Charity	camperships for disadvantaged youth	\$10,000.00
Southern California Grantmakers	1000 North Alameda Street, Suite 230	Los Angeles	CA	Public Charity	annual membership dues for 2013	\$8,300.00
St. Agnes Elementary School	1428 W. Adams Boulevard	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Aloysius Elementary School	2023 East Nadeau Street	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
St. Alphonsus Elementary School	552 S. Amalia Ave.	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
St. Anne Mission Elementary School	2015 Colorado Avenue	Santa Monica	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Anne's Maternity Home	155 North Occidental Boulevard	Los Angeles	CA	Public Charity	general operating support	\$80,000.00
St. Anne's Maternity Home	155 North Occidental Boulevard	Los Angeles	CA	Public Charity	general operating support	\$3,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. Anthony Elementary School	855 E. 5th Street	Long Beach	CA	Public Charity	Matching Grant Program 2012	\$28,000.00
St. Anthony High School	620 Olive Avenue	Long Beach	CA	Public Charity	purchase of iPads for students	\$20,000.00
St. Anthony High School	620 Olive Avenue	Long Beach	CA	Public Charity	Doheny Scholarship Program - 2012	\$40,400.00
St. Barnabas Senior Center of Los Angeles	675 South Carondelet Street	Los Angeles	CA	Public Charity	adult day health care center	\$15,000.00
St. Bernard High School	9100 Falmouth Avenue	Playa del Rey	CA	Public Charity	Doheny Scholarship Program - 2012	\$33,700.00
St. Camillus Cath. Ctr for Pastoral Care	1911 Zonal Avenue	Los Angeles	CA	Public Charity	bi-lingual chaplain for the emergency room	\$30,000.00
St. Cecilia Elementary School	4224 S. Normandie Avenue	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$4,634.00
St. Charles Catholic Church & Mission	P.O. Box 28	San Carlos	Arizona	Public Charity	Christmas contribution	\$5,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. Charles Catholic Church & Mission	P.O. Box 28	San Carlos	Arizona	Public Charity	church maintenance	\$16,000.00
St. Columbkille	145 West 64th Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Eugene Elementary School	9521 Haas Ave.	Los Angeles	CA	Public Charity	Marching Grant 2012	\$28,000.00
St. Frances X. Cabrini Elementary School	1428 West Imperial Hwy.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Francis Center	1835 So. Hope Street	Los Angeles	CA	Public Charity	general operating support	\$40,000.00
St. Francis Center	1835 So. Hope Street	Los Angeles	CA	Public Charity	camperships for children living in downtown LA	\$20,000.00
St. Francis High School	200 Foothill Boulevard	La Canada Flintridge	CA	Public Charity	Doheny Scholarship Program - 2012	\$26,300.00
St. Francis Home of the Franciscan Missionary/Sister of the Immaculate Conception, Inc.	1718 W. Sixth St.	Santa Ana	CA	Public Charity	general operating support	\$6,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. Francis Medical Center	3630 East Imperial Highway, Suite 404	Lynwood	CA	Public Charity	Health Benefits Resource Center (HBRC)	\$50,000.00
St. Francis of Assisi Elementary School	1550 Maltman Ave.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Genevieve High School	13967 Roscoe Boulevard	Panorama City	CA	Public Charity	Doheny Scholarship Program - 2012	\$32,900.00
St. Gertrude the Great Catholic School	6824 Toler Avenue	Bell Gardens	CA	Public Charity	general operating support	\$10,000.00
St. Ignatius of Loyola Elementary School	6025 Monte Vista Street	Los Angeles	CA	Public Charity	Marching Grant 2012	\$28,000.00
St. James Inn	2718 Westwood Boulevard	Los Angeles	CA	Public Charity	general operating support	\$7,000.00
St. John Bosco High School	13640 Bellflower Boulevard	Bellflower	CA	Public Charity	Doheny Scholarship Program - 2012	\$24,800.00
St. John Chrysostom Elementary School	530 East Florence Ave.	Inglewood	CA	Public Charity	Matching Grant Program (2012)	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. John's Health Center Foundation	2121 Santa Monica Blvd.	Santa Monica	CA	Public Charity	expand the Partnerships For Families: Birth To One Program	\$10,000.00
