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

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning** 7/01 , 2012, and ending 6/30 , 2013

**THE MARISA ANTONINI FOUNDATION**  
4904 LOS FELIZ BLVD.  
LOS ANGELES, CA 90027

**A** Employer identification number  
95-4699795

**B** Telephone number (see the instructions)  
323-663-6882

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here ...   
2 Foreign organizations meeting the 85% test, check here and attach computation ...

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ...

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ...

**G** Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

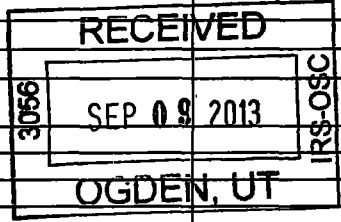
**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (att sch)				
<b>2</b>	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments	8,667.	8,667.	8,667.	
<b>4</b>	Dividends and interest from securities	15,412.	15,412.	15,412.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	-14,828.			
<b>b</b>	Gross sales price for all assets on line 6a <u>269,019.</u>				
<b>7</b>	Capital gain net income (from Part IV, line 2)		0.		
<b>8</b>	Net short-term capital gain			3,876.	
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	9,251.	24,079.	27,955.	
<b>13</b>	Compensation of officers, directors, trustees, etc	0.			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St. 1	1,550.	1,550.		
<b>c</b>	Other prof fees (attach sch) See St. 2	7,522.	7,522.		
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule)(see instrs) See Stm. 3	10.	10.		
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 4	602.	602.		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	9,684.	9,684.		
<b>25</b>	Contributions, gifts, grants paid Part XV	50,334.			50,334.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	60,018.	9,684.	0.	50,334.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-50,767.			
<b>b</b>	Net investment income (if negative, enter -0-)		14,395.		
<b>c</b>	Adjusted net income (if negative, enter -0-)			27,955.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing .....				
	2	Savings and temporary cash investments .....	23,027.	165,826.		
	3	Accounts receivable .....				
		Less: allowance for doubtful accounts .....				
	4	Pledges receivable .....				
		Less: allowance for doubtful accounts .....				
	5	Grants receivable .....				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) .....				
	7	Other notes and loans receivable (attach sch) .....				
		Less: allowance for doubtful accounts .....				
	8	Inventories for sale or use .....				
	9	Prepaid expenses and deferred charges .....				
	10a	Investments — U.S. and state government obligations (attach schedule) .....				
		b Investments — corporate stock (attach schedule) .....	945,952.	826,495.		
		c Investments — corporate bonds (attach schedule) .....				
	11	Investments — land, buildings, and equipment: basis .....				
	Less: accumulated depreciation (attach schedule) .....					
12	Investments — mortgage loans .....					
13	Investments — other (attach schedule) .....					
14	Land, buildings, and equipment: basis .....					
	Less: accumulated depreciation (attach schedule) .....					
15	Other assets (describe .....					
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) .....	968,979.	992,321.	0.		
LIABILITIES	17	Accounts payable and accrued expenses .....				
	18	Grants payable .....				
	19	Deferred revenue .....				
	20	Loans from officers, directors, trustees, & other disqualified persons .....				
	21	Mortgages and other notes payable (attach schedule) .....				
	22	Other liabilities (describe .....				
	23	<b>Total liabilities</b> (add lines 17 through 22) .....	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted .....				
	25	Temporarily restricted .....				
	26	Permanently restricted .....				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds .....				
	28	Paid-in or capital surplus, or land, building, and equipment fund .....				
	29	Retained earnings, accumulated income, endowment, or other funds .....	968,979.	992,321.		
30	<b>Total net assets or fund balances</b> (see instructions) .....	968,979.	992,321.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .....	968,979.	992,321.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) .....	1	968,979.
2	Enter amount from Part I, line 27a .....	2	-50,767.
3	Other increases not included in line 2 (itemize) .....	3	74,109.
4	Add lines 1, 2, and 3 .....	4	992,321.
5	Decreases not included in line 2 (itemize) .....	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30. ....	6	992,321.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 6			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-14,828.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).  If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	3,876.

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	49,693.	991,438.	0.050122
2010	54,774.	1,023,488.	0.053517
2009	42,985.	906,931.	0.047396
2008	41,685.	902,991.	0.046163
2007	58,911.	1,151,001.	0.051182

2 Total of line 1, column (d)	2	0.248380
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049676
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	989,485.
5 Multiply line 4 by line 3	5	49,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	144.
7 Add lines 5 and 6	7	49,298.
8 Enter qualifying distributions from Part XII, line 4.	8	50,334.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.			
- Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	144.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	144.
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	144.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		144.
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	11	Refunded .	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0. (2) On foundation managers . . . ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address . . . . . ▶ N/A	13	X	
14	The books are in care of ▶ MARISA ANTONINI Telephone no. ▶ 323-663-6882 Located at ▶ 4904 LOS FELIZ BLVD., LOS ANGELES CA ZIP + 4 ▶ 90027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . N/A ▶ <input type="checkbox"/> 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? . . . . .	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶			

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1 b	N/A
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? . . . . .	1 c	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) . . . . .	2 b	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 ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	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.) . . . . .	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	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? . . . . .	4 b	X

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ..  Yes  No

5 b 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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ....  Yes  No  
If 'Yes' to 6b, file Form 8870.

