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Form 990

## Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning

07/01, 2012, and ending

06/30, 2013

## B Check if applicable

<input type="checkbox"/>	Address change
<input checked="" type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

## C Name of organization

CHOC FOUNDATION FOR CHILDREN

## Doing Business As

Number and street (or P O box if mail is not delivered to street address)

455 S. MAIN STREET

Room/suite

City, town or post office, state, and ZIP code

ORANGE, CA 92868-3874

## F Name and address of principal officer

KIMBERLY C. CRIPE

1201 WEST LA VETA AVENUE, ORANGE, CA 92868

## D Employer identification number

95-6097416

## E Telephone number

(714) 997-3000

G Gross receipts \$ 84,610,906.

H(a) Is this a group return for affiliates? ☐ Yes ☒ NoH(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no ) 4947(a)(1) or 527

J Website: ▶ WWW.CHOC.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1964 M State of legal domicile CA

## Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities		
		SUPPORTING CLINICAL AND NONCLINICAL SERVICES, MEDICAL EDUCATION, RESEARCH AND ALLIED FIELDS OF PEDIATRICS AT CHILDREN'S HOSPITAL OF ORANGE COUNTY, CHILDREN'S HOSPITAL AT MISSION AND ITS AFFILIATES.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	20.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	19.
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	31.
	6	Total number of volunteers (estimate if necessary)	6	0
Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	20,654,820.	48,376,533.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	586,407.	2,511,132.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	-269,295.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	21,241,227.	50,618,370.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	15,591,850.	21,193,863.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,270,742.	2,847,930.
	b	Total fundraising expenses (Part IX, column (D), line 25)	0	0
	17	Other expenses (Part IX, column (A), lines 12-14, 16-24e)	3,052,088.	
	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	2,881,275.	2,694,842.
	19	Revenue less expenses - Subtract line 18 from line 12	20,743,867.	26,736,635.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	497,360.	23,881,735.
	21	Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22	Net assets or fund balances - Subtract line 21 from line 20	38,208,879.	62,039,857.
		1,073,633.	1,557,765.	
		37,135,246.	60,482,092.	

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	<i>Kenn Ruppert Schiller</i>	Date	5-14-15
	Type or print name and title	Kenn Ruppert Schiller Senior Vice President & Chief Financial Officer		
Paid Preparer Use Only	Print/Type preparer's name	REGINA L. PRINCE	Preparer's signature	<i>Regina L Prince</i>
	Firm's name	KPMG LLP	Date	05/12/2014
	Firm's address	355 S GRAND AVE., SUITE 2000 LOS ANGELES, CA 90071	Check <input type="checkbox"/> if self-employed	PTIN P00576936
		Firm's EIN	13-5565207	
		Phone no	213-972-4000	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

JSA  
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**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

CHOC FOUNDATION WAS FORMED TO HELP SUPPORT CLINICAL AND NONCLINICAL SERVICES, MEDICAL EDUCATION, RESEARCH AND ALLIED FIELDS OF PEDIATRICS AT CHILDREN'S HOSPITAL OF ORANGE COUNTY, CHILDREN'S HOSPITAL AT MISSION AND TO SUPPORT ITS AFFILIATES.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: ) (Expenses \$ 21,043,150 including grants of \$ 21,043,150) (Revenue \$ )

CHILDREN'S HOSPITAL OF ORANGE COUNTY - PROVIDES SPECIALIZED PEDIATRIC SERVICES FOR THE CARE OF CHILDREN. DURING THIS YEAR, THERE WERE 58,087 DAYS OF INPATIENT CARE; 52,338 EMERGENCY ROOM VISITS; 7,916 SURGERIES; 1,713 DAY HEALTH VISITS AND 135,957 PRIMARY AND SPECIALTY CARE CLINIC VISITS. FUNDS RAISED HELPS TO OFFSET COST OF SERVICES PROVIDED TO INDIGENT FAMILIES.

**4b** (Code: ) (Expenses \$ 150,713 including grants of \$ 150,713) (Revenue \$ )

CHILDREN HOSPITAL AT MISSION - FUNDS SUPPORT AFFILIATED ACUTE CARE PEDIATRIC HOSPITAL. FACILITY PROVIDES PEDIATRIC, NEONATAL, AND CARE FOR EMERGENCY SERVICES. THERE WERE 7,821 INPATIENT CARE DAYS; 16,804 EMERGENCY ROOM VISITS; 665 SURGERIES AND 5,621 OUTPATIENT VISITS.

**4c** (Code: ) (Expenses \$ 205,855 including grants of \$ ) (Revenue \$ )

CHOC FOUNDATION GENERATES COMMUNITY AWARENESS AND RESOURCES FOR CHOC CHILDREN'S AND CHOC CHILDREN'S AT MISSION. THE FOUNDATION SECURES PHILANTHROPIC SUPPORT FOR HEALTH AND WELL BEING OF CHILDREN.

**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses **▶** 21,399,718.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14 a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .	<input type="checkbox"/>	<input type="checkbox"/>

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i> . . . . .	X	
<b>24 a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i> . . . . .		X
<b>24 b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>24 c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>24 d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		X
<b>25 b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions). . . . .		
<b>28 a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>28 b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>28 c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> . . . . .		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> . . . . .	X	
<b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
<b>35 b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	X	

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**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. ☒ X

