



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



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

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

2012

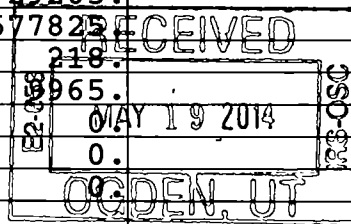
Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation THE ANGELL FOUNDATION		A Employer identification number 01-0789717
Number and street (or P O box number if mail is not delivered to street address) 10880 WILSHIRE BLVD.	Room/suite 920	B Telephone number 310-475-9700
City or town, state, and ZIP code LOS ANGELES, CA 90024		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) \$ 133102031.	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		8476992.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2463396.	2463396.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4165513.			
b Gross sales price for all assets on line 6a 59311772.					
7 Capital gain net income (from Part IV, line 2)			4165513.		
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		-255518.	-255518.		STATEMENT 2
12 Total. Add lines 1 through 11		14850383.	6373391.		
13 Compensation of officers, directors, trustees, etc		155000.	77500.		77500.
14 Other employee salaries and wages		188856.	0.		188856.
15 Pension plans, employee benefits		49082.	17450.		31632.
16a Legal fees					
b Accounting fees STMT 3		59869.	29265.		1340.
c Other professional fees STMT 4		863673.	577822.		267848.
17 Interest		218.	218.		0.
18 Taxes STMT 5		30562.	3965.		20597.
19 Depreciation and depletion		3014.			
20 Occupancy		67984.	0.		67984.
21 Travel, conferences, and meetings		14650.			14650.
22 Printing and publications					
23 Other expenses STMT 6		77304.	2895.		28174.
24 Total operating and administrative expenses. Add lines 13 through 23		1510212.	715118.		698581.
25 Contributions, gifts, grants paid		5090592.			5090592.
26 Total expenses and disbursements. Add lines 24 and 25		6600804.	715118.		5789173.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8249579.			
b Net investment income (if negative, enter -0-)			5658273.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 22 2014



20

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	2850272.	7292168.	7292168.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 355514.			
	Less: allowance for doubtful accounts ▶ 0.	476020.	355514.	249459.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	42886332.	32110261.	32393090.
	b Investments - corporate stock STMT 9	44405692.	57542550.	66441481.
	c Investments - corporate bonds STMT 10	18836580.	20265271.	20096930.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	5703753.	5530046.	6325263.
	14 Land, buildings, and equipment basis ▶ 50795.			
	Less accumulated depreciation STMT 12 ▶ 33932.	19877.	16863.	16863.
	15 Other assets (describe ▶ STATEMENT 13)	189917.	286777.	286777.
	16 Total assets (to be completed by all filers)	115368443.	123399450.	133102031.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
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 ▶ STATEMENT 14)	18686.	80626.	
	23 Total liabilities (add lines 17 through 22)	18686.	80626.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	115349757.	123318824.	
	30 Total net assets or fund balances	115349757.	123318824.	
	31 Total liabilities and net assets/fund balances	115368443.	123399450.	

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	115349757.
2 Enter amount from Part I, line 27a	2	8249579.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	123599336.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	280512.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	123318824.

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 59311772.		55146259.	4165513.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4165513.

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	4165513.
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	5991764.	111765238.	.053610
2010	4948414.	99888169.	.049540
2009	4593107.	85670150.	.053614
2008	4144925.	70079334.	.059146
2007	3355973.	65209173.	.051465

2 Total of line 1, column (d)	2	.267375
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	.053475
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	124080066.
5 Multiply line 4 by line 3	5	6635182.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56583.
7 Add lines 5 and 6	7	6691765.
8 Enter qualifying distributions from Part XII, line 4	8	5789173.

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	113165.
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	113165.
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	113165.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	53207.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	60574.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		113781.
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		616.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 616. 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
1b 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

SEE STATEMENT 15

STMT 16

Form 990-PF (2012)

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 ► <u>ANGELLFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>PERRY ORETZKY</u> Telephone no. ► <u>310-475-9700</u> Located at ► <u>10880 WILSHIRE BLVD #920,, LOS ANGELES, CA</u> ZIP+4 ► <u>90024</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		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

Form 990-PF (2012)

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/A** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERRY ORETZKY 10880 WILSHIRE BLVD., #920 LOS ANGELES, CA 90024	PRESIDENT 25.00	155000.	34900.	0.
MARIAN BUKRINSKY 10880 WILSHIRE BLVD., #920 LOS ANGELES, CA 90024	SECRETARY 3.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERRY ORETZKY - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	PRESIDENT 35.00	155000.	34900.	0.
ANGEL ROBERSON - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	SR PROG OFF 50.00	120000.	7200.	0.
MARISA COLON - 10880 WILSHIRE BLVD #920, LOS ANGELES, CA 90024	PROGRAM ASSO 40.00	59209.	3552.	0.

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

0

Form 990-PF (2012)

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
VOYAGER MGMT, LLC - 11111 SANTA MONICA BLVD. STE 1800, LOS ANGELES, CA 90025	INVESTMENT SERVICES	396423.
JOHN G. OTT & ASSOCIATES 124A 12ST STREET, MANHATTAN BEACH, CA 90266	PROGRAM SERVICE CONSULTATION	138725.
JANIS MINTON CONSULTING - 2444 WILSHIRE BLVD STE 622, SANTA MONICA, CA 90403	PROGRAM SERVICE CONSULTATION	90000.
CAMBIAR INVESTORS 2401 E SECOND AVE, DENVER, CO 80206	INVESTMENT SERVICES	80004.
CITY NATIONAL SECURITIES 400 N ROXBURY DR, BEVERLY HILLS, CA 90210	INVESTMENT SERVICES	62172.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2012)

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	107179396.
b	Average of monthly cash balances	1b	18790214.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	125969610.
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	125969610.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1889544.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124080066.
6	Minimum investment return. Enter 5% of line 5	6	6204003.

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	6204003.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	113165.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	113165.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6090838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6090838.
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	6090838.

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	5789173.
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	5789173.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5789173.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2012)

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				6090838.
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	138018.			
b From 2008	660470.			
c From 2009	334165.			
d From 2010	45273.			
e From 2011	441311.			
f Total of lines 3a through e	1619237.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	5789173.			
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				5789173.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	301665.			301665.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1317572.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1317572.			
10 Analysis of line 9:				
a Excess from 2008	496823.			
b Excess from 2009	334165.			
c Excess from 2010	45273.			
d Excess from 2011	441311.			
e Excess from 2012				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

ANGELL12

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				
ASSUMPTION BVM CHURCH(U.S. CONFERENCE OF CATHOLIC BISHOPS) 791 POTTERS AVE PROVIDENCE, RI 02907	NONE	CHURCH	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	12500.
BEND THE ARC:A JEWISH PARTNERSHIP FOR JUSTICE 330 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	50000.
BENJAMIN FRANKLIN INST OF TECHNOLOGY(FRANKLIN INSTITUTE INC) 41 BERKELEY STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS EDUCATION:COLLEGE AND CAREER ACCESS	75000.
BISHOP JOHN MARSHALL SCHOOL(GOOD STEWARD FOUNDATION OF BISHOP MARSHALL SCH) 680 LAPORTE ROAD MORRISVILLE, VT 05661	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	50000.
BRIGHT PROSPECT 281 S. THOMAS ST. #302 POMONA, CA 91766	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS EDUCATION:COLLEGE AND CAREER ACCESS	75000.
Total	SEE CONTINUATION SHEET(S)			5090592.
b Approved for future payment				
NONE				
Total				0.

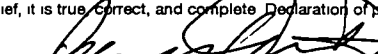
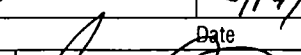
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here 	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee	Date 5/14/14	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name PERRY ORETZKY	Preparer's signature 	Date 5/14/14	Check ☐ if self-employed	PTIN P01442079
	Firm's name ▶ PERRY S ORETZKY, CPA				Firm's EIN ▶ 95-3438923
	Firm's address ▶ 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024				Phone no. 310-475-9700

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAMBIAR-840 SHRS ABBOTT LABS	P	12/31/09	08/03/12
b	CAMBIAR-2175 SHRS ABBVIE	P	02/02/11	01/03/12
c	CAMBIAR-620 SHRS AETNA	P	01/20/10	10/10/12
d	CAMBIAR-1665 SHRS AETNA	P	11/01/12	11/01/12
e	CAMBIAR-6538 SHRS ARCHER DANIELS	P	05/10/11	11/14/12
f	CAMBIAR-B OF A -SEC. LIT PROCEEDS	P	VARIOUS	01/28/13
g	CAMBIAR-1460 SHRS BAXTER	P	VARIOUS	11/01/12
h	CAMBIAR-405 SHRS BAXTER	P	VARIOUS	08/20/12
i	CAMBIAR-840 SHRS CARNIVAL	P	08/28/12	08/28/12
j	CAMBIAR-620 SHRS CARNIVAL	P	10/25/12	10/25/12
k	CAMBIAR-1900 SHRS CARNIVAL	P	02/15/12	12/19/12
l	CAMBIAR-190 SHRS CHEVRON	P	01/20/10	08/01/12
m	CAMBIAR-160 SHRS CHEVRON	P	04/25/12	10/31/12
n	CAMBIAR-460 SHRS CHEVRON	P	04/25/12	11/01/12
o	CAMBIAR-10500 SHRS CORNING	P	09/26/11	10/26/12

(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 56425.		45669.	10756.
b 75436.		55490.	19946.
c 26542.		20350.	6192.
d 73335.		58434.	14901.
e 168352.		201570.	-33218.
f 4.			4.
g 92894.		84242.	8652.
h 23827.		23840.	-13.
i 29371.		25534.	3837.
j 23971.		18846.	5125.
k 74641.		58017.	16624.
l 20986.		14804.	6182.
m 17608.		16533.	1075.
n 51165.		47532.	3633.
o 124366.		180007.	-55641.

