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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**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.

OMB No. 1545-0047

2012Open to Public
Inspection**A** For the 2012 calendar year, or tax year beginning **OCT 1, 2012** and ending **SEP 30, 2013****B** Check if
applicable

- ☐ Address
change
- ☐ Name
change
- ☐ Initial
return
- ☐ Termin-
ated
- ☐ Amend-
ed return
- ☐ Applica-
tion
pending

C Name of organization**LIBERTY HILL FOUNDATION**

Doing Business As

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

6420 WILSHIRE BLVD

Room/suite

700

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

LOS ANGELES, CA 90048**F** Name and address of principal officer: **SHANE GOLDSMITH**
SAME AS C ABOVE**D** Employer identification number**51-0181191****E** Telephone number**(323) 556-7200****G** Gross receipts \$**15,347,801.****H(a)** Is this a group return
for affiliates? ☐ Yes ☒ No**H(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.LIBERTYHILL.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1976** **M** State of legal domicile: **CA****Part I Summary**

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities: ADVANCES MOVEMENTS FOR SOCIAL CHANGE THROUGH GRANTS, LEADERSHIP TRAINING AND ALLIANCE BUILDING.						
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					
4	Number of independent voting members of the governing body (Part VI, line 1b)	4					
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5					
6	Total number of volunteers (estimate if necessary)	6					
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a					
7b	Net unrelated business taxable income from Form 990-T, line 34	7b					
8	Contributions and grants (Part VIII, line 1h)		Prior Year		Current Year		
9	Program service revenue (Part VIII, line 2g)		4,744,923.		8,756,723.		
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)		735,030.		435,574.		
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		0.		0.		
13	Grants and similar amounts paid (Part IX, column (A), lines 13)		5,479,953.		9,192,297.		
14	Benefits paid to or for members (Part IX, column (A), line 4)		4,265,067.		3,786,769.		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.		0.		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		1,871,687.		1,722,822.		
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 454,551.		28,000.		19,000.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,527,305.		1,084,004.		
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		7,692,059.		6,612,595.		
19	Revenue less expenses. Subtract line 18 from line 12		<2,212,106.>		2,579,702.		
20	Total assets (Part X, line 16)		Beginning of Current Year		End of Year		
21	Total liabilities (Part X, line 26)		14,305,772.		17,773,292.		
22	Net assets or fund balances. Subtract line 21 from line 20		1,488,021.		2,108,569.		
			12,817,751.		15,664,723.		

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	Date
	SHANE GOLDSMITH, PRESIDENT	8/13/14
Print/Type	Print/Type preparer's name	Preparer's signature
	JOSEPH ROMERO, CPA	8/12/14
Preparer Use Only	Firm's name ▶ GYL DECAUWER LLP	Firm's EIN ▶ 33-0482495
	Firm's address ▶ 4120 CONCOURS, SUITE 100 ONTARIO, CA 91764	Phone no. 909-948-9990

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

☒ Yes ☐ No

G16

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐

- 1**
- Briefly describe the organization's mission:

SEE SCHEDULE O

- 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 \$ 5,564,074. including grants of \$ 3,786,769.) (Revenue \$ _____)
SEE SCHEDULE O**4b** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

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

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

4e Total program service expenses 5,564,074.

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.	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
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		X
4 Section 501(c)(3) organizations. 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	X	
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		X
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	X	
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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
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		X
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	X	
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	X	
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		X
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		X
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		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
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	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
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		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
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		X
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	X	
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		X
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	X	
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	X	
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		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 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? If "Yes," complete Schedule I, Parts I and II	21 X	
22 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? If "Yes," complete Schedule I, Parts I and III	22 X	
23 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? If "Yes," complete Schedule J	23	X
24a 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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
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? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 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? If "Yes," complete Schedule L, Part III	27	X
28 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).		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c 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? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
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)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 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? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 145		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	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. 28		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	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)?		X
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.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	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?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
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. 13b		
c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. 14b		

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
1a Enter the number of voting members of the governing body at the end of the tax year 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.	20	
1b Enter the number of voting members included in line 1a, above, who are independent	19	
2 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?		X
3 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?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a 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?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 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		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
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?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 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?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
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?		

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. **PREETI KULKARNI, CHIEF FINANCIAL OFFICER - 323-556-7200**
6420 WILSHIRE BLVD, SUITE 700, LOS ANGELES, CA 90048

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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 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) JANE PEEBLES BOARD CHAIR	2.00	X		X				0.	0.	0.
(2) JOSEPH YBARRA TREASURER	2.00	X		X				0.	0.	0.
(3) WENDY CHANG BOARD MEMBER	2.00	X						0.	0.	0.
(4) KAREN BASS BOARD MEMBER	2.00	X						0.	0.	0.
(5) MARY ANN BRAUBACH BOARD MEMBER	2.00	X						0.	0.	0.
(6) ANGE-MARIE HANCOCK BOARD MEMBER	2.00	X						20,984.	0.	0.
(7) JAMES E. HERR BOARD MEMBER	2.00	X						0.	0.	0.
(8) SHEILA JAMES KUEHL BOARD MEMBER	2.00	X						0.	0.	0.
(9) GORDON LEE BOARD MEMBER	2.00	X						0.	0.	0.
(10) PAULA LITT SECRETARY	2.00	X		X				0.	0.	0.
(11) JOHN BARD MANULIS BOARD MEMBER	2.00	X						0.	0.	0.
(12) HOLLY MITCHELL BOARD MEMBER	2.00	X						0.	0.	0.
(13) MELINDA NEWMAN BOARD MEMBER	2.00	X						0.	0.	0.
(14) SARAH PILLSBURY BOARD MEMBER	2.00	X						0.	0.	0.
(15) SARA D. SADHWANI BOARD MEMBER	2.00	X						0.	0.	0.
(16) LATONYA SLACK BOARD MEMBER	2.00	X						0.	0.	0.
(17) ELIZABETH STEWART BOARD MEMBER	2.00	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 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			
(18) GARY STEWART BOARD MEMBER	2.00	X						0.	0.	0.
(19) SHANNA WEISS VICE CHAIR	2.00	X						0.	0.	0.
(20) STEVE WHITE BOARD MEMBER	2.00	X						0.	0.	0.
(21) AMELIA WILLIAMSON BOARD MEMBER	2.00	X						0.	0.	0.
(22) KAFI D. BLUMENFIELD PRESIDENT & CEO	40.00			X				132,877.	0.	614.
(23) SHANE GOLDSMITH VICE PRESIDENT/CHIEF PROGRAM OFFICER	40.00			X				97,833.	0.	614.
(24) PREETI KULKARNI CHIEF FINANCIAL OFFICER	40.00			X				97,304.	0.	4,504.
(25) MICHELE PRICHARD DIRECTOR OF COMMON AGENDA	40.00					X		111,857.	0.	15,005.
(26) DARRELL TUCCI CHIEF DEVELOPMENT OFFICER	40.00					X		103,029.	0.	4,505.
1b Sub-total								563,884.	0.	25,242.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								563,884.	0.	25,242.

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 **3**

- | | Yes | No |
|--|-----|----|
| 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 | | X |
| 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 | | X |
| 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 | | 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
NONE		

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

Part VIII Statement of RevenueCheck 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
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	328,702.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	8,428,021.				
	g Noncash contributions included in lines 1a-1f \$		545,579.				
	h Total. Add lines 1a-1f			8,756,723.			
Program Service Revenue	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			232,979.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	(ii) Personal				
b Less: rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses							
c Gain or (loss)							
d Net gain or (loss)				202,595.			202,595.
8 a Gross income from fundraising events (not including \$ 328,702. of contributions reported on line 1c). See Part IV, line 18		a	193,524.				
b Less: direct expenses		b	193,524.				
c Net income or (loss) from fundraising events				0.			
9 a Gross income from gaming activities. See Part IV, line 19		a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a 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							
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				9,192,297.	0.	0.	435,574.