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. . . . .	<b>1a</b> 53		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. . . . .	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	<b>1c</b>	X	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	<b>2a</b> 31		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). . . . .	<b>2b</b>	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>3a</b>		X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	<b>4a</b>		X
<b>b</b> If "Yes," enter the name of the foreign country. ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts . . . . .			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	<b>5b</b>		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .	<b>5c</b>		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . .	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	<b>7a</b>	X	
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	<b>7b</b>	X	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	<b>7g</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	<b>7h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	<b>8</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966? . . . . .	<b>9a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders . . . . .	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . .	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand . . . . .	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	<b>14b</b>		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year . . . . . <b>1a</b> 20		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent . . . . . <b>1b</b> 19		
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . . <b>2</b>		X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . . <b>3</b>		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . . <b>4</b>		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . . <b>5</b>		X
<b>6</b> Did the organization have members or stockholders? . . . . . <b>6</b>	X	
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . . <b>7a</b>	X	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . . <b>7b</b>	X	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body? . . . . . <b>8a</b>	X	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . . <b>8b</b>	X	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . . <b>9</b>		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates? . . . . . <b>10a</b>		X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . . <b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . . <b>11a</b>	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . . <b>12a</b>	X	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . . <b>12b</b>	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . . <b>12c</b>	X	
<b>13</b> Did the organization have a written whistleblower policy? . . . . . <b>13</b>	X	
<b>14</b> Did the organization have a written document retention and destruction policy? . . . . . <b>14</b>	X	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . . <b>15a</b>		X
<b>b</b> Other officers or key employees of the organization . . . . . <b>15b</b>		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . . <b>16a</b>		X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . . <b>16b</b>		

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ► CA, \_\_\_\_\_

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► DONALD NOBLE, 1201 WEST LA VETA AVENUE, ORANGE, CA 92868 714-509-4038

JSA

2E1042 1 000

Form 990 (2012)

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KIMBERLY C. CRIPE DIRECTOR/PRESIDENT	5.00 35.00	X		X				0	1,220,673.	80,318.
(2) CHRIS FURMAN DIRECTOR	2.00	X						0	0	0
(3) HEATHER MADDEN DIRECTOR/SECRETARY	1.00	X		X				0	0	0
(4) SAM AURIEMMA DIRECTOR/CHAIR	1.00 .50	X		X				0	0	0
(5) TERRY ADAMS DIRECTOR	1.00	X						0	0	0
(6) JERRY FLANNERY DIRECTOR	1.00	X						0	0	0
(7) CHRISTINE BREN DIRECTOR	1.00	X						0	0	0
(8) DELPHINE LEE DIRECTOR	1.00	X						0	0	0
(9) ADRIENNE MATROS DIRECTOR	1.00	X						0	0	0
(10) BARRY RYAN DIRECTOR/VICE CHAIR	1.00	X		X				0	0	0
(11) ALLEN FAZIO DIRECTOR/VICE CHAIR	1.00 .50	X		X				0	0	0
(12) STEPHANIE ARGYROS DIRECTOR	1.00	X						0	0	0
(13) JOHN CARPINO DIRECTOR	1.00	X						0	0	0
(14) ALI KAVANIAN M.D. DIRECTOR	1.00	X						0	0	0



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JASON KNIGHT M.D. DIRECTOR	1.00	X						0	0	0
(16) CAROLINE MARCHANT DIRECTOR	1.00	X						0	0	0
(17) STEVE SOLOMON DIRECTOR	1.00	X						0	0	0
(18) ROB COLBY DIRECTOR	1.00	X						0	0	0
(19) JEFF ELGHANAYAN DIRECTOR	1.00 5.00	X						0	0	0
(20) KIM SENTOVICH DIRECTOR	1.00 .50	X						0	0	0
(21) KERRI RUPPERT SCHILLER CFO/ASSISTANT SECRETARY	5.00 35.00			X				0	611,490.	126,779.
(22) GRAIG EASTIN VICE PRESIDENT	40.00				X			383,616.	0	58,761.
(23) LOIS F. AUGUSTINE DIRECTOR COMMUNITY RELATIONS	40.00					X		129,056.	0	15,151.
(24) PATRICE POIDMORE DIR. SPECIAL EVENTS&CORP COMM.	40.00					X		220,810.	0	10,011.
(25) ZACHARIAH MOONITZ DIRECTOR SPECIAL EVENTS	40.00					X		154,655.	0	20,155.
<b>1b Sub-total</b>								0	1,220,673.	80,318.
<b>c Total from continuation sheets to Part VII, Section A</b>								888,137.	611,490.	230,857.
<b>d Total (add lines 1b and 1c)</b>								888,137.	1,832,163.	311,175.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
<b>3</b>		X
<b>4</b>	X	
<b>5</b>		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII. ☐

