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

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

OMB No 1545-0052

2012

Open to public inspection

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

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ARCHSTONE FOUNDATION</b>                                                                                                                                                                                                                                                               |                                                                                                                                                  | A Employer identification number<br><b>33-0133359</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>401 EAST OCEAN BLVD., STE. 1000</b>                                                                                                                                                                                     |                                                                                                                                                  | B Telephone number<br><b>562-590-8655</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>LONG BEACH, CA 90802-4933</b>                                                                                                                                                                                                                                           |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 112,810,258.</b>                                                                                                                                                                                                    | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                     |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 572,572.                           | 1,518,977.                |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 16,208,021.                        |                           |                         | STATEMENT 1                                                 |
| b Gross sales price for all assets on line 6a <b>115,109,604.</b>                                                                                  |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 5,359,447.                |                         |                                                             |
| 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                                                                                                                                    |  |                                    | <9,528.>                  |                         | STATEMENT 3                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 16,780,593.                        | 6,868,896.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 706,002.                           | 61,957.                   |                         | 634,626.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 339,425.                           | 26,777.                   |                         | 306,028.                                                    |
| 15 Pension plans, employee benefits                                                                                                                |  | 120,731.                           | 6,179.                    |                         | 101,703.                                                    |
| 16a Legal fees STMT 4                                                                                                                              |  | 38,284.                            | 2,680.                    |                         | 64,829.                                                     |
| b Accounting fees STMT 5                                                                                                                           |  | 74,410.                            | 2,471.                    |                         | 34,811.                                                     |
| c Other professional fees STMT 6                                                                                                                   |  | 519,174.                           | 519,174.                  |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    | 8,745.                    |                         |                                                             |
| 18 Taxes STMT 7                                                                                                                                    |  | 172,609.                           | 2,522.                    |                         | 46,522.                                                     |
| 19 Depreciation and depletion                                                                                                                      |  | 6,079.                             | 425.                      |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 116,336.                           | 5,500.                    |                         | 101,897.                                                    |
| 21 Travel, conferences, and meetings                                                                                                               |  | 100,621.                           | 7,624.                    |                         | 99,039.                                                     |
| 22 Printing and publications                                                                                                                       |  | 14,896.                            | 873.                      |                         | 10,056.                                                     |
| 23 Other expenses STMT 8                                                                                                                           |  | 410,335.                           | <1,590.>                  |                         | 392,496.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 2,618,902.                         | 643,337.                  |                         | 1,792,007.                                                  |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 2,781,898.                         |                           |                         | 2,823,278.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 5,400,800.                         | 643,337.                  |                         | 4,615,285.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 11,379,793.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 6,225,559.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

| 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                                                                     |                | 347.                  | 347.         | 347.         |
|                             | 2   | Savings and temporary cash investments                                                          |                | 1,497,770.            | 681,986.     | 681,986.     |
|                             | 3   | Accounts receivable ▶                                                                           |                |                       |              |              |
|                             |     | Less: allowance for doubtful accounts ▶                                                         |                |                       |              |              |
|                             | 4   | Pledges receivable ▶                                                                            |                |                       |              |              |
|                             |     | Less: allowance for doubtful accounts ▶                                                         |                |                       |              |              |
|                             | 5   | Grants receivable                                                                               |                |                       |              |              |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons              |                |                       |              |              |
|                             | 7   | Other notes and loans receivable ▶                                                              |                |                       |              |              |
|                             |     | Less: allowance for doubtful accounts ▶                                                         |                |                       |              |              |
|                             | 8   | Inventories for sale or use                                                                     |                |                       |              |              |
|                             | 9   | Prepaid expenses and deferred charges                                                           |                | 52,338.               |              |              |
|                             | 10a | Investments - U.S. and state government obligations                                             |                |                       |              |              |
|                             | b   | Investments - corporate stock                                                                   | STMT 10        | 66,266,890.           | 85,647,687.  | 85,647,687.  |
|                             | c   | Investments - corporate bonds                                                                   |                |                       |              |              |
| Liabilities                 | 11  | Investments - land, buildings, and equipment basis ▶                                            |                |                       |              |              |
|                             |     | Less: accumulated depreciation ▶                                                                |                |                       |              |              |
|                             | 12  | Investments - mortgage loans                                                                    |                |                       |              |              |
|                             | 13  | Investments - other                                                                             | STMT 11        | 37,897,236.           | 26,408,042.  | 26,408,042.  |
|                             | 14  | Land, buildings, and equipment basis ▶                                                          | 219,670.       |                       |              |              |
|                             |     | Less: accumulated depreciation ▶                                                                | 153,155.       | 3,003.                | 66,515.      | 66,515.      |
|                             | 15  | Other assets (describe ▶ DEPOSITS)                                                              |                | 5,681.                | 5,681.       | 5,681.       |
|                             | 16  | Total assets (to be completed by all filers)                                                    |                | 105,723,265.          | 112,810,258. | 112,810,258. |
|                             | 17  | Accounts payable and accrued expenses                                                           |                | 221,461.              | 324,888.     |              |
|                             | 18  | Grants payable                                                                                  |                | 861,698.              | 820,318.     |              |
|                             | 19  | Deferred revenue                                                                                |                |                       |              |              |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                        |                |                       |              |              |
|                             | 21  | Mortgages and other notes payable                                                               |                |                       |              |              |
|                             | 22  | Other liabilities (describe ▶ DEFERRED COMP)                                                    |                | 527,013.              | 683,785.     |              |
|                             | 23  | Total liabilities (add lines 17 through 22)                                                     |                | 1,610,172.            | 1,828,991.   |              |
| Net Assets or Fund Balances |     | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>              |                |                       |              |              |
|                             |     | and complete lines 24 through 26 and lines 30 and 31.                                           |                |                       |              |              |
|                             | 24  | Unrestricted                                                                                    |                | 104,113,093.          | 110,981,267. |              |
|                             | 25  | Temporarily restricted                                                                          |                |                       |              |              |
|                             | 26  | Permanently restricted                                                                          |                |                       |              |              |
|                             |     | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>                  |                |                       |              |              |
|                             |     | and complete lines 27 through 31.                                                               |                |                       |              |              |
|                             | 27  | Capital stock, trust principal, or current funds                                                |                |                       |              |              |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |                |                       |              |              |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                |                |                       |              |              |
|                             | 30  | Total net assets or fund balances                                                               |                | 104,113,093.          | 110,981,267. |              |
|                             | 31  | Total liabilities and net assets/fund balances                                                  |                | 105,723,265.          | 112,810,258. |              |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 104,113,093. |
| 2 | Enter amount from Part I, line 27a                                                                                                                            | 2 | 11,379,793.  |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 | Add lines 1, 2, and 3                                                                                                                                         | 4 | 115,492,886. |
| 5 | Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS                                                                               | 5 | 4,511,619.   |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 110,981,267. |

**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<br>P - Purchase<br>D - Donation                                                                                                                                                                                                                                                                                                                                                 | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| 1a                                                                                                                                                                              |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| b SEE ATTACHED STATEMENTS                                                                                                                                                       |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| c                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| d                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| e                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| (e) Gross sales price                                                                                                                                                           | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                                                                                                                                                                                                                                                                                                                                  | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                  |
| a                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| b                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| c                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| d                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| e 115,109,604.                                                                                                                                                                  |                                            | 109,750,157.                                                                                                                                                                                                                                                                                                                                                                                     | 5,359,447.                                                                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any                                                                                                                                                                                                                                                                                                                                                  | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0- or<br>Losses (from col. (h))) |                                  |
| a                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| b                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| c                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| d                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                 |                                  |
| e                                                                                                                                                                               |                                            |                                                                                                                                                                                                                                                                                                                                                                                                  | 5,359,447.                                                                                      |                                  |
| 2 Capital gain net income or (net capital loss)                                                                                                                                 |                                            | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">5,359,447.</div> </div> </div>       |                                                                                                 |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                            | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).<br/>           If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div> |                                                                                                 |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                           | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                           | 5,687,998.                               | 105,087,429.                                 | .054126                                                     |
| 2010                                                                                                                                                                           | 6,433,360.                               | 107,689,582.                                 | .059740                                                     |
| 2009                                                                                                                                                                           | 4,142,890.                               | 97,963,199.                                  | .042290                                                     |
| 2008                                                                                                                                                                           | 6,673,437.                               | 82,718,134.                                  | .080677                                                     |
| 2007                                                                                                                                                                           | 7,048,015.                               | 131,291,386.                                 | .053682                                                     |
| 2 Total of line 1, column (d)                                                                                                                                                  |                                          |                                              | 2 .290515                                                   |
| 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 .058103                                                   |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 |                                          |                                              | 4 109,618,459.                                              |
| 5 Multiply line 4 by line 3                                                                                                                                                    |                                          |                                              | 5 6,369,161.                                                |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   |                                          |                                              | 6 62,256.                                                   |
| 7 Add lines 5 and 6                                                                                                                                                            |                                          |                                              | 7 6,431,417.                                                |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         |                                          |                                              | 8 4,615,285.                                                |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |          |          |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |    | 1        | 124,511. |
| 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        | 124,511. |
| 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        | 124,511. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |          |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                    | 6a | 108,673. |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c |          |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 108,673. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |          |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed *includes Late Payment                                                                                                                                 | 9  | 16,233.  |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 |          |          |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 11 |          |          |