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	3,367,365.	3,367,365.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	409,404.	409,404.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	10,000.	10,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	365,113.	218,302.	78,128.	68,683.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,131,899.	676,763.	242,208.	212,928.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	105,232.	62,176.	24,262.	18,794.
10 Payroll taxes	120,578.	72,347.	26,527.	21,704.
11 Fees for services (non-employees):				
a Management				
b Legal	8,009.		8,009.	
c Accounting	41,850.		41,850.	
d Lobbying	43,227.	43,227.		
e Professional fundraising services. See Part IV, line 17	19,000.			19,000.
f Investment management fees	30,484.		30,484.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	4,100.	2,665.	410.	1,025.
13 Office expenses	64,190.	19,660.	15,887.	28,643.
14 Information technology	36,335.	10,616.	7,597.	18,122.
15 Royalties				
16 Occupancy	205,204.	121,426.	65,766.	18,012.
17 Travel	26,633.	26,127.	342.	164.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	83,239.	66,939.	3,868.	12,432.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	66,259.	39,322.	14,014.	12,923.
23 Insurance	12,402.	544.	11,858.	
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 CONTRACT LABOR	401,315.	382,113.	6,697.	12,505.
b EQUIPMENT RENTAL	16,322.	10,039.	3,359.	2,924.
c DUES, FEES, SUBSCRIPTIONS	16,132.	9,147.	4,682.	2,303.
d TELEPHONE	13,266.	8,165.	2,636.	2,465.
e All other expenses	15,037.	7,727.	5,386.	1,924.
25 Total functional expenses. Add lines 1 through 24e	6,612,595.	5,564,074.	593,970.	454,551.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 858-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	981,215.	1	1,619,362.
	2 Savings and temporary cash investments	5,372,938.	2	4,340,953.
	3 Pledges and grants receivable, net	1,177,266.	3	2,549,639.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	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 instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	69,035.	9	120,408.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 477,979.		
	b Less: accumulated depreciation	10b 271,550.	10c 269,265.	206,429.
	11 Investments - publicly traded securities	6,429,737.	11	8,927,302.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	6,316.	15	9,199.
16 Total assets. Add lines 1 through 15 (must equal line 34)	14,305,772.	16	17,773,292.	
Liabilities	17 Accounts payable and accrued expenses	400,621.	17	358,318.
	18 Grants payable	1,087,400.	18	1,712,566.
	19 Deferred revenue		19	37,685.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	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		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	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		25	
	26 Total liabilities. Add lines 17 through 25	1,488,021.	26	2,108,569.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,252,238.	27	1,301,322.
	28 Temporarily restricted net assets	8,333,840.	28	11,146,728.
	29 Permanently restricted net assets	3,231,673.	29	3,216,673.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	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 Total net assets or fund balances	12,817,751.	33	15,664,723.
34 Total liabilities and net assets/fund balances	14,305,772.	34	17,773,292.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,192,297.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,612,595.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,579,702.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,817,751.
5	Net unrealized gains (losses) on investments	5	267,270.
6	Donated services and use of facilities	6	147,225.
7	Investment expenses	7	30,484.
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<177,709.>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	15,664,723.

Part XII Financial Statements and Reporting

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

☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b 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: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c 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	X	
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?		X
3b 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		

Form 990 (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
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	7731343.	6709528.	9055285.	4744923.	8756723.	36997802.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	7731343.	6709528.	9055285.	4744923.	8756723.	36997802.
5 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)						
6 Public support. Subtract line 5 from line 4						36997802.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	7731343.	6709528.	9055285.	4744923.	8756723.	36997802.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	<685,516.>	168,456.	246,858.	187,697.	232,979.	150,474.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	60,333.	8,727.	186,598.	272,325.	193,524.	721,507.
11 Total support. Add lines 7 through 10						37869783.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 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

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	97.70 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	97.34 %
16a 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 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"/>		
17a 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 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"/>		
18 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"/>		

Schedule A (Form 990 or 990-EZ) 2012

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
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (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
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 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

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2011. 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 **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III

Name of organization LIBERTY HILL FOUNDATION	Employer identification number 51-0181191
--	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
☐ Yes ☐ No
- 4a Was a correction made?
☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)		43,227.													
c Total lobbying expenditures (add lines 1a and 1b)		43,227.													
d Other exempt purpose expenditures		5,520,847.													
e Total exempt purpose expenditures (add lines 1c and 1d)		5,564,074.													
f Lobbying nontaxable amount Enter the amount from the following table in both columns.		428,204.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		107,051.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	538,603.	540,504.	534,603.	428,204.	2,041,914.
b Lobbying ceiling amount (150% of line 2a, column(e))					3,062,871.
c Total lobbying expenditures	2,834.	47,227.	64,439.	43,227.	157,727.
d Grassroots nontaxable amount	134,651.	135,126.	133,651.	107,051.	510,479.
e Grassroots ceiling amount (150% of line 2d, column (e))					765,719.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list), Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

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

Name of the organization

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

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	71	
2 Aggregate contributions to (during year)	4,069,659.	
3 Aggregate grants from (during year)	2,658,894.	
4 Aggregate value at end of year	7,489,263.	
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	▶ \$

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 exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

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:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐**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	4,318,228.	4,126,275.	3,872,752.	3,690,993.	
b Contributions		<190,000.>	379,000.		
c Net investment earnings, gains, and losses	355,282.	381,953.	<125,477.>	386,759.	
d Grants or scholarships					
e Other expenditures for facilities and programs	195,000.			205,000.	
f Administrative expenses					
g End of year balance	4,478,510.	4,318,228.	4,126,275.	3,872,752.	

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

a Board designated or quasi-endowment ▶ 7.00 %

b Permanent endowment ▶ 72.00 %

c Temporarily restricted endowment ▶ 21.00 %

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		26,779.	5,954.	20,825.
d Equipment		451,200.	265,596.	185,604.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				206,429.

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)		
Total. (Col. (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)		
Total. (Col. (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)	
Total. (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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

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 ☒

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	9,576,308.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	267,270.	
b	Donated services and use of facilities	2b	147,225.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	414,495.
3	Subtract line 2e from line 1		3	9,161,813.
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	30,484.	
c	Add lines 4a and 4b		4c	30,484.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	9,192,297.

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

1	Total expenses and losses per audited financial statements		1	6,729,336.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	147,225.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	147,225.
3	Subtract line 2e from line 1		3	6,582,111.
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	30,484.	
c	Add lines 4a and 4b		4c	30,484.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	6,612,595.

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.

PART V, LINE 4: THE SPENDING POLICY CALCULATES THE AMOUNT OF MONEY

ANNUALLY DISTRIBUTED FROM THE FOUNDATION'S VARIOUS ENDOWED FUNDS FOR GRANT MAKING AND ADMINISTRATION AS DISCLOSED IN PART V, LINE 1. ACCORDINGLY, OVER THE LONG TERM, THE FOUNDATION EXPECTS ITS CURRENT SPENDING POLICY TO ALLOW ITS ENDOWMENT ASSETS TO GROW AT A RATE GREATER THAN INFLATION. THIS IS CONSISTENT WITH THE FOUNDATION'S OBJECTIVE TO MAINTAIN THE PURCHASING POWER OF ENDOWMENT ASSETS AS WELL AS TO PROVIDE ADDITIONAL REAL GROWTH THROUGH INVESTMENT RETURNS.

Part XIII Supplemental Information (continued)

PART X, LINE 2: GENERALLY ACCEPTED ACCOUNTING PRINCIPLES PROVIDE ACCOUNTING AND DISCLOSURE GUIDANCE ABOUT POSITIONS TAKEN BY A FOUNDATION AND ITS TAX RETURNS THAT MIGHT BE UNCERTAIN. MANAGEMENT HAS CONSIDERED ITS TAX POSITIONS AND BELIEVES THAT ALL OF THE POSITIONS TAKEN BY THE FOUNDATION IN ITS FEDERAL AND STATE EXEMPT ORGANIZATION TAX RETURNS ARE MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION. THE FOUNDATION'S RETURNS FOR THE YEARS ENDED SEPTEMBER 30, 2010, 2011, 2012 AND 2013, ARE SUBJECT TO EXAMINATION BY FEDERAL AND STATE TAXING AUTHORITIES, GENERALLY FOR FOUR YEARS AFTER THEY ARE FILED.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT FEES OFFSET AGAINST INVESTMENT INCOME 30,484.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT FEES OFFSET AGAINST INVESTMENT INCOME 30,484.

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Employer identification number

LIBERTY HILL FOUNDATION

51-0181191

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

- 1 For **grantmakers**. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No
- 2 For **grantmakers**. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

3 Activities per Region: (The following Part I, line 3 table can be duplicated if additional space is needed.)					
(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
3 a Sub-total	0	0			0
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			0

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

Schedule F (Form 990) 2012

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2012

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: GRANTEES SUBMIT NARRATIVE AND EXPENSE REPORTS
DESCRIBING THEIR ACTIVITIES AND HOW THEY HAVE SPENT THE GRANT. PROGRAM
OFFICERS USE THESE REPORTS TO DETERMINE IF THE GRANTS WERE USED FOR
APPROPRIATE CHARITABLE PURPOSES AND, WHEN APPLICABLE, TO ACHIEVE THE
SPECIFIC OUTCOMES IDENTIFIED IN THEIR GRANT APPLICATIONS.

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

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

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.

- a ☒ Mail solicitations
b ☒ Internet and email solicitations
c ☒ Phone solicitations
d ☒ In-person solicitations
e ☒ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☒ Special fundraising events

2 a 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			
BLUE ROOM EVENTS - 5777 W CENTURY BLVD # 880, LOS	SPECIAL FUNDRAISING EVENTS	X		491,317.	19,000.	472,317.
Total				491,317.	19,000.	472,317.

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.