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			10756.
b			19946.
c			6192.
d			14901.
e			-33218.
f			4.
g			8652.
h			-13.
i			3837.
j			5125.
k			16624.
l			6182.
m			1075.
n			3633.
o			-55641.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAMBIAR-513.888 SHRS CST BRANDS	P	11/12/12	05/08/13
b CAMBIAR-370 SHRS DARDEN REST.	P	VARIOUS	04/02/13
c CAMBIAR-585 SHRS EATON	P	VARIOUS	08/21/12
d CAMBIAR-650 SHRS EATON	P	VARIOUS	12/03/12
e CAMBIAR-1885 SHRS EATON	P	11/30/12	12/03/12
f CAMBIAR-1885 SHRS EATON	P	VARIOUS	12/03/12
g CAMBIAR-1590 SHRS ARCHER DANIELS	P	VARIOUS	11/14/12
h CAMBIAR-2620 SHRS CORNING	P	VARIOUS	10/26/12
i CAMBIAR-1550 SHRS CHEVRON	P	02/11/10	10/15/12
j CAMBIAR-930 SHRS EATON PIC	P	VARIOUS	05/03/13
k CAMBIAR-3385 SHRS EATON PIC	P		05/13/13
l CAMBIAR-3750 SHRS FLEXTRONICS	P	01/20/10	12/26/12
m CAMBIAR-1870 SHRS FORD	P	10/26/12	12/26/12
n CAMBIAR-4050 SHRS FORD	P	10/26/12	01/22/13
o CAMBIAR-920 SHRS HALIBURTON	P	VARIOUS	08/16/12

(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 16057.		11148.	4909.
b 18972.		16929.	2043.
c 26882.		26882.	0.
d 33629.		26961.	6668.
e 126227.		114403.	11824.
f 97916.		80171.	17745.
g 39407.		44476.	-5069.
h 31177.		31058.	119.
i 154477.		100337.	54140.
j 58119.		48307.	9812.
k 205150.		175834.	29316.
l 26773.		25567.	1206.
m 23380.		19311.	4069.
n 56538.		41721.	14817.
o 34636.		29640.	4996.

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			4909.
b			2043.
c			0.
d			6668.
e			11824.
f			17745.
g			-5069.
h			119.
i			54140.
j			9812.
k			29316.
l			1206.
m			4069.
n			14817.
o			4996.

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAMBIAR-695 SHRS HALIBURTON	P	11/08/10	02/05/13
b	CAMBIAR-870 SHRS KBR	P	01/20/10	01/22/13
c	CAMBIAR-175 SHRS MEDTRONIC	P	08/30/10	08/16/12
d	CAMBIAR-420 SHRS MOSIAC	P	06/21/11	07/23/12
e	CAMBIAR-R.O.P.-NYSE EURONEXT	P	VARIOUS	12/28/12
f	CAMBIAR-330 SHRS PRUDENTIAL	P	11/09/11	08/16/12
g	CAMBIAR-1070 SHRS SUPERIOR ENERGY	P	02/24/12	02/21/13
h	CAMBIAR-200 SHRS TARGET	P	VARIOUS	07/16/12
i	CAMBIAR-2480 SHRS HALIBURTON	P	VARIOUS	01/24/13
j	CAMBIAR-920 SHRS HONEYWELL	P	12/31/09	02/14/13
k	CAMBIAR-4340 SHRS HOSPIRA	P	10/27/11	02/14/13
l	CAMBIAR-630 SHRS KBR	P	01/20/10	09/28/12
m	CAMBIAR-590 SHRS LIFE TECHNOLOGIES	P	10/19/12	01/18/13
n	CAMBIAR-2700 SHRS LIFE TECHNOLOGIES	P	10/23/12	02/27/13
o	CAMBIAR-1930 SHRS MEDRONIC	P	VARIOUS	09/20/12

(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 24450.		22148.	2302.
b 26498.		17627.	8871.
c 7085.		5612.	1473.
d 24052.		26584.	-2532.
e 1636.		1636.	0.
f 17906.		17120.	786.
g 28176.		32161.	-3985.
h 12367.		10462.	1905.
i 101300.		81115.	20185.
j 63204.		36289.	26915.
k 129920.		181495.	-51575.
l 18775.		12765.	6010.
m 35878.		27966.	7912.
n 159572.		130051.	29521.
o 83053.		61755.	21298.

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			2302.
b			8871.
c			1473.
d			-2532.
e			0.
f			786.
g			-3985.
h			1905.
i			20185.
j			26915.
k			-51575.
l			6010.
m			7912.
n			29521.
o			21298.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAMBIAR-1535 SHRS MEDRONIC		P	09/16/10	12/04/12
b CAMBIAR-2160 SHRS MEDTRONIC		P	VARIOUS	11/30/12
c CAMBIAR-1680 SHRS METLIFE		P	08/24/10	06/14/12
d CAMBIAR-9250 SHRS MICROSOFT		P	11/09/12	04/30/13
e CAMBIAR-1365 SHRS MICROSOFT		P	01/18/13	05/01/13
f CAMBIAR-630 SHRS NORFORK		P	12/31/09	03/28/13
g CAMBIAR-710 SHRS NYSE		P	VARIOUS	12/20/12
h CAMBIAR-5290 SHRS NYSE		P	08/26/11	09/28/12
i CAMBIAR-R.O.P.-NYSE EURONEXT		P	VARIOUS	12/28/12
j CAMBIAR-240 SHRS OCCIDENTIAL PET		P	VARIOUS	05/03/13
k CAMBIAR-360 SHRS PARTNERRE		P	07/31/12	04/16/13
l CAMBIAR-1720 SHRS PARTNERRE		P	01/23/12	04/16/13
m CAMBIAR-780 SHRS PROCTER & GAMBLE		P	06/18/12	01/30/13
n CAMBIAR-1530 SHRS PRUDENTIAL		P	VARIOUS	11/05/12
o CAMBIAR-380 SHRS PRUDENTIAL		P	VARIOUS	05/13/13

(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 64260.		51542.	12718.
b 91174.		69608.	21566.
c 67560.		61146.	6414.
d 290414.		268011.	22403.
e 44790.		37123.	7667.
f 48451.		33343.	15108.
g 22784.		18241.	4543.
h 169104.		137664.	31440.
i 1636.		1636.	0.
j 21891.		21565.	326.
k 32264.		26004.	6260.
l 156364.		111504.	44860.
m 58552.		48500.	10052.
n 87033.		79586.	7447.
o 24924.		19972.	4952.

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			12718.
b			21566.
c			6414.
d			22403.
e			7667.
f			15108.
g			4543.
h			31440.
i			0.
j			326.
k			6260.
l			44860.
m			10052.
n			7447.
o			4952.

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAMBIAR-2850 SHRS ROYAL DUTCH	P	05/20/11	06/11/13
b	CAMBIAR-230 SHRS ROYAL DUTCH	P	02/07/13	06/11/13
c	CAMBIAR-1725 SHRS SYMANTEC	P	01/26/12	08/16/12
d	CAMBIAR-3560 SHRS SYMANTEC	P	01/27/12	01/17/13
e	CAMBIAR-990 SHRS SYMANTEC	P	04/23/12	03/13/13
f	CAMBIAR-3755 SHRS SYMANTEC	P	VARIOUS	03/13/13
g	CAMBIAR-820 SHRS TARGET CORP	P	VARIOUS	04/11/13
h	CAMBIAR-3165 SHRS TEVA PHARM	P	02/08/11	10/19/12
i	CAMBIAR-480 SHRS TEVA PHARM	P	11/17/11	10/19/12
j	CAMBIAR-330 SHRS UNILEVER	P	12/31/09	08/06/12
k	CAMBIAR-600 SHRS UNILEVER	P	01/18/12	10/26/12
l	CAMBIAR-1960 SHRS VODAFONE	P	VARIOUS	04/30/13
m	CAMBIAR-3620 SHRS UNILEVER	P	12/31/09	10/26/12
n	CAMBIAR-1240 SHRS UNION PACIFIC	P	12/31/09	05/02/13
o	CAMBIAR-1860 SHRS VALERO ENERGY	P	10/31/12	01/03/13

(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 194797.		197941.	-3144.
b 15733.		15975.	-242.
c 31027.		29149.	1878.
d 74751.		60325.	14426.
e 24129.		17615.	6514.
f 91716.		64631.	27085.
g 56867.		44287.	12580.
h 128211.		164800.	-36589.
i 19387.		18975.	412.
j 11655.		10717.	938.
k 21905.		19610.	2295.
l 59845.		53840.	6005.
m 131377.		113918.	17459.
n 183319.		79779.	103540.
o 65081.		53549.	11532.

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			-3144.
b			-242.
c			1878.
d			14426.
e			6514.
f			27085.
g			12580.
h			-36589.
i			412.
j			938.
k			2295.
l			6005.
m			17459.
n			103540.
o			11532.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAMBIAR-1010 SHRS VALERO ENERGY	P	VARIOUS	02/05/13
b CAMBIAR-9150 SHRS WEST UNION	P	12/31/09	10/31/12
c CAMBIAR-1400 SHRS WEST UNION	P	02/08/12	11/01/12
d CAMBIAR-1840 SHRS WEST UNION	P	02/19/10	11/02/12
e CAMBIAR-680 SHRS WESTERN UNION	P	VARIOUS	07/24/12
f CAMBIAR-510 SHRS WILLIS GRP	P	VARIOUS	07/23/12
g CNB-425,000 FNMA BENCHMARK NT 5.25%	P	11/16/09	07/16/12
h CNB-425,000 CME GROUP INC 5.4%	P	12/07/09	07/18/12
i CNB-15296.77 FNMA CMO 2011-79	P	07/29/11	07/25/12
j CNB-7692.39 FNMA CMO 2012-1 AE	P	01/30/12	07/25/12
k CNB-425,000 HSBC FINANCE 5.5%	P	02/17/10	07/31/12
l CNB-40,000 HSBC FINANCE 5.5%	P	02/16/12	07/31/12
m CNB-3232.94 FHLMC CMO 4077 BA	P	07/30/12	08/12/12
n CNB-8842.25 GNMA CMO 2012-3 AK	P	07/31/12	08/16/12
o CNB-250,000 GEN ELEC CAP	P	06/22/10	08/22/12

(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 46122.		29195.	16927.
b 138797.		163501.	-24704.
c 17794.		25261.	-7467.
d 22735.		30037.	-7302.
e 11755.		9170.	2585.
f 18936.		13421.	5515.
g 425893.		455417.	-29524.
h 445953.		465919.	-19966.
i 15297.		15364.	-67.
j 7692.		7803.	-111.
k 462421.		449782.	12639.
l 43522.		43466.	56.
m 3233.		3265.	-32.
n 8842.		9362.	-520.
o 251597.		256136.	-4539.