**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)?<br>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  |
| 1c 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:<br>(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?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <b>CA</b>                                                                                                                                                                                                                            |     |    |
| 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  |

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?<br>Website address ► <u>WWW.ARCHSTONE.ORG</u>                                                                                                                                                                 | 13 | X   |    |
| 14 | The books are in care of ► <u>JOSEPH F. PREVRATIL</u> Telephone no. ► <u>562-590-8655</u><br>Located at ► <u>401 E. OCEAN BLVD, SUITE 1000, LONG BEACH, CA</u> ZIP+4 ► <u>90802</u>                                                                                                                                               |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>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?<br>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 | X   | No |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                      |                                                                     | 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?                                                                                                                                                                                                                                                                                                         |                                                                     | 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?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| 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                                                                 |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) | N/A                                                                 |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 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?                                                                                                                                                                                                                                                               |                                                                     | X  |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

If "Yes" to 6b, file Form 8870

6b

X

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

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 12     |                                                           | 706,002.                                  | 93,720.                                                               | 11,700.                               |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| LAURA RATH                                                    | PROGRAM OFFICER                                           |                  |                                                                       |                                       |
| 401 E. OCEAN, LONG BEACH, CA 90802                            | 40.00                                                     | 90,892.          | 33,266.                                                               | 5,700.                                |
| TANISHA DAVIS                                                 | PROGRAM ASSOCIATE                                         |                  |                                                                       |                                       |
| 401 E. OCEAN, LONG BEACH, CA 90802                            | 40.00                                                     | 67,000.          | 10,437.                                                               | 1,800.                                |
| CONSUELO PENA                                                 | EXECUTIVE ASSISTANT AND BOOKKEEPER                        |                  |                                                                       |                                       |
| 401 E. OCEAN, LONG BEACH, CA 90802                            | 40.00                                                     | 63,066.          | 11,761.                                                               | 3,000.                                |
| JOLENE FASSBINDER                                             | PROGRAM OFFICER                                           |                  |                                                                       |                                       |
| 401 E. OCEAN, LONG BEACH, CA 90802                            | 40.00                                                     | 61,500.          | 6,531.                                                                | 3,600.                                |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

**Part IX-B** Summary of Program-Related Investments

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

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

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

|   |                                                                                                             |    |              |
|---|-------------------------------------------------------------------------------------------------------------|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |              |
| a | Average monthly fair market value of securities                                                             | 1a | 110,171,936. |
| b | Average of monthly cash balances                                                                            | 1b | 1,043,644.   |
| c | Fair market value of all other assets                                                                       | 1c | 72,196.      |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 111,287,776. |
| 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  | 111,287,776. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,669,317.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 109,618,459. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 5,480,923.   |

**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  | 5,480,923. |
| 2a | Tax on investment income for 2012 from Part VI, line 5                                             | 2a | 124,511.   |
| b  | Income tax for 2012. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 124,511.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 5,356,412. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 5,356,412. |
| 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  | 5,356,412. |

**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 | 4,615,285. |
| 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  | 4,615,285. |
| 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  | 4,615,285. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 5,356,412.  |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                | 111,817.      |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                | 5,687,998.    |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 5,799,815.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$                                                                                                            | 4,615,285.    |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 4,615,285.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 741,127.      |                            |             | 741,127.    |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 5,058,688.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 5,058,688.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         | 5,058,688.    |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |



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

| Recipient<br>Name and address (home or business)                                                                  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b><br><br>SEE ATTACHMENT C<br>401 EAST OCEAN BLVD., SUITE 1000<br>LONG BEACH, CA 90802 |                                                                                                                    | SEE ATTACHMENT C                     | SEE ATTACHMENT C                    | 2,823,278. |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                                                      |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 2,823,278. |
| <b>b Approved for future payment</b>                                                                              |                                                                                                                    |                                      |                                     |            |
| NONE                                                                                                              |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
|                                                                                                                   |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                                                      |                                                                                                                    |                                      | ▶ <b>3b</b>                         | 0.         |



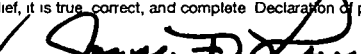
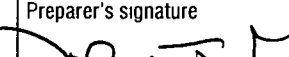
## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No       |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                          |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |          |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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.)?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                   |
|                        | Signature of officer or trustee<br>                                                                                                                                                                                               |  | Date<br>5/14/14                                                                                             |  | PRESIDENT/CEO   |                                                                                                                                                    |                   |
| Paid Preparer Use Only | Print/Type preparer's name<br>DONITA M. JOSEPH                                                                                                                                                                                                                                                                       |  | Preparer's signature<br> |  | Date<br>5/17/14 | Check <input type="checkbox"/> if self-employed                                                                                                    | PTIN<br>P00286656 |
|                        | Firm's name ▶ WINDES, INC.                                                                                                                                                                                                                                                                                           |  |                                                                                                             |  |                 | Firm's EIN ▶ 95-3001179                                                                                                                            |                   |
|                        | Firm's address ▶ P.O. BOX 87<br>LONG BEACH, CA 90801-0087                                                                                                                                                                                                                                                            |  |                                                                                                             |  |                 | Phone no. (562) 435-1191                                                                                                                           |                   |

Form **990-PF** (2012)

ARCHSTONE 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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a PT - DIST - OW GBL LISTED PROPERTY (SEE FOOTNOTE)                                                                                 |  | P                                                | 07/31/12                             | 06/30/13                         |
| b PT - DIST - RUSSELL GLOBAL OPP CREDIT (SEE FOOTNO                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| c PT - DIST - RUSSELL GLOBAL EQUITY (SEE FOOTNOTE)                                                                                   |  | P                                                | 07/31/12                             | 06/30/13                         |
| d PT - DIST - RUSSELL LARGE CAP US EQ (SEE FOOTNOTE                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| e PT - DIST - RUSSELL QUANT./DEFENSIVE EQUITY (SEE                                                                                   |  | P                                                | 07/31/12                             | 06/30/13                         |
| f PT - DIST - RUSSELL SMALL CAP EQUITY (SEE FOOTNOT                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| g PT - DIST - RUSSELL INTERNATIONAL EQUITY (SEE FOO                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| h PT - DIST - RUSSELL LOW DURATION (SEE FOOTNOTE)                                                                                    |  | P                                                | 07/31/12                             | 06/30/13                         |
| i PT - DIST - RUSSELL CORE BOND (SEE FOOTNOTE)                                                                                       |  | P                                                | 07/31/12                             | 06/30/13                         |
| j PT - DIST - VANGUARD MSCI EMERGING MARKETS (SEE F                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| k PT - DIST - OW COMMODITIES STRATEGY CL (SEE FOOTN                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| l PT - DIST - OW GBL INFRASTRUCTURE CL (SEE FOOTNOT                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| m PT - DIST - RUSSELL EMERGING MARKETS (SEE FOOTNOT                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| n PT - DIST - RUSSELL HIGH YIELD BOND FUND (SEE FOO                                                                                  |  | P                                                | 07/31/12                             | 06/30/13                         |
| o PT - K-1 - RUSSELL LARGE CAP (SEE FOOTNOTE)                                                                                        |  | P                                                | 07/31/12                             | 06/30/13                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 4,325,528.          |                                            | 3,180,841.                                      | 1,144,687.                                   |
| b 5,615,867.          |                                            | 5,490,971.                                      | 124,896.                                     |
| c 12,528,506.         |                                            | 11,409,592.                                     | 1,118,914.                                   |
| d 24,527,432.         |                                            | 24,527,432.                                     | 0.                                           |
| e 17,225,189.         |                                            | 17,225,189.                                     | 0.                                           |
| f 6,222,700.          |                                            | 6,222,700.                                      | 0.                                           |
| g 18,781,970.         |                                            | 18,781,970.                                     | 0.                                           |
| h 75,429.             |                                            | 75,429.                                         | 0.                                           |
| i 861,834.            |                                            | 861,834.                                        | 0.                                           |
| j 4,999,232.          |                                            | 5,724,945.                                      | <725,713.>                                   |
| k 3,926,442.          |                                            | 3,900,000.                                      | 26,442.                                      |
| l 4,465,721.          |                                            | 3,292,305.                                      | 1,173,416.                                   |
| m 5,722,754.          |                                            | 5,722,754.                                      | 0.                                           |
| n 5,831,000.          |                                            | 5,444,302.                                      | 386,698.                                     |
| o                     |                                            | <341,525.>                                      | 341,525.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 1,144,687.                                                                                              |
| b                         |                                      |                                                 | 124,896.                                                                                                |
| c                         |                                      |                                                 | 1,118,914.                                                                                              |
| d                         |                                      |                                                 | 0.                                                                                                      |
| e                         |                                      |                                                 | 0.                                                                                                      |
| f                         |                                      |                                                 | 0.                                                                                                      |
| g                         |                                      |                                                 | 0.                                                                                                      |
| h                         |                                      |                                                 | 0.                                                                                                      |
| i                         |                                      |                                                 | 0.                                                                                                      |
| j                         |                                      |                                                 | <725,713.>                                                                                              |
| k                         |                                      |                                                 | 26,442.                                                                                                 |
| l                         |                                      |                                                 | 1,173,416.                                                                                              |
| m                         |                                      |                                                 | 0.                                                                                                      |
| n                         |                                      |                                                 | 386,698.                                                                                                |
| o                         |                                      |                                                 | 341,525.                                                                                                |