CA

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	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		UPTON SINCLAIR DINCHANGE LA (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	491,317.	30,909.		522,226.
	2 Less: Contributions	297,793.	30,909.		328,702.
	3 Gross income (line 1 minus line 2)	193,524.			193,524.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	103,006.			103,006.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	90,518.			90,518.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(193,524)
	11 Net income summary. Combine line 3, column (d), and line 10				0.

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				
Direct Expenses	2 Cash prizes				
	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: _____

10a 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:
- | | | |
|-------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a 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 explanations 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 G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:(I) NAME OF FUNDRAISER: BLUE ROOM EVENTS

(I) ADDRESS OF FUNDRAISER: _____

5777 W CENTURY BLVD # 880, LOS ANGELES, CA 90045

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

LIBERTY HILL FOUNDATION

Employer identification number
51-0181191

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
ACADEMY FOR JEWISH RELIGION, CALIFORNIA, THE YITZHAK RABIN CENTER FOR JEWIS - 574 HILGARD AVENUE - LOS ANGELES, CA 90024	68-0493819	501(C)(3)	5,000.	0.			GENERAL SUPPORT
ACLU FOUNDATION OF SOUTHERN CALIFORNIA - 1313 WEST EIGHTH STREET - LOS ANGELES, CA 90017	95-2673361	501(C)(3)	8,250.	0.			GENERAL SUPPORT (7,500); ACLU GARDEN PARTY (750)
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD, SUITE 500 LOS ANGELES, CA 90026	95-4835230	501(C)(3)	8,500.	0.			APRIL 16 EVENT (5,000); GENERAL SUPPORT (2,500); IN HONOR OF CONNIE RICE'S JOHN W. GARDNER
ADVOCATES FOR INFORMED CHOICE P.O. BOX 676 COTATI, CA 94931	27-2947576	501(C)(3)	35,000.	0.			INTER/ACT YOUTH LEADERSHIP PROGRAM
AGAPE INTERNATIONAL SPIRITUAL CENTER OF TRUTH, INC. - 5700 BUCKINGHAM PARKWAY - CULVER CITY, CA 90230	95-4804871	501(C)(3)	5,000.	0.			GENERAL SUPPORT
AIDS ASSISTANCE PROGRAM 1276 N. PALM CANYON DRIVE, SUITE 108 PALM SPRINGS, CA 92262	33-0566442	501(C)(3)	5,000.	0.			GENERAL SUPPORT
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							125.
3 Enter total number of other organizations listed in the line 1 table							2.

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

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2012)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
ANN ARBOR TEEN CENTER 310 E. WASHINGTON STREET ANN ARBOR, MI 48104	38-3407568	501(C)(3)	12,000.	0.			RIOT YOUTH PROGRAM
AUDUBON CENTER AT DEBS PARK 4225 HOLLIS STREET EMERYVILLE, CA 94608	13-1624102	501(C)(3)	5,000.	0.			AUDUBON CENTER AT DEBS PARK LOS ANGELES ACTIVITIES (2,800); SOUTHERN CALIFORNIA OFFICE FOR THE JUNE GALA (2,500);
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE - 330 SEVENTH AVE, 19TH FLOOR - NEW YORK, NY 10001	52-1332694	501(C)(3)	7,800.	0.			
CANGRESS 530 SOUTH MAIN STREET LOS ANGELES, CA 90013	02-0661629	501(C)(3)	5,000.	0.			GENERAL SUPPORT
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	52-0888113	501(C)(3)	5,000.	0.			GENERAL SUPPORT
CENTER FOR CONSTITUTIONAL RIGHTS, INC. - 666 BROADWAY, 7TH FL - NEW YORK, NY 10012	22-6082880	501(C)(3)	13,000.	0.			GENERAL SUPPORT (11,000); MARCH 3 LOS ANGELES EVENT (2,000)
CHILDREN'S DEFENSE FUND 25 E STREET, N.W. WASHINGTON, DC 20001	52-0895622	501(C)(3)	55,489.	0.			LOS ANGELES COUNTY SB 81 CAMP KILPATRICK REPLACEMENT PROJECT
COALITION FOR OUR WATER FUTURE 15303 VENTURA BLVD, SUITE 1090 SHERMAN OAKS, CA 91403	80-0907497		5,000.	0.			GENERAL SUPPORT
COLORADO NONPROFIT DEVELOPMENT CENTER - 789 SHERMAN ST, STE 250 - DENVER, CO 80203-3539	84-1493585	501(C)(3)	45,000.	0.			COLORADO ANTI-VIOLENCE PROGRAM

Schedule I (Form 990)

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)						
(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
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT - 8101 SOUTH VERMONT AVE - LOS ANGELES, CA 90044	95-4298811	501(C)(3)	10,750.	0.			GENERAL SUPPORT (7,500); SOUTH CENTRAL YOUTH EMPOWERED THRU ACTION PROGRAM (3,000); IN HONOR
COMMUNITY CONSERVATION SOLUTIONS 2554 LINCOLN BOULEVARD, SUITE 223 LOS ANGELES, CA 90291	91-1907425	501(C)(3)	5,000.	0.			GENERAL SUPPORT
COMMUNITY PARTNERS 1000 N. ALAMEDA STREET, #240 LOS ANGELES, CA 90012	95-4302067	501(C)(3)	8,039.	0.			COLLEGE MATCH (4,500); CALIFORNIA PARTICIPATION PROJECT (1,000); NEWGROUND (1,000); THE
CORNELL UNIVERSITY BOX 223623 PITTSBURGH, PA 15251-2623	15-0532082	501(C)(3)	24,000.	0.			GENERAL SUPPORT (16,000); COLLEGE OF ARCHITECTURE, ARTS AND PLANNING (8,000)
COURAGE CAMPAIGN INSTITUTE 7119 WEST SUNSET BLVD, NO. 195 LOS ANGELES, CA 90027	27-0343297	501(C)(3)	30,000.	0.			GENERAL SUPPORT (25,000); SUSTAINABILITY PLAN (5,000)
DESERT AIDS PROJECT 1695 NORTH SUNRISE WAY PALM SPRINGS, CA 92262	33-0068583	501(C)(3)	5,000.	0.			GENERAL SUPPORT
FREEDOM, INC. 601 BAY VIEW MADISON, WI 53715	43-2023570	501(C)(3)	20,000.	0.			PEOPLE LIKE US PROJECT
FROM LOT TO SPOT 16315 GREVILLEA AVENUE LAWDALE, CA 90260	20-3359738	501(C)(3)	20,000.	0.			GENERAL SUPPORT
FTM ALLIANCE OF LOS ANGELES 6815 WILLOUGHBY AVE., STE.203 LOS ANGELES, CA 90038	43-1958548	501(C)(3)	35,000.	0.			TRANSGENDER LEADERSHIP DEVELOPMENT PROGRAM

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
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GARMENT WORKER CENTER 1250 S LOS ANGELES AVE, #213 LOS ANGELES, CA 90015	81-0622327	501(C)(3)	20,000.	0.			GENERAL SUPPORT
GILL FOUNDATION 2215 MARKET STREET DENVER, CO 80205	84-1264186	501(C)(3)	50,000.	0.			MOVEMENT ADVANCEMENT PROJECT
HOMEBOY INDUSTRIES 130 WEST BRUNO STREET LOS ANGELES, CA 90012	95-4800735	501(C)(3)	7,000.	0.			GED PROGRAM
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE, N.W. WASHINGTON, DC 20036-3278	52-1481896	501(C)(3)	10,000.	0.			GENERAL SUPPORT
INDEPENDENT MEDIA INSTITUTE 1881 HARMON STREET, DEPT. 126N BERKELEY, CA 94703	52-1309876	501(C)(3)	15,000.	0.			GENERAL SUPPORT
INDEPENDENT WORLD TELEVISION 143 WEST 45H STREET #2F NEW YORK, NY 10012-1057	01-0808098	501(C)(3)	1,000.	0.			THE REAL NEWS NETWORK
INNERCITY STRUGGLE 124 NORTH TOWNSEND LOS ANGELES, CA 90063	27-2133211	501(C)(3)	9,500.	0.			GENERAL SUPPORT (9,000); ANNUAL AWARDS EVENT (500)
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST 5TH STREET LOS ANGELES, CA 90071	95-4368250	501(C)(3)	10,250.	0.			GENERAL SUPPORT
LOS ANGELES ALLIANCE FOR A NEW ECONOMY - 464 LUCAS AVENUE, #202 - LOS ANGELES, CA 90017	95-4459427	501(C)(3)	5,000.	0.			MAY 10 WOMEN'S LUNCHEON (2,500); CITY OF JUSTICE AWARDS DINNER (2,500)

