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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

OCT 1, 2012

, and ending

SEP 30, 2013

Name of foundation

ZZYZX FOUNDATION, INC.
C/O MOSS ADAMS LLP

A Employer identification number

77-0359427

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

PO BOX 24950

Room/suite

B Telephone number

805-643-8616

City or town, state, and ZIP code

LOS ANGELES, CA 90024-0950

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify) _____

\$ 4,162,478. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	775,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	340.	340.		STATEMENT 1
4 Dividends and interest from securities	22,370.	22,370.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	72,437.			
b Gross sales price for all assets on line 6a	2,033,025.			
7 Capital gain net income (from Part IV, line 2)		72,437.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	870,147.	95,147.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	4,260.	2,130.		2,130.
b Accounting fees	4,000.	2,000.		2,000.
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	10,212.	10,088.		124.
24 Total operating and administrative expenses. Add lines 13 through 23	18,472.	14,218.		4,254.
25 Contributions, gifts, grants paid	176,547.			176,547.
26 Total expenses and disbursements. Add lines 24 and 25	195,019.	14,218.		180,801.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	675,128.			
b Net investment income (if negative, enter -0-)		80,929.		
c Adjusted net income (if negative, enter -0-)			N/A	

ZZYZX FOUNDATION, INC.

C/O MOSS ADAMS LLP

Form 990-PF (2012)

77-0359427

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			43,714.	261,176.	261,176.
	2 Savings and temporary cash investments			1,504,220.		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶	1,000.				
	Less: allowance for doubtful accounts ▶	0.		0.	1,000.	1,000.
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds	STMT 6		300,052.	0.	0.
11 Investments - land, buildings, and equipment basis ▶	3,900,302.					
Less accumulated depreciation ▶				3,900,302.	3,900,302.	
12 Investments - mortgage loans						
13 Investments - other	STMT 7		1,639,364.	0.	0.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			3,487,350.	4,162,478.	4,162,478.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		3,487,350.	4,162,478.			
30 Total net assets or fund balances		3,487,350.	4,162,478.			
31 Total liabilities and net assets/fund balances		3,487,350.	4,162,478.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,487,350.
2 Enter amount from Part I, line 27a	2	675,128.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,162,478.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,162,478.

ZZYZX FOUNDATION, INC.

Form 990-PF (2012)

C/O MOSS ADAMS LLP

77-0359427 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 77,236 SHS. METRO WEST/DODGE & COX	P	VARIOUS	12/18/12
b 100,000 SHS. US TREASURY NTS INFLATION	P	04/10/08	12/18/12
c 100,000 SHS. UNITED STATES TREASURY NOTE	P	04/22/08	12/18/12
d 100,000 SHS. NATIONS HIGH YIELD BOND FUND	P	05/21/03	12/18/12
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,794,507.		1,660,535.	133,972.
b 129,128.		104,763.	24,365.
c 109,390.		99,857.	9,533.
d		95,433.	-95,433.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			133,972.
b			24,365.
c			9,533.
d			-95,433.
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	72,437.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	64,667.	3,411,318.	.018957
2010	2,062.	3,366,037.	.000613
2009	2,041.	3,188,179.	.000640
2008	1,876.	2,905,312.	.000646
2007	351,516.	3,521,565.	.099818

2 Total of line 1, column (d)	2	.120674
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.024135
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,865,994.
5 Multiply line 4 by line 3	5	93,306.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	809.
7 Add lines 5 and 6	7	94,115.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	180,801.

ZZYZX FOUNDATION, INC.

Form 990-PF (2012)

C/O MOSS ADAMS LLP

77-0359427

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	809.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	809.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	809.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,629.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,629.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,820.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STMT 8

Form 990-PF (2012)

ZZYZX FOUNDATION, INC.

C/O MOSS ADAMS LLP

Form 990-PF (2012)

77-0359427

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PATAGONIA WORKS Located at ► 259 W. SANTA CLARA, VENTURA, CA	Telephone no. ► (805) 643-8616 ZIP+4 ► 93001		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

Form 990-PF (2012)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

Part VIII

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

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

ZZYZX FOUNDATION, INC.
C/O MOSS ADAMS LLP

Form 990-PF (2012)

77-0359427 Page 8

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	416,072.
b	Average of monthly cash balances	1b	538,154.
c	Fair market value of all other assets	1c	2,970,641.
d	Total (add lines 1a, b, and c)	1d	3,924,867.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,924,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,873.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,865,994.
6	Minimum investment return. Enter 5% of line 5	6	193,300.