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			16927.
b			-24704.
c			-7467.
d			-7302.
e			2585.
f			5515.
g			-29524.
h			-19966.
i			-67.
j			-111.
k			12639.
l			56.
m			-32.
n			-520.
o			-4539.

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 }

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CNB-5,000US TREASURY NOTES	P	12/29/10	08/24/12
b	CNB-15587.85 FNMA CMO 2011-79 GC	P	07/29/11	08/27/12
c	CNB-14637.90 FNMA CMO 2011-79 GC	P	07/29/11	09/25/12
d	CNB-15674.64 FNMA CMO 2011-79 GC	P	07/29/11	10/25/12
e	CNB-15323.64 FNMA CMO 2011-79 GC	P	07/29/11	11/26/12
f	CNB-440,000 ANZ NATIONAL INTL	P	09/30/09	12/17/12
g	CNB-485,000 GMAC LLC	P	06/28/10	12/19/12
h	CNB-9758.02 GNMA CMO-2012-3 AK	P	07/31/12	01/16/13
i	CNB-11663.39 FNMA CMO 2011-79 GC	P	07/29/11	02/25/13
j	CNB-470,000 JP MORGAN	P	09/24/12	03/18/13
k	CNB-420,000 CALI STATE 2%	P	08/23/12	04/16/13
l	CNB-400,000 FNMA MTN	P	02/16/12	05/01/13
m	CNB-10544.97 GNMA CMO 2012-3 AK	P	07/31/12	06/17/13
n	CITY NAT.SEC-250 SHRS BEST BUY	P	09/16/11	07/13/12
o	CITY NAT SEC-500,000 MORGAN STANLEY	P	05/23/12	02/11/12

(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 5572.		5518.	54.
b 15588.		15656.	-68.
c 14638.		14702.	-64.
d 15675.		15743.	-68.
e 15324.		15391.	-67.
f		267.	-267.
g 485000.		497499.	-12499.
h 9758.		10331.	-573.
i 11663.		11714.	-51.
j 478413.		474268.	4145.
k 421714.		427144.	-5430.
l 400000.		419848.	-19848.
m 10545.		11165.	-620.
n 232813.		243438.	-10625.
o 500000.		498750.	1250.

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			54.
b			-68.
c			-64.
d			-68.
e			-67.
f			-267.
g			-12499.
h			-573.
i			-51.
j			4145.
k			-5430.
l			-19848.
m			-620.
n			-10625.
o			1250.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CITY NAT SEC-300,000 LA PUB WRKS	P	04/01/11	11/30/12
b	ARISTOTLE-1462 SHRS QEP RES INC	P	02/10/12	08/01/12
c	ARISTOTLE-550 SHRS ABBOTT LABS	P	07/15/11	11/26/12
d	CNB-7495.83 FNMA CMO 2012-1 AE	P	01/30/12	08/27/12
e	CNB-3312.71 FHLMC CMO 4077 BA	P	04/30/12	09/17/12
f	CNB-8621.53 GNMA CMO 2012-3 AK	P	07/31/12	09/17/12
g	CNB-425,000 JP MORGAN CHASE	P	01/24/11	09/24/12
h	CNB-7451.58 FNMA CMO 2012-1 AE	P	01/30/12	09/25/12
i	CNB-530,000 FNMA .7%	P	05/29/12	10/02/12
j	CNB-3414.18 FHLMC CMO 4077 BA	P	07/30/12	10/15/12
k	CNB-7483.47 GNMA CMO 2012-3 AK	P	07/31/12	10/16/12
l	CNB-7386.42 FNMA CMO 2012-1 AE	P	01/30/12	10/25/12
m	CNB-3513.97 FHLMC CMO 4077 BA	P	07/30/12	11/15/12
n	CNB-8502.93 GNMA CMO 2012-3 AK	P	07/31/12	11/16/12
o	CNB-425,000 FHLB	P	11/22/10	11/19/12

(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 317400.		262896.	54504.
b 42685.		43596.	-911.
c 34699.		29438.	5261.
d 7496.		7604.	-108.
e 3313.		3346.	-33.
f 8622.		9128.	-506.
g 432553.		425136.	7417.
h 7451.		7559.	-108.
i 530345.		529815.	530.
j 3414.		3448.	-34.
k 7483.		7923.	-440.
l 7386.		7493.	-107.
m 3514.		3549.	-35.
n 8503.		9002.	-499.
o 440385.		474576.	-34191.

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			54504.
b			-911.
c			5261.
d			-108.
e			-33.
f			-506.
g			7417.
h			-108.
i			530.
j			-34.
k			-440.
l			-107.
m			-35.
n			-499.
o			-34191.

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CNB-7385.40 FNMA CMO 2012-1 AE	P	01/30/12	11/26/12
b	CNB-40,000 JP MORGAN	P	02/16/12	09/24/12
c	CNB-10000 GENL ELEC CAP	P	06/22/10	12/14/12
d	CNB-440,000 ANZ NATIONAL INTL	P	09/30/09	12/17/12
e	CNB-3612.03 FHLMC CMO 4077 BA	P	07/30/12	12/17/12
f	CNB-10341.51 GNMA CMO 2012-3 AK	P	07/31/12	12/17/12
g	CNB-435,000 CREDIT SUISSE	P	02/08/11	12/18/12
h	CNB-30,000 CREDIT SUISSE	P	02/16/12	12/18/12
i	CNB-165,000 GENL ELEC CAP	P	06/22/10	12/21/12
j	CNB-13179.92 FNMA CMO 2011-79 GC	P	07/29/11	12/26/12
k	CNB-7320.94 FNMA CMO 2012-1 AE	P	01/30/12	12/26/12
l	CNB-3662.33 FHLMC CMO 4077 BA	P	07/30/12	01/15/13
m	CNB-14702.91 FNMA CMO 2011-79 GC	P	07/29/11	01/25/13
n	CNB-7278.08 FNMA CMO 2012-1 AE	P	01/30/12	01/25/13
o	CNB-3711.76 FHLMC CMO 4077 BA	P	07/30/12	02/15/13

(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 7385.		7492.	-107.
b 40710.		40800.	-90.
c 10004.		10245.	-241.
d 454722.		481184.	-26462.
e 3612.		3648.	-36.
f 10342.		10949.	-607.
g 432910.		454491.	-21581.
h 40744.		41659.	-915.
i 165000.		169049.	-4049.
j 13180.		13238.	-58.
k 7321.		7426.	-105.
l 3662.		3699.	-37.
m 14703.		14767.	-64.
n 7278.		7383.	-105.
o 3712.		3748.	-36.

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			-107.
b			-90.
c			-241.
d			-26462.
e			-36.
f			-607.
g			-21581.
h			-915.
i			-4049.
j			-58.
k			-105.
l			-37.
m			-64.
n			-105.
o			-36.

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	

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CNB-11264.98 GNMA CMO 2012-3AK	P	07/31/12	02/19/13
b	CNB-7235.55 FNMA CMO 2012-1 AE	P	01/30/12	02/25/13
c	CNB-465,000 CITIGROUP	P	07/27/10	03/07/13
d	CNB-3760.29 FHLMC CMO 4077 BA	P	07/30/12	03/15/13
e	CNB-8715.35 GNMA CMO 2012-3 AK	P	07/31/12	03/18/13
f	CNB-11812.11 FNMA CMO 2011-79 GC	P	07/29/11	03/25/13
g	CNB-7174.09 FNMA CMO 2012-1 AE	P	01/30/12	03/25/13
h	CNB-465,000 MERRILL LYNCH	P	10/18/10	04/01/13
i	CNB-3807.89 FHLMC CMO 4077 BA	P	07/30/12	04/15/13
j	CNB-8475.23 GNMA CMO 2012-3 AK	P	07/31/12	04/16/13
k	CNB-392,971.90 FHLMC CMO 4077 BA	P	07/30/12	04/22/13
l	CNB-14529.85 FNMA CMO 2011-79 GC	P	07/29/11	04/25/13
m	CNB-7099.75 FNMA CMO 2012-1 AE	P	01/30/12	04/25/13
n	CNB-10435.75 GNMA CMO 2012-3 AK	P	07/31/12	05/16/13
o	CNB-16204.51 FNMA CMO 2011-79 GC	P	07/29/11	05/28/13

(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 11265.		11927.	-662.
b 7236.		7340.	-104.
c 499763.		507500.	-7737.
d 3760.		3798.	-38.
e 8715.		9227.	-512.
f 11812.		11864.	-52.
g 7174.		7277.	-103.
h 494676.		500026.	-5350.
i 3808.		3846.	-38.
j 8475.		8973.	-498.
k 395182.		396886.	-1704.
l 14530.		14593.	-63.
m 7100.		7202.	-102.
n 10436.		11049.	-613.
o 16204.		16275.	-71.