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(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
LOS ANGELES COMMUNITY GARDEN COUNCIL - 4470 W. SUNSET BLVD, #381 - LOS ANGELES, CA 90027	31-1734705	501(C)(3)	15,000.	0.			GENERAL SUPPORT (10,000); RON FINLEY'S GARDENING WORK (5,000)
LOS ANGELES CONSERVATION CORPS P.O. BOX 15868 LOS ANGELES, CA 90015	95-4002138	501(C)(3)	7,500.	0.			GENERAL SUPPORT
LOS ANGELES GAY AND LESBIAN COMMUNITY SERVICES CENTER, INC. - P.O. BOX 51896 - LOS ANGELES, CA 90051-6196	95-3567895	501(C)(3)	15,000.	0.			GENERAL SUPPORT
LOS ANGELES NEIGHBORHOOD LAND TRUST - 315 WEST 9TH STREET, SUITE 950 - LOS ANGELES, CA 90015	38-3687836	501(C)(3)	25,000.	0.			GENERAL SUPPORT (20,000); FREMONT WELLNESS CENTER AND COMMUNITY GARDEN (5,000)
LOS ANGELES RIVER REVITALIZATION CORPORATION - 570 WEST AVENUE 26, SUITE 475 - LOS ANGELES, CA 90065	27-2245545	501(C)(3)	14,500.	0.			GENERAL SUPPORT (14,000); IN HONOR OF OMAR BROWNSON (500)
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237	11-3344389	501(C)(3)	35,000.	0.			SAFE COMMUNITIES INITIATIVE
MERIDIAN INTERNATIONAL CENTER 1630 CRESCENT PLACE, NW WASHINGTON, DC 20009	53-0259663	501(C)(3)	5,000.	0.			PART OF CULTURAL DIPLOMACY
MONDAY EVENING CONCERTS 3710 S. ROBERTSON BLVD., #200 CULVER CITY, CA 90232	51-0582151	501(C)(3)	5,000.	0.			GENERAL SUPPORT
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612	20-1037643	501(C)(3)	25,000.	0.			BROWN BOI PROJECT

Schedule I (Form 990)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(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
NATIONAL COALITION BUILDING INSTITUTE - MISSOULA - 1280 SOUTH 3RD STREET WEST, SUITE B - MISSOULA, MT 59801	22-2627168	501(C)(3)	20,000.	0.			ENGAGING YOUTH - TRANSFORMING COMMUNITIES
NEW ORGANIZING INSTITUTE EDUCATION FUND - 1850 M STREET NW, SUITE 1100 - WASHINGTON, DC 20036	56-2633160	501(C)(3)	6,800.	0.			SCOUTS FOR EQUALITY (5000); GETEQUAL ED FUND'S DC ACTIVITIES (1,800)
NEW ROADS SCHOOL 3131 OLYMPIC BOULEVARD SANTA MONICA, CA 90404	95-4823489	501(C)(3)	78,500.	0.			DAVID BRYAN FINANCIAL AID ENDOWMENT (50,000); ANNUAL GIVING (25,000); KALEIDOSCOPE FUNDRAISER
OAKWOOD SCHOOL 11600 MAGNOLIA BLVD. NORTH HOLLYWOOD, CA 91601	95-1698608	501(C)(3)	6,000.	0.			GENERAL SUPPORT
ON THE MOVE 780 LINCOLN AVE. NAPA, CA 94558	75-3149095	501(C)(3)	11,000.	0.			STIPENDS FOR YOUTH LEADERS AND TO PROVIDE STAFF AND VOLUNTEERS WITH TRAINING OPPORTUNITIES
OUT YOUTH 909 EAST 49 1/2 STREET AUSTIN, TX 78751	74-2732971	501(C)(3)	20,000.	0.			TEXAS GSA NETWORK
PACIFIC AMERICAN VOLUNTEER ASSOCIATION - 680 WILSHIRE PLACE, SUITE 301 - LOS ANGELES, CA 90005	95-4858724	501(C)(3)	9,100.	0.			SCHOOL TRIP FOR YOUTH TO KOREA
PACT - AN ADOPTION ALLIANCE 4179 PIEDMONT AVENUE, SUITE 330 OAKLAND, CA 94611	94-3148096	501(C)(3)	10,000.	0.			PACT CAMP FUND
PEACE4KIDS P.O. BOX 5347 COMPTON, CA 90224	33-0920234	501(C)(3)	10,000.	0.			GENERAL SUPPORT

Schedule I (Form 990)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
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PRIME TIMER OF DESERT FOUNDATION 611 S. PALM CANYON DRIVE, SUITE 201 PALM SPRINGS, CA 92264	33-0937301	501(C)(3)	5,000.	0.			GENERAL SUPPORT
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT - 59 COOK STREET - SAN FRANCISCO, CA 94118	80-0094746	501(C)(3)	40,000.	0.			YOUTH LEADERSHIP PROGRAM
ROSENBERG FUND FOR CHILDREN, INC. 116 PLEASANT STREET, #348 EAST HAMPTON, MA 01027-2740	04-3095890	501(C)(3)	5,000.	0.			GENERAL SUPPORT
SAGE 305 7TH AVENUE, 6TH FLOOR NEW YORK, NY 10001	13-2947657	501(C)(3)	6,000.	0.			GENERAL SUPPORT
SAN FRANCISCO FILM SOCIETY 39 MESA STREET, SUITE 110 SAN FRANCISCO, CA 94129	94-2663216	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SEQUOYAH SCHOOL 535 SOUTH PASADENA AVENUE PASADENA, CA 91105	95-2022023	501(C)(3)	10,000.	0.			ANNUAL GIVING FUND TO SUPPORT SOCIAL ACTION PARTNERS' CHARITABLE EFFORTS AS THE CONVENOR OF THE CALIFORNIA
SOCIAL ACTION PARTNERS 453 S. SPRING ST., SUITE 1028 LOS ANGELES, CA 90013	27-1689584	501(C)(3)	167,162.	0.			PIERCE YOUTH RECLAIMING & EMPOWERING PROGRAM
SPARK REPRODUCTIVE JUSTICE NOW 2048 HOSEA L. WILLIAMS DR, UNIT B ATLANTA, GA 30317	58-1872316	501(C)(3)	33,334.	0.			CALIFORNIA CALLS
STRATEGIC CONCEPTS IN ORGANIZING AND POLICY EDUCATION - 1715 W FLORENCE AVENUE - LOS ANGELES, CA 90047	95-4635737	501(C)(3)	29,000.	0.			

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
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SUNDAYS WELL PRODUCTIONS 1352 OCEAN PARK BLVD., APT B SANTA MONICA, CA 90405	13-4319084		25,000.	0.			LOS ANGELES ACTIVIST VIDEO ARCHIVE PROJECT
SURVIVORS' TRUTHS, INC. P.O. BOX 27774 LOS ANGELES, CA 90027	27-0324963	501(C)(3)	5,000.	0.			TRANSYOUTH SPEAK
TEEN LINE CEDARS-SINAI MEDICAL CTR, BOX 48750 LOS ANGELES, CA 90048	95-3760982	501(C)(3)	6,500.	0.			GENERAL SUPPORT (5,000); APRIL 10 LUNCHEON (1,500)
TEMPLE ISRAEL OF HOLLYWOOD 7300 HOLLYWOOD BOULEVARD LOS ANGELES, CA 90046	23-7383024	501(C)(3)	5,000.	0.			REBUILDING CAMPAIGN
THE ANTI-RECIDIVISM COALITION C/O LEILA M. STEVENS, 8383 WILSHIRE BLVD., SUITE 202 - BEVERLY HILLS, CA 90211	46-2140915	501(C)(3)	9,760.	0.			FELLOWSHIP FOR A FORMERLY INCARCERATED YOUTH WITH A DEFINED INTEREST IN RE-ENTRY AND THE DESIRE
THE CHILDREN'S PLACE 235 HILL STREET SANTA MONICA, CA 90405	95-4005600	501(C)(3)	8,785.	0.			GENERAL SUPPORT
THE INDUSTRY P.O. BOX 291726 LOS ANGELES, CA 90029	45-3307896	501(C)(3)	5,000.	0.			INVISIBLE CITIES
THE LESBIAN, GAY, BISEXUAL & TRANSGENDER COMMUNITY CENTER - 208 WEST 13TH STREET - NEW YORK, NY 10011	13-3217805	501(C)(3)	7,500.	0.			GENERAL SUPPORT (5,000); IN SUPPORT OF LIFECYCLE RIDER RICK WEBBER (2,500)
THE SURVIVOR MITZVAH PROJECT 2658 GRIFFITH PARK BLVD, STE. # 299 LOS ANGELES, CA 90039-2520	36-4630389	501(C)(3)	14,000.	0.			GENERAL SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