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

1	Minimum investment return from Part X, line 6	1	193,300.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	809.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	809.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,491.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	192,491.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	192,491.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	180,801.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,801.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	809.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,992.

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

Form 990-PF (2012)

ZZYZX FOUNDATION, INC.
C/O MOSS ADAMS LLP

Form 990-PF (2012)

77-0359427 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				192,491.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			86,479.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 180,801.				
a Applied to 2011, but not more than line 2a			86,479.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				94,322.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				98,169.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

ZZYZX FOUNDATION, INC.

Form 990-PF (2012)

C/O MOSS ADAMS LLP

77-0359427

Page **10**

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

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

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

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

c Any submission deadlines:

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

ZZYZX FOUNDATION, INC.

Form 990-PF (2012)

C/O MOSS ADAMS LLP

77-0359427 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE				176,547.
Total			3a	176,547.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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

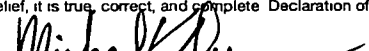
- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| | c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| | d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		12/7/14 Date		ASST TREASURER Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	HAROLD BRESLOW				2-5-14		P00700752
	Firm's name ▶ MOSS ADAMS LLP					Firm's EIN ▶ 91-0189318	
	Firm's address ▶ 10960 WILSHIRE BLVD SUITE 1100 LOS ANGELES, CA 90024					Phone no. 310-477-0450	

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

ZZYZX FOUNDATION, INC.
C/O MOSS ADAMS LLP

Employer identification number

77-0359427

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
 ZZYX FOUNDATION, INC.
 C/O MOSS ADAMS LLP

Employer identification number

77-0359427

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PATAGONIA.ORG 259 W. SANTA CLARA STREET VENTURA, CA 93001	\$ 775,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

ZZYZX FOUNDATION, INC.
C/O MOSS ADAMS LLP

Employer identification number

77-0359427

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
VANGUARD	340.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	340.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	7,581.	0.	7,581.
VANGUARD	14,789.	0.	14,789.
TOTAL TO FM 990-PF, PART I, LN 4	22,370.	0.	22,370.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,260.	2,130.		2,130.
TO FM 990-PF, PG 1, LN 16A	4,260.	2,130.		2,130.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	2,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10,000.	10,000.		0.
FILING FEES	10.	0.		10.
BANK FEES	177.	88.		89.
STATE FILING FEES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	10,212.	10,088.		124.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
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NAME OF CONTRIBUTOR	ADDRESS
PATAGONIA.ORG	259 W SANTA CLARA STREET VENTURA, CA 93001

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
YVON CHOUINARD C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MALINDA P. CHOUINARD C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.
FLETCHER P. CHOUINARD C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.
CLAIRE P. CHOUINARD C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.
KRISTINE TOMPKINS C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.
DAN EMMETT C/O LOST ARROW CORPORATION 259 W SANTA CLARA ST., VENTURA, CA 93001	DIRECTOR 1.00	0.	0.	0.

ROSE MARCARIO
C/O LOST ARROW CORPORATION
259 W SANTA CLARA ST.,
VENTURA, CA 93001

TREASURER OF THE CORPORATION

2.00

0.

0.

0.

ELIZABETH PIKE SHEEHY
C/O LOST ARROW CORPORATION
259 W SANTA CLARA ST.,
VENTURA, CA 93001

SECRETARY OF THE CORPORATION

2.00

0.

0.

0.

MIKE DUNN
C/O LOST ARROW CORPORATION
259 W SANTA CLARA ST.,
VENTURA, CA 93001

ASST. SECRETARY/ASST. TREASURER

2.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

YVON CHOUINARD
MALINDA P. CHOUINARD

Form 990-EF-Part XV, Line 3 - Grants and Contributions Paid During the Year.