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			-662.
b			-104.
c			-7737.
d			-38.
e			-512.
f			-52.
g			-103.
h			-5350.
i			-38.
j			-498.
k			-1704.
l			-63.
m			-102.
n			-613.
o			-71.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CNB-6941.87 FNMA CMO 2012-1 AE	P	01/30/12	05/28/13
b	CNB-345,784.28 FNMA CMO 2011-79 GC	P	07/29/11	06/11/13
c	CNB-14914.56 FNMA CMO 2011-79 GC	P	07/29/11	06/25/13
d	CNB-6990.96 FNMA CMO 2012-1 AE	P	01/30/12	06/25/13
e	CNB-425,000 FNMA-FULL CALL	P	09/19/11	09/19/12
f	CNB-425,000 UNIVERSITY CALIF	P	12/14/10	05/01/13
g	CITY NAT SEC-5,000,000 USTB	P	06/29/12	08/02/12
h	CITY NAT SEC-20,000,000-FED HOME LOAN	P	06/29/12	08/10/12
i	CITY NAT SEC-250,000-B OF A	P	11/21/12	09/11/12
j	CITY NAT SEC-500,000-MORGAN STANLEY	P	02/28/12	11/30/12
k	CITY NAT SEC-1,000,000 FORD	P	02/28/13	06/20/13
l	CITY NAT SEC-2,000,000 CA ST GO	P	12/01/10	08/23/12
m	CITY NAT SEC-250,000 GE	P	05/21/09	08/23/12
n	CITY NAT SEC-500,000 MORGAN STANLEY	P	03/22/11	11/29/12
o	CITY NAT SEC-B OF A-SEC. LIT PROCEEDS	P	VARIOUS	12/06/12

(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 6942.		7042.	-100.
b 353132.		347297.	5835.
c 14914.		14980.	-66.
d 6991.		7091.	-100.
e 425000.		425000.	0.
f 425000.		425000.	0.
g 5000000.		5000000.	0.
h 20000000.		19999067.	933.
i 250000.		250000.	0.
j 500000.		500000.	0.
k 1000000.		1000000.	0.
l 2394000.		2020000.	374000.
m 290139.		236270.	53869.
n 562500.		514375.	48125.
o 81.			81.

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			-100.
b			5835.
c			-66.
d			-100.
e			0.
f			0.
g			0.
h			933.
i			0.
j			0.
k			0.
l			374000.
m			53869.
n			48125.
o			81.

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CITY NAT SEC-RAFTON VS RAFTON-SEC LIT PROCEEDS	P	VARIOUS	12/13/12
b ARISTOTLE-114 SHRS HOSPIRA INC	P	10/20/11	11/30/12
c ARISTOTLE-521 SHRS-JC PENNEY INC	P	07/05/11	04/18/13
d ARISTOTLE-500 SHRS-SCHWAB CHARLES	P	04/30/12	06/14/13
e ARISTOTLE-1890 SHRS SCHWAB CHARLES	P	05/01/12	06/18/13
f WELL-5000 SHRS NUSTAR ENERGY	P	12/06/11	07/09/12
g WELL-4000 SHRS DUKE REALTY	P	02/14/08	02/22/13
h ARISTOTLE-208 SHRS QEP RES INC	P	02/10/12	08/02/12
i ARISTOTLE-1294 SHRS HEINZ HJ CO	P	09/01/11	09/26/12
j ARISTOTLE-406 SHRS HEINZ HJ	P	09/01/11	09/27/12
k ARISTOTLE-.2895 SHRS BANCO SANTANDER	P	10/11/11	11/23/12
l ARISTOTLE-328 SHRS HOSPIRA INC	P	10/20/11	11/26/12
m ARISTOTLE-512 SHRS HOSPIRA INC	P	10/20/11	11/27/12
n ARISTOTLE-336 SHRS HOSPIRA INC	P	10/20/11	11/28/12
o ARISTOTLE-410 SHRS HOSPIRA INC	P	10/20/11	11/29/12

(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 5479.			5479.
b 3318.		4288.	-970.
c 7635.		18236.	-10601.
d 9855.		7052.	2803.
e 37436.		27064.	10372.
f 261080.		243365.	17715.
g 100000.		100000.	0.
h 6250.		6239.	11.
i 72817.		67327.	5490.
j 22816.		21124.	1692.
k 2.		1.	1.
l 9663.		12338.	-2675.
m 14966.		19260.	-4294.
n 9857.		12639.	-2782.
o 11908.		15423.	-3515.

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			5479.
b			-970.
c			-10601.
d			2803.
e			10372.
f			17715.
g			0.
h			11.
i			5490.
j			1692.
k			1.
l			-2675.
m			-4294.
n			-2782.
o			-3515.

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 }

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

2

3

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ARISTOTLE-1150 SHRS ABBOTT LABS	P	07/15/11	01/16/13
b	ARISTOTLE-93 SHRS PIONEER NATURAL RES	P	12/14/11	03/18/13
c	ARISTOTLE-187 SHRS PIONEER NATURAL RES	P	12/14/11	03/19/13
d	ARISTOTLE-261 SHRS JC PENNEY INC	P	07/05/11	04/17/13
e	ARISTOTLE-782 SHRS-JC PENNEY INC	P	07/05/11	04/19/13
f	ARISTOTLE-315 SHRS-JC PENNEY INC	P	07/05/11	04/22/13
g	ARISTOTLE-521 SHRS-JC PENNEY INC	P	07/05/11	04/23/13
h	ARISTOTLE-73 SHRS-HERSHEY CO	P	02/13/12	06/14/13
i	ARISTOTLE-900 SHRS-TE CONNECTIVITY	P	07/07/08	06/14/13
j	ARISTOTLE-270 SHRS-HERSHEY CO	P	02/13/12	06/17/13
k	ARISTOTLE-1220 SHRS- SCHWAB CHARLES	P	05/01/12	06/17/13
l	ARISTOTLE-487 SHRS-HERSHEY CO	P	02/13/12	06/18/13
m	WELL-4000 SHRS FIRST NIAGARA	P	12/07/11	08/06/12
n	WELL-15780 SHRS BLACKROCK KELSO	P	09/25/07	09/27/12
o	WELL-.11 SHRS SUBURBAN PROPANE	P	09/30/12	09/30/12

(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 38389.		29530.	8859.
b 11742.		8436.	3306.
c 23646.		16963.	6683.
d 3774.		9135.	-5361.
e 11785.		27371.	-15586.
f 4649.		11026.	-6377.
g 7870.		18236.	-10366.
h 6416.		4404.	2012.
i 40306.		23501.	16805.
j 23745.		16288.	7457.
k 24002.		17470.	6532.
l 42592.		29378.	13214.
m 119705.		100000.	19705.
n 164601.		235863.	-71262.
o 4.			4.

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			8859.
b			3306.
c			6683.
d			-5361.
e			-15586.
f			-6377.
g			-10366.
h			2012.
i			16805.
j			7457.
k			6532.
l			13214.
m			19705.
n			-71262.
o			4.

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 }

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

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELL-11600 SHRS-NORTHSTAR	P	05/16/07	10/03/12
b	WELL-4000 SHRS REGENCY ENERGY PART.	P	10/07/11	11/29/12
c	WELL-30000 SHRS FORD MOTOR	P	01/31/11	12/13/12
d	WELL-10000 SHRS GREENLIGHT CAPITAL	P	08/07/12	01/24/13
e	WELL-23400 SHRS NORTHSTAR REALTY	P	05/16/07	01/23/13
f	WELL-5000 SHRS POWERSHARES	P	03/17/09	04/19/13
g	WELL-8559 SHRS AEROGROW	P	06/18/10	04/24/13
h	WELL-20000 SHRS-CISCO	P	06/09/11	05/17/13
i	WELL-200 SHRS-CISCO EXPIRED OPTIONS	P	05/13/13	05/18/13
j	WELL-.52 SHRS INERGY MIDSTREAM CASH IN LIEU	P	06/19/13	09/19/13
k	WELLS-25,000,000-SAN JUAN CAPIS	P	08/19/09	08/01/12
l	WELLS-200000 B OF A	P	09/27/11	11/12/12
m	WELLS-400,000-SHRS FORD	P	08/22/11	08/20/12
n	WELLS-10000 ANEHEIM	P	07/28/09	09/04/12
o	WELLS-250000 OAKLAND	P	05/07/09	09/04/12

(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 76017.		169256.	-93239.
b 89082.		54433.	34649.
c 66894.		211110.	-144216.
d 227190.		224902.	2288.
e 185083.		130539.	54544.
f 340201.		144446.	195755.
g 15999.		21397.	-5398.
h 481983.		308805.	173178.
i		5389.	-5389.
j 12.			12.
k 25000.		25219.	-219.
l 214295.		188221.	26074.
m 400000.		400000.	0.
n 10000.		8310.	1690.
o 250000.		250000.	0.

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			-93239.
b			34649.
c			-144216.
d			2288.
e			54544.
f			195755.
g			-5398.
h			173178.
i			-5389.
j			12.
k			-219.
l			26074.
m			0.
n			1690.
o			0.

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS-400000 LUCIA MAR	P	03/28/11	10/11/12
b	WELLS-LYONS ST	P	VARIOUS	12/10/12
c	WELLS-CASH IN LIEU	P	VARIOUS	05/16/13
d	WELLS-15000 ESCONDIDO	P	VARIOUS	06/03/13
e	CAMBIAR-100 SHRS ROYAL DUTCH SHELL ADR	P	05/16/11	01/29/13
f	VOYAGER-JHL CAPITAL FUND	P	04/28/11	08/09/12
g	VOYAGER-TIGER ASIA OVERSEAS	P	01/06/10	12/28/12
h	VOYAGER-PERSHING SQUARE INT'L	P	12/28/10	
i	VOYAGER-PFM MERITAGE OFFSHORE	P	12/28/07	10/17/12
j	VOYAGER-TIGER ASIA OVERSEAS	P	01/06/10	09/27/12
k	VOYAGER-BAY RESOURCES	P	12/27/06	10/05/12
l	VOYAGER-BAY RESOURCES	P	12/28/07	12/12/12
m	VOYAGER-JHL CAPITAL FUND	P	04/28/11	11/09/12
n	VOYAGER-DABROES OFFSHORE INV FUND	P	09/27/10	03/05/13
o	VOYAGER-FIREBIRD REPUBLIC	P	11/29/06	02/01/13

(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 464827.		399470.	65357.
b 25306.		15306.	10000.
c 13.		11735.	-11722.
d 15000.		14937.	63.
e 7451.		6971.	480.
f 176008.		187500.	-11492.
g 23187.			23187.
h 302750.		250000.	52750.
i 1328109.		1000000.	328109.
j 19589.		18471.	1118.
k 400000.		254700.	145300.
l 1300353.		795300.	505053.
m 184543.		187500.	-2957.
n 49241.			49241.
o 14068.		14068.	0.