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

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                                    | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | PT - K-1 - RUSSELL QUANT./DEFENSIVE EQUITY (SEE F  | P                                                | 07/31/12                             | 06/30/13                         |
| b                                                                                                                                    | PT - K-1 - RUSSELL SMALL CAP (SEE FOOTNOTE)        | P                                                | 07/31/12                             | 06/30/13                         |
| c                                                                                                                                    | PT - K-1 - RUSSELL INTERN'L EQ (SEE FOOTNOTE)      | P                                                | 07/31/12                             | 06/30/13                         |
| d                                                                                                                                    | PT - K-1 - RUSSELL LOW DURATION (SEE FOOTNOTE)     | P                                                | 07/31/12                             | 06/30/13                         |
| e                                                                                                                                    | PT - K-1 - RUSSELL CORE BOND LLC (SEE FOOTNOTE)    | P                                                | 07/31/12                             | 06/30/13                         |
| f                                                                                                                                    | PT - K-1 - RUSSELL EMERGING MARKETS (SEE FOOTNOTE) | P                                                | 07/31/12                             | 06/30/13                         |
| g                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| h                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| i                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| j                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| k                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| l                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| m                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| n                                                                                                                                    |                                                    |                                                  |                                      |                                  |
| o                                                                                                                                    |                                                    |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            | <712,540.>                                      | 712,540.                                     |
| b                     |                                            | <384,259.>                                      | 384,259.                                     |
| c                     |                                            | <195,023.>                                      | 195,023.                                     |
| d                     |                                            | <62,215.>                                       | 62,215.                                      |
| e                     |                                            | <369,501.>                                      | 369,501.                                     |
| f                     |                                            | <45,044.>                                       | 45,044.                                      |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 712,540.                                                                                                |
| b                         |                                      |                                                 | 384,259.                                                                                                |
| c                         |                                      |                                                 | 195,023.                                                                                                |
| d                         |                                      |                                                 | 62,215.                                                                                                 |
| e                         |                                      |                                                 | 369,501.                                                                                                |
| f                         |                                      |                                                 | 45,044.                                                                                                 |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|   |                                                                                                                                                                                 |   |            |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 | 5,359,447. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A        |

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|             |                                    |           |   |
|-------------|------------------------------------|-----------|---|
| FORM 990-PF | GAIN OR (LOSS) FROM SALE OF ASSETS | STATEMENT | 1 |
|-------------|------------------------------------|-----------|---|

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| (A)<br>DESCRIPTION OF PROPERTY                    | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|---------------------------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| PT - DIST - OW GBL LISTED PROPERTY (SEE FOOTNOTE) | 4,325,528.                  | 3,180,841.                    | 0.                        | PURCHASED                            | 07/31/12                                | 06/30/13  |

| (A)<br>DESCRIPTION OF PROPERTY                       | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| PT - DIST - RUSSELL GLOBAL OPP CREDIT (SEE FOOTNOTE) | 5,615,867.                  | 5,490,971.                    | 0.                        | PURCHASED                            | 07/31/12                                | 06/30/13  |

| (A)<br>DESCRIPTION OF PROPERTY                   | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|-----------------------------------------|-----------|
| PT - DIST - RUSSELL GLOBAL EQUITY (SEE FOOTNOTE) | 12,528,506.                 | 11,409,592.                   | 0.                        | PURCHASED                            | 07/31/12                                | 06/30/13  |

| (A)<br>DESCRIPTION OF PROPERTY                     | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL LARGE CAP US EQ (SEE FOOTNOTE) | 24,527,432.                 | 19,687,246.                   | 0.                        | 0.             | 4,840,186.          |

| (A)<br>DESCRIPTION OF PROPERTY                             | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL QUANT./DEFENSIVE EQUITY (SEE FOOTNOTE) | 17,225,189.                 | 13,695,370.                   | 0.                        | 0.             | 3,529,819.          |

| (A)<br>DESCRIPTION OF PROPERTY                      | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL SMALL CAP EQUITY (SEE FOOTNOTE) | 6,222,700.                  | 4,154,179.                    | 0.                        | 0.             | 2,068,521.          |

| (A)<br>DESCRIPTION OF PROPERTY                          | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL INTERNATIONAL EQUITY (SEE FOOTNOTE) | 18,781,970.                 | 16,835,425.                   | 0.                        | 0.             | 1,946,545.          |

| (A)<br>DESCRIPTION OF PROPERTY                  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL LOW DURATION (SEE FOOTNOTE) | 75,429.                     | 73,090.                       | 0.                        | 0.             | 2,339.              |

| (A)<br>DESCRIPTION OF PROPERTY               | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|----------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL CORE BOND (SEE FOOTNOTE) | 861,834.                    | 619,720.                      | 0.                        | 0.             | 242,114.            |

| (A)<br>DESCRIPTION OF PROPERTY                            | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - VANGUARD MSCI EMERGING MARKETS (SEE FOOTNOTE) | 4,999,232.                  | 5,724,945.                    | 0.                        | 0.             | <725,713.>          |

| (A)<br>DESCRIPTION OF PROPERTY                        | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - OW COMMODITIES STRATEGY CL (SEE FOOTNOTE) | 3,926,442.                  | 3,900,000.                    | 0.                        | 0.             | 26,442.             |

| (A)<br>DESCRIPTION OF PROPERTY                      | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - OW GBL INFRASTRUCTURE CL (SEE FOOTNOTE) | 4,465,721.                  | 3,292,305.                    | 0.                        | 0.             | 1,173,416.          |

| (A)<br>DESCRIPTION OF PROPERTY                      | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL EMERGING MARKETS (SEE FOOTNOTE) | 5,722,754.                  | 5,393,597.                    | 0.                        | 0.             | 329,157.            |

| (A)<br>DESCRIPTION OF PROPERTY                          | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - DIST - RUSSELL HIGH YIELD BOND FUND (SEE FOOTNOTE) | 5,831,000.                  | 5,444,302.                    | 0.                        | 0.             | 386,698.            |

| (A)<br>DESCRIPTION OF PROPERTY              | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL LARGE CAP (SEE FOOTNOTE) | 0.                          | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                               | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|--------------------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL QUANT./DEFENSIVE EQUITY<br>(SEE FOOTNOTE) | PURCHASED                     | 07/31/12                  | 06/30/13       |                     |
| (B)<br>GROSS<br>SALES PRICE                                  | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 0.                                                           | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY              | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|---------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL SMALL CAP (SEE FOOTNOTE) | PURCHASED                     | 07/31/12                  | 06/30/13       |                     |
| (B)<br>GROSS<br>SALES PRICE                 | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 0.                                          | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|-----------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL INTERN'L EQ (SEE FOOTNOTE) | PURCHASED                     | 07/31/12                  | 06/30/13       |                     |
| (B)<br>GROSS<br>SALES PRICE                   | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 0.                                            | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                    | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|---------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL LOW DURATION (SEE<br>FOOTNOTE) | PURCHASED                     | 07/31/12                  | 06/30/13       |                     |
| (B)<br>GROSS<br>SALES PRICE                       | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 0.                                                | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL CORE BOND LLC (SEE FOOTNOTE) | 0.                          | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                     | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| PT - K-1 - RUSSELL EMERGING MARKETS (SEE FOOTNOTE) | 0.                          | 0.                            | 0.                        | 0.             | 0.                  |

|                                       |             |
|---------------------------------------|-------------|
| CAPITAL GAINS DIVIDENDS FROM PART IV  | 0.          |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | 16,208,021. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| INTEREST                         | 572,572.     | 0.                         | 572,572.             |
| TOTAL TO FM 990-PF, PART I, LN 4 | 572,572.     | 0.                         | 572,572.             |

| FORM 990-PF                                 | OTHER INCOME                |                                   | STATEMENT                     | 3 |
|---------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| DESCRIPTION                                 | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |   |
| K-1 RUSSELL LOW DURATION BOND FUND          | 0.                          | 453.                              |                               |   |
| K-1 RUSSELL SMALL CAP                       | 0.                          | 1,087.                            |                               |   |
| K-1 RUSSELL EMERGING MARKETS EQUITY<br>FUND | 0.                          | <525.>                            |                               |   |
| K-1 RUSSELL DEFENSIVE U.S. EQUITY<br>FUND   | 0.                          | 1,147.                            |                               |   |
| K-1 RUSSELL LARGE CAP                       | 0.                          | 4.                                |                               |   |
| K-1 RUSSELL INTERNATIONAL                   | 0.                          | <13,462.>                         |                               |   |
| K-1 RUSSELL INTERNATIONAL                   | 0.                          | 1,768.                            |                               |   |
| TOTAL TO FORM 990-PF, PART I, LINE 11       | 0.                          | <9,528.>                          |                               |   |