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a Federated campaigns . . . . . 1a				
	b Membership dues . . . . . 1b				
	c Fundraising events . . . . . 1c 3,890,375				
	d Related organizations . . . . . 1d 1,000,000				
	e Government grants (contributions) . . . . . 1e				
	f All other contributions, gifts, grants, and similar amounts not included above . . . . . 1f 43,486,158				
	g Noncash contributions included in lines 1a-1f \$ 293,571				
	h <b>Total. Add lines 1a-1f</b> . . . . . ▶	48,376,533			
<b>Program Service Revenue</b>	<b>Business Code</b>				
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue . . . . .				
	g <b>Total. Add lines 2a-2f</b> . . . . . ▶	0			
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶	495,115			495,115
	4 Income from investment of tax-exempt bond proceeds . . . ▶	0			
	5 Royalties . . . . . ▶	0			
		(i) Real	(ii) Personal		
	6a Gross rents . . . . .				
	b Less rental expenses . . . . .				
	c Rental income or (loss) . . . . .				
	d Net rental income or (loss) . . . . . ▶	0			
	7a Gross amount from sales of assets other than inventory 34,172,748				
	b Less cost or other basis and sales expenses . . . . . 32,156,731				
	c Gain or (loss) . . . . . 2,016,017				
	d Net gain or (loss) . . . . . ▶	2,016,017			2,016,017
	8a Gross income from fundraising events (not including \$ 3,890,375 of contributions reported on line 1c) See Part IV, line 18 . . . . . a 1,566,510				
	b Less direct expenses . . . . . b 1,835,805				
	c Net income or (loss) from fundraising events . . . . . ATCH. 1 ▶	-269,295			-269,295
	9a Gross income from gaming activities See Part IV, line 19 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from gaming activities . . . . . ▶	0			
	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less cost of goods sold . . . . . b				
c Net income or (loss) from sales of inventory . . . . . ▶	0				
<b>Miscellaneous Revenue</b>					
	<b>Business Code</b>				
11a					
b					
c					
d All other revenue . . . . .					
e <b>Total. Add lines 11a-11d</b> . . . . . ▶	0				
12 <b>Total revenue. See instructions</b> . . . . . ▶	50,618,370			2,241,837	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21 . . . . .	21,193,863.	21,193,863.		
2	Grants and other assistance to individuals in the United States See Part IV, line 22 . . . . .	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 . . . . .	0			
4	Benefits paid to or for members . . . . .	0			
5	Compensation of current officers, directors, trustees, and key employees . . . . .	380,265.		254,778.	125,487.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7	Other salaries and wages . . . . .	1,808,857.	180,886.	271,329.	1,356,642.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	34,629.		11,450.	23,179.
9	Other employee benefits . . . . .	475,583.		243,651.	231,932.
10	Payroll taxes . . . . .	148,596.		50,556.	98,040.
11	Fees for services (non-employees)				
a	Management . . . . .	941,883.	18,125.	760,641.	163,117.
b	Legal . . . . .	10,087.		10,087.	
c	Accounting . . . . .	2,950.		2,950.	
d	Lobbying . . . . .	0			
e	Professional fundraising services See Part IV, line 17 . . . . .	0			
f	Investment management fees . . . . .	45,877.		45,877.	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	629,777.	177.	208,954.	420,646.
12	Advertising and promotion . . . . .	268,395.		34,062.	234,333.
13	Office expenses . . . . .	61,127.		27,529.	33,598.
14	Information technology . . . . .	127,941.		84,415.	43,526.
15	Royalties . . . . .	0			
16	Occupancy . . . . .	215,643.		156,638.	59,005.
17	Travel . . . . .	72,510.		28,795.	43,715.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19	Conferences, conventions, and meetings . . . . .	89,808.		56,880.	32,928.
20	Interest . . . . .	0			
21	Payments to affiliates . . . . .	0			
22	Depreciation, depletion, and amortization . . . . .	23,717.		23,717.	
23	Insurance . . . . .	5,101.		5,101.	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	DUES . . . . .	164,516.	6,667.	6,128.	151,721.
b	TAXES & LICENSES . . . . .	35,510.		1,291.	34,219.
c	. . . . .				
d	. . . . .				
e	All other expenses . . . . .				
25	<b>Total functional expenses</b> Add lines 1 through 24e	26,736,635.	21,399,718.	2,284,829.	3,052,088.
26	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	1,688,399.	1	1,755,857.
	2 Savings and temporary cash investments	2,995,464.	2	3,130,136.
	3 Pledges and grants receivable, net	6,188,884.	3	28,439,894.
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	78,923.	9	121,200.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 692,850.		
	b Less: accumulated depreciation	10b 306,026.	116,790.	10c 386,824.
	11 Investments - publicly traded securities	26,009,598.	11	27,102,021.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	1,130,821.	15	1,103,925.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	38,208,879.	16	62,039,857.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	92,096.	17	424,315.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	981,537.	25	1,133,450.
	26 <b>Total liabilities.</b> Add lines 17 through 25	1,073,633.	26	1,557,765.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets	12,398,091.	27	13,120,524.
	28 Temporarily restricted net assets	10,661,852.	28	32,009,093.
	29 Permanently restricted net assets	14,075,303.	29	15,352,475.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 <b>Total net assets or fund balances</b>	37,135,246.	33	60,482,092.	
34 <b>Total liabilities and net assets/fund balances.</b>	38,208,879.	34	62,039,857.	

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☒

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	50,618,370.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	26,736,635.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1 . . . . .	<b>3</b>	23,881,735.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	37,135,246.
<b>5</b>	Net unrealized gains (losses) on investments . . . . .	<b>5</b>	-568,754.
<b>6</b>	Donated services and use of facilities . . . . .	<b>6</b>	0
<b>7</b>	Investment expenses . . . . .	<b>7</b>	0
<b>8</b>	Prior period adjustments . . . . .	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>9</b>	33,865.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) . . . . .	<b>10</b>	60,482,092.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant? . . . . .  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

Form **990** (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state.
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I    b ☐ Type II    c ☐ Type III-Functionally integrated    d ☐ Type III-Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	13,561,991.	18,351,396	48,406,024	20,654,820.	48,376,534.	149,350,765
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>4</b> Total. Add lines 1 through 3. . . . .	13,561,991	18,351,396	48,406,024	20,654,820	48,376,534	149,350,765
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). . . . .						58,758,285
<b>6</b> Public support. Subtract line 5 from line 4						90,592,480

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 . . . . .	13,561,991	18,351,396	48,406,024	20,654,820	48,376,534	149,350,765
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	479,980	155,902.	423,050	329,296.	495,115	1,883,343
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						0
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .	748,754	611,425.	932,335	964,203.	1,566,510	4,823,227
<b>11</b> Total support. Add lines 7 through 10 . . . . .						156,057,335.
<b>12</b> Gross receipts from related activities, etc (see instructions) . . . . .					12	
<b>13</b> First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . .						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	58.05 %
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 . . . . .	<b>15</b>	70.15 %
<b>16a</b> 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
<b>b</b> 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>17a</b> 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>b</b> 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>18</b> Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.  
If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						
<b>c</b> Add lines 7a and 7b. . . . .						
<b>8 Public support.</b> (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6. . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 . . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%
<b>19a 33 1/3% support tests - 2012.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 33 1/3% support tests - 2011.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

JSA



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).ATTACHMENT 1

## SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
GROSS FUNDRAISING REVENUE	748,754	611,425.	932,335.	964,203	1,566,510.	4,823,227
TOTALS	<u>748,754</u>	<u>611,425</u>	<u>932,335</u>	<u>964,203</u>	<u>1,566,510</u>	<u>4,823,227</u>

**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

CHOC FOUNDATION FOR CHILDREN

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

95-6097416

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . . ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . . ☐ Yes ☐ No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements . . . . .	2a
b Total acreage restricted by conservation easements . . . . .	2b
c Number of conservation easements on a certified historic structure included in (a) . . . . .	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register . . . . .	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . . ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . . ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.

a Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition  
 b ☐ Scholarly research  
 c ☐ Preservation for future generations  
 d ☐ Loan or exchange programs  
 e ☐ Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . . ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . . ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
c Beginning balance . . . . .	1c
d Additions during the year . . . . .	1d
e Distributions during the year . . . . .	1e
f Ending balance . . . . .	1f

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . . ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. . . . . ☐ Yes ☐ No

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .	22,804,894.	19,886,776.	17,504,600.	15,437,152.	14,147,708.
b Contributions . . . . .	1,461,132.	3,708,846.	1,121,168.	2,824,539.	1,358,552.
c Net investment earnings, gains, and losses . . . . .	1,894,713.	-372,491.	1,645,508.	127,384.	27,794.
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .	473,160.	418,237.	384,500.	3,247.	91,902.
f Administrative expenses . . . . .				881,228.	5,000.
g End of year balance . . . . .	25,687,579.	22,804,894.	19,886,776.	17,504,600.	15,437,152.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 36.1400 %

b Permanent endowment ▶ 59.7700 %

c Temporarily restricted endowment ▶ 4.0900 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .		198,933.	82,158.	116,775.
d Equipment . . . . .		493,917.	223,868.	270,049.
e Other . . . . .				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c). . . . .				386,824.

Schedule D (Form 990) 2012

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other . . . . .		
(A) . . . . .		
(B) . . . . .		
(C) . . . . .		
(D) . . . . .		
(E) . . . . .		
(F) . . . . .		
(G) . . . . .		
(H) . . . . .		
(I) . . . . .		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PAYABLE TO AFFILIATES	1,133,450.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	1,133,450.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☒ X

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	50,863,485.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-568,754.
b	Donated services and use of facilities	2b	780,000.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	33,869.
e	Add lines 2a through 2d	2e	245,115.
3	Subtract line 2e from line 1	3	50,618,370.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	50,618,370.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	27,516,635.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	780,000.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	780,000.
3	Subtract line 2e from line 1	3	26,736,635.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	26,736,635.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

**Part XIII Supplemental Information (continued)**

ORGANIZATION'S LIABILITY FOR UNCERTAIN TAX POSITIONS UNDER ASC 740:  
ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA  
REQUIRE THE ORGANIZATION'S MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY  
THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY IF THE ORGANIZATION HAS  
TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE  
SUSTAINED UPON EXAMINATION BY THE INTERNAL REVENUE SERVICE. MANAGEMENT  
HAS ANALYZED TAX POSITIONS TAKEN BY THE ORGANIZATION AND HAS CONCLUDED  
THAT AS OF JUNE 30, 2013, THERE ARE NO UNCERTIAN POSITIONS TAKEN OR  
EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR  
DISCLOSURE IN THE FINANCIAL STATEMENTS.

OTHER CHANGES IN NET ASSETS

PART XI, LINE 2D

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS - \$33,869.

SCHEDULE D, PART V, LINE 4

THE ENDOWMENT FUND IS USED TO SUPPORT HOSPITAL PROGRAMS ADDRESSING THE  
NEEDS OF THE UNDERSERVED, SOCIAL SERVICES TO PATIENTS AND FAMILIES IN  
NEED, AND RESEARCH AND TREATMENT OF CHILDREN'S DISEASES AND DISORDERS.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions

OMB No 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

**Part I**

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.  
Form 990-EZ filers are not required to complete this part.

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply

- |  |   |
|--|---|
| <b>a</b> <input type="checkbox"/> Mail solicitations               | <b>e</b> <input type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input type="checkbox"/> Internet and email solicitations | <b>f</b> <input type="checkbox"/> Solicitation of government grants     |
| <b>c</b> <input type="checkbox"/> Phone solicitations              | <b>g</b> <input type="checkbox"/> Special fundraising events            |
| <b>d</b> <input type="checkbox"/> In-person solicitations          |   |

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b> .....						

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 CHOC WALK (event type)	(b) Event #2 GUILDS (event type)	(c) Other events 6. (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts . . . . .	2,046,636.	1,306,903.	2,103,346.	5,456,885.
	2 Less. Contributions . . . . .	1,734,136.	970,014.	1,186,225.	3,890,375.
	3 Gross income (line 1 minus line 2). . . . .	312,500.	336,889.	917,121.	1,566,510.
Direct Expenses	4 Cash prizes . . . . .				
	5 Noncash prizes . . . . .	395,747.	5,400.	17,292.	418,439.
	6 Rent/facility costs . . . . .	62,819.	91,400.	62,694.	216,913.
	7 Food and beverages . . . . .	10,028.	143,368.	159,091.	312,487.
	8 Entertainment . . . . .	715.	6,850.	2,525.	10,090.
	9 Other direct expenses . . . . .	112,486.	89,871.	675,519.	877,876.
	10 Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				( 1,835,805.)
	11 Net income summary. Combine line 3, column (d), and line 10 . . . . .				-269,295.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue . . . . .				
	2 Cash prizes . . . . .				
Direct Expenses	3 Noncash prizes . . . . .				
	4 Rent/facility costs . . . . .				
	5 Other direct expenses . . . . .				
	6 Volunteer labor . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) . . . . .				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 . . . . .				

9 Enter the state(s) in which the organization operates gaming activities.

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain. \_\_\_\_\_

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: \_\_\_\_\_



- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- |                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_
- c** If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

**16** Gaming manager information.

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

☐ Director/officer ☐ Employee ☐ Independent contractor

**17** Mandatory distributions.

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States  
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public  
Inspection

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CHILDREN'S HOSPITAL OF ORANGE COUNTY 1201 WEST LA VETA AVENUE ORANGE, CA 92868	95-2321786	501(C)(3)	21,043,150		N/A	N/A	HOSPITAL OPERATIONS TOWER CONSTRUCTION
(2)	CHILDREN'S HOSPITAL AT MISSION 1201 WEST LA VETA AVENUE ORANGE, CA 92868	33-0528802	501(C)(3)	150,713		N/A	N/A	HOSPITAL OPERATIONS
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... 2
- 3 Enter total number of other organizations listed in the line 1 table ..... 2
- For Paperwork Reduction Act Notice, see the Instructions for Form 990.
- Schedule I (Form 990) (2012)