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			65357.
b			10000.
c			-11722.
d			63.
e			480.
f			-11492.
g			23187.
h			52750.
i			328109.
j			1118.
k			145300.
l			505053.
m			-2957.
n			49241.
o			0.

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 }

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VOYAGER-AMIYA REDEMPTION	P	12/29/09	01/11/12
b VOYAGER-PERSHING SQUARE INT'L	P	12/29/09	12/31/12
c VOYAGER-PERSHING SQUARE INT'L	P	04/28/11	
d VOYAGER-PERSHING SQUARE INT'L	P	06/28/12	
e VOYAGER-MAK CAPITAL	P	02/24/10	
f VOYAGER-TIGER GLOBAL	P	12/27/06	
g VOYAGER-VISIUM CREDIT OPP	P	09/28/10	04/30/13
h NET CAPITAL GAINS-LAZARUS	P		
i NET CAPITAL GAINS-LAZARUS 2	P		
j NET CAPITAL GAINS-LAZARUS ISRAEL	P		
k NET CAPITAL GAINS-TIGER GLOBAL IV	P		
l NET CAPITAL GAINS-TIGER GLOBAL V	P		
m NET CAPITAL GAINS-GMT EXPLORATION	P		
n NET CAPITAL GAINS-TEEKAY	P		
o NET CAPITAL GAINS-EXTERRAN	P		

(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 675847.		700000.	-24153.
b 847732.		700000.	147732.
c 302750.		250000.	52750.
d 302750.		250000.	52750.
e 944053.		950000.	-5947.
f 1146100.		446640.	699460.
g 1155453.		1050000.	105453.
h 168348.			168348.
i 334525.			334525.
j		24558.	-24558.
k 45855.			45855.
l 307522.			307522.
m 8061.			8061.
n		3267.	-3267.
o		1373.	-1373.

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			-24153.
b			147732.
c			52750.
d			52750.
e			-5947.
f			699460.
g			105453.
h			168348.
i			334525.
j			-24558.
k			45855.
l			307522.
m			8061.
n			-3267.
o			-1373.

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 }

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

THE ANGELL FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NET CAPITAL GAINS-BUCKEYE	P		
b	NET CAPITAL GAINS-REGENCY ENERGY	P		
c	NET CAPITAL GAINS-NUSTAR ENERGY	P		
d	NET CAPITAL GAINS-GENESIS ENERGY	P		
e	NET CAPITAL GAINS-SANSAR CAPITAL	P		
f	WELL-4000 SHRS BGC PARTNERS	P	06/21/12	11/12/12
g	SALE OF LAND 16.67%	P	03/15/07	04/12/13
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		757.	-757.
b		135.	-135.
c		1504.	-1504.
d		74.	-74.
e	3708.		3708.
f	104845.	100000.	4845.
g	5917.	32329.	-26412.
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			-757.
b			-135.
c			-1504.
d			-74.
e			3708.
f			4845.
g			-26412.
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	4165513.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAL POLY POMONA FOUNDATION 3801 WEST TEMPLE AVE, BUILDING 55 POMONA, CA 91768	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
CAREERS THROUGH CULINARY ARTS 20863 BETRON STREET WOODLAND HILLS, CA 91364	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	35000.
CENTER FOR COLLECTIVE WISDOM 425 15TH STREET, SUITE 3716 MANHATTAN BEACH, CA 90266	NONE	PUBLIC CHARITY	SPIRITUALITY: ORGANIZAT SPIRITUALITY	163445.
CENTER FOR COURAGE AND RENEWAL 1402 THIRD STREET SUITE 709 SEATTLE, WA 98101	NONE	PUBLIC CHARITY	SPIRITUALITY: EXPANSION OF GOOD WORKS	57000.
CHILDREN YOUTH & FAMILY COLLABORATIVE (ADVANCE THROUGH OPPORTUNITY/KNOWLEDG) 1200 W. 37TH PLACE LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA 1910 MAGNOLIA AVE. LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	EDUCATION: EARLY CHILDHOOD EDUCATION	50000.
CHRIST THE KING SCHOOL (UNITED STATES CONFERENCE OF BISHOPS) 136 LOCUST STREET BURLINGTON, VT 05401	NONE	CATHOLIC CHURCH	EDUCATION: GENERAL/OTHE	30000.
COLLEGE MATCH (COMMUNITY PARTNERS) 719 GEORGIA AVE SANTA MONICA, CA 90402	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	50000.
COMMUNITY COALITION 8101 S. VERMONT AVENUE LOS ANGELES, CA 90044	NONE	PUBLIC CHARITY	EDUCATION: COLLEGE AND CAREER ACCESS	35000.
COMMUNITY FOODBANK OF NEW JERSEY 31 EVANS TERMINAL HILLSIDE, NJ 07003	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: FOOD & SHELTER ASSISTANCE	75000.
Total from continuation sheets				4828092.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONNECTICUT FOOD BANK 150 BRADLEY STREET EAST HAVEN, CT 06512	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
CREATIVE WELLNESS INSTITUTE(GREAT HEIGHTS INC) 1116 23RD STREET SOUTH BIRMINGHAM, AL 35205	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	35000.
EARLY CHILDHOOD PARENTING CENTER(COMMUNITY PARTNERS) 1440 HARVARD ST. SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	35000.
FEEDING AMERICA 35 EAST WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD AND SHELTER ASSISTANCE	75000.
FIRST PLACE FOR YOUTH 3530 WILSHIRE BLVD, SUITE 600 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
FOOD FORWARD 7412 FULTON AVE #3 NORTH HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD AND SHELTER ASSISTANCE	15000.
FRIENDS OF FOSTER CHILDREN P.O. BOX 1105 ARCADIA, CA 91007	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANIPATION	35000.
FUTURE CHEFS BOSTON(THIRD SECTOR NEW ENGLAND INC) 560 ALBANY STREET BOSTON, MA 02118	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	25000.
GABRIELLA FOUNDATION 639 SOUTH COMMONWEALTH, SUITE B100 LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
HATHAWAY SYCAMORES CHILD AND FAMILY SERVICES 210 S. DELACEY AVENUE #110 PASADENA, CA 91105	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEART PROJECT 1140 N. CITRUS AVENUE LOS ANGELES, CA 90038	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	25000.
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	100000.
HOBART SHAKESPEAREANS 980 S. HOBART BLVD. LOS ANGELES, CA 90006	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	30000.
HOLY SPIRIT RETREAT CENTER 4316 LANAI ROAD ENCINO, CA 91436	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
HUMANITAS PRIZE (HUMAN FAMILY EDUCATIONAL AND CULTURAL INSTITUTE) 520 BROADWAY, SUITE 350 SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	ART:GENERAL/OTHER	180000.
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
INNER-CITY FILMMAKERS 3000 W. OLYMPIC BLVD. #2413 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	35000.
INSTITUTE FOR JEWISH SPIRITUALITY 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
INSTITUTE OF CONTEMPORARY ART 100 NORTHERN AVENUE BOSTON, MA 02210	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	25000.
INTERFAITH FOOD CENTER 14545 LEFFINGWELL ROAD WHITTIER, CA 90604	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	25000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FAMILY SERVICE OF LOS ANGELES 3580 WILSHIRE BLVD, #700 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
LA CASA DE MARIA (IMMACULATE HEART COMMUNITY) 800 EL BOSQUE ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	35000.
LA PARTNERSHIP FOR EARLY CHILDHOOD INV (CALIFORNIA COMMUNITY FOUNDATION) 2355 WESTWOOD BLVD. #114 LOS ANGELES, CA 90064	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	25000.
LEADING FROM WITHIN P.O. BOX 806 SANTA BARBARA, CA 93102	NONE	PUBLIC CHARITY	SPIRITUALITY:ORGANIZAT SPIRITUALITY	35000.
LOS ANGELES COUNTY ARTS COMMISSION(FORD THEATRE FOUNDATION) 1055 WILSHIRE BLVD, SUITE 800 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	75000.
LOS ANGELES FAMILY HOUSING 7843 LANKERSHIM BLVD NO HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
LOS ANGELES REGIONAL FOODBANK 1734 E. 41ST STREET LOS ANGELES, CA 90058	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	250000.
MAR VISTA FAMILY CENTER 5075 S. SLAUSON AVENUE MAR VISTA, CA 90230	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	75000.
MARY AND JOSEPH RETREAT CENTER 5300 CREST ROAD RANCHO PALOS VERDE, CA 90275	NONE	CATHOLIC CHURCH	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
MEET EACH NEED WITH DIGNITY(MEND) 10641 N. SAN FERNANDO ROAD PACOIMA, CA 91331	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	100000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MISC CONTRIBUTIONS-SCHEDULE ATTACHED VARIOUS VARIOUS, CA 99999	NONE	PUBLIC CHARITY	SCHEDULE ATTACHED SCHEDULE ATTACHED	246647.
MOTHERS' CLUB COMMUNITY CENTER 980 N. FAIR OAKS PASADENA, CA 91103	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
NEWGROUND:MUSLIM-JEWISH PARTNERSHIP FOR CHANGE(COMMUNITY PARTNERS) 200 NORTH SPRING STREET, SUITE 2111 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	35000.
OCCIDENTAL OFFICE OF RELIGIOUS & SPIRITUAL LIFE(OCCIDENTAL COLLEGE) 1600 CAMPUS ROAD, F-8 LOS ANGELES, CA 90041	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	50000.
OCEAN PARK COMMUNITY CENTER 1453 16TH STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
OJAI FOUNDATION 9739 OJAI SANTA PAULA RD OJAI, CA 93023	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	54000.
OJAI FOUNDATION 9739 OJAI SANTA PAULA RD OJAI, CA 93023	NONE	PUBLIC CHARITY	SPIRITUALITY:EXPANSION OF GOOD WORKS	97000.
ONE VOICE 1228 15TH STREET #C SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	75000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
P.S. ARTS 1728 ABBOT KINNEY BLVD., SUITE 101 VENICE, CA 90291	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	25000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PARA LOS NINOS 500 LUCAS AVENUE LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
PEOPLE ASSISTING THE HOMELESS 340 N. MADISON LOS ANGELES, CA 90004	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	50000.
PROJECT GRAD(PROJECT GRAD LOS ANGELES INC) 10625 ERWIN STREET NO HOLLYWOOD, CA 91606	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	50000.
PROVIDENCE CITY ARTS FOR YOUTH 891 BROAD ST., PO BOX 27691 PROVIDENCE, RI 02907-7691	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIAANTIC AVE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD & SHELTER ASSISTANCE	200000.
RHODE ISLAND SCHOOL OF DESIGN TWO COLLEGE STREET PROVIDENCE, RI 02903-2784	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
RICE MEMORIAL HIGH SCHOOL 99 PROCTOR AVENUE BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	50000.
RYMAN ARTS(RYMAN CARROLL FOUNDATION) 315 W. 9TH STREET#806 LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	40000.
SAINT FRANCIS XAVIER SCHOOL 5 SAINT PETER STREET WINOOSKI, VT 05404	NONE	PUBLIC CHARITY	EDUCATION:GENERAL/OTHE	30000.
SEASONS FUND FOR SOCIAL TRANSFORMATION(BEND THE ARC) 330 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SPIRITUALITY:GENERAL/O	50000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECTRUM YOUTH AND FAMILY SERVICES (SPECTRUM INC) 31 ELMWOOD AVE. BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
ST JOSEPH CENTER 204 HAMPTON DRIVE VENICE, CA 90291	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: GENERAL/OTHER	50000.
ST MARYS ACADEMY-BAY VIEW(U.S. CONFERENCE OF CATHOLIC BISHOPS) 3070 PAWTUCKET AVENUE RIVERSIDE, RI 02915	NONE	SCHOOL	EDUCATION: GENERAL/OTHE	50000.
ST. ANNE'S MATERNITY HOME 155 NORTH OCCIDENTAL BLVD. LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	50000.
STEP UP ON SECOND(STEP UP ON SECOND STREET INC) 1328 SECOND STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	SOCIAL JUSTICE: FOOD AND SHELTER ASSISTANCE	50000.
STREETLIGHTS(STREETLIGHTS PRODUCTION ASSISTANCE PROGRAM) 662 N. VAN NESS AVE. #105 HOLLYWOOD, CA 90004	NONE	PUBLIC CHARITY	ART: ARTS MENTORSHIP AND CAREER PREP	50000.
TEACH FOR AMERICA 606 S. OLIVE STREET #300 LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	EDUCATION: TEACHER TRAINING & PREP	50000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD. #1955 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	YOUTH: FOSTER YOUTH/EMANCIPATION	75000.
UNUSUAL SUSPECTS THEATRE COMPANY 617 S. OLIVE ST. #812 CULVER CITY, CA 90014	NONE	PUBLIC CHARITY	ART: GENERAL/OTHER	35000.
USC NEIGHBORHOOD ACADEMIC INITIATIVE(UNIVERSITY OF SO CA) 3375 S. HOOVER STREET, SUITE F-206 LOS ANGELES, CA 90089	NONE	UNIVERSITY	EDUCATION: COLLEGE AND CAREER ACCESS	50000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
USC ROSSIER SCHOOL OF EDUCATION(UNIVERSITY OF SOUTHERN CALIFORNIA) 3470 TROUSDALE PARKWAY,WPH#701 LOS ANGELES, CA 90089	NONE	PUBLIC CHARITY	EDUCATION:COLLEGE AND CAREER ACCESS	50000.
VENICE ARTS IN NEIGHBORHOODS 610 CALIFORNIA AVENUE VENICE, CA 90291	NONE	PUBLIC CHARITY	ART:ARTS EDUCATION	50000.
VERMONT FOOD BANK 33 PARKER ROAD BARRE, VT 05641	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:FOOD AND SHELTER ASSISTANCE	150000.
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SOCIAL JUSTICE:GENERAL/OTHER	150000.
WESTSIDE INFANT-FAMILY NETWORK 5721 W. SLAUSON AVE, SUITE 200 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATION:EARLY CHILDHOOD EDUCATION	50000.
WILMER FALL CHILDREN'S HOME 3811 OLD SHELL ROAD MOBILE, AL 36608	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	50000.
YWCA SANTA MONICA/WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	YOUTH:FOSTER YOUTH/EMANCIPATION	35000.
Total from continuation sheets				