Check #	Payee	Address	City	State	Zip	Individual/IRS Code Section	Purpose	Amount
500	Alex Lowe Charitable Foundation	P O Box 6666	Bozeman	MT	59771	N/A	To support environmental projects	500 00
501	All Saints Church	132 N Euclid Ave	Pasadena	CA	91101	N/A	To support environmental projects	500 00
507	American Society for Prevention of Cruelty to Animals	424 E 92nd Street	New York	NY	10128-6804	N/A	To support environmental projects	500 00
502	American Friends Service Committee	1501 Cherry Street	Philadelphia	PA	19102	N/A	To support environmental projects	500 00
503	American Indian College Fund	8333 Greenwood Blvd	Denver	CO	80221-4488	N/A	To support environmental projects	1,000 00
505	American Indian Health Services	4141 State Street, Ste B6	Santa Barbara	CA	93110	N/A	To support environmental projects	500 00
504	American Mountain Engineering Museum	710 10th Avenue, Ste 100	Golden	CO	80401	N/A	To support environmental projects	1,000 00
506	American Red Cross - Ventura County Chapter	836 Calle Plano	Ventura	CA	93012	N/A	To support environmental projects	500 00
508	Americares Foundation	88 Hamilton Ave	Stanford	CT	6902	N/A	To support environmental projects	500 00
509	Amnesty International USA	5 Penn Plaza	New York	NY	10001	N/A	To support environmental projects	1,000 00
510	Among Friends Adult Healthcare Center	851 South "A" Street	Oxnard	CA	93030	N/A	To support environmental projects	1,000 00
511	Angel Harvest, Inc	5461 West Jefferson Blvd	Los Angeles	CA	90016	N/A	To support environmental projects	1,000 00
512	Animal Rescue Team, Inc	875 Carriage Drive	Solvang	CA	93463	N/A	To support environmental projects	500 00
513	ARC (Association for Retarded Citizens - Ventura County)	5103 Walker Street	Ventura	CA	93003	N/A	To support environmental projects	500 00
514	Assistance League of Ventura County	913 E Santa Clara St	Ventura	CA	93001	N/A	To support environmental projects	1,070 00
515	Bardim Foundation	P O Box 1422	Bishop	CA	93515	N/A	To support environmental projects	500 00
516	Baton Rouge Area Foundation	402 N Fourth St	Baton Rouge	LA	70802	N/A	To support environmental projects	500 00
517	Big Cat Habitat/Gulf Coast Sanctuary	P O Box 50217	Sarasota	FL	34232-0301	N/A	To support environmental projects	1,000 00
518	Boys and Girls Club of Santa Clara Valley	1400 Harvard Blvd	Santa Paula	CA	93061-0152	N/A	To support environmental projects	1,000 00
519	Boys and Girls Club of Ventura	6020 Nicolle St, Suite D	Ventura	CA	93003	N/A	To support environmental projects	1,000 00
520	Buenaventura Gallery/Art Association	700 E Santa Clara St	Ventura	CA	93001	N/A	To support environmental projects	1,000 00
522	BYU - Idaho Radio 94.3 FM	200 Kimball Bldg	Rexburg	ID	83460	N/A	To support environmental projects	1,000 00
524	C R E W	P O Box 1532	Ojai	CA	93024	N/A	To support environmental projects	1,000 00
523	California State Parks Foundation	50 Francisco St, Ste 110	San Francisco	CA	94133	N/A	To support environmental projects	500 00
521	California Native Plant Society	2707 K Street, Ste 1	Sacramento	CA	95816-5113	N/A	To support environmental projects	500 00
522	California Range Land Trust	1221 H Street	Sacramento	CA	95814-1910	N/A	To support environmental projects	5,000 00
525	California Water Impact Network	808 Romero Canyon Rd	Sacramento	CA	95826	N/A	To support environmental projects	1,000 00