6 b X

7 a 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? ...  Yes  No

7 b N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARISA ANTONINI 4904 LOS FELIZ BLVD LOS ANGELES, CA 90027	President 0	0.	0.	0.
-----				
-----				
-----				
-----				

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

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

Total number of other employees paid over \$50,000 .....  Yes  No 0

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

3 · Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services ..... 0

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

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

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

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

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

BAA

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities.....	<b>1 a</b>	965,068.
<b>b</b>	Average of monthly cash balances .....	<b>1 b</b>	39,485.
<b>c</b>	Fair market value of all other assets (see instructions) .....	<b>1 c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) .....	<b>1 d</b>	1,004,553.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	<b>1 e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.....	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d. ....	<b>3</b>	1,004,553.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	<b>4</b>	15,068.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	<b>5</b>	989,485.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. ....	<b>6</b>	49,474.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 .....	<b>1</b>	49,474.
<b>2 a</b>	Tax on investment income for 2012 from Part VI, line 5.....	<b>2 a</b>	144.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) .....	<b>2 b</b>	
<b>c</b>	Add lines 2a and 2b .....	<b>2 c</b>	144.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. ....	<b>3</b>	49,330.
<b>4</b>	Recoveries of amounts treated as qualifying distributions .....	<b>4</b>	
<b>5</b>	Add lines 3 and 4.....	<b>5</b>	49,330.
<b>6</b>	Deduction from distributable amount (see instructions) ..	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1. ....	<b>7</b>	49,330.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 .....	<b>1 a</b>	50,334.
<b>b</b>	Program-related investments – total from Part IX-B. ....	<b>1 b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. ....	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) .....	<b>3 a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) .....	<b>3 b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4. ....	<b>4</b>	50,334.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions). ....	<b>5</b>	144.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. ....	<b>6</b>	50,190.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				49,330.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007... 1,629.				
b From 2008.....				
c From 2009.....				
d From 2010..... 3,738.				
e From 2011..... 195.				
f Total of lines 3a through e.....	5,562.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 50,334.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				49,330.
e Remaining amount distributed out of corpus	1,004.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,566.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,629.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,937.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	3,738.			
d Excess from 2011	195.			
e Excess from 2012	1,004.			

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a. . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities. . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization. . . . .					
(4) Gross investment income. . . . .					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
None

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

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

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

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

c Any submission deadlines.

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

**Part XV Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				
<b>Total</b>				<b>3 a</b> 50,334.
b Approved for future payment				
<b>Total</b>				<b>3 b</b>





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**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 1,550.	\$ 1,550.	\$ 0.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES Total	\$ 7,522.	\$ 7,522.	\$ 0.	\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FRANCHISE TAX BOARD Total	\$ 10.	\$ 10.	\$ 0.	\$ 0.

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE EXPENSE Total	\$ 602.	\$ 602.	\$ 0.	\$ 0.

**Statement 5**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Unrealized Gains In Securities Total	\$ 74,109.	\$ 74,109.		
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**Statement 6**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	200 celtic bank	Purchased	6/19/2009	6/24/2013	200,000.		200,025.	-25.				\$ -25.
2	600 goldcorp	Purchased	Various	8/02/2012	16,108.		24,916.	-8,808.				-8,808.
3	800 INTEL CORPORATION	Purchased	10/08/2012	10/08/2012	17,976.		14,100.	3,876.				3,876.
4	350 petroleo bransileiro	Purchased	7/01/2008	8/02/2012	6,978.		24,573.	-17,595.				-17,595.
5	525 genovus energy inc	Purchased	6/09/2005	8/02/2012	16,011.		9,710.	6,301.				6,301.
6	525 ENCANA CORP	Purchased	6/09/2005	8/10/2012	11,946.		10,523.	1,423.				1,423.
											Total	\$ -14,828.