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PROCEDURE FOR MONITORING THE USE OF GRANT FUNDS - PART I, LINE 1

CHOC FOUNDATION RECEIVES CONTRIBUTIONS ON BEHALF OF CHILDREN'S HOSPITAL

OF ORANGE COUNTY AND CHILDREN'S HOSPITAL AT MISSION, BOTH AFFILIATED

501(C)(3) ORGANIZATIONS. DONATIONS ARE GENERALLY RESTRICTED OR DESIGNATED

BY DONORS FOR VARIOUS PURPOSES AT INCEPTION. THE FUNDS ARE THEN

DISTRIBUTED TO THE APPROPRIATE ORGANIZATION ACCORDING TO DONOR

STIPULATIONS FOR MEDICAL PROGRAMS OR FOR THE NEW TOWER CONSTRUCTION AS

DESIGNATED.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- |  |  |
|--|--|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization?

**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Schedule J (Form 990) 2012

Page 2

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KIMBERLY C. CRIPE DIRECTOR/PRESIDENT	(i) 751,203. (ii) 0	0 236,120.	0 233,350.	0 57,454.	0 22,864.	0 1,300,991.	0 78,602.
2 KERRI RUPPERT SCHILLER CFO/ASSISTANT SECRETARY	(i) 456,740. (ii) 0	0 101,469.	0 53,281.	0 103,915.	0 22,864.	0 738,269.	0 79,435.
3 PATRICE POIDMORE DIR. SPECIAL EVENTS&CORP COMM.	(i) 176,980. (ii) 0	30,922. 0	12,908. 0	3,907. 0	6,104. 0	230,821. 0	0
4 ZACHARIAH MOONITZ DIRECTOR SPECIAL EVENTS	(i) 129,753. (ii) 0	13,903. 0	10,999. 0	3,689. 0	16,466. 0	174,810. 0	0
5 GRAIG EASTIN VICE PRESIDENT	(i) 279,956. (ii) 0	69,255. 0	34,405. 0	43,941. 0	14,820. 0	442,377. 0	0
6	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
7	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
8	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
9	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
10	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
11	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
12	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
13	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
14	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
15	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0
16	(i) 0 (ii) 0	0 0	0 0	0 0	0 0	0 0	0

Schedule J (Form 990) 2012

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

## SCHEDULE J, LINE 3

THE FOUNDATION RELIED ON A RELATED ORGANIZATION, THAT USED ONE OR MORE OF THE METHODS DESCRIBED IN SCHEDULE J, PART I, LINE 3, TO ESTABLISH THE COMPENSATION OF THE PERSON WHO IS THE TOP MANAGEMENT OFFICIAL FOR THIS ORGANIZATION. SEE SCHEDULE O DISCLOSURE FOR FORM 990, PART VI, SECTION B, LINE 15 FOR ADDITIONAL INFORMATION.

## SCHEDULE J, LINE 4A

SOME OF THE ORGANIZATION'S PERSONNEL LISTED ON FORM 990 PART VII AND SCHEDULE J PARTICIPATE IN A SEPARATION ARRANGEMENT THAT PROVIDES FOR A PORTION OF THE EMPLOYEE'S ANNUAL SALARY BASED ON THEIR POSITION IN THE ORGANIZATION. FOR THE SENIOR EXECUTIVE LEVEL, THE AMOUNT IS BASED ON YEARS OF SERVICE UP TO A MAXIMUM NUMBER OF MONTHS. UNPAID SEVERANCE UNDER THE SEPARATION AGREEMENTS FOR CURRENT KEY EMPLOYEES WERE REPORTED AT THEIR FULL VALUE IN A PREVIOUS TAX YEAR.

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COMPENSATION FROM AN AFFILIATED ORGANIZATION

KIMBERLY CRIPE IS COMPENSATED THROUGH CHILDREN'S HEALTHCARE OF CALIFORNIA

(CHC), HOWEVER, IN ADDITION TO HER RESPONSIBILITIES FOR CHC, SHE ALSO

SERVES AS AN OFFICER OF CHILDREN'S HOSPITAL OF ORANGE COUNTY, CHOC

FOUNDATION, CRC REAL ESTATE CORPORATION AND CHILDREN'S HOSPITAL AT

MISSION (ALL IRC SECTION 501(C)(3) AFFILIATES). MS. CRIPE DEVOTES

APPROXIMATELY 13% OF HER TIME EACH WEEK TO CHOC FOUNDATION

RESPONSIBILITIES WITH THE BALANCE OF HER TIME BEING SPENT ON THE OTHER

RELATED ORGANIZATIONS' BUSINESS AFFAIRS.

KERRI RUPPERT SCHILLER IS COMPENSATED THROUGH CHILDREN'S HEALTHCARE OF CALIFORNIA(CHC), HOWEVER, IN ADDITION TO HER RESPONSIBILITIES FOR CHC,

SHE ALSO SERVES AS AN OFFICER OF CHILDREN'S HOSPITAL OF ORANGE COUNTY,

CHOC FOUNDATION, CRC REAL ESTATE CORPORATION AND CHILDREN'S HOSPITAL AT

MISSION (ALL IRC SECTION 501(C)(3) AFFILIATES). MS. SCHILLER DEVOTES

APPROXIMATELY 13% OF HER TIME EACH WEEK TO CHOC FOUNDATION

RESPONSIBILITIES WITH THE BALANCE OF HER TIME BEING SPENT ON THE OTHER

RELATED ORGANIZATIONS' BUSINESS AFFAIRS.