Part XV Supplementary Information

3a. Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CAREERS THROUGH CULINARY ARTS

EDUCATION:COLLEGE AND CAREER ACCESS

EDUCATION:COLLEGE AND CAREER ACCESS

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE ANGELL FOUNDATION**01-0789717**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Name of organization THE ANGELL FOUNDATION	Employer identification number 01-0789717
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 2000000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 2250000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>3</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 990996.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>4</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 990996.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>5</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 345000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>6</u>	ANGELL FAMILY TRUST(ONGOING CONTRIBUTOR) 10880 WILSHIRE BLVD #920 LOS ANGELES, CA 90024	\$ 1900000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ANGELL FOUNDATION**01-0789717****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

THE ANGELL FOUNDATION**01-0789717**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

AF 990 Grant and Contributions Schedule

Donnee Name and Address <u>Contribution</u>	Activity Classification	Amount	Relationship
ALLIANCE FOR CHILDREN'S RIGHTS 3333 Wilshire Blvd. #550 Los Angeles, CA 90010 Payee: Alliance for Children's Rights Org. Status: 501(c)3	Youth:Foster Youth/Emancipation	\$5,000	Foundation: NONE
ASSUMPTION BVM CHURCH 791 Potters Ave Providence, RI 02907 Payee: United States Conference of Catholic Bishops Org. Status: 501(c)3	Social Justice:Food and Shelter Assistance	\$5,000	Foundation: NONE
BEST FRIENDS ANIMAL SOCIETY LOS ANGELES 15321 South Brand Blvd. Mission Hills, CA 91345 Payee: Best Friends Animal Society Los Angeles Org. Status: 501(c)3	Other	\$500	Foundation: NONE
CALIFORNIA COMMUNITY FOUNDATION 221 S. Figueroa St., Suite 400 Los Angeles, CA 90012 Payee: California Community Foundation Org. Status: 501(c)3	Social Justice:General/Other	\$10,000	Foundation: NONE
CENTER FOR NONPROFIT MANAGEMENT 1000 N. Alameda St. #250 Los Angeles, CA 90012 Payee: Southern California Center For Nonprofit Management Org. Status: 501(c)3	Social Justice:General/Other	\$3,000	Foundation: NONE

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
CENTER FOR THE EMPOWERMENT OF FAMILIES, INC. 864 South Robertson Boulevard, Suite 200 Los Angeles, CA 90035 Payee: Center for the Empowerment of Families, Inc Org Status: 501(c)3	Social Justice: Food and Shelter Assistance	\$500	Foundation: NONE
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA 1910 Magnolia Ave. Los Angeles, CA 90007 Payee: Childrens Bureau Of Southern Calif Org. Status: 501(c)3	Education: Early Childhood Education	\$6,000	Foundation: NONE
CHILDREN'S MEDIA PROJECT 42 Catharine St., Carnegie House, 2nd Floor Poughkeepsie, NY 12601 Payee: Children's Media Project Org Status: 501(c)3	Art/Arts Education	\$500	Foundation: NONE
CITY OF HOPE 1055 Wilshire Blvd. Los Angeles, CA 90017 Payee: City of Hope Org. Status: 501(c)3	Other	\$6,000	Foundation: NONE

TOTAL INCLUDED ON FORM 199, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
CLASSICAL KUSC PO Box 77913 Los Angeles, CA 90007-0913 Payee: Classical KUSC Org. Status: 501(c)3	Art:General/Other	\$1,000	Foundation: NONE
DANGERFIELD INSTITUTE OF URBAN PROBLEMS 4738 11th Avenue Los Angeles, CA 90043 Payee: The Dangerfield Institute of Urban Problems Org. Status: 501(c)3	Youth:Foster Youth/Emancipation	\$500	Foundation: NONE
ELDREDGE PUBLIC LIBRARY 564 Main St. Chatham, MA 02633 Payee: Eldredge Public Library Org. Status: 501(c)3	Education:General/Other	\$5,000	Foundation: NONE
EPISCOPAL SCHOOL OF LOS ANGELES 6325 Santa Monica Blvd. Los Angeles, CA 90038 Payee: Episcopal School of Los Angeles Org. Status: 501(c)3	Education:General/Other	\$5,000	Foundation: NONE
FIRST COMMUNITY BAPTIST CHURCH PO Box 622 Desert Hot Springs, CA 92240 Payee: First Community Baptist Church Org. Status: 501(c)3	Education:Early Childhood Education	\$6,000	Foundation: NONE
FORD THEATRE FOUNDATION 2580 Cahuenga Blvd. Los Angeles, CA 90068 Payee: Ford Theatre Foundation Org. Status: 501(c)3	Art:General/Other	\$6,000	Foundation: NONE

TOTAL INCLUDED ON FORM 199, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
FOUNDATION BUILDING STRENGTH, A 2450 El Camino Road, Suite 101 Palo Alto, CA 94306 Payee: A Foundation Building Strength Org. Status: 501(c)3	Other	\$2,500	Foundation: NONE
FRANKLINS PROMISE COALITION, INC, 192 14th St. Apalachicola, FL 32320 Payee: Franklins Promise Coalition, Inc Org. Status: 501(c)3	Social Justice: Food and Shelter Assistance	\$10,000	Foundation: NONE
FRIENDS OF KAREN 118 Titicus Road PO Box 190 Purdys, NY 10578 Payee: Friends of Karen Org. Status: 501(c)3	Other	\$5,000	Foundation: NONE
FRIENDS OF KAREN 118 Titicus Road PO Box 190 Purdys, NY 10578 Payee: Friends of Karen Org. Status: 501(c)3	Other	\$1,000	Foundation: NONE
GARDEN CONSERVANCY, THE PO Box 219 Cold Spring, NY 10516 Payee: The Garden Conservancy Org. Status: 501(c)3	Other	\$2,500	Foundation: NONE