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THE THEATER OFFENSIVE 565 BOYLSTON STREET BOSTON, MA 02116	04-3039900	501(C)(3)	35,000.	0.			TRUE COLORS: OUT YOUTH THEATER
THE THRESHOLD FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129-0903	13-3028214	501(C)(3)	9,000.	0.			THRESHOLD POOL (6,000); ELECTION INTEGRITY FUNDING CIRCLE (3,000)
THE UCLA FOUNDATION 10920 WILSHIRE BLVD, #900 LOS ANGELES, CA 90024-6519	95-2250801	501(C)(3)	9,500.	0.			GENERAL SUPPORT (5,000); THE WILLIAMS INSTITUTE (2,500); UCLA CENTER FOR AGING (1,000); CENTER FOR
THE UTAH PRIDE CENTER 355 NORTH 300 W SALT LAKE CITY, UT 84103	87-0504077	501(C)(3)	25,000.	0.			GENERATION-T PROJECT
TRANSCENDENCE CHILDREN AND FAMILY SERVICES - 435 W. MISSION BLVD, STE. 308 - POMONA, CA 91766	95-6343030	501(C)(3)	115,029.	0.			PER THE PROPOSAL APPROVED BY THE CALIFORNIA WELLNESS FOUNDATION
TREATMENT ACTION GROUP 261 FIFTH AVENUE, SUITE 2110 NEW YORK, NY 10016	13-3624785	501(C)(3)	5,000.	0.			GENERAL SUPPORT
UC REGENTS, FINANCIAL AID & SCHOLARSHIPS OFFICE, 250 SPROUL HALL #1960 - BERKELEY, CA 94720-1960	94-6090626	501(C)(3)	36,000.	0.			FLEXIBLE AND EMERGENCY SUPPORT FOR CURRENT CAL DREAM SCHOLARSHIP RECIPIENTS
UC REGENTS 10920 WILSHIRE BLVD, STE. 107 LOS ANGELES, CA 90024	95-6006143	501(C)(3)	22,500.	0.			MATTEL CHILDREN'S HOSPITAL UCLA (12,500); PUBLICATION OF A BOOK ON NONVIOLENCE FEATURING
URBAN JUSTICE CENTER 123 WILLIAM STREET, 16TH FLOOR NEW YORK, NY 10038	13-3442022	501(C)(3)	33,000.	0.			STREETWISE & SAFE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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VENICE COMMUNITY HOUSING CORPORATION - 720 ROSE AVENUE - VENICE, CA 90291	95-4200761	501(C)(3)	14,500.	0.			GENERAL SUPPORT (11,250); JAZZ AT PALMS COURT (3,250)
WOMEN ORGANIZING RESOURCES KNOWLEDGE AND SERVICES - 795 NORTH AVENUE 50 - LOS ANGELES, CA 90042	95-4680440	501(C)(3)	8,000.	0.			GENERAL SUPPORT
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE #302 SAN FRANCISCO, CA 94104-3205	94-2752421	501(C)(3)	5,500.	0.			GENERAL SUPPORT
YMCA OF THE CAPITAL DISTRICT 465 NEW KARNER ROAD ALBANY, NY 12205	14-1726531	501(C)(3)	41,000.	0.			CAMP CHINGACHGOOK
ZING FOUNDATION, INC. ATTN: DIANE DANA, 21 LINWOOD STREET ARLINGTON, MA 02474	57-1190359	501(C)(3)	7,000.	0.			BOLDER GIVING - GIVE OUT DAY (5,000); BOLDER GIVING - LGBTQ EQUALITY INITIATIVE (2,000)
KOREAN RESOURCE CENTER 900 S CRENSHAW BLVD LOS ANGELES, CA 90019	95-3879699	501(C)(3)	10,000.	0.			SUPPORT OF "MY PARENTS VOTE FOR OUR FUTURE" PROGRAM
FTM ALLIANCE OF LOS ANGELES 6815 WILLOUGHBY AVE., STE.203 LOS ANGELES, CA 90038	43-1958548	501(C)(3)	5,000.	0.			SUPPORT OF STRATEGIC PLANNING PROCESS AND PARTNERSHIP WITH THE RELATIONAL CENTER
ASIAN PACIFIC AMERICAN LEGAL CENTER - 1145 WILSHIRE BLVD. 2ND FLOOR - LOS ANGELES, CA 90017	95-3854152	501(C)(3)	5,000.	0.			SUPPORT OF API EQUALITY-LA'S IMMIGRATION JUSTICE CAMPAIGN
SOCIAL & ENVIRONMENTAL ENTREPRENEURS - 22231 MULHOLLAND HWY, SUITE 209 - CALABASAS, CA 91302	95-4116679	501(C)(3)	35,000.	0.			SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH

Schedule I (Form 990)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(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
UNION DE VECINOS P.O. BOX 33164 LOS ANGELES, CA 90033	52-2076978	501(C)(3)	35,000.	0.			SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH
PACOIMA BEAUTIFUL 11243 GLENOAKS BLVD, #3 PACOIMA, CA 91331	95-4770745	501(C)(3)	35,000.	0.			SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH
COMMUNITIES FOR A BETTER ENVIRONMENT - 6325 PACIFIC BOULEVARD, SUITE 300 - HUNTINGTON PARK, CA 90255	94-2998086	501(C)(3)	35,000.	0.			SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH
COMMUNITIES FOR A BETTER ENVIRONMENT - 6325 PACIFIC BOULEVARD, SUITE 300 - HUNTINGTON PARK, CA 90255	94-2998086	501(C)(3)	5,000.	0.			SUPPORT OF GREEN ZONES CONGRESO
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREAT - PREVENTION & TREATMENT, 8101 SOUTH VERMONT AVE - LOS ANGELES, CA	95-4298811	501(C)(3)	6,000.	0.			SUPPORT OF A FIELD TRIP TO CELEBRATE THE BSS CAMPAIGN VICTORY AND TO CONDUCT ONGOING
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041	95-1667177	501(C)(3)	40,000.	0.			SUPPORT OF THE LA COLLABORATIVE FOR ENVIRONMENTAL HEALTH AND JUSTICE
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	52-0888113	501(C)(3)	5,000.	0.			SUPPORT OF THE HOUSING TRUST FUND PROJECT TO HELP LAUNCH A CALIFORNIA RESIDENT ORGANIZING
ASIAN PACIFIC AMERICAN LEGAL CENTER - 1145 WILSHIRE BLVD. 2ND FLOOR - LOS ANGELES, CA 90017	95-3854152	501(C)(3)	35,000.	0.			SUPPORT OF API EQUALITY-LOS ANGELES'S ORGANIZING WORK.
BLACK WOMEN FOR WELLNESS P.O. BOX 292516 LOS ANGELES, CA 90029	95-4624707	501(C)(3)	15,000.	0.			SUPPORT OF THE SISTERS @ 8 PROJECT