| FORM 990-PF                | LEGAL FEES                   |                                   | STATEMENT                     | 4                             |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| LEGAL FEES                 | 38,284.                      | 2,680.                            |                               | 64,829.                       |
| TO FM 990-PF, PG 1, LN 16A | 38,284.                      | 2,680.                            |                               | 64,829.                       |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   | STATEMENT                     | 5                             |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| ACCOUNTING FEES              | 74,410.                      | 2,471.                            |                               | 34,811.                       |
| TO FORM 990-PF, PG 1, LN 16B | 74,410.                      | 2,471.                            |                               | 34,811.                       |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 6                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INVESTMENT FEES              | 519,174.                     | 519,174.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 519,174.                     | 519,174.                          |                               | 0.                            |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT 7                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| PAYROLL TAXES               | 49,925.                      | 2,484.                            |                               | 46,026.                       |
| PROPERTY TAXES              | 545.                         | 38.                               |                               | 496.                          |
| FEDERAL EXCISE TAX          | 122,139.                     | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 172,609.                     | 2,522.                            |                               | 46,522.                       |

| FORM 990-PF                                                | OTHER EXPENSES               |                                   |                               | STATEMENT 8                   |
|------------------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| POSTAGE AND SHIPPING                                       | 2,069.                       | 152.                              |                               | 1,980.                        |
| EQUIPMENT RENTAL &<br>MAINTENANCE                          | 17,039.                      | 1,220.                            |                               | 15,852.                       |
| INSURANCE                                                  | 93,439.                      | 6,870.                            |                               | 84,682.                       |
| OFFICE SUPPLIES EXPENSES                                   | 4,979.                       | 352.                              |                               | 4,574.                        |
| COMMEMORATIVE PROGRAM<br>EXPENSES                          | 2,400.                       | 168.                              |                               | 2,182.                        |
| CONSULTATION FEES                                          | 6,092.                       | 0.                                |                               | 6,003.                        |
| ORGANIZATIONAL SUPPORT                                     | 46,395.                      | 0.                                |                               | 48,895.                       |
| COMMUNICATIONS                                             | 90,084.                      | 6,242.                            |                               | 81,081.                       |
| MEMBERSHIP AND DUES                                        | 30,716.                      | 2,182.                            |                               | 30,175.                       |
| EDUCATION                                                  | 9,981.                       | 773.                              |                               | 10,035.                       |
| GRANTEE EVALUATIONS                                        | 84,067.                      | 0.                                |                               | 85,079.                       |
| MISCELLANEOUS                                              | 1,406.                       | 96.                               |                               | 1,237.                        |
| GRANT RELATED EXPENSES                                     | 21,668.                      | 0.                                |                               | 20,721.                       |
| K-1 OTHER DEDUCTION -<br>RUSSELL LOW DURATION BOND<br>FUND | 0.                           | <7,028.>                          |                               | 0.                            |

|                                                             |          |          |          |
|-------------------------------------------------------------|----------|----------|----------|
| K-1 OTHER DEDUCTION -<br>RUSSELL EMERGING EQUITY<br>MARKETS | 0.       | <8,602.> | 0.       |
| K-1 OTHER DEDUCTION -<br>RUSSELL LARGE CAP                  | 0.       | <357.>   | 0.       |
| K-1 OTHER DEDUCTION -<br>RUSSELL INTERNATIONAL EQUITY       | 0.       | <2,911.> | 0.       |
| K-1 OTHER DEDUCTION -<br>RUSSELL CORE BOND FUND             | 0.       | <747.>   | 0.       |
| TO FORM 990-PF, PG 1, LN 23                                 | 410,335. | <1,590.> | 392,496. |

## FOOTNOTES

STATEMENT 9

THE ARCHSTONE FOUNDATION INVESTS IN INSTITUTIONAL FUNDS STRUCTURED AS MUTUAL FUNDS, LIMITED LIABILITY CORPORATIONS (LLC) AND LIMITED PARTNERSHIPS (LLP). THE FOUNDATION HANDLES THE BOOK REPORTING IN THE SAME MANNER FOR ALL FUNDS. INTEREST AND DIVIDENDS, SALES AND DISTRIBUTIONS FROM A POSITION IN AN INSTITUTIONAL FUND ITSELF RESULTS IN REALIZED INCOME FOR BOOK PURPOSES. THIS IS NOT THE CASE FOR FUNDS ORGANIZED AS LIMITED LIABILITY COMPANIES AND LIMITED PARTNERSHIPS WHICH ARE "PASS THROUGH ENTITIES" FOR TAX PURPOSES. FOR THESE "PASS THROUGH ENTITIES" THE FOUNDATION IS REQUIRED TO REPORT AS ITS OWN TAXABLE INCOME ITS PRO RATA SHARE OF THE INCOME, EXPENSES, GAINS, AND LOSSES EARNED INSIDE THE LLPS AND LLCs. THESE ARE REPORTED TO THE FOUNDATION USING SCHEDULE K-1'S PER THE INTERNAL REVENUE SERVICE'S REQUIREMENTS. THE TAXATION OF INCOME EARNED INSIDE THE ENTITY THROUGH THE K-1 RESULTS IN AN ADJUSTMENT OF THE BASIS OF THE UNITS OWNED BY THE ORGANIZATION SO THAT THE BASIS IS EQUAL TO THE VALUE OF THOSE UNITS AND THERE IS NO INCOME TO BE RECOGNIZED WHEN A DISTRIBUTION FROM THE INSTITUTIONAL FUND ITSELF OCCURS FOR TAX PURPOSES.

THE FOUNDATION HAS DISTINGUISHED BETWEEN MUTUAL FUND (MF) TYPE INVESTMENTS AND PASS THROUGH ENTITIES (PT) FOR REPORTING DONE FOR BOOK PURPOSES (SCHEDULE 1) VS. TAX PURPOSES (PART IV OF 990PF). THE ORGANIZATION HAS ALSO DISTINGUISHED BETWEEN DISTRIBUTIONS (DIST) AND K-1 PASS THROUGH INFORMATION (K-1). THE DISTRIBUTIONS RESULT IN REALIZED GAIN/LOSS FOR BOOKS BUT ARE NOT TAXABLE WHILE GAINS AND LOSSES REPORTED ON K-1 ARE REPORTABLE FOR TAX PURPOSES BUT HAVE NOT BEEN SEPARATELY REPORTED FOR BOOKS.

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT 10      |
|-----------------------------------------|-----------------|-------------------|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |
| RUSSELL LARGE CAP U.S. EQUITY FUND      | 0.              | 0.                |
| RUSSELL QUANTITATIVE U.S. EQUITY FUND   | 0.              | 0.                |
| RUSSELL SMALL CAP U.S. EQUITY FUND      | 0.              | 0.                |
| RUSSELL INTERNATIONAL EQUITY FUND       | 0.              | 0.                |
| RUSSELL GLOBAL OPPORTUNITY              | 0.              | 0.                |
| RUSSELL GLOBAL EQUITY                   | 0.              | 0.                |
| VANGUARD MSCI EMERGING MARKETS          | 0.              | 0.                |
| RUSSELL MULTI CORE ASSET                | 85,647,687.     | 85,647,687.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 85,647,687.     | 85,647,687.       |

| FORM 990-PF                            | OTHER INVESTMENTS | STATEMENT   | 11                |
|----------------------------------------|-------------------|-------------|-------------------|
| DESCRIPTION                            | VALUATION METHOD  | BOOK VALUE  | FAIR MARKET VALUE |
| RUSSELL CORE BOND FUND                 | COST              | 21,019,602. | 21,019,602.       |
| OW GBL LISTED PROPERTY                 | COST              | 0.          | 0.                |
| RUSSELL LOW DURATION BOND              | COST              | 5,388,440.  | 5,388,440.        |
| OW COMMODITIES STRAT                   | COST              | 0.          | 0.                |
| OW GBL INFRASTRUCTURE                  | COST              | 0.          | 0.                |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                   | 26,408,042. | 26,408,042.       |

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 12  
                                          TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS                                                             | TITLE AND<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|------------------------------------------------------------------------------|--------------------------|-------------------|------------------------------|--------------------|
| JOSEPH F. PREVRATIL<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802 | PRESIDENT/CEO<br>40.00   | 259,612.          | 41,231.                      | 7,200.             |
| MARY ELLEN KULLMAN<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802  | VICE PRESIDENT<br>40.00  | 170,390.          | 52,489.                      | 4,500.             |
| DIANA BONTA<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802         | DIRECTOR<br>2.00         | 34,000.           | 0.                           | 0.                 |
| LYNN DAUCHER<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802        | DIRECTOR<br>2.00         | 34,000.           | 0.                           | 0.                 |
| AMYE LEONG<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802          | DIRECTOR<br>2.00         | 34,000.           | 0.                           | 0.                 |
| ROCKY SUARES<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802        | DIRECTOR<br>2.00         | 36,000.           | 0.                           | 0.                 |
| ROBERT C. MAXON<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802     | CHAIRMAN<br>2.00         | 34,000.           | 0.                           | 0.                 |
| RENEE B. SIMON<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802      | DIRECTOR<br>2.00         | 36,000.           | 0.                           | 0.                 |
| MARK SMITH<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802          | DIRECTOR<br>2.00         | 34,000.           | 0.                           | 0.                 |
| PETER SZUTU<br>401 E. OCEAN BLVD, SUITE 1000<br>LONG BEACH, CA 90802         | DIRECTOR<br>2.00         | 34,000.           | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                 |                          | 706,002.          | 93,720.                      | 11,700.            |

