Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning August 1 **, 2012, and ending** July 31 **, 20** 13

Name of foundation MS SNL Foundation		A Employer identification number 95-4705094
Number and street (or P O box number if mail is not delivered to street address) 2029 Century Park East	Room/suite 4000	B Telephone number (see instructions) 310 557-8100
City or town, state, and ZIP code Los Angeles, CA 90067		C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,171,685

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	6.76	6.76		
	4	Dividends and interest from securities	27,472.16	27,472.16		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	45,154.69			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		45,154.69		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	72,633.61	72,633.61		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	8,126.00	8,126.00		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,741.20	97 20		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	48.40			48 40
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,915.60	8,223 20		48 40
	25	Contributions, gifts, grants paid	33,005.00			33,005 00
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,920.60	8,223.20		33,053.40
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	28,713.01			
	b	**Net investment income** (if negative, enter -0-)		64,410.41		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	8,832	23,769	23,769
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	24,942	50,119	51,016
b	Investments—corporate stock (attach schedule)	769,585	757,934	1,096,901
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	803,359	831,822	1,171,685
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	803,359	831,822	
31	**Total liabilities and net assets/fund balances** (see instructions)	803,359	831,822	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	803,359
2	Enter amount from Part I, line 27a	2	28,713
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	832,072
5	Decreases not included in line 2 (itemize) ▶ rounding	5	250
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	831,822

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See attached schedule			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	45,154.69
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-0-

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	51,275	988,174	0.0519
2010	88,892	1,032,809	0.0861
2009	54,448	985,572	0 0552
2008	55,594	920,684	0 0604
2007	67,106	1,225,790	0.0547

2	**Total** of line 1, column (d)	2	0.3083
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 0617
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,068,801
5	Multiply line 4 by line 3	5	65,945
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	287
7	Add lines 5 and 6	7	66,232
8	Enter qualifying distributions from Part XII, line 4	8	33,053

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,288	21
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3	1,288	21
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,288	21
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 1,756			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	1,756	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	-0-	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	476	79
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 476 79 **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ www.caag.state.ca.us/charities

14 The books are in care of ▶ Shari Leinwand Telephone no. ▶ 310 557 8100

Located at ▶ 2029 Century Park East #4000, Los Angeles, CA ZIP+4 ▶ 90067

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Shari Leinwand 2029 Century Park East #4000	Trustee*	-0-	-0-	-0-
Los Angeles, CA 90067				
*Time donated as necessary				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over $50,000 ▶ -0-

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		-0-

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Not applicable	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Not applicable	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	-0-

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,017,445
b	Average of monthly cash balances	1b	67,632
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,085,077
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,085,077
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,276
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,068,801
6	**Minimum investment return.** Enter 5% of line 5	6	53,440

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	53,440
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,288		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,288
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	52,212
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	52,212
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	52,212

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	33,053
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,053
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,053

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				52,212
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			-0-	
b	Total for prior years. 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011 1,897				
f	**Total** of lines 3a through e	1,897			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 33,053				
a	Applied to 2011, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				33,053
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,897			1,897
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	-0-			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				17,262
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . ▶ **Not applicable**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter. **(1)** Value of all assets . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . .					
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income . . .					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule				
Total . . . . ▶ **3a**				33,005
b *Approved for future payment*				
Total . . . . ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7	
4 Dividends and interest from securities			14	27,472	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	45,155	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				72,634	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 72,634

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 12/10/13 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐Yes ☐No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FYE: 7/31/13
TIN: 95-4705094

ATTACHMENT TO FORM 990-PF
Ms SNL Foundation

Part I, Line 16c:
Other Professional Fees:
Clifford Swan Investment Counsel $8126.00
financial management advisor fees

Part I, Line 18:
Taxes:
Foreign tax paid on dividends 97.20
IRS - excise tax deposits 2634.00

Part I, Line 23:
Other expenses:
Office supplies & postage 23.40
Filing fee, CAG Registry of Charitable Trusts 25.00

Part XV, Line 3a:
Grants and contributions paid during the year:

ACLU Foundation of Southern California	26,212.50
Community Partners FBO College Match	5,000.00
Daniel Pearl Foundation	47.50
Human Rights Watch	1,700.00
Los Angeles Leadership Academy	45.00
	$33,005.00