St. John's Seminary	5012 Seminary Road	Camarillo	CA	Public Charity	repair the roof and remodel the women's bathrooms in the Edward L. Doheny Library	\$100,000.00
St. Joseph Center	204 Hampton Drive	Venice	CA	Public Charity	general operating support	\$46,000.00
St. Joseph High School	5825 N. Woodruff Avenue	Lakewood	CA	Public Charity	Doheny Scholarship Program - 2012	\$26,100.00
St. Joseph's Health & Retirement Center	2464 E. Ojai Ave.	Ojai	CA	Public Charity	renovate the campus	\$25,000.00
St. Lawrence Brindisi Elementary School	10044 Compton Ave.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Lucy Church - Marian Outreach Center	2344 Cota Avenue	Long Beach	CA	Public Charity	outreach program for the poor	\$10,000.00
St. Malachy Elementary School	1200 East 81st Street	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$28,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. Mary Elementary School	416 South St. Louis Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Mary Medical Center Foundation	1050 Linden Avenue	Long Beach	CA	Public Charity	free school vision screening program	\$10,000.00
St. Mary's Academy	701 E. Grace Avenue	Inglewood	CA	Public Charity	Doheny Scholarship Program - 2012	\$41,100.00
St. Matthias High School	7851 East Gardendale Street	Downey	CA	Public Charity	Doheny Scholarship Program - 2012	\$36,200.00
St. Michael Elementary School	1027 W. 87th Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Monica Catholic High School	725 California Ave.	Santa Monica	CA	Public Charity	Doheny Scholarship Program - 2012	\$28,000.00
St. Odilia Elementary School	5300 S. Hooper Ave.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Paul High School	9635 Greenleaf Avenue	Santa Fe Springs	CA	Public Charity	Doheny Scholarship Program - 2012	\$37,600.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
St. Paul School	1908 S. Bronson Ave.	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Raphael Elementary School	942 West 70th Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Raphael School (Counseling Program)	924 West 70th Street	Los Angeles	CA	Public Charity	Good Shepherds Counseling Program	\$15,000.00
St. Thomas the Apostle Elementary School	2632 West 15th Street	Los Angeles	CA	Public Charity	Matching Grant 2012	\$28,000.00
St. Turibius Elementary School	1524 Essex St.	Los Angeles	CA	Public Charity	Matching Grant Program 2012	\$27,608.00
St. Vincent Medical Center	2131 West Third Street	Los Angeles	CA	Public Charity	Community Diabetes Education Program	\$100,000.00
St. Vincent Senior Citizen Nutrition Program, Inc.	2131 West Third Street	Los Angeles	CA	Public Charity	operational expenses	\$25,000.00
Stillpoint Resources Charitable Trust	P.O. Box 5103	West Hills	CA	Public Charity	sliding scale counseling services for the disadvantaged	\$10,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
Sts. Peter and Paul Elementary School	706 Bay View Ave.	Wilmington	CA	Public Charity	Matching Grant 2012	\$28,000.00
Taller San Jose	801 North Broadway	Santa Ana	CA	Public Charity	construction work training program	\$30,000.00
The Chrysalis Center	1853 Lincoln Blvd.	Santa Monica	CA	Public Charity	general operating support	\$35,000.00
The Dream Center	2301 Bellvue Avenue	Los Angeles	CA	Public Charity	Project Prevention, foster care intervention	\$5,000.00
Thomas House Temporary Shelter	P.O.Box 2737	Garden Grove	CA	Public Charity	roof replacement	\$10,000.00
Union Rescue Mission	545 South San Pedro St.	Los Angeles	CA	Public Charity	Single Mothers and Children's Program	\$25,000.00
Union Station Homeless Services	825 E. Orange Grove Blvd.	Pasadena	CA	Public Charity	Community Meals Program	\$10,000.00
United Friends of the Children	1055 Wilshire Blvd., Suite 1955	Los Angeles	CA	Public Charity	support for the transitional housing program	\$5,000.00