FORM 990-PF

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

STATEMENT 13

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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MARY ELLEN KULLMAN, M.P.H., VICE PRESIDENT  
401 EAST OCEAN BLVD., SUITE 1000  
LONG BEACH, CA 90802

---

TELEPHONE NUMBER

---

(562) 590-8655

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FORM AND CONTENT OF APPLICATIONS

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SEE ATTACHED STATEMENT B FOR MORE INFORMATION, SEE OUR WEBSITE AT  
[HTTP://WWW.ARCHSTONE.ORG](http://WWW.ARCHSTONE.ORG)

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ANY SUBMISSION DEADLINES

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SEE ATTACHMENT STATEMENT B FOR MORE INFORMATION, PLEASE VISIT OUR WEBSITE  
AT [HTTP://WWW.ARCHSTONE.ORG](http://WWW.ARCHSTONE.ORG)

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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THE ARCHSTONE FOUNDATION IS A PRIVATE GRANTMAKING ORGANIZATION, WHOSE  
MISSION IS TO CONTRIBUTE TOWARDS THE PREPARATION OF SOCIETY IN MEETING THE  
NEEDS OF AN AGING POPULATION. SEE ATTACHED STATEMENT B FOR MORE  
INFORMATION, PLEASE VISIT OUR WEBSITE AT [HTTP://WWW.ARCHSTONE.ORG](http://WWW.ARCHSTONE.ORG)

**Archstone Foundation  
FYE 6/30/13**

**Attachment B  
Form 990 PF, PART XV, LINES 2B-2D**



# Grants & Projects

*A Catalyst for Change*

[Home](#) : [About Archstone](#) : [Publications](#) : [Grants & Projects](#) : [News](#) : [Resources & Links](#)



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[Fall Prevention Initiative](#)

[Elder Abuse & Neglect Initiative](#)

[End-of-Life Initiative](#)

[Expansion of Villages](#)

[Mental Health](#)

[Responsive Grantmaking](#)

[Letter of Inquiry Requirements](#)

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[Application Forms and Reporting Guidelines](#)

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## Frequently Asked Questions

[How can I apply for an Archstone Grant?](#)

[Is there a deadline to submit a proposal?](#)

[What kinds of budget items can be requested?](#)

[What is the typical size of a grant awarded?](#)

[What is the maximum number of years a grant can be awarded?](#)

[If my proposal is approved, how soon would I receive funding, and how are funds distributed?](#)

[I run a local service program for seniors in another state, would I be eligible for funding?](#)

[Can I make a donation to the Archstone Foundation?](#)

**How can I apply for an Archstone Grant?**

To apply for a grant from the Archstone Foundation please review the [Funding Priorities](#) in the Grants & Projects section of the website. The Foundation accepts unsolicited letters of inquiry through its Responsive Grantmaking strategy and on occasion will release a competitive Request for Proposal within its targeted initiative areas.

**Is there a deadline to submit a proposal?**

The Foundation accepts unsolicited letters of inquiry through its [Responsive Grantmaking](#) strategy on an ongoing basis. Program staff review letters of inquiry monthly. In an effort to manage the Foundation's review of letters of inquiry, proposals submitted before the 15th of a given month will be reviewed during the following month. If a letter of inquiry is a match with the Foundation's priority areas a full proposal will be requested. A timeline will be established between the organization and program staff. Quarterly, the Foundation makes funding determinations. There is no guarantee that proposals received prior to the quarterly meeting will be on the agenda for that corresponding meeting. However, the proposal will be reviewed in the next cycle.

**What kinds of budget items can be requested?**

Any reasonable costs associated with conducting the project may be considered, keeping in mind the general exclusions. The Foundation also limits the amount allowable for indirect costs to a maximum of 10%.

**What is the typical size of a grant awarded?**

There is no typical size. The amount awarded varies considerably based on the size and complexity of the project.

**What is the maximum number of years a grant can be awarded?**

Repeat funding on any specific project is limited up to a maximum of three years.

**If my proposal is approved, how soon would I receive funding, and how are funds distributed?**

Upon award, grant payments are issued annually in payments of 90% up front and 10% upon completion.

**I run a local service program for seniors in another state, would I be eligible for funding?**

Probably not, generally all direct service delivery programs are limited to Southern California.

**Can I make a donation to the Archstone Foundation?**

No. We are an independent private foundation, with assets of over \$100 million and can not accept donations. However, there are many other organizations that may match your areas of interest and can take donations. Please refer to our list of grantees to find many aging-related programs. Thank you for your interest.

[\[ Back To Top \]](#)

**Archstone Foundation  
FYE 6/30/13**

**Attachment C  
Form 990 PF, PART XV, LINE 3A**

**ARCHSTONE FOUNDATION**  
FY 2013 Grants Paid

| Grant Number | Organization Name                                  | Mailing Address                                                                                                                                      | Grant Purpose                                                                                                                                                                                                                              | Payment Date       | Payment Amount | Total Grant Amount |
|--------------|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------|--------------------|
| 12-04-31     | Baylor College of Medicine                         | Houston Health Services Research and Development Center of Excellence (MEDVAMC 152)<br>2002 Holcombe Blvd.<br>Houston, TX 77030                      | To partially support the continued development, implementation and evaluation of Calmer Life: A Participant-Centered Treatment for Anxiety in Low-Income, Older Minorities - a culturally tailored, participant-focused intervention.      | July 25, 2012      | \$ 41,098.00   | \$ 92,632.00       |
| 11-02-23     | Regents of the University of California, Irvine    | Office of Research Administration<br>300 University Tower<br>4199 Campus Drive, Suite 300<br>(926)12-7600 express mail only<br>Irvine, CA 92697-7600 | To continue to support the Center of Excellence in Elder Abuse and Neglect and to continue to provide technical assistance to develop other elder abuse and neglect projects in the state of California.                                   | August 22, 2012    | \$ 17,596.00   | \$ 350,000.00      |
| 12-04-33     | California State University, San Marcos Foundation | 335 S. Twin Oaks Valley Road<br>San Marcos, California 92096-0001                                                                                    | To support the creation of a CSU Institute for Palliative Care that will focus on increasing access to, understanding of, and demand for palliative care by delivering a comprehensive palliative care education initiative in California. | August 22, 2012    | \$ 135,000.00  | \$ 450,000.00      |
| 11-03-28     | Stanford University                                | Stanford Patient Education Research Center<br>1000 Welch Road, Suite 204<br>Palo Alto, CA 94304                                                      | To evaluate the effectiveness of the Chronic Disease Self-Management Program (CDSMP) for people with diagnosed mental health conditions.                                                                                                   | August 29, 2012    | \$ 2,750.00    | \$ 27,500.00       |
| 11-03-26     | Heart Touch Project                                | 3400 Airport Ave. #42<br>Santa Monica, CA 90405                                                                                                      | To support the Hospice Care Program, a touch therapy massage program.                                                                                                                                                                      | August 29, 2012    | \$ 1,500.00    | \$ 15,000.00       |
| 12-04-32     | Oregon Health and Science University               | Center for Ethics in Health Care<br>3181 S.W. Sam Jackson Park Road<br>Mail Code: UHN-86<br>Portland, OR 97239-3098                                  | To support efforts to dissemination innovations and share lessons learned of the Physician Orders for Life-Sustaining Treatment (POLST) Program.                                                                                           | September 11, 2012 | \$ 98,933.00   | \$ 109,926.00      |
| 13-01-01     | National Adult Protective Services Foundation      | 920 Spring Street, Suite 1200<br>Springfield, IL 62704                                                                                               | To support the 23rd annual National Adult Protective Services Association (NAPSA) conference to be held in Phoenix, Arizona in October 2012.                                                                                               | September 11, 2012 | \$ 13,500.00   | \$ 15,000.00       |
| 13-01-03     | The Saban Free Clinic                              | 8405 Beverly Blvd<br>Los Angeles, CA 90048                                                                                                           | To support dental and case management services for low-income seniors.                                                                                                                                                                     | September 11, 2012 | \$ 13,500.00   | \$ 15,000.00       |