Mary-Morris Stein Foundation
95-4705094
Assets On Hand

Description	Beginning Of Year Book Value 8/1/12	End Of Year Book Value 7/31/13	End Of Year Fair Market Value 7/31/13
Savings & Temporary Cash Investments			
Schwab U S. Treas Money Fund*	8,582	23,769	23,769
Investments - Government Bonds			
U S TIPS 0 5% Due 4-15-15	24,942	24,942	27,623
Investments - Municipal Bonds (Taxable)			
FL ST Hurricane Cat Fund Fin C 2 995% Due 7-1-20	-	25,177	23,393
Investments - Corporate Stocks/Mutual Funds			
Abbott Laboratories	21,593	8,463	18,315
AbbVie Inc	-	9,177	22,740
Accenture PLC Cl A	23,595	17,696	33,215
Agilent Technologies	15,087	11,245	22,365
Alliance Bernstein Int'l Growth Adv	38,184	24,593	21,587
Apple Inc	14,064	32,183	27,152
AT&T Inc	38,468	38,468	28,216
Automatic Data Proc	11,526	7,584	14,418
Bank of New York Mellon Corp.	9,484	9,484	12,580
Berkshire Hathaway B	8,095	8,095	11,587
BRE Properties Cl A	11,895	11,895	21,224
Causeway Intl Value Investor	20,590	20,590	19,848
Chevron Corp.	18,386	11,839	37,767
Coach, Inc	-	17,228	18,596
Costco Wholesale Corp	9,573	9,573	23,484
Edwards Lifesciences Corp.	-	13,414	14,276
Emerson Electric Co	13,244	13,244	30,685
ExxonMobil Corporation	23,418	19,515	46,875
Franklin Resources Inc	-	14,240	14,664
General Electric Co	24,740	24,740	19,496
Hewlett-Packard Co	13,233	13,233	12,840
Home Depot, Inc	20,539	12,038	23,709
Intel Corp	29,158	29,158	18,668
International Bus Mach	22,087	11,491	29,256
J P. Morgan Chase & Co	19,733	19,733	33,438
Johnson & Johnson	21,372	21,372	46,750
Johnson Controls Inc.	11,265	11,265	16,084
Keeley Small Cap Value A	19,501	19,501	26,455
Kohls Corp	14,211	-	-
Matthews Pacific Tiger Fund	17,443	17,460	20,773
Microsoft Corp	21,617	33,341	38,208
Oppenheimer Developing Markets Y	5,000	15,000	16,728
PepsiCo Inc	20,930	15,697	25,062
Pfizer, Inc.	30,048	23,372	29,230
Procter & Gamble Co.	12,021	12,021	32,120
QUALCOMM, Inc	16,264	16,264	19,369
Schlumberger Ltd	14,000	14,000	16,266
Sigma-Aldrich Corp	10,937	9,282	58,492
SYSCO Corp	13,694	13,694	20,706
Target Corp	19,835	11,901	21,375
Templeton Global Income Fund	29,012	29,012	24,660
Transocean Ltd.	14,136	14,136	9,432
United Parcel Service	18,283	18,283	26,040
United Technologies	22,589	22,589	31,671
Wells Fargo & Co	9,078	9,078	13,050
William Blair Small Cap Growth	21,658	21,746	27,430
Total Corporate Stocks	769,585	757,934	1,096,901
TOTAL ASSETS	**803,109**	**831,822**	**1,171,685**

* These amounts represent actual cash held and do not reflect the yearend payable resulting from the accrual of certain grants and expenses as noted on the statement of "Operating & Administrative Expenses"

Mary-Morris Stein Foundation
95-4705094
Monthly Fair Market Value Of Securities
Year Ended July 31, 2013

Description	Beginning Market Value	Ending Market Value	Average Market Value
August, 2012	1,016,143	958,764	987,453
September, 2012	958,764	969,399	964,082
October, 2012	969,399	950,583	959,991
November, 2012	950,583	939,590	945,087
December, 2012	939,590	943,797	941,694
January, 2013	943,797	1,002,419	973,108
February, 2013	1,002,419	1,010,508	1,006,464
March, 2013	1,010,508	1,037,598	1,024,053
April, 2013	1,037,598	1,113,470	1,075,534
May, 2013	1,113,470	1,115,244	1,114,357
June, 2013	1,115,244	1,085,942	1,100,593
July, 2013	1,085,942	1,147,916	1,116,929
Total Of Monthly Averages			12,209,344
Average monthly fair market value of securities			1,017,445

Mary-Morris Stein Foundation
95-4705094
Monthly Cash Balances
Year Ended July 31, 2013