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN - PART I, LINE 4B

CHILDREN'S HOSPITAL OF ORANGE COUNTY (CHOC OR THE COMPANY) ESTABLISHED A NONQUALIFIED DEFERRED COMPENSATION PLAN EFFECTIVE JANUARY 1, 2010 IN WHICH CERTAIN INDIVIDUALS LISTED ON THE FORM 990, PART VII AND SCHEDULE J ARE PARTICIPANTS. UNDER THE ESTABLISHED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (THE PLAN) OR SERP, FOR EACH PLAN YEAR THAT BEGINS PRIOR TO THE PARTICIPANT'S CASH DATE, CHOC SHALL CREATE A NEW SERP ACCOUNT ON ITS BOOKS FOR THE PARTICIPANT AND SHALL CREDIT TO SUCH ACCOUNT AT TIMES SPECIFIED. THE PARTICIPANTS OF THE PLAN ARE GENERAL CREDITORS OF THE COMPANY. THE PARTICIPANT'S SERP ACCOUNT SHALL BE UTILIZED SOLELY AS A DEVICE FOR THE MEASUREMENT AND DETERMINATION OF THE AMOUNTS TO BE PAID TO THE PARTICIPANT UNDER THIS PLAN. THE PARTICIPANT IS ENTITLED TO HIS/HER SERP BENEFIT AMOUNT UPON THE EARLIEST OF (1) REMAINING EMPLOYED WITH THE COMPANY TO THE THIRD ANNIVERSARY OF THE FIRST DAY OF THE PLAN YEAR FOR WHICH THE SERP ACCOUNT WAS CREATED; (2) REMAINING EMPLOYED WITH THE COMPANY TO THE PARTICIPANT'S 60TH BIRTHDAY; (3) REMAINING EMPLOYED WITH THE COMPANY TO THE DATE THE PARTICIPANT HAS BOTH ATTAINED AT LEAST AGE 55 AND HAS COMPLETED AT LEAST 10 YEARS OF SERVICE; (4) DISABILITY; (5) INVOLUNTARY SEPARATION FROM SERVICE WITHOUT REASONABLE CAUSE; (6)



**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

VOLUNTARY SEPARATION FROM SERVICE FOR GOOD REASON OR (7) DEATH. THE  
FOLLOWING INDIVIDUAL RECEIVED PAYMENTS FROM THE PLAN DURING CALENDAR YEAR  
2012: MS. CRIPE (\$149,013).

**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

► **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
► **Attach to Form 990.**

OMB No 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	9	291,050	AVERAGE MARKET VALUE
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ► ( ) . . . . .				
26 Other ► ( ) . . . . .				
27 Other ► ( ) . . . . .				
28 Other ► ( ) . . . . .				

29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . .	29		
30 a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .	30a	Yes	No
				X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	31	X	
32 a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .	32a		X
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN B

THE NUMBER LISTED IN PART I, LINE 9 COLUMN (B) WAS DETERMINED BASED ON

THE NUMBER OF CONTRIBUTIONS RECEIVED.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

CHOC FOUNDATION FOR CHILDREN

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

95-6097416

INFORMATION REGARDING COMMON PAYMASTER

FORM 990, PART I, LINE 5 AND PART V, LINE 2

CHILDREN'S HOSPITAL OF ORANGE COUNTY (CHOC) ACTS AS A COMMON PAYMASTER,  
ISSUING FORMS W-2 AND 1099 ON BEHALF OF CHOC FOUNDATION. CHOC FOUNDATION  
HAS 31 EMPLOYEES, HOWEVER BECAUSE OF THE COMMON PAYMASTER ARRANGEMENT  
RESULTING IN THE FORMS W-2 BEING ISSUED UNDER CHOC'S EMPLOYER  
IDENTIFICATION NUMBER, THERE ARE NO W-2S ISSUED DIRECTLY BY CHOC  
FOUNDATION.

MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, SECTION A, LINE 6

THE SOLE MEMBER OF CHOC FOUNDATION IS CHILDREN'S HEALTHCARE OF CALIFORNIA  
(CHC).

PERSONS WHO MAY ELECT MEMBERS OF THE GOVERNING BODY

FORM 990, PART VI, SECTION A, LINE 7A

DIRECTORS OF CHOC FOUNDATION SHALL BE ELECTED ANNUALLY BY THE MEMBER,  
BASED ON THE NOMINATION(S) PROVIDED BY CHOC FOUNDATION'S BOARD OF  
DIRECTORS.

THE GOVERNING BODY'S DECISIONS SUBJECT TO APPROVAL

FORM 990, PART VI, SECTION A, LINE 7B

THE APPROVAL OF THE MEMBER SHALL BE REQUIRED WITH RESPECT TO ANY OF THE  
FOLLOWING ACTIONS: (1) CHANGING THE PURPOSES AND POWERS OF CHOC

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

FOUNDATION; (2) OBLIGATING CHOC FOUNDATION TO UNDERTAKE ANY CAPITAL EXPENDITURE IN EXCESS OF \$1,000,000; (3) ADOPTING CHOC FOUNDATION'S ANNUAL OPERATING AND CAPITAL BUDGETS; (4) ADOPTING A LONG-TERM CAPITAL BUDGET; (5) BUYING, SELLING, LEASING, MORTGAGING, PLEDGING, OR OTHERWISE HYPOTHECATING ANY REAL PROPERTY; (6) INCURRING ANY INDEBTEDNESS IN EXCESS OF \$1,000,000; (7) OBLIGATING CHOC FOUNDATION TO ACT AS GUARANTOR WITH RESPECT TO ANY DEBT OF ANY PERSON OR OTHER ENTITY; (8) ACCEPTING ANY DONATION WHICH IS CONDITIONED UPON CHOC FOUNDATION'S UNDERTAKING ANY UNBUDGETED CAPITAL EXPENDITURE IN EXCESS OF \$1,000,000 OR ANY UNBUDGETED EXPENDITURE IN EXCESS OF \$1,000,000; (9) ENTERING INTO ANY CONTRACT WHICH INVOLVES ANY OF THE FOLLOWING: (A) ANY FINANCIAL OBLIGATION ON THE PART OF CHOC FOUNDATION IN AN AMOUNT IN EXCESS OF \$1,000,000, (B) ANY PURPOSE OR ACTIVITY WHICH IS OUTSIDE THE SCOPE OF CHOC FOUNDATION'S ORDINARY COURSE OF BUSINESS, OR (C) A TERM IN EXCESS OF FIVE YEARS (UNLESS THE CONTRACT IS TERMINABLE AT WILL); (10) INVOLVING CHOC FOUNDATION IN ANY MERGER, ACQUISITION, CORPORATE RESTRUCTURING, OR FORMAL AFFILIATION; (11) INVOLVING CHOC FOUNDATION AS A MEMBER, SHAREHOLDER, OR PARTNER IN ANY NEW CORPORATION, PARTNERSHIP, OR OTHER LEGAL ENTITY; (12) DISSOLVING CHOC FOUNDATION; (13) ENTERING INTO ANY TRANSACTION INVOLVING THE SALE, LEASE, CONVEYANCE, EXCHANGE, TRANSFER OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF CHOC FOUNDATION'S ASSETS; (14) AMENDING CHOC FOUNDATION'S ARTICLES OF INCORPORATION; (15) ADOPTING NEW BYLAWS OR AMENDING EXISTING BYLAWS, IN THE EVENT THAT SUCH ACTION WOULD AFFECT ANY OF THE MEMBER'S RIGHTS UNDER THE BYLAWS OR AS PROVIDED BY APPLICABLE LAW.