526	California Wildlife Foundation - California Oaks Project	428 13th Street, Suite 10A	Oakland	CA	94612	N/A	To support environmental projects	1,000 00
527	Capital Public Radio 90.9	7055 Folsom Blvd	Sacramento	CA	95826	N/A	To support environmental projects	1,000 00
528	Caregivers Volunteers Assisting the Elderly	1765 Goodyear Ave, Suite 205	Ventura	CA	93003-8015	N/A	To support environmental projects	1,000 00
529	CASA Pacifica	1722 South Lewis Rd	Camarillo	CA	93012	N/A	To support environmental projects	1,000 00
530	Catholic Charities - Oasis Program	1531 James M Wood Blvd	Los Angeles	CA	90015	N/A	To support environmental projects	1,000 00
531	Catholic Charities	303 N Ventura Ave, Ste A	Ventura	CA	93001-1936	N/A	To support environmental projects	1,000 00
532	CAUSE (Central Coast Alliance United for a Sustainable Economy)	2021 Sperry Ave, Ste 18	Ventura	CA	93003	N/A	To support environmental projects	1,000 00
533	Children of the Night	14530 Sylvan Street	Van Nuys	CA	91411	N/A	To support environmental projects	1,000 00
534	City Impact	P O Box 5678	Oxnard	CA	93031	N/A	To support environmental projects	500 00
535	City Kids Wilderness Project	802 S Caroline Street	Baltimore	MD	21231	N/A	To support environmental projects	1,000 00
536	Coastal Plan Conservancy	P O Box 1447	Lake Charles	LA	70602	N/A	To support environmental projects	1,000 00
626	Colorado Outward Bound School	5161 Sheridan Blvd	Denver	CO	80212	N/A	To support environmental projects	1,000 00
537	Committee for Social Justice	750 Mission Oaks Lane	Santa Barbara	CA	93105	N/A	To support environmental projects	1,000 00
538	Community Action of Ventura County	621 Richmond Ave	Oxnard	CA	93030	N/A	To support environmental projects	1,000 00
539	Community Assistance of Santa Paula	133 N Mill Street	Santa Paula	CA	93060	N/A	To support environmental projects	1,000 00
540	Community Kitchen of Santa Barbara	P O Box 22960	Santa Barbara	CA	93121	N/A	To support environmental projects	1,000 00
541	Covenant House California	1325 N Western Ave	Hollywood	CA	90027-5615	N/A	To support environmental projects	1,000 00
524	CSU, Channel Islands Foundation	One University Drive	Camarillo	CA	93012-8599	N/A	To support environmental projects	1,000 00
543	Destined for Grace (Haitian Orphans)	P O Box 925	Capiterna	CA	93014	N/A	To support environmental projects	1,000 00
632	UC San Diego Center for Marine Biodiversity & Conservation	9500 Gilman Dr, #0940	La Jolla	CA	92093-0940	N/A	To support environmental projects	500 00
550	E P Foster Library	100 E Main St	Ventura	CA	93001	N/A	To support environmental projects	1,000 00
544	Earth First Media Center	P O Box 324	Redway	CA	95560	N/A	To support environmental projects	1,000 00
545	ECO SLO (Environmental Center of San Luis Obispo)	P O Box 1014	San Luis Obispo	CA	93406	N/A	To support environmental projects	1,000 00
547	El Centro Family Learning Centers	P O Box 1613	Oxnard	CA	93032-1613	N/A	To support environmental projects	1,000 00
546	El Concilio del Condado de Ventura	301 South "C" St	Oxnard	CA	93030	N/A	To support environmental projects	1,000 00
548	Energy Independence Now	714 Bond Street	Santa Barbara	CA	93103	N/A	To support environmental projects	1,000 00
549	Environmental Defense Center	906 Garden Street	Santa Barbara	CA	93101	N/A	To support environmental projects	1,000 00