Description	Beginning Market Value	Ending Market Value	Average Market Value
Cash held in Schwab Money funds			
August, 2012	8,832	83,328	46,080
September, 2012	83,328	97,486	90,407
October, 2012	97,486	96,458	96,972
November, 2012	96,458	108,769	102,613
December, 2012	108,769	85,498	97,134
January, 2013	85,498	73,917	79,708
February, 2013	73,917	73,214	73,565
March, 2013	73,214	75,618	74,416
April, 2013	75,618	22,832	49,225
May, 2013	22,832	37,946	30,389
June, 2013	37,946	40,211	39,079
July, 2013	40,211	23,769	31,990
Total Of Monthly Averages			811,579
Average monthly cash balance			67,632

CLIFFORD SWAN
INVESTMENT COUNSEL

Mary-Morris Stein Foundation

Realized Gains and Losses: August 1, 2012 through July 31, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-05-01	08-06-12	200	Target Corp	7,934.00		12,483.37		4,549.37
12-16-04	08-06-12	50	Chevron Corp.	2,599.98		5,594.19		2,994.22
12-10-03	08-06-12	100	Chevron Corp.	3,946.49		11,188.38		7,241.89
02-01-02	08-06-12	100	ExxonMobil Corporation	3,902.99		8,759.15		4,856.16
08-18-99	08-06-12	100	Abbott Laboratories	3,952.79		6,645.20		2,692.42
12-10-03	08-06-12	194	Pfizer, Inc.	6,675.49		4,703.39		-1,972.10
07-28-00	08-06-12	100	Agilent Technologies Inc.	3,841.82		3,925.26		83.44
03-08-00	08-06-12	100	Automatic Data Proc.	3,942.43		5,692.12		1,749.70
08-18-99	08-06-12	100	Sigma-Aldrich Corp.	1,655.00		7,089.99		5,434.99
12-16-04	08-06-12	100	PepsiCo Inc.	5,232.49		7,247.19		2,014.70
11-16-07	08-06-12	70.509	Alliance Bernstein Int'l Growth Adv	1,489.85		972.80		-517.05
11-16-07	08-06-12	46.723	Alliance Bernstein Int'l Growth Adv	987.25		644.63		-342.62
03-01-07	08-06-12	232.727	Alliance Bernstein Int'l Growth Adv	4,500.00		3,210.91		-1,289.09
07-21-08	08-06-12	2.315	Alliance Bernstein Int'l Growth Adv	42.23		31.94		-10.29
11-17-06	08-06-12	62.986	Alliance Bernstein Int'l Growth Adv	1,128.08		869.01		-259.07
11-17-06	08-06-12	4.918	Alliance Bernstein Int'l Growth Adv	88.08		67.85		-20.23
08-22-06	08-06-12	302.888	Alliance Bernstein Int'l Growth Adv	5,355.44		4,178.92		-1,176.52

CLIFFORD SWAN
INVESTMENT COUNSEL

Mary-Morris Stein Foundation

Realized Gains and Losses: August 1, 2012 through July 31, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-16-04	09-06-12	200	Home Depot, Inc.	8,501.95		11,500.43		2,998.48
05-25-01	11-02-12	50	International Bus Mach	5,944.50		9,705.46		3,760.96
04-04-01	11-02-12	50	International Bus Mach	4,651.50		9,705.46		5,053.96
08-15-11	05-20-13	300	Kohls Corp	14,210.77		15,366.85		1,156.08
06-13-08	06-27-13	150	Accenture PLC Cl A	5,898.74		12,054.04		6,155.30
TOTAL GAINS							0.00	50,741.66
TOTAL LOSSES							0.00	-5,586.97
				96,481.85	0.00	141,636.54	0.00	45,154.69

TOTAL REALIZED GAIN/LOSS 45,154.69

Capital Gains Distributions

	Date	Security	Short Term	Long Term
	09-12-12	BRE Properties Cl A		93.27
	12-12-12	BRE Properties Cl A		93.27
	12-13-12	Matthews Pacific Tiger Fund		17.42
	12-19-12	William Blair Small Cap Growth		88.16
	12-31-12	Templeton Global Income Fund	15.00	

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Mary-Morris Stein Foundation

Realized Gains and Losses: August 1, 2012 through July 31, 2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	12-31-12		Templeton Global Income Fund					849.90
TOTAL DISTRIBUTIONS			1,157.02				15.00	1,142.02
							15.00	46,296.71
TOTAL GAIN/LOSS			46,311.71					