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University Camps, Inc.	900 Hilgard Ave. Suite 301	Los Angeles	CA	Public Charity	camperships for low- income youth	\$5,000.00
University of San Diego	5998 Alcala Park	San Diego	CA	Public Charity	scholarship funding for undergraduate scientific research	\$50,000.00
Urban Compass	11100 South Central Avenue	Los Angeles	CA	Public Charity	in recognition of Theresa Gartland	\$10,000.00
Urban Compass	11100 South Central Avenue	Los Angeles	CA	Public Charity	after-school academic and social enrichment program	\$15,000.00
USC Caruso Catholic Center	844 West Thirty Second Street	Los Angeles	CA	Public Charity	completion of capital campaign for USC Catholic Center	\$100,000.00
Valley Family Center	302 S. Brand Boulevard	San Fernando	CA	Public Charity	the Culturally Competent Counseling Program	\$30,000.00
Venice Family Clinic	604 Rose Ave.	Venice	CA	Public Charity	prenatal nutrition education visits	\$15,000.00
Verbum Dei High School	11100 South Central Avenue	Los Angeles	CA	Public Charity	2012/2013 Capital Renovation Campaign	\$50,000.00

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Verbum Dei High School	11100 South Central Avenue	Los Angeles	CA	Public Charity	Doheny Scholarship Program - 2012	\$38,900.00
Weingart Center Association	566 South San Pedro Street	Los Angeles	CA	Public Charity	repainting the Weingart Center	\$75,000.00
West Side Food Bank	1710 22nd Street	Santa Monica	CA	Public Charity	food purchases	\$32,000.00
Westside Infant - Family Network	5721 W. Slauson Ave., Suite 200	Culver City	CA	Public Charity	operating support	\$30,000.00
Westside Pregnancy Clinic, Inc.	11500 West Olympic Blvd., Suite 570	Los Angeles	CA	Public Charity	general operating support	\$20,000.00
WISEPlace	1411 N. Broadway	Santa Ana	CA	Public Charity	general operating support	\$9,000.00
World Impact, Inc.	2001 S. Vermont Avenue	Los Angeles	CA	Public Charity	family camp support	\$10,000.00
Young Life South Bay	18411 N. Crenshaw Blvd., Suite 270	Torrance	CA	Public Charity	camperships for middle and high school students	\$5,000.00

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Organization Legal Name	Street Address	City	State	Foundation Status	Purpose of Grant	Amount
YWCA of Santa Monica	2019 Fourteenth Street	Santa Monica	CA	Public Charity	assistance for young women exiting foster care	\$10,000.00
TOTAL GRANTS PAID						\$7,740,412.00