Exm 990 PE-Part XV, Line 3 - Grants and Contributions Paid During the Year.

551	ETOWN	P O Box 954	Boulder	CO	80306	N/A	509(a)(2)	To support environmental projects	1,000 00
552	Farm Park	300 Crestview Ave	Camarillo	CA	93010	N/A	501(c)(3)	To support environmental projects	1,000 00
553	Federation of Southern Cooperatives	2769 Church St	East Point	GA	30344	N/A	509(a)(2)	To support environmental projects	1,000 00
556	Food Share, Inc	4156 Southbank Drive	Oxnard	CA	93036	N/A	509(a)(1)	To support environmental projects	1,000 00
555	Foodbank of Santa Barbara County	4554 Hollister Ave	Santa Barbara	CA	93110-1700	N/A	509(a)(1)	To support environmental projects	1,000 00
557	Friends of Animals	777 Post Road Ste 205	Darien	CT	6820	N/A	509(a)(2)	To support environmental projects	500 00
558	Friends of the Carrizo Plain	660 Randy Drive	Newbury Park	CA	91320-3036	N/A	509(a)(1)	To support environmental projects	1,000 00
559	Friends of the River	HCR 69 - Box 3078	Santa Margarita	CA	93453	N/A	509(a)(1)	To support environmental projects	1,000 00
561	Friends of the Teton River	1418 20th Street, Ste 100	Sacramento	CA	95811	N/A	509(a)(2)	To support environmental projects	1,000 00
562	Gaviota Coast Conservancy	P O Box 768	Driggs	ID	83422	N/A	170(b)(1)(A)(vi)	To support environmental projects	500 00
563	Global Fund for Women	P O Box 1099	Goleta	CA	93116	N/A	509(a)(1)	To support environmental projects	1,000 00
564	Greenpeace Fund	222 Sutter St, Ste 500	San Francisco	CA	94108	N/A	509(a)(1)	To support environmental projects	1,000 00
565	Growing Solutions	702 H St NW, Ste 300	Washington	DC	20001	N/A	509(a)(1)	To support environmental projects	1,000 00
566	Gull Wings Children Museum	P O Box 30081	Santa Barbara	CA	93130	N/A	509(a)(1)	To support environmental projects	1,000 00
568	Habitat for Humanity	418 West Fourth Street	Oxnard	CA	93030	N/A	509(a)(2)	To support environmental projects	500 00
567	Habitat for Humanity of Ventura County	121 Habitat St	Americus	GA	31709-3498	N/A	509(a)(1)	To support environmental projects	1,000 00
569	Hart/Muttmachers Endowment Fund - Ventura County	4001 Mission Oaks Boulevard	Oxnard	CA	93030	N/A	170(b)(1)(A)(vi)	To support environmental projects	500 00
571	Hart Mountain Wyoming Foundation	1539 Road 19	Camarillo	CA	93012	N/A	170(b)(1)(A)(vi)	To support environmental projects	500 00
570	Hear of Los Angeles (HOLA)	2701 Wilshire Blvd., Ste 100	Powell	WY	82435	N/A	509(a)(2)	To support environmental projects	1,000 00
574	Hearts Therapeutic	P O Box 30662	Santa Barbara	CA	90057	N/A	509(a)(1)	To support environmental projects	1,000 00
572	Help of Ojai, Inc	P O Box 621	Ojai	CA	93130	N/A	509(a)(2)	To support environmental projects	500 00
573	Homeboy Industries	130 W Bruno Street	Los Angeles	CA	90012	N/A	509(a)(1)	To support environmental projects	1,000 00
577	Hughson Arboretum & Gardens Inc	P O Box 1345	Hughson	CA	95326-1345	N/A	509(a)(1)	To support environmental projects	500 00
575	Hughson United Methodist Church	P O Box 129	Hughson	CA	95326	N/A	509(a)(1)	To support environmental projects	100 00
576	The Sierra Club Foundation	85 Second Street, 2nd Floor	San Francisco	CA	94105	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
578	Interface Children, Family Services	1305 Del Norte Rd., Ste 130	Camarillo	CA	93010-9976	N/A	170(b)(1)(A)(vi)	To support environmental projects	3,000 00
579	International Rescue Committee	122 East 42nd Street	New York	NY	10168-1289	N/A	509(a)(1)	To support environmental projects	1,000 00
580	Jane Goodall Institute	1595 Spring Hill Rd., Suite 550	Veneta	VA	22182	N/A	509(a)(1)	To support environmental projects	1,000 00