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

## PROCESS OF REVIEW

FORM 990, PART VI, SECTION B, LINE 11B

PRIOR TO FILING, THE TAX RETURN AND RELATED SCHEDULES ARE PROVIDED TO THE EXECUTIVE COMPENSATION COMMITTEE, AN EMPOWERED BOARD COMMITTEE DELEGATED WITH THIS AUTHORITY. THE CHIEF FINANCIAL OFFICER REVIEWS THE REPORT WITH THE COMMITTEE PRIOR TO FILING THE RETURN. PRIOR TO THE FILING OF THE FORM 990 WITH THE INTERNAL REVENUE SERVICE, A COMPLETE COPY OF THE FINAL FORM 990 IS ALSO SENT ELECTRONICALLY TO ALL BOARD MEMBERS VIA DIRECTOR'S DESK, A SECURE WEB SITE THAT PROVIDES A CONFIDENTIAL AND SECURE ACCESS FOR ALL BOARD MATERIALS TO OUR BOARD MEMBERS.

## MONITORING AND ENFORCING COMPLIANCE OF CONFLICT INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12C

THE COMPLIANCE OFFICER IS CHARGED WITH MONITORING PROPOSED OR ONGOING TRANSACTIONS FOR CONFLICTS OF INTEREST AND ADDRESSING ANY POTENTIAL OR ACTUAL CONFLICTS. PURSUANT TO THE CONFLICT OF INTEREST POLICY, AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE, AIMED AT DETERMINING ANY FAMILY AND BUSINESS RELATIONSHIPS AND TRANSACTIONS OR OTHER TRANSACTIONS THAT MAY POSE A POTENTIAL CONFLICT, IS DISTRIBUTED TO ALL COVERED PERSONS (I.E., BOARD MEMBERS, OFFICERS AND EXECUTIVE LEADERSHIP). COVERED PERSONS ARE REQUIRED TO DISCLOSE REAL OR POTENTIAL CONFLICTS AT THE TIME WHEN SUCH CONFLICTS ARISE. WHEN AN INDIVIDUAL BECOMES A COVERED PERSON AND ANNUALLY THEREAFTER, EACH COVERED PERSON IS REQUIRED TO SIGN A STATEMENT AFFIRMING THAT HE/SHE: (1) HAS RECEIVED A COPY OF THE CONFLICT OF INTEREST POLICY AND UNDERSTANDS SAID POLICY; (2) HAS READ THE POLICY AND UNDERSTANDS SAID POLICY; AND (3) AGREES TO COMPLY WITH ALL REQUIREMENTS OF THE POLICY,

Name of the organization

CHOC FOUNDATION FOR CHILDREN

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INCLUDING COMPLETING THE CONFLICT OF INTEREST QUESTIONNAIRE. THE COMPLETED QUESTIONNAIRES ARE REVIEWED BY THE COMPLIANCE OFFICER AND ANY PERSONS WITH ACTUAL OR POTENTIAL CONFLICTS ARE CONTACTED VIA WRITTEN COMMUNICATION. THE PROCEDURES FOR ADDRESSING ANY CONFLICT OF INTEREST MAY INCLUDE BUT ARE NOT LIMITED TO THE FOLLOWING: (1) THE CONFLICTING INTEREST IS FULLY DISCLOSED TO THE BOARD OF DIRECTORS; (2) THE INTERESTED PERSON RESPONDS TO FACTUAL QUESTIONS RELATED TO THE CONFLICT, THE SUBSTANCE OF THE TRANSACTION OR THE ARRANGEMENT BEING CONSIDERED; (3) THE PERSON WITH THE CONFLICT OF INTEREST IS EXCLUDED FROM ANY DISCUSSION OR APPROVAL OF SUCH TRANSACTION; (4) IF APPLICABLE ALTERNATIVES TO THE PROPOSED TRANSACTION ARE INVESTIGATED, COMPETITIVE BIDS OR COMPARABLE VALUATIONS ARE OBTAINED; AND (5) THE TRANSACTION OR ACTION MUST BE APPROVED BY A MAJORITY OF DISINTERESTED PERSONS.

PROCESS OF DETERMINING COMPENSATION OF THE CEO AND OFFICERS  
FORM 990, PART VI, SECTION B, LINE 15  
THE COMPENSATION FOR THE TOP MANAGEMENT OFFICIAL AND OTHER OFFICERS AND KEY EMPLOYEES IS DETERMINED BY CHILDREN'S HEALTHCARE OF CALIFORNIA (CHC). AN INDEPENDENT BOARD COMMITTEE OF CHC CHARGED WITH THE DUTIES OF THE COMPENSATION COMMITTEE, WHOSE MEMBERS ARE DISINTERESTED AND INDEPENDENT, IS IN PLACE WITH A WRITTEN COMPENSATION COMMITTEE CHARTER. THIS COMMITTEE ANNUALLY RETAINS AN INDEPENDENT HEALTHCARE COMPENSATION FIRM TO PROVIDE RELEVANT COMPARABILITY DATA AND OTHER COMPENSATION STUDIES. THE CEO, OFFICERS AND EXECUTIVE MANAGEMENT SALARIES AND INCENTIVES, AS WELL AS OVERALL COMPENSATION PHILOSOPHY AND POLICIES, ARE DISCUSSED WITH THE INDEPENDENT CONSULTANT REPRESENTATIVES AND THE COMPENSATION COMMITTEE

Name of the organization

CHOC FOUNDATION FOR CHILDREN

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95-6097416

MEMBERS, IN PERSON, IN CLOSED SESSIONS WITH NO STAFF MEMBERS PRESENT.