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BOSTON COMPANY			VARIOUS	VARIOUS
b PIMCO TOTAL RETURN FD III			VARIOUS	VARIOUS
c PIMCO UNCONSTRAINED BD FD			VARIOUS	VARIOUS
d NASDAQ SETTLEMENTS			VARIOUS	VARIOUS
e CBRE CLARION			VARIOUS	VARIOUS
f CBRE CLARION FX			VARIOUS	VARIOUS
g NORTHERN TRUST COMMON DAILY TRUST FUND			VARIOUS	VARIOUS
h KENNEDY CAPITAL			VARIOUS	VARIOUS
i MARATHON			VARIOUS	VARIOUS
j OPPENHEIMER FROM K-1			VARIOUS	VARIOUS
k OPPENHEIMER FX FROM K-1			VARIOUS	VARIOUS
l PAAMCO FROM K-1			VARIOUS	VARIOUS
m STW			VARIOUS	VARIOUS
n THREE PEAKS			VARIOUS	VARIOUS
o WELLINGTON FROM K-1			VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 58.			58.
b 1,250,483.		1,085,121.	165,362.
c 11,933.			11,933.
d 53,647.		381.	53,266.
e 4,251,436.		3,903,895.	347,541.
f 53,911.			53,911.
g 6,804,977.		5,760,960.	1,044,017.
h 2,085,090.		1,268,844.	816,246.
i 5,046,323.		5,777,180.	-730,857.
j 15,457.			15,457.
k 492.			492.
l -169,359.			-169,359.
m 6,119,674.		5,208,244.	911,430.
n 10,626,530.		10,477,977.	148,553.
o -369,583.			-369,583.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			58.
b			165,362.
c			11,933.
d			53,266.
e			347,541.
f			53,911.
g			1,044,017.
h			816,246.
i			-730,857.
j			15,457.
k			492.
l			-169,359.
m			911,430.
n			148,553.
o			-369,583.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

CARRIE ESTELLE DOHENY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-6202911 PAGE 2 OF 2**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLINGTON FX FROM K-1		VARIOUS	VARIOUS
b	WESTERN ASSET		VARIOUS	VARIOUS
c	UBP		VARIOUS	VARIOUS
d				
e				
f				
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 -1,818.			-1,818.
b 399,592.		290,076.	109,516.
c 3,086,719.		3,086,719.	0.
d			
e			
f			
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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,818.
b			109,516.
c			0.
d			
e			
f			
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	2,406,165.
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

95-6202911

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

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FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	SOFTWARE-ESSENTIAL GIFTS	010198SL		3.00	16	7,706.			7,706.	7,706.		0.
12	CAO TABLE	053198SL		7.00	16	913.			913.	913.		0.
13	NETWORK FRAME	100198SL		7.00	16	866.			866.	866.		0.
14	CONFERENCE CHAIRS	040100SL		10.00	16	28,740.			28,740.	28,740.		0.
15	FURNITURE	040100SL		10.00	16	63,758.			63,758.	63,758.		0.
16	MICROWAVE	040100SL		5.00	16	108.			108.	108.		0.
17	DESK CHAIRS & ACCESSORIES	040100SL		5.00	16	2,098.			2,098.	2,098.		0.
18	DESK/COMPUTER ACCESSORIES	070100SL		10.00	16	109.			109.	109.		0.
19	CABINET	090100SL		10.00	16	839.			839.	839.		0.
20	SMALL BOOKCASE	010101SL		10.00	16	680.			680.	680.		0.
21	CANON COPIER	020806SL		7.00	16	5,402.			5,402.	4,567.		772.
22	LEASEHOLD IMPROVEMENTS	040100SL		10.00	16	218,843.			218,843.	218,843.		0.
23	HP PRINTER	050107SL		5.00	16	2,223.			2,223.	2,075.		148.
24	PHONE SYSTEM	050110SL		5.00	16	6,563.			6,563.	2,845.		1,313.
25	PHONE ROOM PHONE	050110SL		5.00	16	954.			954.	318.		191.
26	DESKTOP COMPUTERS	010111SL		3.00	16	9,838.			9,838.	3,279.		3,279.
27	SERVER	010111SL		5.00	16	7,406.			7,406.	1,481.		1,481.
28	TELECOMMUTE LAPTOP	020111SL		3.00	16	1,171.			1,171.	358.		390.

228102
05-01-12

(D) - Asset disposed

• ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	* TOTAL 990-PF PG 1 DEPR					358,217.		0.	358,217.	339,583.	0.	7,574.