581	Joie Armstrong Mem Fund/Armstrong Scholars	P O Box 487	Yosemite National Park	CA	95389	N/A	509(a)(2)	To support environmental projects	1,000 00
585	KCBX Radio FM Public Radio	4100 Vachell Lane	San Luis Obispo	CA	93401-8147	N/A	509(a)(2)	To support environmental projects	1,000 00
586	KCET Link	2900 West Alameda Avenue	Burbank	CA	91505-4267	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
587	KCLU 88.3 FM	60 West Olsen Road #4400	Thousand Oaks	CA	91360	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
588	KCRW 89.9 FM	1900 Pico Boulevard	Santa Monica	CA	90405	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
589	KCSB - FM 91.9	P O BOX 12834	Santa Barbara	CA	93107	N/A	509(a)(2)	To support environmental projects	500 00
582	Keep The Sespe Wild	P O Box 715	Ojai	CA	93024	N/A	501(c)(3)	To support environmental projects	1,000 00
583	Keystone Conservation	P O Box 6733	Bozeman	MT	59771	N/A	509(a)(1)	To support environmental projects	500 00
590	KPBS	5200 Campanile Dr	San Diego	CA	92182-5400	N/A	509(a)(3)	To support environmental projects	500 00
593	KPCC FM 89.3	474 S Raymond Avenue	Pasadena	CA	91105	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
591	KPFK 90.7	3729 Cahuenga Blvd West	North Hollywood	CA	91604	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
594	KUSP Radio 88.9 FM	203 8th Ave	Santa Cruz	CA	95062-4610	N/A	170(b)(1)(A)(vi)	To support environmental projects	500 00
598	La Leche League	3441 Clariton Place	Encino	CA	91436	N/A	509(a)(2)	To support environmental projects	500 00
595	Lake Castias Rowing Association	P O Box 74	Oak View	CA	93022	N/A	170(b)(1)(A)(vi)	To support environmental projects	300 00
599	Lighthouse for Woman & Children's Mission	P O Box 5545	Oxnard	CA	93031-5545	N/A	170(b)(1)(A)(vi)	To support environmental projects	1,000 00
600	Livingson Memorial Visiting Nurses Association	1996 Eastman Ave., Ste 101	Ventura	CA	93003	N/A	509(a)(1)	To support environmental projects	500 00
601	Lobero Theatre Foundation	33 East Canon Perdido St	Santa Barbara	CA	93101	N/A	509(a)(1)	To support environmental projects	500 00
603	Lobero Theatre Foundation	P O Box 831	Santa Barbara	CA	93102	N/A	509(a)(1)	To support environmental projects	500 00
604	Louisiana Environmental Action Network	Baton Rouge	Baton Rouge	LA	70806	N/A	509(a)(2)	To support environmental projects	2,000 00
605	Louisiana SPCA	162 Croydon Ave	New Orleans	LA	70114	N/A	509(a)(3)	To support environmental projects	1,000 00
607	MADD (Mothers Against Drunk Driving)	1700 Madri Gras Blvd	Irvine	TX	75062-8187	N/A	509(a)(1)	To support environmental projects	500 00
608	MALDEF (Mex-Amer Legal Def/Ed Fund)	511 East John Carpenter Fwy, Ste 700	Los Angeles	CA	90014	N/A	509(a)(3)	To support environmental projects	500 00
609	Manna Food Bank (Conejo Valley)	P O Box 1114	Thousand Oaks	CA	91358	N/A	509(a)(1)	To support environmental projects	1,000 00
610	Marin Agricultural Land Trust	P O Box 809	Point Reyes Station	CA	94956	N/A	509(a)(1)	To support environmental projects	500 00
606	Mercy Crusade & Nonprofit Spay & Neuter Clinic	2252 Craig Drive	Oxnard	CA	93036	N/A	509(a)(2)	To support environmental projects	1,000 00
611	Museum of Ventura County	100 East Main St	Ventura	CA	93001-2698	N/A	509(a)(2)	To support environmental projects	1,027 00
612	National Museum of Wildlife Art	P O Box 6825	Jackson Hole	WY	83002	N/A	509(a)(1)	To support environmental projects	1,000 00
616	North Shore Community Land Trust	P O Box 1179	Halawa	HI	96712	N/A	509(a)(1)	To support environmental projects	1,000 00