THIS REVIEW WAS LAST PERFORMED IN 2013. ALL COMPARATIVE SALARY DATA, SUCH AS ANNUAL COMPENSATION SURVEY COMPRISING OF A PEER GROUP OF COMPARABLY-SIZED PEDIATRIC HOSPITALS, IS WELL DOCUMENTED AND THERE ARE MINUTES FROM THESE MEETINGS THAT DOCUMENT THE MEMBERS PRESENT AND VOTING, THE COMPARATIVE DATA USED AND HOW IT WAS OBTAINED AND THE DELIBERATIONS AND DECISIONS OF THE COMMITTEE. THE RESULTS AND RECOMMENDATIONS FROM THE COMMITTEE ARE SHARED IN AN EXECUTIVE SESSION WITH THE BOARD OF DIRECTORS.

DISCLOSURE COPY - FORM 990, PART VI, SECTION C, LINE 19

WHILE FEDERAL TAX LAWS DO NOT MANDATE THAT THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS BE MADE AVAILABLE FOR PUBLIC INSPECTION, THE ORGANIZATION MAKES ITS FINANCIAL STATEMENTS AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 5

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENT \$ 33,869

ROUNDING (4)

TOTAL CHANGE IN NET ASSETS \$ 33,865



Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

ATTACHMENT 1FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FUNDRAISING EVENTS	1,566,510.	1,835,805.	-269,295.
TOTALS	<u>1,566,510.</u>	<u>1,835,805.</u>	<u>-269,295.</u>

**SCHEDULE R**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Related Organizations and Unrelated Partnerships**▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047-

**2012**Open to Public  
Inspection

Name of the organization

CHOC FOUNDATION FOR CHILDREN

Employer identification number

95-6097416

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)	-----	-----	-----	-----	-----	-----
(2)	-----	-----	-----	-----	-----	-----
(3)	-----	-----	-----	-----	-----	-----
(4)	-----	-----	-----	-----	-----	-----
(5)	-----	-----	-----	-----	-----	-----
(6)	-----	-----	-----	-----	-----	-----

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) CHILDREN'S HEALTHCARE OF CALIFORNIA (CHC) 1201 WEST LA VETA AVENUE ORANGE, CA 92868	HEALTH CARE	CA	501(C)(3)	7	N/A		X
(2) CHILDREN'S HOSPITAL OF ORANGE COUNTY 1201 WEST LA VETA AVENUE ORANGE, CA 92868	HEALTH CARE	CA	501(C)(3)	3	CHC		X
(3) CHILDREN'S HOSPITAL AT MISSION 1201 WEST LA VETA AVENUE ORANGE, CA 92868	HEALTH CARE	CA	501(C)(3)	3	CHC		X
(4) CRC REAL ESTATE CORPORATION 455 S. MAIN STREET ORANGE, CA 92868	REAL ESTATE	CA	501(C)(3)	11A	CHC		X
(5) CHOC THRIFT STORES, INC 455 S MAIN STREET ORANGE, CA 92868	FUND RAISING	CA	501(C)(3)	9	CHC		X
(6)	-----	-----	-----	-----	-----	-----	-----
(7)	-----	-----	-----	-----	-----	-----	-----

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) _____												
(2) _____												
(3) _____												
(4) _____												
(5) _____												
(6) _____												
(7) _____												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) _____									
(2) _____									
(3) _____									
(4) _____									
(5) _____									
(6) _____									
(7) _____									

Schedule R (Form 990) 2012

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (iii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

**p** Reimbursement paid to related organization(s) for expenses

**q** Reimbursement paid by related organization(s) for expenses

**r** Other transfer of cash or property to related organization(s)

**s** Other transfer of cash or property from related organization(s)

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

**Part VI** Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

A0543221

#479331

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CHILDREN'S HOSPITAL FOUNDATION OF ORANGE COUNTY

FILED  
In the office of the Secretary of State  
of the State of California

APR 11 2000

*[Signature]*  
BILL JONES, Secretary of State

Kimberly C. Cripe and Kerri Ruppert certify that:

1. They are the President and the Assistant Secretary, respectively, of Children's Hospital Foundation of Orange County, a California nonprofit public benefit corporation (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of this corporation is CHOC Foundation for Children."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the sole member.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: April 7, 2000

*[Signature: Kimberly C. Cripe]*  
\_\_\_\_\_  
Kimberly C. Cripe, President

*[Signature: Kerri Ruppert]*  
\_\_\_\_\_  
Kerri Ruppert, Assistant Secretary

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

### **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CHOC FOUNDATION	95-6097416
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	455 S. MAIN STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ORANGE, CA 92868-3874	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► DONALD NOBLE

Telephone No. ► 714 997-3000

FAX No. ► 714 532-8580

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20\_\_\_\_ or
- ☒ tax year beginning 07/01, 2012, and ending 06/30, 2013

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	0
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	0
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	CHOC FOUNDATION		Employer identification number (EIN) or 95-6097416	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	455 S. MAIN STREET			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	ORANGE, CA 92868-3874			

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 1**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ☒ DONALD NOBLE  
Telephone No. ☒ 714 997-3000 FAX No. ☒ 714 532-8580
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 05/15, 20 14 .
- 5 For calendar year 2012, or other tax year beginning 07/01, 20 12, and ending 06/30, 20 13 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b> \$

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title ☒ TAX MANAGER Date ☒ 2/5/2014

Form 8868 (Rev 1-2013)