**ARCHSTONE FOUNDATION**  
FY 2013 Grants Paid

| Grant Number | Organization Name                                    | Mailing Address                                                                                                     | Grant Purpose                                                                                                                                    | Payment Date       | Payment Amount | Total Grant Amount |
|--------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------|--------------------|
| 12-04-32     | Oregon Health and Science University                 | Center for Ethics in Health Care<br>3181 S.W. Sam Jackson Park Road<br>Mail Code: UHN-86<br>Portland, OR 97239-3098 | To support efforts to dissemination innovations and share lessons learned of the Physician Orders for Life-Sustaining Treatment (POLST) Program. | September 11, 2012 | \$ 10,993.00   | \$ 109,926.00      |
| 10-01-05     | National Council on the Aging                        | Center for Healthy Aging<br>1901 L Street, NW, 4th Floor<br>Washington, DC 20036                                    | To support continuation of the Falls Free Initiative.                                                                                            | September 26, 2012 | \$ 11,000.00   | \$ 220,000.00      |
| 13-01-02     | National Foundation of Dentistry for the Handicapped | Dental Lifeline Network California<br>PO Box 994705<br>Redding, CA 96099                                            | To help provide free, comprehensive dental care to 85 older adults.                                                                              | September 26, 2012 | \$ 4,500.00    | \$ 5,000.00        |
| 11-04-33     | Grantmakers In Aging, Inc.                           | 2001 Jefferson Davis Highway,<br>Suite 504<br>Arlington, VA 22202                                                   | To provide organizational support to conduct an executive search and strategic planning activities.                                              | September 26, 2012 | \$ 5,000.00    | \$ 50,000.00       |
| 12-01-09     | Ashby Village                                        | 2330 Durant Avenue<br>Berkeley, CA 94704                                                                            | To support the expansion of a grassroots village model serving the greater Berkeley, California area.                                            | September 26, 2012 | \$ 55,332.00   | \$ 100,000.00      |
| 12-01-10     | Avenidas                                             | 450 Bryant Street<br>Palo Alto, CA 94301                                                                            | To support expansion of a grassroots village serving the greater Palo Alto, California area.                                                     | September 26, 2012 | \$ 59,783.00   | \$ 100,000.00      |
| 12-01-12     | Jewish Federation of Greater Santa Barbara           | 524 Chapala Street<br>Santa Barbara, CA 93101                                                                       | To support the expansion of a grassroots village model serving Santa Barbara, CA.                                                                | September 26, 2012 | \$ 41,580.00   | \$ 98,700.00       |
| 12-01-08     | Plumas Rural Services                                | 586 Jackson Street<br>Quincy, CA 95971                                                                              | To support the development of a hybrid village model that expands upon an existing time bank and launch of two villages in Plumas County.        | September 26, 2012 | \$ 51,776.00   | \$ 100,000.00      |
| 12-01-13     | Pomona Valley Community Services                     | 141 South Spring Street<br>Claremont, CA 91711                                                                      | To support the launch of a hub and spoke village model serving the eastern part of Los Angeles County and western part of San Bernardino County. | September 26, 2012 | \$ 45,000.00   | \$ 100,000.00      |
| 12-01-11     | San Francisco Village                                | 3575 Geary Boulevard<br>San Francisco, CA 94118                                                                     | To support the expansion of a hub and spoke village model serving the City of San Francisco, CA.                                                 | September 26, 2012 | \$ 44,010.00   | \$ 100,000.00      |

**ARCHSTONE FOUNDATION**  
FY 2013 Grants Paid

| Grant Number | Organization Name                              | Mailing Address                                                                                                              | Grant Purpose                                                                                                                                           | Payment Date       | Payment Amount | Total Grant Amount |
|--------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|----------------|--------------------|
| 12-01-16     | Tierrasanta Village of San Diego               | P.O. Box 420326 (mailing address)<br>10615 D Tierrasanta Blvd.<br>San Diego, CA 92142-0326                                   | To support the expansion of a time banking village model in the community of Tierrasanta located in San Diego County, California.                       | September 26, 2012 | \$ 36,198.00   | \$ 100,000.00      |
| 12-01-14     | WISE & Healthy Aging                           | 1527 Fourth Street, 2nd Floor<br>Santa Monica, CA 90401                                                                      | To support the expansion of a hub and spoke village model serving west Los Angeles.                                                                     | September 26, 2012 | \$ 45,000.00   | \$ 100,000.00      |
| 12-02-18     | Sepulveda Research Corporation                 | Geriatric Research, Education and Clinical Center<br>16111 Plummer St. (111)<br>Bldg. 200, Rm. 3424<br>North Hills, CA 91343 | To host the 2012 Hospice and Palliative Care Conference.                                                                                                | September 26, 2012 | \$ 1,500.00    | \$ 15,000.00       |
| 13-01-11     | HandsOn Central California                     | 732 North Van Ness<br>Fresno, CA 93728-3424                                                                                  | To support a pilot program - the Fresno Area Silver Transit (FAST) senior transportation program in the cities of Fresno and Clovis, California.        | October 10, 2012   | \$ 28,116.00   | \$ 31,240.00       |
| 13-01-07     | Hospice of Santa Barbara                       | 2050 Alameda Padre Serra, #100<br>Santa Barbara, CA 93103                                                                    | To support the continuation of the Community Spiritual Care Program.                                                                                    | October 10, 2012   | \$ 45,000.00   | \$ 50,000.00       |
| 13-01-04     | Human Options                                  | 1920 E. Warner Ave. #A<br>Santa Ana, CA 92705                                                                                | To support the Safe Options for Seniors Program which provides domestic violence services to older adults.                                              | October 10, 2012   | \$ 36,000.00   | \$ 40,000.00       |
| 08-01-09     | San Diego County District Attorney's Office    | 330 West Broadway, Suite 1300<br>San Diego, CA 92101                                                                         | To continue the Help and Outreach to Protect the Elderly (HOPE) team project at the Family Justice Center.                                              | October 10, 2012   | \$ 25,060.00   | \$ 400,000.00      |
| 08-01-09     | San Diego County District Attorney's Office    | 330 West Broadway, Suite 1300<br>San Diego, CA 92101                                                                         | To continue the Help and Outreach to Protect the Elderly (HOPE) team project at the Family Justice Center.                                              | October 17, 2012   | \$ (25,060.00) | \$ 400,000.00      |
| 12-04-32     | Oregon Health and Science University           | Center for Ethics in Health Care<br>3181 S.W. Sam Jackson Park Road<br>Mail Code: UHN-86<br>Portland, OR 97239-3098          | To support efforts to dissemination innovations and share lessons learned of the Physician Orders for Life-Sustaining Treatment (POLST) Program.        | October 31, 2012   | \$ (10,993.00) | \$ 109,926.00      |
| 13-01-06     | Coalition for Compassionate Care of California | 1331 Garden Highway, Suite 100<br>Sacramento, CA 95833                                                                       | To help ensure that people receive quality, compassionate end-of-life care by expanding the conversation on advance care planning and end-of-life care. | November 2, 2012   | \$ 67,694.00   | \$ 75,215.00       |

**ARCHSTONE FOUNDATION**  
FY 2013 Grants Paid

| Grant Number | Organization Name                                     | Mailing Address                                                                                         | Grant Purpose                                                                                                                                                                                                                   | Payment Date      | Payment Amount | Total Grant Amount |
|--------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|--------------------|
| 12-01-06     | NCB Capital Impact                                    | Finance & Administration<br>2011 Crystal Drive, Suite 800<br>Arlington, VA 22202                        | To support the provision of technical assistance to Foundation sponsored village projects and foster a learning community through hosting of convening meetings.                                                                | November 2, 2012  | \$ 103,460.00  | \$ 229,910.00      |
| 13-01-05     | San Diego State University Research Foundation        | 6305 Alvarado Road, Suite 107<br>San Diego, CA 92120                                                    | To support the development of a distance learning program for Adult Protective Services workers.                                                                                                                                | November 2, 2012  | \$ 32,336.00   | \$ 35,929.00       |
| 12-01-07     | The Regents of the University of California, Berkeley | Extramural Funds Accounting<br>2195 Hearst Avenue, Rm. 130<br>Berkeley, CA 94720-1103                   | To support the external evaluation of the Foundation funded Expansion of the Village Movement initiative.                                                                                                                       | November 2, 2012  | \$ 94,571.00   | \$ 235,372.00      |
| 13-01-12     | University of California, San Diego                   | Office of Contract and Grant Administration<br>9500 Gilman Drive, MC 0934<br>La Jolla, CA 92093-0934    | To support the Geriatric Home Visit program and provide comprehensive healthcare to 80 members of San Diego's underserved elderly population.                                                                                   | November 2, 2012  | \$ 134,752.00  | \$ 149,724.00      |
| 12-03-26     | City of Hope National Medical Center                  | Beckman Research Institute<br>Nursing Research and Education<br>1500 E. Duarte Road<br>Duarte, CA 91010 | To support an additional six months of technical assistance and mentoring to the Foundation's Spiritual Care Demonstration Projects.                                                                                            | November 12, 2012 | \$ 54,000.00   | \$ 60,000.00       |
| 13-01-10     | Jewish Family and Children's Service                  | Long Beach / West O.C.<br>3801 East Willow Street, Suite 219<br>Long Beach, CA 90815                    | To support Year Three of the Active Adult Community Connection program.                                                                                                                                                         | November 12, 2012 | \$ 90,000.00   | \$ 100,000.00      |
| 13-01-09     | Community SeniorServ, Inc.                            | dba SeniorServ<br>1200 N. Knollwood Circle<br>Anaheim, CA 92801                                         | To support the continuation of the Incircle Village Network (originally named the Community SeniorServ Village Network).                                                                                                        | November 26, 2012 | \$ 39,150.00   | \$ 43,500.00       |
| 13-02-14     | AbilityFirst                                          | 1300 East Green Street<br>Pasadena, CA 91106                                                            | To support the Center's Warm Water Aquatics Program.                                                                                                                                                                            | November 26, 2012 | \$ 9,000.00    | \$ 10,000.00       |
| 12-01-04     | Menorah Housing Foundation                            | 10991 W. Pico Blvd.<br>Los Angeles, CA 90064                                                            | To provide continuation support for homeless outreach and affordable housing services to low-income seniors.                                                                                                                    | November 29, 2012 | \$ 6,000.00    | \$ 60,000.00       |
| 13-02-15     | American Society on Aging                             | 71 Stevenson Street, Suite 1450<br>San Francisco, CA 94105-2938                                         | To support a special half-day program entitled, 'ASA's National Forum on Financial Competence and Long-Term Security' at the Annual Meeting of the American Society on Aging to be held in Chicago, Illinois on March 14, 2013. | December 14, 2012 | \$ 13,500.00   | \$ 14,966.00       |