Form 990-PF-Part XV, Line 3 - Grants and Contributions Paid During the Year

617	NPR Foundation - National Public Radio	1111 North Capitol Street, NE	Washington	DC	20002	N/A	509(a)(3)	To support environmental projects	1,000.00
618	Nuclear Age Pence Foundation	1187 Coast Village Rd. Ste 1	Santa Barbara	CA	93108-2794	N/A	509(a)(1)	To support environmental projects	500.00
619	Ojai Raptor Center	P O Box 182	Oak View	CA	93022	N/A	509(a)(1)	To support environmental projects	2,000.00
620	Ojai Valley Family Shelter	930 Grand Avenue	Ojai	CA	93023	N/A	509(a)(1)	To support environmental projects	1,000.00
621	Ojai Valley Historical Society & Museum	130 West Ojai Avenue	Ojai	CA	93023	N/A	509(a)(2)	To support environmental projects	100.00
622	Ojai Valley Land Conservancy	P O Box 1092	Ojai	CA	93024	N/A	170(b)(1)(A)(v)	To support environmental projects	2,000.00
623	Ojai Valley Woman's Club	P O Box 442	Ojai	CA	93024	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
624	Orangutan Foundation International	824 S Wellesley Ave	Los Angeles	CA	90049	N/A	509(a)(1)	To support environmental projects	500.00
625	Otus College of Art & Design	9045 Lincoln Blvd	Los Angeles	CA	90045	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
627	Oxfam America	226 Causeway St, 5th Floor	Boston	MA	02114-2206	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
628	Pet Partners	875-124th Ave NE Ste 101	Bellevue	WA	98005-2531	N/A	509(a)(1)	To support environmental projects	1,000.00
629	Planned Parenthood	518 Garden Street	Santa Barbara	CA	93101	N/A	170(b)(1)(A)(v)	To support environmental projects	2,000.00
630	Planned Parenthood of Wyoming	1945 Westwood Hill	Casper	WY	82604	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
631	Planning and Conservation League	1107 9th Street, Ste 901	Sacramento	CA	95814	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
633	Prison Fellowship International	P O Box 17434	Washington	DC	20041	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
632	Project Understanding	P O Box 25460	Ventura	CA	93002	N/A	509(a)(1)	To support environmental projects	1,000.00
634	Raptor Recovery Nebraska	P O Box 222	Eagle	NE	68347	N/A	509(a)(1)	To support environmental projects	1,000.00
635	Rare Conservation	1310 N Courthouse Road, Ste 110	Arlington	VA	22201	N/A	170(b)(1)(A)(v)	To support environmental projects	500.00
636	Real Help	35 West Victoria St	Santa Barbara	CA	93101	N/A	509(a)(1)	To support environmental projects	1,000.00
637	Redwood Justice Fund	P O Box 14720	Santa Rosa	CA	95402	N/A	509(a)(1)	To support environmental projects	500.00
638	Rel Sun Education Fund	P O Box 2664	Mission Viejo	CA	92690	N/A	509(a)(2)	To support environmental projects	1,000.00
639	Restore Hetch Hetchy/Yosemite National Park	P O Box 565	San Francisco	CA	94104-0565	N/A	170(b)(1)(A)(v)	To support environmental projects	500.00
640	Rocky Mountain Raptor Program	2519 S Shields St, #115	Fort Collins	CO	80526	N/A	170(b)(1)(A)(v)	To support environmental projects	500.00
641	Rubicon Theatre Company	1066 E Main St, Suite 300	Ventura	CA	93001	N/A	170(b)(1)(A)(v)	To support environmental projects	1,000.00
657	S O A R	P O Box 7352	Ventura	CA	93006	N/A	509(a)(1)	To support environmental projects	1,000.00
643	Salvation Army - Oxnard Unit	P O Box 752	Oxnard	CA	93032	N/A	509(a)(2)	To support environmental projects	1,000.00
642	Salvation Army - Ventura Transitional Living Center	650 Petit Avenue	Ventura	CA	93004-2265	N/A	509(a)(2)	To support environmental projects	1,000.00
644	San Buenaventura Conservancy	P O Box 23263	Ventura	CA	93002	N/A	509(a)(1)	To support environmental projects	500.00
645	San Buenaventura Heritage, Inc	P O Box 6803	Ventura	CA	93006-6803	N/A	509(a)(1)	To support environmental projects	500.00