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP AND LLC INCOME	3,560,546.	3,560,546.	
ROYALTY INCOME	14,480.	14,927.	
TRUST INCOME	-15,313.	-6,956.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,559,713.	3,568,517.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEE - JENKINS BOWLER LLP	24,000.	12,000.		12,000.
TAX RETURN REVIEW - JENKINS BOWLER LLP	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	28,000.	12,000.		16,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INV MGMT - CBRE CLARION	70,511.	70,511.		0.
INV MGMT - DE SHAW	273,784.	273,784.		0.
INV MGMT - KENNEDY CAPITAL MGMT	85,141.	85,141.		0.
INV MGMT - LIGHTHOUSE	124,510.	124,510.		0.
INV MGMT - MARATHON	211,019.	211,019.		0.
INV MGMT - OAK HILL				
ADVISORS	85,240.	85,240.		0.
INV MGMT - OPPENHEIMER	97,787.	97,787.		0.
INV MGMT - PAAMCO	98,045.	98,045.		0.
INV MGMT - PIMCO	107,456.	107,456.		0.
INV MGMT - STW	56,799.	54,029.		0.
INV MGMT - THREE PEAKS	29,957.	29,957.		0.
INV MGMT - THE NORTHERN TRUST	13,261.	20,187.		0.

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INV MGMT - UBP	43,379.	43,379.	0.
INV MGMT - WELLINGTON	84,198.	84,198.	0.
INV MGMT - WESTERN ASSET	21,097.	21,097.	0.
INV CONSULTING - WILSHIRE ASSOCIATES	91,060.	91,060.	0.
CUSTODIAL FEES - THE NORTHERN TRUST	63,049.	63,049.	0.
PLANT MAINTENANCE - ASSOCIATED GROUP INC	1,827.	621.	1,212.
TAX SOFTWARE - CCH PROSYSTEM	640.	0.	640.
403(B) PLAN - CLASSIC PLANS USA	2,175.	283.	1,892.
COPIER SERVICE - COMPLETE COPY SYSTEMS	395.	134.	261.
GRANT LIFECYCLE MANAGEMENT CONSULTING	9,750.	0.	9,750.
COMPUTER CONS & MAINT - L.A. COMPUTER WORKS	6,000.	2,040.	3,960.
GRANTS SOFTWARE MAINTENANCE - MICROEDGE LLC	4,454.	0.	4,454.
COMPUTER CONS & MAINT - SOFT POINT MEDIA	5,979.	2,033.	3,946.
CABLE SERVICE - TELAMENITY	617.	210.	407.
MISCELLANEOUS FEES	1,194.	496.	988.
TO FORM 990-PF, PG 1, LN 16C	1,589,324.	1,566,266.	27,510.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX (ACCRUAL BASIS)	211,927.	0.		0.
FOREIGN TAXES	35,392.	35,392.		0.
TO FORM 990-PF, PG 1, LN 18	247,319.	35,392.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	21,448.	5,663.		11,621.
OFFICE SUPPLIES	4,650.	1,489.		3,161.
STATE FEES	235.	0.		235.
TO FORM 990-PF, PG 1, LN 23	26,333.	7,152.		15,017.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STW US TREASURY BONDS	X		567,322.	567,322.
STW MUNICIPAL BONDS		X	1,616,404.	1,616,404.
WESTERN ASSET TIPS FUND	X		8,360,280.	8,360,280.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,927,602.	8,927,602.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,616,404.	1,616,404.
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,544,006.	10,544,006.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KENNEDY CAPITAL MANAGEMENT - SEE STMT (EXHIBIT A)	7,100,292.	7,100,292.
MARATHON EAFE FUND	19,634,465.	19,634,465.
NORTHERN TRUST EAFE EQUITY INDEX FUND	0.	0.
NT RUSSELL 1000 INDEX FUND	15,309,665.	15,309,665.
CBRE CLARION GLOBAL REITS SEE STMT (EXHIBIT B)	8,541,760.	8,541,760.
TOTAL TO FORM 990-PF, PART II, LINE 10B	50,586,182.	50,586,182.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO TOTAL RETURN FUND III	15,018,420.	15,018,420.
PIMCO UNCONSTRAINED BOND FUND	10,205,164.	10,205,164.
STW CORPORATE AND ASSET BACKED BONDS SEE STMT	11,961,818.	11,961,818.
THREE PEAKS SEE STMT (EXHIBIT D) (EXHIBIT C)	6,588,135.	6,588,135.
TOTAL TO FORM 990-PF, PART II, LINE 10C	43,773,537.	43,773,537.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
D.E.SHAW U.S. BROAD MKT CORE ALPHA PLUS FUND	FMV	16,671,885.	16,671,885.
OPPENHEIMER EMERGING MARKETS FUND	FMV	11,463,065.	11,463,065.
LIGHTHOUSE DIVERSIFIED FUND	FMV	7,301,356.	7,301,356.
OAK HILL ADVISORS FUND	FMV	1,814,100.	1,814,100.
PAAMCO FUND	FMV	9,496,448.	9,496,448.
UBP ASSET MANAGEMENT FUND	FMV	5,215,132.	5,215,132.
WELLINGTON REAL ASSET FUND	FMV	7,319,370.	7,319,370.
INTEREST IN TRUST	FMV	1.	1.
NOTE	FMV	1.	1.
OIL INTEREST	FMV	1,832.	1,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		59,283,190.	59,283,190.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE-ESSENTIAL GIFTS	7,706.	7,706.	0.
CAO TABLE	913.	913.	0.
NETWORK FRAME	866.	866.	0.
CONFERENCE CHAIRS	28,740.	28,740.	0.
FURNITURE	63,758.	63,758.	0.
MICROWAVE	108.	108.	0.
DESK CHAIRS & ACCESSORIES	2,098.	2,098.	0.
DESK/COMPUTER ACCESSORIES	109.	109.	0.
CABINET	839.	839.	0.
SMALL BOOKCASE	680.	680.	0.