Schedule I (Form 990)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(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
CALIFORNIANS FOR JUSTICE EDUCATION FUND - 520 THIRD ST. SUITE 209 - OAKLAND, CA 94607	94-3256009	501(C)(3)	18,000.	0.			SUPPORT OF ORGANIZING EFFORTS IN SOUTHERN CALIFORNIA.
LOS ANGELES CENTER FOR ECONOMIC SURVIVAL - 514 SHATTO PLACE, SUITE 270 - LOS ANGELES, CA 90020	95-3513925	501(C)(3)	30,000.	0.			SUPPORT OF COALITION FOR ECONOMIC SURVIVAL
COMMUNITY ASSET DEVELOPMENT RE-DEFINING EDUCATION - 8510 SOUTH BROADWAY - LOS ANGELES, CA 90003	26-4753821	501(C)(3)	20,000.	0.			GENERAL SUPPORT
SOCIAL & ENVIRONMENTAL ENTREPRENEURS - 22231 MULHOLLAND HWY, SUITE 209 - CALABASAS, CA 91302	95-4116679	501(C)(3)	15,000.	0.			SUPPORT OF EAST YARD COMMUNITIES FOR ENVIRONMENTAL JUSTICE
FILIPINO MIGRANT CENTER 2325 EAST 3RD STREET LONG BEACH, CA 90814	32-0308477	501(C)(3)	10,000.	0.			GENERAL SUPPORT
GAY-STRAIGHT ALLIANCE NETWORK ATTN: ARIEL BUSTAMANTE, 1550 BRYANT STREET, #800 - SAN FRANCISCO, CA 94103	20-5367752	501(C)(3)	35,000.	0.			SUPPORT OF ORGANIZING WORK IN LOS ANGELES
FTM ALLIANCE OF LOS ANGELES 6815 WILLOUGHBY AVE., STE.203 LOS ANGELES, CA 90038	43-1958548	501(C)(3)	30,000.	0.			GENERAL SUPPORT
HOUSING LONG BEACH 507 PACIFIC AVE. LONG BEACH, CA 90802	45-2839868	501(C)(3)	20,000.	0.			GENERAL SUPPORT
INSTITUTO DE EDUCACION POPULAR DEL SUR DE CALIFORNIA - 1565 W. 14TH ST - LOS ANGELES, CA 90015	95-4431992	501(C)(3)	25,000.	0.			GENERAL SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(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
KHMER GIRLS IN ACTION 1355 REDONDO AVENUE, SUITE 9 LONG BEACH, CA 90804	27-3087079	501(C)(3)	20,000.	0.			GENERAL SUPPORT
KOREAN RESOURCE CENTER 900 S CRENSHAW BL LOS ANGELES, CA 90019	95-3879699	501(C)(3)	10,000.	0.			GENERAL SUPPORT
KOREATOWN IMMIGRANT WORKERS ALLIANCE - 3465 WEST 8TH STREET - LOS ANGELES, CA 90005	95-4392004	501(C)(3)	35,000.	0.			GENERAL SUPPORT
LA VOICE 760 S. WESTMORELAND AVE., STE 336 LOS ANGELES, CA 90005	95-4781974	501(C)(3)	25,000.	0.			GENERAL SUPPORT
LABOR COMMUNITY STRATEGY CENTER 3780 WILSHIRE BLVD #1200 LOS ANGELES, CA 90010	95-4201669	501(C)(3)	45,000.	0.			SUPPORT OF ORGANIZING WORK IN LOS ANGELES
UC REGENTS-UCLA OFFICE OF RESEARCH ADMIN - OFFICE OF CONTRACT & GRANT ADMIN, BOX 951406 - LOS ANGELES, CA 90095-1406	95-6006143	501(C)(3)	20,000.	0.			SUPPORT OF THE LOS ANGELES BLACK WORKER CENTER
LOS ANGELES COMMUNITY ACTION NETWORK - 530 S. MAIN STREET, GROUND FLOOR - LOS ANGELES, CA 90013	02-0661629	501(C)(3)	36,000.	0.			GENERAL SUPPORT
PEOPLE ORGANIZED FOR WESTSIDE RENEWAL - 235 HILL STREET - SANTA MONICA, CA 90405	65-1208274	501(C)(3)	36,000.	0.			GENERAL SUPPORT
PILIPINO WORKERS CENTER OF SOUTHERN CALIFORNIA - 153 GLENDALE BLVD., 2ND FLOOR - LOS ANGELES, CA 90026	77-0439301	501(C)(3)	28,500.	0.			GENERAL SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
POMONA ECONOMIC OPPORTUNITY CENTER 1682 W MISSION BLVD. POMONA, CA 91766	95-4657497	501(C)(3)	20,000.	0.			GENERAL SUPPORT
RESTAURANT OPPORTUNITIES CENTER UNITED - 350 SEVENTH AVE., SUITE 1504 - NEW YORK, NY 10001	01-0939141	501(C)(3)	20,000.	0.			SUPPORT OF ORGANIZING WORK IN LOS ANGELES
SOUTHEAST ASIAN COMMUNITY ALLIANCE 970 NORTH BROADWAY LOS ANGELES, CA 90012	45-2156435	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SOUTHERN CALIFORNIA EDUCATION FUND 515 W. 27TH STREET LOS ANGELES, CA 90007	95-3713168	501(C)(3)	20,000.	0.			GENERAL SUPPORT
STRATEGIC ACTIONS FOR A JUST ECONOMY - 152 W. 32ND STREET - LOS ANGELES, CA 90007	93-1226092	501(C)(3)	30,000.	0.			GENERAL SUPPORT
STRATEGIC CONCEPTS IN ORGANIZING AND POLICY EDUCATION - 1715 W FLORENCE AVENUE - LOS ANGELES, CA 90047	95-4635737	501(C)(3)	30,000.	0.			GENERAL SUPPORT
T.R.U.S.T.-SOUTH L.A. 4331 S. MAIN STREET LOS ANGELES, CA 90037	42-1687057	501(C)(3)	18,000.	0.			GENERAL SUPPORT
UNION DE VECINOS P.O. BOX 33164 LOS ANGELES, CA 90033	52-2076978	501(C)(3)	15,000.	0.			GENERAL SUPPORT
YOUTH JUSTICE COALITION 1137 E. REDONDO BLVD. INGLEWOOD, CA 90302	83-0466818	501(C)(3)	20,000.	0.			GENERAL SUPPORT

Schedule I (Form 990)

LIBERTY HILL FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
KOREATOWN IMMIGRANT WORKERS ALLIANCE - 3465 WEST 8TH STREET - LOS ANGELES, CA 90005	95-4392004	501(C)(3)	12,500.	0.			SUPPORT OF THE CLEAN CARWASH CAMPAIGN
A NEW WAY OF LIFE FOUNDATION P.O. BOX 875288 LOS ANGELES, CA 90087	95-4782503	501(C)(3)	5,000.	0.			SUPPORT OF THE CAPACITY BUILDING OF ALL OF US OR NONE- LOS ANGELES CHAPTER
GARMENT WORKER CENTER 1250 S LOS ANGELES AVE #213 LOS ANGELES, CA 90015	81-0622327	501(C)(3)	5,000.	0.			SUPPORT OF THE CAPACITY BUILDING OF THE GARMENT WORKER CENTER
LOS ANGELES COMMUNITY ACTION NETWORK - 530 SOUTH MAIN STREET - LOS ANGELES, CA 90013	02-0661629	501(C)(3)	5,000.	0.			SUPPORT OF THE CAPACITY BUILDING OF L.A. HUMAN RIGHT TO HOUSING COLLECTIVE

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to 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
BERTHA WOLF-ROSENTHAL FOUNDATION FUND FOR COMMUNITY SERVICE	13	36,000.	0.		
CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS	2	8,925.	0.		
CALIFORNIA STATE UNIVERSITY, LOS ANGELES	14	83,531.	0.		
ERIKA J. GLAZER FAMILY SCHOLARSHIP	8	10,602.	0.		
LGBT DREAMERS FUND	200	93,000.	0.		

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.**SCHEDULE I, PART I, LINE 2: GRANTEES SUBMIT REPORTS DESCRIBING THEIR****ACTIVITIES AND, FOR PROJECT SPECIFIC GRANTS, A FINANCIAL REPORT ON HOW THEY****SPEND THE GRANT. PROGRAM OFFICERS USE THESE REPORTS TO DETERMINE IF THE****GRANTS WERE USED FOR APPROPRIATE CHARITABLE PURPOSES AND, WHEN APPLICABLE,****TO ACHIEVE THE SPECIFIC OUTCOMES IDENTIFIED IN THEIR GRANT APPLICATIONS.****THROUGHOUT THE YEAR, PROGRAM OFFICERS MAY ALSO ATTEND GRANTEE EVENTS TO****CONDUCT FIELD OBSERVATIONS OF THE WORK.****PART II, LINE 1, COLUMN (H):**

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(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
M. KATHERINE BAIRD DARMER EQUALITY SCHOLARSHIP FUND	1.	5,000.	0.		
MASSACHUSETTS INSTITUTE OF TECHNOLOGY	1.	9,500.	0.		
SAN GABRIEL MOUNTAINS FOREVER LEADERSHIP FUND	14.	7,000.	0.		
SANTA MONICA COLLEGE FOUNDATION	1.	1,000.	0.		
SONOMA STATE UNIVERSITY ACADEMIC FOUNDATION INC.	1.	9,500.	0.		
10TH STREET PRESCHOOL SCHOLARSHIP FUND	12.	107,596.	0.		
UC REGENTS - BERKELEY	14.	28,250.	0.		
UC REGENTS - LOS ANGELES	1.	9,500.	0.		

Schedule I (Form 990)

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: ADVANCEMENT PROJECT

(H) PURPOSE OF GRANT OR ASSISTANCE: APRIL 16 EVENT (5,000); GENERAL
SUPPORT (2,500); IN HONOR OF CONNIE RICE'S JOHN W. GARDNER LEADERSHIP
AWARD FROM THE INDEPENDENT SECTOR (1,000)

NAME OF ORGANIZATION OR GOVERNMENT:

BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE

(H) PURPOSE OF GRANT OR ASSISTANCE: LOS ANGELES ACTIVITIES (2,800);
SOUTHERN CALIFORNIA OFFICE FOR THE JUNE GALA (2,500); SOUTHERN CALIFORNIA
OFFICE (2,000); GENERAL SUPPORT (500)

NAME OF ORGANIZATION OR GOVERNMENT:

COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL SUPPORT (7,500); SOUTH
CENTRAL YOUTH EMPOWERED THRU ACTION PROGRAM (3,000); IN HONOR OF BERNIE
ROLLINS' 80TH BIRTHDAY (250)

NAME OF ORGANIZATION OR GOVERNMENT: COMMUNITY PARTNERS

(H) PURPOSE OF GRANT OR ASSISTANCE: COLLEGE MATCH (4,500); CALIFORNIA
PARTICIPATION PROJECT (1,000); NEWGROUND (1,000); THE CITY PROJECT
(839); LOS ANGELES COUNTY PERINATAL MENTAL HEALTH TASK FORCE'S "SPEAK UP
WHEN YOU'RE DOWN" FUNDRAISER (500); NEWGROUND'S 2ND ANNUAL TRAILBLAZING
AWARD LUNCH TRIBUTE JOURNAL (200)