**Statement 7**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
OUR MOTHER OF GOOD COUSEL 2060 N, VERMONT AVENUE LOS ANGELES, CA 90027			FOR SUPPORT OF PARISH ORGANIZATIONS	\$ 1,400.
ST VINCENT DE PAUL 2060 NO. VERMONT LOS ANGELES, CA 90027			FOR SUPPORT FOR BATTERED WOMEN FLEEING DOMESTIC VIOLENCE AND THE POOR	5,100.
AEIOU SCHOLARSHIP 532 NEIL DRIVE EAGLE ROCK, CA 92833			FOR ASSISTANCE FOR SCHOLARSHIPS	3,000.
ST PETERS ITALIAN CATHOLIC CHURCH 1039 N. BROADWAY LOS ANGELES, CA 90012			FOR THE UPKEEP OF THE CHURCH	700.
CITY OF HOPE 1053 WILSHIRE BLVD LOS ANGELES, CA 90017			For the upkeep of the church.	100.

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Statement 7 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK LOS ANGELES, CA 90037			For helping to stimulate curiosity and inspire science learning in everyone by creating fun, memorable experiences,	\$ 150.
FUTURE CHURCH 17307 MADISON AVENUE LAKEWOOD, OH 44107			For assisting Catholics who seek the full participation of all baptized Catholics in the life of the Church.	5,000.
VILLA SCALABRINI - FATHER NAZZANI 10631 VINEDALE SUN VALLEY, CA 91352			For the upkeep of the nursing home.	200.
WOMEN FOR WOMEN INT'L 4455 CONNECTICUT AVE, Ste 200 WASHINGTON, DC 20008			ANNUAL RENEWAL	1,154.
JOHN MARSHAL HIGH SCHOOL 3939 TRACY STREET LOS ANGELES, CA 90027			CONTRIBUTION FOR ASSISTANCE FOR THE DECATHLON TEAM	200.
GLENDALE ASSN FOR RETARDED 8512 SAN FERNANDO ROAD GLENDALE, CA 91201			DONATION TO HELP THE LOCAL RETARDED COMMUNITY	1,000.
TUBEROSA SCIEROSIS PO BOX 10426 UNIONDALE, NY 11553			TO HELP PAY FOR RESEARCH	100.
NIAF SCHOLARSHIP 1860 19th STREET NW WASHINGTON, DC 20090			DONATION TOWARDS SCHOLARSHIP	1,000.
ST ANNE FOUNDATION SAN YSIDRO MONTECETO, CA 93108			REPAIR OF THE CHURCH	1,000.

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Statement 7 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NATIONAL CHARITY LEAGUE 500 HOLLYWOOD BLVD LOS ANGELES, CA 90027			TO SUPPORT UPKEEP	\$ 350.
ARCHDIOCESAN YOUTH EMPLOYMENT 3250 WILSHIRE BLVD LOS ANGELES, CA 90010			TO HELP THE NEEDY	1,000.
HOGAR INFANTIL 1606 28TH STREET SAN DIEGO, CA 92108			TO HELP THE NEEDY	200.
IHM KENMORE 435 S. KENMORE AV LOS ANGELES, CA 90020			RETIRED SISTERS	175.
ORDER OF MALTA 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104			TO HELP THE NEEDY	1,650.
SONS OF ITALY PO BOX 480366 HOLLYWOOD, CA 90048			SCHOLARSHIP	1,100.
THE COLONY THEATRE 555 N. 3rd STREET BURBANK, CA 91502			ACTING FOR CHILDREN	500.
ALEXANDRIA HOUSE 426 S. ALEXANDRIA AVE LOS ANGELES, CA 90020			TO HELP WITH EMERGENCY SHELTER	2,100.
CATHOLIC CHARITIES 1531 WEST 9th STREET LOS ANGELES, CA 90015			For helping to further therenewal of the Catholic Church	500.
FATHER GIOVANNI BIZZOTTO 1651 VINEDALE STREET SUN VALLEY, CA 91352			TO HELP THE NEEDY	100.
ITALIAN HISTORICAL MUSEUM 125 PASEO DE LA PLZ #400 LOS ANGELES, CA 90012			THE UPKEEP OF THE MUSEUM	3,255.
LA CITY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036			HELP WITH UPKEEP	500.