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| Grant Number | Organization Name                          | Mailing Address                                                                                         | Grant Purpose                                                                                                                                                                                                                                          | Payment Date      | Payment Amount | Total Grant Amount |
|--------------|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|--------------------|
| 12-01-09     | Ashby Village                              | 2330 Durant Avenue<br>Berkeley, CA 94704                                                                | To support the expansion of a grassroots village model serving the greater Berkeley, California area.                                                                                                                                                  | December 14, 2012 | \$ 3,852.00    | \$ 100,000.00      |
| 12-01-10     | Avenidas                                   | 450 Bryant Street<br>Palo Alto, CA 94301                                                                | To support expansion of a grassroots village serving the greater Palo Alto, California area.                                                                                                                                                           | December 14, 2012 | \$ 3,357.00    | \$ 100,000.00      |
| 11-01-07     | Cedars-Sinai Medical Center                | 8700 Beverly Blvd., Suite 2416<br>Los Angeles, CA 90048                                                 | To support the Spiritual Care Integration Project for Palliative Care Patients and Families (SCIP-PC).                                                                                                                                                 | December 14, 2012 | \$ 10,000.00   | \$ 200,000.00      |
| 10-03-16     | City of Hope National Medical Center       | Beckman Research Institute<br>Nursing Research and Education<br>1500 E. Duarte Road<br>Duarte, CA 91010 | To facilitate convenings, technical assistance, and mentoring of the Spirituality Demonstration Care Projects, a phase of the End-of-Life Initiative, in partnership with George Washington University's Institute on Spirituality and Health (GWish). | December 14, 2012 | \$ 7,304.00    | \$ 375,000.00      |
| 12-01-15     | Community SeniorServ, Inc.                 | dba SeniorServ<br>1200 N. Knollwood Circle<br>Anaheim, CA 92801                                         | To support the launch of a hub and spoke village model serving Orange County.                                                                                                                                                                          | December 14, 2012 | \$ 5,272.00    | \$ 52,727.00       |
| 12-01-02     | Hospice of Santa Barbara                   | 2050 Alameda Padre Serra, #100<br>Santa Barbara, CA 93103                                               | To support and establish a community-based spiritual care program.                                                                                                                                                                                     | December 14, 2012 | \$ 3,300.00    | \$ 33,000.00       |
| 12-01-03     | Jewish Family and Children's Service       | Long Beach / West O.C.<br>3801 East Willow Street, Suite 219<br>Long Beach, CA 90815                    | To provide continuation support of the active adult community connection project.                                                                                                                                                                      | December 14, 2012 | \$ 9,887.00    | \$ 98,870.00       |
| 12-01-12     | Jewish Federation of Greater Santa Barbara | 524 Chapala Street<br>Santa Barbara, CA 93101                                                           | To support the expansion of a grassroots village model serving Santa Barbara, CA.                                                                                                                                                                      | December 14, 2012 | \$ 5,250.00    | \$ 98,700.00       |
| 12-01-06     | NCB Capital Impact                         | Finance & Administration<br>2011 Crystal Drive, Suite 800<br>Arlington, VA 22202                        | To support the provision of technical assistance to Foundation sponsored village projects and foster a learning community through hosting of convening meetings.                                                                                       | December 14, 2012 | \$ 11,495.00   | \$ 229,910.00      |
| 12-01-08     | Plumas Rural Services                      | 586 Jackson Street<br>Quincy, CA 95971                                                                  | To support the development of a hybrid village model that expands upon an existing time bank and launch of two villages in Plumas County.                                                                                                              | December 14, 2012 | \$ 4,247.00    | \$ 100,000.00      |

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| Grant Number | Organization Name                                          | Mailing Address                                                                            | Grant Purpose                                                                                                                                                                                   | Payment Date      | Payment Amount | Total Grant Amount |
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| 12-01-13     | Pomona Valley Community Services                           | 141 South Spring Street<br>Claremont, CA 91711                                             | To support the launch of a hub and spoke village model serving the eastern part of Los Angeles County and western part of San Bernardino County.                                                | December 14, 2012 | \$ 5,000.00    | \$ 100,000.00      |
| 12-01-11     | San Francisco Village                                      | 3575 Geary Boulevard<br>San Francisco, CA 94118                                            | To support the expansion of a hub and spoke village model serving the City of San Francisco, CA.                                                                                                | December 14, 2012 | \$ 5,110.00    | \$ 100,000.00      |
| 12-01-07     | The Regents of the University of California, Berkeley      | Extramural Funds Accounting<br>2195 Hearst Avenue, Rm. 130<br>Berkeley, CA 94720-1103      | To support the external evaluation of the Foundation funded Expansion of the Village Movement initiative.                                                                                       | December 14, 2012 | \$ 8,964.00    | \$ 235,372.00      |
| 12-01-16     | Tierrasanta Village of San Diego                           | P.O. Box 420326 (mailing address)<br>10615 D Tierrasanta Blvd.<br>San Diego, CA 92142-0326 | To support the expansion of a time banking village model in the community of Tierrasanta located in San Diego County, California.                                                               | December 14, 2012 | \$ 5,978.00    | \$ 100,000.00      |
| 12-01-14     | WISE & Healthy Aging                                       | 1527 Fourth Street, 2nd Floor<br>Santa Monica, CA 90401                                    | To support the expansion of a hub and spoke village model serving west Los Angeles.                                                                                                             | December 14, 2012 | \$ 5,000.00    | \$ 100,000.00      |
| 12-02-23     | The Regents of the University of California, San Francisco | 1855 Folsom Street, MCB 425, Box 0897<br>San Francisco, CA 94143-0897                      | To establish the Palliative Care Quality Network (PCQN).                                                                                                                                        | December 14, 2012 | \$ 135,148.00  | \$ 299,700.00      |
| 13-01-13     | Humboldt Senior Resource Center                            | 1910 California Street<br>Eureka, CA 95501                                                 | To support the establishment of the Redwood Coast Program of All-Inclusive Care for the Elderly (PACE) in the rural area of Humboldt County.<br><br>Challenge Grant. Challenge met on 12/12/12. | January 11, 2013  | \$ 213,955.00  | \$ 237,728.00      |
| 13-02-18     | Saint Barnabas Senior Center of Los Angeles                | 675 S Carondelet St<br>Los Angeles, CA 90057-3309                                          | To expand Healthy IDEAS (Identifying Depression, Empowering Activities for Seniors), an evidence-based program to identify and treat depression in older adults.                                | January 11, 2013  | \$ 69,300.00   | \$ 77,000.00       |
| 13-02-19     | Saint Mary Medical Center Foundation                       | 1050 Linden Avenue<br>Long Beach, CA 90813                                                 | To expand and enhance the Senior Connections Program.                                                                                                                                           | January 11, 2013  | \$ 67,500.00   | \$ 75,000.00       |
| 13-02-20     | St. Paul's Retirement Homes Foundation                     | 328 Maple Street<br>San Diego, CA 92103                                                    | To provide nursing case management, dietary services, and in-home assistance during the first two years of operation at the new PACE Center located in the South Bay San Diego.                 | January 11, 2013  | \$ 90,000.00   | \$ 200,000.00      |