NAME OF ORGANIZATION OR GOVERNMENT: NEW ROADS SCHOOL

(H) PURPOSE OF GRANT OR ASSISTANCE: DAVID BRYAN FINANCIAL AID ENDOWMENT
(50,000); ANNUAL GIVING (25,000); KALEIDOSCOPE FUNDRAISER (2,500); SEAT
NAME DEDICATION (1,000)

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: ON THE MOVE

(H) PURPOSE OF GRANT OR ASSISTANCE: STIPENDS FOR YOUTH LEADERS AND TO
PROVIDE STAFF AND VOLUNTEERS WITH TRAINING OPPORTUNITIES (10,000);
GENERAL SUPPORT (1,000)

NAME OF ORGANIZATION OR GOVERNMENT: SOCIAL ACTION PARTNERS

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT SOCIAL ACTION PARTNERS'
CHARITABLE EFFORTS AS THE CONVENER OF THE CALIFORNIA ENDOWMENT BUILDING
HEALTHY COMMUNITIES INITIATIVE: SOUTH LOS ANGELES COLLABORATIVE

NAME OF ORGANIZATION OR GOVERNMENT: THE ANTI-RECIDIVISM COALITION

(H) PURPOSE OF GRANT OR ASSISTANCE: FELLOWSHIP FOR A FORMERLY
INCARCERATED YOUTH WITH A DEFINED INTEREST IN RE-ENTRY AND THE DESIRE TO
DEVELOP ADVOCACY/LEADERSHIP SKILLS IN THE AREA OF VIOLENCE PREVENTION
POLICY

NAME OF ORGANIZATION OR GOVERNMENT: THE UCLA FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: GENERAL SUPPORT (5,000); THE
WILLIAMS INSTITUTE (2,500); UCLA CENTER FOR AGING (1,000); CENTER FOR THE
ART OF PERFORMANCE (1,000)

NAME OF ORGANIZATION OR GOVERNMENT: UC REGENTS

(H) PURPOSE OF GRANT OR ASSISTANCE: MATTEL CHILDREN'S HOSPITAL UCLA
(12,500); PUBLICATION OF A BOOK ON NONVIOLENCE FEATURING REV. JAMES
LAWSON JR. (7,000); PACIFIC ISLANDER EDUCATION AND RETENTION'S
PROGRAM-RELATED COSTS (3,000)

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: SOCIAL & ENVIRONMENTAL ENTREPRENEURS

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH IMPACTS, FOCUSED IN THE WILMINGTON AREA

NAME OF ORGANIZATION OR GOVERNMENT: UNION DE VECINOS

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH IMPACTS, FOCUSED IN THE BOYLE HEIGHTS AREA, BUT ALSO CITYWIDE

NAME OF ORGANIZATION OR GOVERNMENT: PACOIMA BEAUTIFUL

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH IMPACTS, FOCUSED IN THE PACOIMA AREA, BUT ALSO CITYWIDE

NAME OF ORGANIZATION OR GOVERNMENT: COMMUNITIES FOR A BETTER ENVIRONMENT

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF COMMUNITY EDUCATION AND ORGANIZING AROUND CUMULATIVE ENVIRONMENTAL HEALTH IMPACTS, FOCUSED IN THE WILMINGTON AREA BUT ALSO CITYWIDE

NAME OF ORGANIZATION OR GOVERNMENT:

COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREAT

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF A FIELD TRIP TO CELEBRATE THE BSS CAMPAIGN VICTORY AND TO CONDUCT ONGOING CAPACITY-BUILDING AND ORIENTATION TRAININGS ON BMOC WORK/LANDSCAPE FOR BSS PARTNER ORGANIZATIONS

NAME OF ORGANIZATION OR GOVERNMENT: CENTER FOR COMMUNITY CHANGE

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT OF THE HOUSING TRUST FUND
PROJECT TO HELP LAUNCH A CALIFORNIA RESIDENT ORGANIZING NETWORK

Lined area for supplemental information.

**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

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

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	545,579.	STOCK EXCHANGE
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

30a 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?

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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

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.

	Yes	No
30a		X
31	X	
32a	X	
33		

LHA 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, LINE 32B: THE ORGANIZATION USES A BROKERAGE FIRM TO SELL
DONATED SECURITIES.**

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

Name of the organization

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

FORM 990, PART III, LINE 1:

MISSION STATEMENT:

**LIBERTY HILL ADVANCES MOVEMENTS FOR SOCIAL CHANGE THROUGH A UNIQUE
COMBINATION OF GRANTS, LEADERSHIP TRAINING AND ALLIANCE BUILDING.**

**LIBERTY HILL IS FIRST TO IDENTIFY COMMUNITY LEADERS AT THE FRONTLINES
OF CHANGE. THE FOUNDATION INVESTS IN CHANGE-MAKERS AND EQUIPS THEM WITH
THE SKILLS AND RELATIONSHIPS THEY NEED TO BUILD POWER AND ADVANCE
SOCIAL JUSTICE. FOR OVER 35 YEARS, LIBERTY HILL IS UNIQUELY POSITIONED
TO BRING TOGETHER FORCES FOR CHANGE AND FORGE A COMMON AGENDA FOR
EQUALITY AND OPPORTUNITY IN LOS ANGELES. LIBERTY HILL'S MOTTO IS
CHANGE. NOT CHARITY. CHARITY IS IMPORTANT, BUT LIBERTY HILL CREATES
LASTING CHANGE BY REFORMING POLICIES, INTRODUCING NEW STANDARDS AND
SAFEGUARDS AND ADVANCING EQUALITY AND OPPORTUNITY FOR ALL. 85% OF
REVENUE GOES DIRECTLY TO PROGRAM COSTS. SINCE 1976, LIBERTY HILL HAS
INVESTED MORE THAN \$47 MILLION IN COMMUNITY ORGANIZING AND COMMUNITY
LEADERS IN LOS ANGELES. LIBERTY HILL INVESTMENT HAS SEVERAL HALLMARKS.
LIBERTY HILL IS OFTEN FIRST TO INVEST IN NEW ORGANIZATIONS AND NEW
SOLUTIONS TO INTRACTABLE SOCIAL PROBLEMS. A SECOND LIBERTY HILL
HALLMARK IS INVESTMENT IN COMMUNITY ORGANIZING - - THE PROCESS OF
BRINGING PEOPLE TOGETHER AND HELPING THEM REALIZE THEIR POWER. THROUGH
ORGANIZING, PEOPLE CHANGE THEIR OWN LIVES AND LEARN THE POWER OF
COLLECTIVE ACTION. ORGANIZING REKINDLES HOPE AND ALLOWS UNTAPPED
LEADERSHIP TO RISE. IT TRANSFORMS THE HUMAN SPIRIT. ISSUES COME AND GO,
TRANSFORMING THE HUMAN SPIRIT LASTS A LIFETIME.**

FORM 990, PART III, LINE 4(A):

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

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

PROGRAM SERVICE ACCOMPLISHMENTS:

LIBERTY HILL IS FIRST TO INVEST IN INNOVATIVE SOLUTIONS TO SOME OF THE COUNTRY'S MOST INTRACTABLE SOCIAL PROBLEMS. WITH LIBERTY HILL INVESTMENT, L.A. SOCIAL JUSTICE LEADERS PIONEERED SUCH INNOVATIVE SOLUTIONS AS A LIVING WAGE ORDINANCE, A \$100 MILLION HOUSING TRUST FUND, A STATEWIDE ENVIRONMENTAL JUSTICE POLICY, A LANDMARK AGREEMENT TO BAN SWEATSHOP PRODUCTS, AN AGGRESSIVE APPROACH TO DEVELOPING THE NEW GREEN ECONOMY AND UNPRECEDENTED MUNICIPAL POLICIES INCLUDING THE NATION'S MOST COMPREHENSIVE COMMUNITY BENEFITS AGREEMENT. LIBERTY HILL HOLDS ITSELF ACCOUNTABLE FOR SMART STRATEGIC INVESTMENT OF ITS GRANT FUNDS AND OTHER PROGRAMMATIC ACTIVITIES. A RECENT STUDY (THAT INCLUDED LIBERTY HILL GRANTEE ORGANIZATIONS) CONCLUDED THAT FOR EVERY \$1 INVESTED IN LOCAL COMMUNITY ORGANIZING, LOS ANGELES SAW \$91 IN BENEFITS. LIBERTY HILL HAS NEARLY 40 YEARS OF EXPERIENCE INVESTING IN SOCIAL JUSTICE GRANTEE ORGANIZATIONS AND ADVANCING MOVEMENTS FOR SOCIAL CHANGE.