647	Santa Barbara Botanic Gardens	1212 Mission Canyon Road	Santa Barbara	CA	93105	N/A	509(a)(2)	To support environmental projects	250.00
646	Santa Barbara Audubon Society	2559 Puesta del Sol	Santa Barbara	CA	93103	N/A	509(a)(1)	To support environmental projects	1,000.00
648	Santa Barbara Channel Keeper	714 Bond Ave	Santa Barbara	CA	93160	N/A	509(a)(1)	To support environmental projects	1,000.00
649	Santa Barbara Wildlife Care Network	P O Box 6594	Santa Barbara	CA	93103-3798	N/A	509(a)(1)	To support environmental projects	1,000.00
650	Santa Barbara Zoo	500 Ninos Drive	Santa Barbara	CA	93060	N/A	509(a)(2)	To support environmental projects	1,000.00
651	Santa Paula Community Fund, Inc	134 Davis Street	Santa Paula	CA	95060	N/A	509(a)(1)	To support environmental projects	1,000.00
653	Sea Shepherd Conservation Society	P O Box 2616	Friday Harbor	WA	98250	N/A	509(a)(1)	To support environmental projects	1,000.00
654	Senior Concerns	401 Hodencamp Road	Thousand Oaks	CA	91360	N/A	509(a)(2)	To support environmental projects	1,000.00
655	Senior Nutrition Action Council of Ventura County, Inc	P O Box 6446	Thousand Oaks	CA	91359	N/A	501(a)(1)	To support environmental projects	1,000.00
656	Sierra Club Foundation	85 2nd Street, Ste 750	San Francisco	CA	94105-3441	N/A	501(a)(1)	To support environmental projects	1,000.00
658	Southern Poverty Law Center	400 Washington Ave, P O Box 5632	Montgomery	AL	36177-7459	N/A	509(a)(1)	To support environmental projects	1,000.00
659	Stanford University School of Medicine	875 Blake Wilbur Drive	Stanford	CA	94305-5826	N/A	170(b)(1)(A)(u)	To support environmental projects	500.00
660	Storyteller Children's Center	2115 State St	Santa Barbara	CA	93105	N/A	501(a)(1)	To support environmental projects	1,000.00
661	Suisun Wildlife Center	1171 Kellogg Street	Suisun City	CA	94585	N/A	501(a)(1)	To support environmental projects	1,000.00
662	Teton Regional Land Trust	P O Box 247	Driggs	ID	83422	N/A	501(a)(1)	To support environmental projects	1,000.00
663	Teton Valley Trails & Pathways	P O Box 373	Driggs	ID	83422	N/A	501(a)(1)	To support environmental projects	1,000.00
554	The Fistula Foundation	P O Box 12206	Santa Clara	CA	95050	N/A	501(a)(1)	To support environmental projects	500.00
596	The Land Conservancy of San Luis Obispo	P O Box 91830	San Luis Obispo	CA	93406	N/A	501(a)(1)	To support environmental projects	1,000.00
597	The Land Trust for Santa Barbara County	4245 North Fairfax Drive	Santa Barbara	CA	93190	N/A	501(a)(1)	To support environmental projects	1,000.00
614	The Nature Conservancy	201 Mission St, 4th Floor	Arlington	VA	22203-1606	N/A	501(a)(1)	To support environmental projects	1,000.00
615	The Nature Conservancy of California	104 West 27th St, 12th Flr	San Francisco	CA	94105-1832	N/A	509(a)(1)	To support environmental projects	1,000.00
666	The Trickle Up Program	P O Box 935	New York	NY	10001-6210	N/A	509(a)(1)	To support environmental projects	1,000.00
664	The World Parrot Trust USA Inc	300 S Los Robles Avenue	Lake Alfred	FL	33850	N/A	509(a)(1)	To support environmental projects	500.00
665	Throop Unitarian Universalist Church	P O Box 29903	Pasadena	CA	91101	N/A	170(b)(1)(A)(u)	To support environmental projects	1,000.00
667	Tides Foundation	425 East Costa Street	San Francisco	CA	94129-0903	N/A	509(a)(1)	To support environmental projects	1,000.00
668	Transitional Housing Program- Dept of Family & Children Services	3530 Wilshire Blvd, 4th Floor	Santa Barbara	CA	93101	N/A	509(a)(1)	To support environmental projects	1,000.00
669	Turning Point Foundation	P O Box 24397	Los Angeles	CA	90010	N/A	501(c)(3)	To support environmental projects	1,000.00
			Ventura	CA	93002	N/A	509(a)(1)	To support environmental projects	1,000.00

Grand Total

176,547 00