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
GET LIT - WORDS IGNITE 142 N. Hayworth Ave. Los Angeles, CA 90036 Payee: Get Lit - Words Ignite Org Status: 501(c)3	Art:Arts Education	\$10,000	Foundation: NONE
GREATER LOS ANGELES ZOO ASSOCIATION 5333 Zoo Drive Los Angeles, CA 90027 Payee: Greater Los Angeles Zoo Association Org. Status: 501(c)3	Other	\$2,500	Foundation: NONE
GREEN CHIMNEYS 400 Doansburg Road, Box 719 Brewster, NY 10509 Payee: Green Chimneys Org Status: 501(c)3	Youth-General/Other	\$2,500	Foundation: NONE
GUIDING EYES FOR THE BLIND 611 Granite Springs Rd Yorktown Heights, NY 10598 Payee: Guiding Eyes for the Blind Org. Status: 501(c)3	Social Justice-General/Other	\$1,000	Foundation: NONE
HARWICH CONSERVATION TRUST P.O Box 101 South Harwich, MA 02661 Payee: Harwich Conservation Trust Org Status: 501(c)3	Education General/Other	\$10,000	Foundation: NONE

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
HEBREW UNION COLLEGE 3077 University Ave Los Angeles, CA 90007 Payee: Hebrew Union College-JIR Org. Status: 501(c)3	Social Justice:General/Other	\$10,000	Foundation: NONE
HEBREW UNION COLLEGE 3077 University Ave Los Angeles, CA 90007 Payee: Hebrew Union College-JIR Org. Status: 501(c)3	Spirituality:Organizational Spirituality	\$1,405	Foundation: NONE
HEIFER PROJECT INTERNATIONAL 1 World Avenue Little Rock, AR 72202 Payee: Heifer Project International Org. Status: 501(c)3	Social Justice:General/Other	\$2,500	Foundation: NONE
HILLSIDES 940 Avenue 64 Pasadena, CA 91105 Payee: Hillside Org. Status: 501(c)3	Youth:Foster Youth/Emancipation	\$1,250	Foundation: NONE
HOLY CROSS CHURCH P.O. Box 1266 Morrisville, VT 05661 Payee: Roman Catholic Diocese Of Burlington Org. Status: 501(c)3	Social Justice:Food and Shelter Assistance	\$10,000	Foundation: NONE

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
HUDSON VALLEY COMMUNITY SERVICES 40 Saw Mill River Road Hawthorne, NY 10532 Payee: Hudson Valley Community Services Org. Status: 501(c)3	Social Justice:General/Other	\$500	Foundation: NONE
JEWISH FAMILY SERVICE OF LOS ANGELES 3580 Wilshire Blvd. #700 Los Angeles, CA 90010 Payee: Jewish Family Service Of Los Angeles Org. Status: 501(c)3	Social Justice:Food and Shelter Assistance	\$3,000	Foundation: NONE
JEWISH FEDERATION - KOREH L.A., THE 6505 Wilshire Blvd , 9th Floor Los Angeles, CA 90048 Payee: Jewish Federation Council of Greater Los Angeles Org. Status: 501(c)3	Spirituality:General/Other	\$5,000	Foundation: NONE
JEWISH WORLD WATCH 5551 Balboa Blvd. Encino, CA 91316 Payee: Jewish World Watch Org. Status: 501(c)3	Social Justice:Disaster Relief	\$1,000	Foundation: NONE
KCRW FOUNDATION 1900 Pico Blvd. Santa Monica, CA 90405 Payee: Kcrw Foundation Inc Org. Status: 501(c)3	Social Justice:General/Other	\$2,500	Foundation: NONE

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
LAMOILLE COMMUNITY FOOD SHARE, INC. P O Box 173 Morrisville, VT 05661 Payee: Lamolille Community Food Share Inc Org. Status: 501(c)3	Social Justice: Food and Shelter Assistance	\$10,000	Foundation. NONE
LA'S BEST 711 East 14th Place Los Angeles, CA 90021 Payee: LA's BEST Org. Status: 501(c)3	Education: General/Other	\$4,500	Foundation: NONE
LOS ANGELES FAMILY HOUSING 7843 Lankershum Blvd. North Hollywood, CA 91605 Payee: L A Family Housing Org. Status: 501(c)3	Social Justice: Food and Shelter Assistance	\$242 IN-KIND Supplies Donation	Foundation: NONE
METIVIA 10880 Wilshire Blvd., Ste. 920 Los Angeles, CA 90024 Payee: Metivra A Center for Contemplative Judaism Org. Status: 501(c)3	Spirituality: General/Other	\$10,000	Foundation: NONE
NATIVITY SCHOOL 944 West 56th Street Los Angeles, CA 90037 Payee: United States Conference of Catholic Bishops Org. Status: 501(c)3	Education: General/Other	\$3,000	Foundation NONE

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
ON POINT FOR COLLEGE 1654 W. Onondaga St. Syracuse, NY 13204 Payee: On Point for College Org. Status: 501(c)3	Education: College and Career Access	\$5,000	Foundation: NONE
OUR HOUSE GRIEF SUPPORT CENTER 1663 Sawtelle Blvd. Suite 300 Los Angeles, CA 90025 Payee: Our House Inc Org. Status: 501(c)3	Social Justice: General/Other	\$3,000	Foundation: NONE
PARISH OF ST. CHARLES - ST. ANN'S, THE 4461 Onondaga Blvd. Syracuse, NY 13219 Payee: The Parish of St. Charles - St. Ann's Org. Status: 501(c)3	Social Justice: Food and Shelter Assistance	\$1,000	Foundation: NONE
PEACE4KIDS 1315 N. Bullis Rd. #6 Compton, CA 90221 Payee: Peace 4 Kids Org. Status: 501(c)3	Youth: General/Other	\$6,000	Foundation: NONE
PEGASUS THERAPEUTIC RIDING 310 Peach Lake Road Brewster, NY 10509-1715 Payee: Pegasus Therapeutic Riding Org. Status: 501(c)3	Other	\$1,000	Foundation: NONE

TOTAL INCLUDED ON FORM 199, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
PLANNED PARENTHOOD LOS ANGELES 400 West 30th Street Los Angeles, CA 90007 Payee: Planned Parenthood Los Angeles Org. Status: 501(c)3	Social Justice:General/Other	\$5,000	Foundation: NONE
REACH OUT AND READ ALABAMA P.O. Box 477 Clay, AL 35048 Payee: Alabama Chapter Of The American Academy Of Pediatrics Org. Status: 501(c)3	Youth:General/Other	\$5,000	Foundation: NONE
REDONDO BEACH EDUCATIONAL FOUNDATION 409 North Pacific Coast Hwy. Suite 310 Redondo Beach, CA 90277 Payee: Redondo Beach Educational Foundation Org. Status: 501(c)3	Education General/Other	\$5,000	Foundation: NONE
RYMAN ARTS 315 W. 9th St. #806 Los Angeles, CA 90015 Payee: Ryman Carroll Foundation Org. Status: 501(c)3	Art:Arts Education	\$2,000	Foundation: NONE
SACRED HEARTS SCHOOL 31 South Chestnut St. Bradford, MA 01835 Payee: Sacred Hearts School Org. Status: 501(c)3	Education:General/Other	\$1,000	Foundation: NONE

TOTAL INCLUDED ON FORM 199, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
SELMA DALLAS COUNTY PUBLIC LIBRARY FOUNDATIONS INC. 1103 Selma Ave Selma, AL 36701 Payee: Selma Dallas County Public Library Foundations Inc Org. Status: 501(c)3	Education:General/Other	\$5,000	Foundation: NONE
SOUND OF AMERICA 50 Brookwood Ave. Carlisle, PA 17015 Payee: Sound of America Org. Status: 501(c)3	Art:General/Other	\$2,500	Foundation: NONE
SOUND OF AMERICA 50 Brookwood Ave. Carlisle, PA 17015 Payee: Sound of America Org. Status: 501(c)3	Art:General/Other	\$1,000	Foundation: NONE
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S. Raymond Avenue Pasadena, CA 91105 Payee: Southern California Public Radio Org. Status: 501(c)3	Art:General/Other	\$2,500	Foundation: NONE
ST. JOSEPH REGIONAL CATHOLIC SCHOOL 40 Main St. Salem, NH 03079 Payee: St. Joseph Regional Catholic School Org. Status: 501(c)3	Education:General/Other	\$5,000	Foundation: NONE

TOTAL INCLUDED ON FORM 199, PART II, LINE 9
FY 2012-2013

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
ST. JOSEPH'S SCHOOL 56 Oak Terrace Haverhill, MA 01832 Payee: St. Joseph School of All Saints Parish Org. Status: 501(c)3	Education: General/Other	\$1,000	Foundation. NONE
ST. JUDE PARISH PO Box 69 10759 Rte. 116 Hinesburg, VT 05461 Payee: St. Jude Parish Org. Status: 501(c)3	Other	\$1,000	Foundation: NONE
ST. PATRICK ACADEMY 244 Smith Street Providence, RI 02908 Payee: St. Patrick Academy Org. Status: 501(c)3	Education: General/Other	\$5,000	Foundation. NONE
TREEPEOPLE 12601 Mulholland Dr. Beverly Hills, CA 90210 Payee: Treepeople Inc Org. Status: 501(c)3	Social Justice General/Other	\$2,500	Foundation: NONE
UNION DE VECINOS DE PICO ALISO 346 S. Gless St Los Angeles, CA 90033 Payee: Union De Vecinos De Pico Aliso Org. Status: 501(c)3	Social Justice. General/Other	\$6,000	Foundation: NONE

AF 990 Grant and Contributions Schedule

Donnee Name and Address	Activity Classification	Amount	Relationship
USC HILLEL FOUNDATION 3300 S. Hoover St. Los Angeles, CA 90007 Payee: Hillel The Foundation For Jewish Campus Life Org. Status: 501(c)3	Spirituality-General/Other	\$4,000	Foundation: NONE
WELLFLEET HARBOR ACTORS THEATRE PO Box 797 2357 Route 6 Wellfleet, MA 02667 Payee: Wellfleet Harbor Actors Theater Inc Org. Status: 501(c)3	Art-General/Other	\$2,500	Foundation: NONE
WEST LOS ANGELES SYMPHONY 10880 Wilshire Blvd. Suite 900 Los Angeles, CA 90024 Payee: West Los Angeles Symphony Org. Status: 501(c)3	Art-General/Other	\$2,500	Foundation: NONE
WIND BENEATH MY WINGS FOUNDATION PO Box 596 Stony Point, NY 10980 Payee: Wind Beneath My Wings Foundation Org. Status: 501(c)3	Spirituality-General/Other	\$250	Foundation: NONE
<i>Total Contribution</i>		\$246,647	