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| Grant Number | Organization Name                                           | Mailing Address                                                                                | Grant Purpose                                                                                                                                                                           | Payment Date      | Payment Amount | Total Grant Amount |
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| 13-02-21     | The Salvation Army - Southern California Division           | 180 East Ocean Boulevard, Suite 500<br>Long Beach, CA 90802                                    | To support the Sage House, a social-model adult day care program located in San Pedro.                                                                                                  | January 11, 2013  | \$ 18,000.00   | \$ 20,000.00       |
| 13-02-16     | Chapman University School of Law                            | One University Drive<br>Orange, CA 92866                                                       | To support the Alona Cortese Elder Law Center.                                                                                                                                          | January 15, 2013  | \$ 45,000.00   | \$ 100,000.00      |
| 12-01-05     | Saint Mary Medical Center Foundation                        | 1050 Linden Avenue<br>Long Beach, CA 90813                                                     | To provide continuation support of the Senior Connections program.                                                                                                                      | January 15, 2013  | \$ 7,500.00    | \$ 75,000.00       |
| 12-02-17     | Health Research and Educational Trust                       | 155 North Wacker, Suite 400, 4th Floor<br>Chicago, IL 60606                                    | To support the 2012 Circle of Life Awards, an annual awards program to recognize hospices, hospitals, and long-term care facilities for innovations in palliative and end-of-life care. | February 5, 2013  | \$ 1,500.00    | \$ 15,000.00       |
| 11-04-41     | Saint Barnabas Senior Center of Los Angeles                 | 675 S Carondelet St<br>Los Angeles, CA 90057-3309                                              | To support the replication of Healthy IDEAS.                                                                                                                                            | February 25, 2013 | \$ 10,000.00   | \$ 100,000.00      |
| 11-03-25     | Central Coast Commission for Senior Citizens                | 528 South Broadway<br>Santa Maria, California 93454                                            | To support the Santa Barbara Financial Abuse Specialist Team (FAST).                                                                                                                    | March 26, 2013    | \$ (5,342.00)  | \$ 8,158.00        |
| 13-01-08     | California State University, Long Beach Research Foundation | CSULB Research Foundation<br>6300 St. University Drive, Suite 332<br>Long Beach, CA 90815-4669 | To conduct a 12-month community assessment to develop and implement a culturally diverse Long Beach Village - a hub & spoke, University-affiliated Village.                             | March 26, 2013    | \$ 87,162.00   | \$ 96,847.00       |
| 13-03-22     | The Regents of the University of California, Los Angeles    | Box 951432<br>1125 Murphy Hall<br>405 Hilgard Ave.<br>Los Angeles, CA 90095-9000               | To support a one-day symposium entitled, 'Aging, Diversity, and the Future of the U.S.'                                                                                                 | March 26, 2013    | \$ 13,500.00   | \$ 15,000.00       |
| 11-04-35     | Alzheimer's Family Services Center                          | 9451 Indianapolis Ave.<br>Huntington Beach, CA 92646                                           | To support the expansion of depression screening and counseling services for caregivers of Alzheimer's patients.                                                                        | March 26, 2013    | \$ 2,500.00    | \$ 25,000.00       |
| 11-04-29     | Bet Tzedek                                                  | 145 South Fairfax Avenue, Suite 200<br>Los Angeles, CA 90036-2166                              | To support the development of an elder abuse screening tool.                                                                                                                            | March 26, 2013    | \$ 10,000.00   | \$ 100,000.00      |
| 11-02-21     | Center for Community Solutions                              | 4508 Mission Bay Drive<br>San Diego, CA 92109                                                  | To support the continuation of the San Diego Help and Outreach to Protect the Elderly (HOPE) Team Elder Abuse and Neglect Forensic Center.                                              | March 26, 2013    | \$ 7,500.00    | \$ 150,000.00      |
| 12-02-24     | Downtown Women's Center                                     | 442 South San Pedro Street<br>Los Angeles, CA 90013                                            | To support the provision of health services to elderly, homeless women on Skid Row.                                                                                                     | March 26, 2013    | \$ 2,500.00    | \$ 25,000.00       |

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| Grant Number | Organization Name                                          | Mailing Address                                                                    | Grant Purpose                                                                                                                                                                                                   | Payment Date   | Payment Amount | Total Grant Amount |
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| 11-04-38     | Golden Rainbow Senior Center                               | 611 S. Palm Canyon Drive, Suite 201<br>Palm Springs, CA 92264                      | To support the PEARLS program for lesbian, gay, bisexual and transgender older adults.                                                                                                                          | March 26, 2013 | \$ 1,650.00    | \$ 16,500.00       |
| 11-02-22     | Institute on Aging                                         | 3575 Geary Boulevard<br>San Francisco, CA 94118-3347                               | To support the continuation of the San Francisco Elder Abuse Forensic Center.                                                                                                                                   | March 26, 2013 | \$ 7,500.00    | \$ 150,000.00      |
| 11-04-39     | Jamboree Housing Corporation                               | 17701 Cowan Avenue, Suite 200<br>Irvine, CA 92614                                  | To support the replication of the Healthy IDEAS program.                                                                                                                                                        | March 26, 2013 | \$ 6,050.00    | \$ 60,500.00       |
| 12-02-23     | The Regents of the University of California, San Francisco | 1855 Folsom Street, MCB 425, Box 0897<br>San Francisco, CA 94143-0897              | To establish the Palliative Care Quality Network (PCQN).                                                                                                                                                        | March 26, 2013 | \$ 14,954.00   | \$ 299,700.00      |
| 11-04-32     | WISE & Healthy Aging                                       | 1527 Fourth Street, 2nd Floor<br>Santa Monica, CA 90401                            | To support the provision of psychotherapy services to elder abuse survivors.                                                                                                                                    | March 26, 2013 | \$ 9,000.00    | \$ 90,000.00       |
| 11-04-30     | The Center for Aging Resources                             | 447 North El Molino Avenue<br>Pasadena, CA 91101                                   | To support outreach, referral, and counseling services to older adults who have been abused.                                                                                                                    | March 26, 2013 | \$ 12,500.00   | \$ 125,000.00      |
| 13-03-23     | Alzheimer's Family Services Center                         | 9451 Indianapolis Ave.<br>Huntington Beach, CA 92646                               | To expand the New Connections Club, a program for patients and family members affected by early memory loss                                                                                                     | March 27, 2013 | \$ 31,500.00   | \$ 70,000.00       |
| 13-02-17     | Enterprise Community Partners, Inc.                        | 1 Whitehall Street, 11th Floor<br>New York, NY 10004                               | To launch a national Learning Collaborative for Affordable Senior Housing and Services (Learning Collaborative).                                                                                                | April 12, 2013 | \$ 90,000.00   | \$ 100,000.00      |
| 12-01-01     | Alliance for Living and Dying Well                         | 2050 Alameda Padre Serra, #100<br>Santa Barbara, CA 93103                          | To support advance health care planning to Hispanic seniors and their families.                                                                                                                                 | April 12, 2013 | \$ 7,183.00    | \$ 71,830.00       |
| 13-03-24     | Los Angeles Jewish Home for the Aging                      | 7150 Tampa Avenue<br>Reseda, CA 91335                                              | To support the start-up of the Los Angeles Jewish Home for the Aging's Program for All-inclusive Care for the Elderly (PACE).                                                                                   | April 12, 2013 | \$ 135,000.00  | \$ 150,000.00      |
| 13-03-26     | The Regents of the University of California, Los Angeles   | Box 951432<br>1125 Murphy Hall<br>405 Hilgard Avenue<br>Los Angeles, CA 90095-9000 | To create a pilot study of Caring Connections (CC), a program intended to improve communication and relationships between nursing aides, family members, and residents in dementia care units of nursing homes. | April 12, 2013 | \$ 44,992.00   | \$ 49,991.00       |

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| 12-03-28     | Coalition for Compassionate Care of California        | 1331 Garden Highway, Suite 100<br>Sacramento, CA 95833          | To determine the most effective way to educate nursing home staff by administering and comparing three training modalities.                                                                                                    | April 18, 2013                       | \$ 18,667.00   | \$ 107,925.00      |
| 13-03-25     | National Academy of Sciences                          | 500 5th Street, NW (Keck-823)<br>Washington, DC 20001           | To organize and host a workshop entitled 'Elder Abuse and Its Prevention' and publish a peer reviewed 100 to 200 page workshop summary.                                                                                        | May 3, 2013                          | \$ 45,000.00   | \$ 50,000.00       |
| 12-02-22     | StoryCorps, Inc.                                      | 80 Hanson Place, Floor2<br>Brooklyn, NY 11217                   | To support Legacy, launched in 2010 to allow people with life-threatening conditions the opportunity to reminisce and tell their stories.                                                                                      | May 3, 2013                          | \$ 6,000.00    | \$ 60,000.00       |
| 12-03-25     | Community Health Improvement Partners                 | 9370 Chesapeake Drive, Suite 220<br>San Diego, California 92123 | To support Decoding the Doc, a mental health literacy community engagement program for seniors.                                                                                                                                | May 3, 2013                          | \$ 1,500.00    | \$ 15,000.00       |
| 13-04-28     | Laura's House                                         | 999 Corporate Drive, Suite 225<br>Ladera Ranch, CA 92694-2156   | To support the Project to End Family Violence in Later Life, which provides clinical and psycho-educational services for adult women and men age 55 and over who are at risk of abuse or its recurrence in a domestic setting. | June 4, 2013                         | \$ 9,000.00    | \$ 10,000.00       |
| 12-03-28     | Coalition for Compassionate Care of California        | 1331 Garden Highway, Suite 100<br>Sacramento, CA 95833          | To determine the most effective way to educate nursing home staff by administering and comparing three training modalities.                                                                                                    | June 18, 2013                        | \$ 8,718.00    | \$ 107,925.00      |
| 11-04-34     | Alzheimer's Association, California Southland Chapter | 4221 Wilshire Blvd., Suite 400<br>Los Angeles, CA 90010         | To support the expansion of the Savvy Caregiver Program.                                                                                                                                                                       | June 18, 2013                        | \$ 9,935.00    | \$ 99,353.00       |
| 11-04-40     | LTSC Community Development Corporation                | 231 East Third Street<br>G-106<br>Los Angeles, CA 90013         | To support the adaptation of Healthy IDEAS for Asian-American seniors.                                                                                                                                                         | June 18, 2013                        | \$ 14,755.00   | \$ 147,555.00      |
| 13-01-01     | National Adult Protective Services Foundation         | 920 Spring Street, Suite 1200<br>Springfield, IL 62704          | To support the 23rd annual National Adult Protective Services Association (NAPSA) conference to be held in Phoenix, Arizona in October 2012.                                                                                   | June 18, 2013                        | \$ 1,500.00    | \$ 15,000.00       |
|              |                                                       |                                                                 |                                                                                                                                                                                                                                | FY 2013 Grants Paid: \$ 2,823,278.00 |                |                    |