LIBERTY HILL IS WIDELY KNOWN FOR ITS USE OF COMMUNITY ADVISORS TO HELP MAKE GRANT DECISIONS. OUR "BRAIN TRUST" KEEPS LIBERTY HILL'S KNOWLEDGE OF COMMUNITY'S FRESH AND CLOSE TO THE GROUND, ALLOWING THE FOUNDATION TO IDENTIFY STRONG LEADERS WHO OFTEN ARE NOT RECEIVING FOUNDATION SUPPORT.

GRANT EVALUATIONS ARE ALSO INFORMED BY SITE VISITS, FINAL REPORTS (IF THE ORGANIZATION IS A PRIOR GRANTEE), AND THE EXPERTISE OF PROGRAM OFFICERS. EVERY GRANT CONTRACT INCLUDES GOALS AND EXPECTATIONS.

GRANTEES ALSO TAKE ADVANTAGE OF INTENSIVE ON-THE-JOB TRAINING AT LIBERTY HILL'S WALLY MARKS LEADERSHIP INSTITUTE TO HELP THEM SUCCEED.

IF PROGRAMS FALL BELOW EXPECTATIONS, CONCERNS ARE DISCUSSED WITH GRANT RECIPIENTS. IF PERFORMANCE DOES NOT IMPROVE, FUNDING WILL BE REDUCED OR

Name of the organization

LIBERTY HILL FOUNDATION

Employer identification number

51-0181191

ENDED. LIBERTY HILL'S WALLY MARKS LEADERSHIP INSTITUTE TRAINING PROGRAMS ARE CAREFULLY MONITORED WITH PRE- AND POST- TESTS TO MEASURE THE DEGREE TO WHICH SKILLS ARE IMPLEMENTED WITHIN ORGANIZATIONS AND WHETHER ORGANIZATIONS ARE STRENGTHENED AS A RESULT.

FORM 990, PART VI, SECTION A, LINE 4: AMENDMENT TO BYLAWS OF LIBERTY HILL FOUNDATION

THIS IS THE SECOND AMENDMENT TO THE BYLAWS OF LIBERTY HILL FOUNDATION (THE "CORPORATION"). SAID BYLAWS WERE PREVIOUSLY AMENDED BY FIRST AMENDMENT AND RESTATED BYLAWS OF LIBERTY HILL FOUNDATION DULY ADOPTED ON DECEMBER 7, 2006.

ONE: A NEW SECTION 3.15 IS HEREBY ADDED TO READ IN ITS ENTIRETY AS FOLLOWS:

"SECTION 3.15: PROXIES

EVERY DIRECTOR ENTITLED TO VOTE HAS THE RIGHT TO DO SO EITHER IN PERSON OR BY ONE (1) OR MORE PERSONS AUTHORIZED BY WRITTEN PROXY EXECUTED BY SUCH DIRECTOR AND FILED WITH THE SECRETARY OF THE CORPORATION. ANY PROXY DULY EXECUTED IS NOT REVOKED AND CONTINUES IN FULL FORCE AND EFFECT UNTIL REVOKED BY THE DIRECTOR EXECUTING IT PRIOR TO THE VOTE PURSUANT THERETO BY (I) A WRITING DELIVERED TO THE SECRETARY OF THE CORPORATION STATING THAT THE PROXY IS REVOKED, (II) A SUBSEQUENT PROXY EXECUTED BY THE DIRECTOR EXECUTING THE PRIOR PROXY AND PRESENTED TO THE MEETING, OR (III) ATTENDANCE AT THE MEETING AND VOTING IN PERSON BY THE DIRECTOR EXECUTING THE PROXY; PROVIDED, HOWEVER, THAT NO PROXY SHALL BE VALID AFTER THE EXPIRATION OF THREE (3) MONTHS FROM THE DATE OF ITS EXECUTION UNLESS OTHERWISE PROVIDED

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IN THE PROXY."

TWO: EXCEPT AS EXPRESSLY AMENDED HEREBY, ALL TERMS OF THE FIRST AMENDMENT AND RESTATED BYLAWS OF LIBERTY HILL FOUNDATION AS ADOPTED ON DECEMBER 7, 2006 ARE HEREBY RATIFIED AND CONFIRMED.

FORM 990, PART VI, SECTION A, LINE 4: CHANGE TO INVESTMENT POLICIES - THE FOUNDATION'S POLICY IS TO DRAW INTO ITS OPERATING BUDGET EACH YEAR AN AMOUNT UP TO SEVEN PERCENT OF THE ROLLING AVERAGE ASSETS OF THE ENDOWMENT FUND TO BE USED FOR OPERATIONS AS AUTHORIZED BY THE BOARD OF DIRECTORS AS A PART OF THE ANNUAL BUDGET UNLESS THE FUND DROPS BELOW THE HISTORICAL VALUE. THE SEVEN PERCENT IS CALCULATED USING A TRAILING SIXTEEN QUARTER AVERAGE OF THE VALUE OF THE SECURITIES PORTFOLIO. THE BOARD OF DIRECTORS MAY CONSIDER DRAWING THE EXCESS OF THE SEVEN PERCENT, IN ACCORDANCE WITH THE SEVEN PERCENT MAXIMUM PROVIDED WITHIN UPMIFA REGULATIONS, FOR A COMPELLING NEED OR SPECIAL INITIATIVE THAT IT SUPPORTS. IN ESTABLISHING THIS POLICY, THE FOUNDATION CONSIDERS THE LONG-TERM EXPECTED RETURN ON ITS ENDOWMENT FUND AND ITS OBJECTIVE TO MAINTAIN THE PURCHASING POWER OF THE ENDOWMENT ASSETS HELD IN PERPETUITY OR FOR A SPECIFIED TERM AS WELL AS TO PROVIDE ADDITIONAL REAL GROWTH THROUGH NEW GIFTS AND INVESTMENT RETURNS. IN THE EVENT THAT FUNDS FALL BELOW THE HISTORICAL VALUE AND ARE NOT EXPECTED TO REBOUND IN THE NEAR TERM, THE BOARD OF DIRECTORS WILL IMPLEMENT A PLAN TO REPLENISH THE FUND.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS PREPARED BY THE FOUNDATION'S OUTSIDE AUDITOR AFTER THE COMPLETION OF THE ANNUAL AUDIT. THE DRAFT FORM 990 IS THEN REVIEWED BY STAFF BEFORE BEING FORWARDED TO THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS. THIS COMMITTEE REVIEWS THE FORM

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990 AND MAKES COMMENTS OR CORRECTIONS PRIOR TO THE RETURN BEING FILED.

WHEN COMPLETED, THE FORM 990 IS DISTRIBUTED TO THE FULL BOARD OF DIRECTORS, AND THE AUDIT COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS ON THEIR REVIEW OF THE FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: LIBERTY HILL FOUNDATION REVIEWS THE CONFLICT OF INTEREST POLICY WITH EACH BOARD MEMBER ON AN ANNUAL BASIS.

FORM 990, PART VI, SECTION B, LINE 15: THE BOARD OF DIRECTORS REVIEWED SALARY SURVEYS FROM VARIOUS SOURCES AND DETERMINED THE SALARY FOR THE CEO BASED ON THE COMPARABLE DATA AND HIS OR HER LEVEL OF EXPERIENCE. THE CEO FOLLOWED THE SAME PROCESS FOR DETERMINING THE SALARIES OF DIRECTORS. THE INFORMATION REVIEWED IS DOCUMENTED IN THE PERSONNEL FILES.

FORM 990, PART VI, SECTION C, LINE 19: LIBERTY HILL FOUNDATION MAKES ITS AUDITED FINANCIAL STATEMENTS AVAILABLE ON THEIR WEBSITE. ALL OTHER GOVERNANCE DOCUMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

DONATED SERVICES RECEIVED	-147,225.
INVESTMENT EXPENSES OFFSET AGAINST INCOME ON FINANCIAL STATEMENTS	-30,484.
TOTAL TO FORM 990, PART XI, LINE 9	-177,709.

- 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).

Type or print File by this due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LIBERTY HILL FOUNDATION	51-0181191
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	6420 WILSHIRE BLVD, NO. 700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOS ANGELES, CA 90048	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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.

- PREETI KULKARNI, DIRECTOR OF FINANCE AND OPERATIONS**
 • The books are in the care of **6420 WILSHIRE BLVD, SUITE 700 - LOS ANGELES, CA 90048**
 Telephone No. **323-556-7200** FAX No. **323-556-7240**
 • 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) **1570**. 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 **AUGUST 15, 2014**
 5 For calendar year **2013**, or other tax year beginning **OCT 1, 2012**, and ending **SEP 30, 2013**
 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

ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a 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.	8a	\$	0.
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.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	8c	\$	0.

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 **Preeti Kulkarni**

Title **CPA**

Date **4/23/14**

Form 8868 (Rev. 1-2013)