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CANON COPIER	5,402.	5,339.	63.
LEASEHOLD IMPROVEMENTS	218,843.	218,843.	0.
HP PRINTER	2,223.	2,223.	0.
PHONE SYSTEM	6,563.	4,158.	2,405.
PHONE ROOM PHONE	954.	509.	445.
5 DESKTOP COMPUTERS	9,838.	6,558.	3,280.
SERVER	7,406.	2,962.	4,444.
TELECOMMUTE LAPTOP	1,171.	748.	423.
TOTAL TO FM 990-PF, PART II, LN 14	358,217.	347,157.	11,060.

FORM 990-PF

NAME OF FOREIGN COUNTRY IN WHICH
ORGANIZATION HAS FINANCIAL INTEREST

STATEMENT 11

NAME OF COUNTRY

BRAZIL
DENMARK
GREECE

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. SMITH, III FOUNDATION OFFICE	PRESIDENT, CHAIR, DIRECTOR 3.00	30,000.	0.	0.
AUSTIN GAVIN FOUNDATION OFFICE	VICE PRESIDENT, DIRECTOR 2.00	18,000.	0.	0.
JOSEPH NALLY FOUNDATION OFFICE	DIRECTOR 2.00	18,000.	0.	0.
GEORGE GIBBS FOUNDATION OFFICE	ADVISORY DIRECTOR 1.00	12,000.	0.	0.
TERRY SEIDLER FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
REV. WM. PILETIC, C.M. FOUNDATION OFFICE	DIRECTOR 1.00	0.	0.	0.
H. THOMAS BOYLE FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
MICHAEL S. FEELEY FOUNDATION OFFICE	DIRECTOR 1.00	0.	0.	0.
NINA S. SHEPHERD FOUNDATION OFFICE	CAO/CFO/SEC'Y/TREASURER 30.00	209,505.	51,453.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		311,505.	51,453.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NINA SHEPHERD
FOUNDATION OFFICE

TELEPHONE NUMBER

213-488-1122

EMAIL ADDRESS

DOHENY@DOHENYFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

APPLICATION AND GUIDELINES LOCATED ON WEBSITE AT WWW.DOHENYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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