TOTAL INCLUDED ON FORM 990, PART II, LINE 9
FY 2012-2013

2012 DEPRECIATION AND AMORTIZATION REPORT

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
1	COMPUTER	120105SL		5.00	17	2831.			2831.	2831.		0.
2	FURNITURE	062906SL		7.00	17	785.			785.	672.		113.
3	EQUIPMENT	062906SL		5.00	17	75.			75.	75.		0.
4	FURNITURE	072506SL		7.00	17	1553.			1553.	1221.		222.
5	FURNITURE	101806SL		7.00	17	325.			325.	253.		46.
6	FURNITURE	101806SL		7.00	17	460.			460.	363.		66.
7	TELEPHONE	090506SL		5.00	17	6533.			6533.	6533.		0.
8	COMPUTERS	100306SL		5.00	17	6046.			6046.	6046.		0.
9	MISC	121506SL		5.00	17	159.			159.	159.		0.
10	PRINTER	101806SL		5.00	17	433.			433.	433.		0.
11	FAX	101806SL		5.00	17	325.			325.	325.		0.
12	SCANNER	121907SL		5.00	17	832.			832.	747.		85.
13	GIFTS SOFTWARE	022008		60M	43	32957.			32957.	28642.		4315.
14	TELEPHONE	100909SL		7.00	16	1867.			1867.	734.		267.
15	PROJECTOR	122109SL		7.00	16	549.			549.	195.		78.
16	READERS	012110SL		5.00	17	1317.		659.	658.	313.		132.
17	SHREDDER	012110SL		7.00	17	511.		256.	255.	86.		36.
18	WEBDESIGN	060110SL		7.00	17	12854.		6427.	6427.	1951.		918.

228102
05-01-12

(D) - Asset disposed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

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
19	DESKS (2)	120509SL		7.00	16	1612.			1612.	594.		230.
20	CONF TABLE	120509SL		7.00	16	1097.			1097.	405.		157.
21	CONF TABLE CHAIRS	120509SL		7.00	16	2616.			2616.	966.		374.
22	LUCITE BASE	020210SL		7.00	17	220.		110.	110.	38.		16.
23	MISC (LR)	052110SL		7.00	17	1209.		605.	604.	183.		86.
24	CHAIRS RECEIPT	022310SL		7.00	17	1605.		803.	802.	273.		115.
25	FRAMING	050710SL		7.00	17	1017.		509.	508.	155.		73.
26	COMPUTERS (2)	090811SL		5.00	17	3864.		3864.				0.
	* TOTAL 990-PF PG 1 DEPR & AMORT					83652.		13233.	70419.	54193.	0.	7329.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CNB	1240017.	0.	1240017.
FIRST TRUST DEEDS	3789.	0.	3789.
GOLDMAN SACHS	678.	0.	678.
REED CONNER (ARISTOTLE CAP)	83018.	0.	83018.
SADDLE SPRINGS	24066.	0.	24066.
US BANK- CAMBIAR	168015.	0.	168015.
WELLS FARGO	943813.	0.	943813.
TOTAL TO FM 990-PF, PART I, LN 4	2463396.	0.	2463396.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LAZARUS INV	-51672.	-51672.	
LAZARUS INV 2	-70564.	-70564.	
LAZARUS ISRAEL	-36950.	-36950.	
LAKEWOOD SOUTH INVESTORS	11582.	11582.	
FIREBIRD REPUBLICS FUND	25741.	25741.	
ABP PARTNERSHIP	688.	688.	
LEGACY RESERVES	-272.	-272.	
TIGER GLOBAL PRIVATE INV IV	5495.	5495.	
TIGER GLOBAL PRIVATE INV V	-5092.	-5092.	
QR ENERGY	-5644.	-5644.	
EXTERRAN	1355.	1355.	
GENESIS ENERGY	-1357.	-1357.	
SANSAR CAPITAL HOLDINGS	-179.	-179.	
LINN ENERGY	-30587.	-30587.	
CYGNUS PROPERTY FUND I	7192.	7192.	
NORTHWEST HILLS ASSOCIATION	10305.	10305.	
BREITBURN ENERGY PARTNERS	-13177.	-13177.	
REGENCY ENERGY PARTNERS	-12760.	-12760.	
BUCKEYE PARTNERS	-4452.	-4452.	
INERGY	-22164.	-22164.	
GMT EXPLORATION NORTH SLOPE	2126.	2126.	
DIAMONDBACK FUND	3819.	3819.	
TEEKAY LNG PARTNERS	413.	413.	
GMT EXPLORATION	-115848.	-115848.	
TIGER GLOBAL PRIVATE INV VII	-15941.	-15941.	
CYGNUS PROPERTY FUND II	81769.	81769.	
NUSTAR ENERGY	-12836.	-12836.	
TARGA RESOURCES	-3212.	-3212.	

SUBURBAN PROPANE	-63.	-63.
VANGUARD NAT'L RES	-2450.	-2450.
SOUTHCROSS ENERGY	-783.	-783.

TOTAL TO FORM 990-PF, PART I, LINE 11	-255518.	-255518.
---------------------------------------	----------	----------

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES/ACCTG	59869.	29265.		1340.
TO FORM 990-PF, PG 1, LN 16B	59869.	29265.		1340.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MANAGEMENT	244103.	0.		244103.
INVESTMENT MANAGEMENT	577825.	577825.		0.
PROGRAM EXPENSE	11342.	0.		11342.
ADVISORY COMMITTEE	5636.	0.		5636.
ADMINISTRATIVE FEES	18000.	0.		0.
COMPUTER FEES	6767.	0.		6767.
TO FORM 990-PF, PG 1, LN 16C	863673.	577825.		267848.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	222.	222.		0.
TAXES WITHHELD ON DIVIDENDS	4672.	4672.		0.
PAYROLL TAXES	25255.	4658.		20597.
FILING FEES	413.	413.		0.
TO FORM 990-PF, PG 1, LN 18	30562.	9965.		20597.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	14473.	2895.		11578.
LIFE INSURANCE	41920.	0.		0.
PARKING	8111.	0.		8111.
INSURANCE	7425.	0.		7425.
MISC	1060.	0.		1060.
AMORTIZATION	4315.	0.		0.
TO FORM 990-PF, PG 1, LN 23	77304.	2895.		28174.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT 7
DESCRIPTION			AMOUNT
INCOME ON BOOKS-FMV DECREASE			193166.
EXCISE TAX			25000.
PENALTIES			1772.
EXCISE TAX			60574.
TOTAL TO FORM 990-PF, PART III, LINE 5			280512.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		32110261.	32393090.
TOTAL U.S. GOVERNMENT OBLIGATIONS			32110261.	32393090.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			32110261.	32393090.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITIES	57542550.	66441481.
TOTAL TO FORM 990-PF, PART II, LINE 10B	57542550.	66441481.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	20265271.	20096930.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20265271.	20096930.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE ENTITIES	COST	1648233.	1698680.
OIL AND GAS	COST	1184613.	2126414.
PRIVATE PLACEMENTS	COST	866987.	846733.
PARTNERSHIPS	COST	1830213.	1653436.
TOTAL TO FORM 990-PF, PART II, LINE 13		5530046.	6325263.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2831.	2831.	0.
FURNITURE	785.	785.	0.
EQUIPMENT	75.	75.	0.
FURNITURE	1553.	1443.	110.
FURNITURE	325.	299.	26.
FURNITURE	460.	429.	31.
TELEPHONE	6533.	6533.	0.
COMPUTERS	6046.	6046.	0.

MISC	159.	159.	0.
PRINTER	433.	433.	0.
FAX	325.	325.	0.
SCANNER	832.	832.	0.
GIFTS SOFTWARE	32957.	32957.	0.
TELEPHONE	1867.	1001.	866.
PROJECTOR	549.	273.	276.
READERS	1317.	1104.	213.
SHREDDER	511.	378.	133.
WEBDESIGN	12854.	9296.	3558.
DESKS (2)	1612.	824.	788.
CONF TABLE	1097.	562.	535.
CONF TABLE CHAIRS	2616.	1340.	1276.
LUCITE BASE	220.	164.	56.
MISC (LR)	1209.	874.	335.
CHAIRS RECEPT	1605.	1191.	414.
FRAMING	1017.	737.	280.
COMPUTERS (2)	3864.	3864.	0.
TOTAL TO FM 990-PF, PART II, LN 14	83652.	74755.	8897.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	5862.	23322.	23322.
LIFE INS	179740.	263455.	263455.
SOFTWARE-NET OF AMORT	4315.	0.	0.
TO FORM 990-PF, PART II, LINE 15	189917.	286777.	286777.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PENSION CONTRIBUTION PAYABLE	18686.	20052.
FEDERAL INCOME TAX PAYABLE	0.	60574.
TOTAL TO FORM 990-PF, PART II, LINE 22	18686.	80626.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 15
-------------	--	--------------

EXPLANATION

DELAWARE HAS NO FILING REQUIREMENT.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 16
-------------	---	--------------

NAME OF CONTRIBUTORADDRESS

ANGELL FAMILY TRUST

10880 WILSHIRE BLVD #920,
LOS ANGELES, CA 90024

FORM 990-PF

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

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PERRY ORETZKY
10880 WILSHIRE BLVD #920
LOS ANGELES, CA 90024

TELEPHONE NUMBER

310-475-9700

FORM AND CONTENT OF APPLICATIONS

INITIAL CONTACT LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO AREAS OF FOCUS FOUND IN THE MISSION STATEMENT: YOUTH,
EDUCATION, SPIRITUALITY, ARTS AND SOCIAL JUSTICE IN SOUTHERN CALIFORNIA AND
NEW ENGLAND.