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Statement 7 (continued)  
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Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
LA FAMEJA VENETA 11520 SAN VINCENTE 101 LOS ANGELES, CA 90049			TO PROMOTE ITALIAN HISTORY AND CULTURE	\$ 100.
MARY MAGDELENE APOSTLE P.O. BOX 22249 SAN DIEGO, CA 92192			TO HELP VOLUNTEER WORK	2,000.
US OLYMPICS COMMITTEE P.O. BOX 7010 ALBERT LEA, MN 56007			TO SUPPORT OLYPIANS	200.
AMERICAN FILM INSTITUTE 2021 NORTH WESTERN AVE LOS ANGELES, CA 90027			HELP WITH UPKEEP	225.
ARTE MUSICA 790 E. COLORADO BLVD #797 PASADENA, CA 91101			MUSIC PROGRAMS	1,000.
CENTER THEATRE GROUP 601 W. TEMPLE STREET LOS ANGELES, CA 90012			HELP WITH UPKEEP	150.
CHAPMAN UNIVERSITY UNIVERSITY DRIVE ORANGE, CA 92866			SCHOLARSHIP	1,000.
CONSULATE GENERAL OF ITALY AVENUE OF THE STARS BEVERLY HILLS, CA 90067			TO HELP THE NEEDY	5,000.
FAMILY VENETA 8422 TULPIWOOD CIRCLE WESTMINSTER, CA 92683			SCHOLARSHIP	2,000.
FONDAZIONE AZZURRA 3341 14TH STREET SANTA MONICA, CA 90405			TO HELP THE NEEDY	100.
FRIENDS OF LOS FELIZ LIBRARY P.O. BOX 27244 LOS ANGELES, CA 90027			HELP WITH UPKEEP	100.
FRIENDS OF THE LIBRARY 222 HARVARD STREET GLENDALE, CA 91205			UPKEEP OF THE LIBRARY	50.
GARY SINISE FOUNDATION 1039 N. BROADWAY SANTA MONICA, CA 91401			TO HELP THE NEEDY	25.

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Statement 7 (continued)  
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Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
GET ON THE BUS 5411 CAMELLIA AVE NORTH HOLLYWOOD, CA 91601			TAKE CHILDREN TO VISIT PARENTS IN JAIL	\$ 100.
GRANDSONS OF ITALY 18326 COLLINS ST., VNHB TARZANA, CA 91336			SCHOLARSHIP	100.
GRIFFITH PARK SENIOR 3203 RIVERSIDE DRIVE LOS ANGELES, CA 90027			DONATION FOR HELPING THE ELDERLY	100.
I.A.C.C. WEST ADVERTISING 10537 SANTA MONICA BLVD LOS ANGELES, CA 90024			FOR RESEARCH	100.
ITALIAN AMERICAN CHAMBER OF COMMERCE 10537 SANTA MONICA BLVD LOS ANGELES, CA 90025			TO HELP UPKEEP	250.
ITALIAN CULTURAL INSTITUTE 1023 HILGARD AVE LOS ANGELES, CA 90024			TO FINANCE THE ART AND CULTURAL PROGRAM	100.
ITALIAN WOMENS CLUB 4038 E.SKELTON CYN WESTLAKE VILLAGE, CA 91362			TO FEED THE HOMELESS AND FOR SCHOLARSHIPS	100.
IWC 2557 3rd AVENUE SAN DIEGO, CA 91203			TO HELP UPKEEP	100.
L.F. SQUARE ASSOCIATION 2046 HILLHURST AVE. #61 LOS ANGELES, CA 90027			TO HELP UPKEEP	100.
MARY MAGDELENE PROJECT P.O. BOX 8936 VAN NUYS, CA 91409			TO HELP RESEARCH	100.
PADRE PIO SOCIETY 1401 IRVIN AVENUE GLENDALE, CA 91208			FOR CLUB UPKEEP	100.
PIEMONTESE NEL PO BOX 943 MONTEBELLO, CA 90064			SCHOLARSHIP	1,000.
SISTERS OF SOCIAL SERVICE 4316 LANAI ROAD ENCINO, CA 91436			TO HELP THE POOR AND HOMELESS	1,000.

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Statement 7 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
UNCOMMON GOODS 485 BERKLEY AVE CLAREMONT, ca 91711			HOUSING THE POOR	\$ 500.
WELLNESS WORKS 540 BROADWAY GLENDALE, CA 91204			HELPING DISABLED SERVICEMEN	1,000.
WOMENS ORDINATION PO BOX 15057 WASHINGTON, DC 20003			TO ASSIST WITH THE ORDINATION OF WOMEN PRIESTS.	100.
JAP AM MUSEUM 100 N. CENTRAL AVENUE LOS ANGELES, CA 90012			TO HELP UPKEEP	400.
SCALABRINIAN SEM 10631 VINEDALE SUN VALLEY, CA 91352			For the upkeep of the nursing home.	200.
UNIVERSITY OF LONG BEACH 6300 E. STATE UNIVERSITY DRIVE LONG BEACH, CA 90815			TO HELP PAY FOR RESEARCH	1,000.
AMERICAN RED CROSS DEPT 9485 LOS ANGELES, CA 90084			TO HELP THE NEEDY	200.
GIRL SCOUT P.O.BOX 96629 WASHINGTON, DC 20090			UPKEEP	200.
			Total \$	<u>50,334.</u>