Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning OCTOBER 1, 2012, and ending SEPTEMBER, 20 13

Name of foundation: ELIZABETH BIXBY JANEWAY FOUNDATION

A Employer identification number: 95-2466561

Number and street (or P.O. box number if mail is not delivered to street address): C/O SHARI LEINWAND, 2029 CENTURY PARK EAST — Room/suite: 4000

B Telephone number (see instructions): (310) 577-8100

City or town, state, and ZIP code: LOS ANGELES, CA 90067-3026

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 35,208,909

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	317	317		
	4	Dividends and interest from securities	844,971	844,971		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	756,144			
	b	Gross sales price for all assets on line 6a 2,134,734				
	7	Capital gain net income (from Part IV, line 2)		756,144		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) PARTNERSHIPS	7,362	7,362		
	12	**Total.** Add lines 1 through 11	1,608,794	1,608,794		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	-0-			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	799	799		
	b	Accounting fees (attach schedule)	13,250	11,925		1,325
	c	Other professional fees (attach schedule)	126,442	126,442		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	56,484	-0-		160
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	196,975	139,166		1,485
	25	Contributions, gifts, grants paid	1,687,500			1,687,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,884,475	139,166		1,688,985
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	<275,681>			
	b	**Net investment income** (if negative, enter -0-)		1,469,628		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	8,579	9,577	9,577
2	Savings and temporary cash investments	1,316,356	184,240	184,240
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	21,540,654	22,395,146	34,015,092
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) PROM. NOTE	1,000,000	1,000,000	1,000,000
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ PARTNERSHIP)	<947>	-0-	-0-
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	23,864,642	23,588,963	35,208,909
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	-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	23,864,642	23,588,963	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)			
31	**Total liabilities and net assets/fund balances** (see instructions)	23,864,642	23,588,963	

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	23,864,642
2	Enter amount from Part I, line 27a	2	<275,681>
3	Other increases not included in line 2 (itemize) ▶ ROUNDING ERRORS	3	2
4	Add lines 1, 2, and 3	4	23,588,963
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,588,963

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				
b				
c	SCHEDULE I	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c	2,134,734		1,378,590	756,144
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	756,144
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	1,713,900	29,664,891	.057775
2010	1,941,113	30,458,997	.063729
2009	2,290,070	28,814,905	.079477
2008	1,708,110	26,202,601	.065189
2007	2,267,019	40,266,819	.056300

2	**Total** of line 1, column (d)	2	.322470
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	.064494
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,664,891
5	Multiply line 4 by line 3	5	1,913,207
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,696
7	Add lines 5 and 6	7	1,927,903
8	Enter qualifying distributions from Part XII, line 4	8	1,688,985

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	29,393
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	29,393
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	29,393
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 27,000		
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	27,000
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	2,393
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax ▶** ____ **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ____ **(2)** On foundation managers. ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	
	Website address ▶			
14	The books are in care of ▶ CHARLES L. FRANKLIN INC. Telephone no. ▶ (310) 234-0430 Located at ▶ 10724 WILSHIRE BLVD. #906, LOS ANGELES, CA ZIP+4 ▶ 90024-4472			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE ATTACHED	AS REQ'D	-0-	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RAMAJAL, INC. 800 W. SIXTH ST., LOS ANGELES, CA 90017	INVESTMENT MANAGEMENT	126,442
Total number of others receiving over $50,000 for professional services ▶		-0-

Part IX-A Summary of Direct Charitable Activities N/A

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	31,533,906
b	Average of monthly cash balances	1b	631,208
c	Fair market value of all other assets (see instructions)	1c	1,000,000
d	**Total** (add lines 1a, b, and c)	1d	33,165,114
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	33,165,114
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	497,477
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,667,637
6	**Minimum investment return.** Enter 5% of line 5	6	1,633,382

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	1,633,382
2a	Tax on investment income for 2012 from Part VI, line 5 . . . 2a 29,393		
b	Income tax for 2012. (This does not include the tax from Part VI.) . . . 2b		
c	Add lines 2a and 2b	2c	29,393
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,603,989
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,603,989
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,603,989

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	1,688,985
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,688,985
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,688,985

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1603,989
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			-0-	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008 122,415				
c	From 2009 866,830				
d	From 2010 428,807				
e	From 2011 265,457				
f	**Total** of lines 3a through e	1683,509			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,688,985				
a	Applied to 2011, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see instructions)	-0-			
d	Applied to 2012 distributable amount				1,603,989
e	Remaining amount distributed out of corpus	84996			
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	1,768,505			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		-0-		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	-0-			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	-0-			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,768,505			
10	Analysis of line 9:				
a	Excess from 2008 122,415				
b	Excess from 2009 866,830				
c	Excess from 2010 428,807				
d	Excess from 2011 265,457				
e	Excess from 2012 84,996				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				1,687,500
Total . . . . . ▶ 3a				1,687,500
b *Approved for future payment*				
Total . . . . . ▶ 3b				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	317	
4 Dividends and interest from securities			14	844,971	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	756,144	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a PARTNERSHIPS			14	7,362	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,608,794	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,608,794

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 12/4/13 Title: SECRETARY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHARLES L. FRANKLIN	[signature]	11/13/13		P01076347

Firm's name ▶ CHARLES L. FRANKLIN, INC. — Firm's EIN ▶ 95-3528274

Firm's address ▶ 10724 WILSHIRE BLVD. LOS ANGELES, CA 90024-4472 — Phone no (310) 234-0430

SCHEDULE OF CAPITAL GAINS & LOSSES

NAME ELIZABETH BIXBY JANEWAY FOUNDATION IDENTIFICATION NO 95-2466561

STATEMENT NO I YEAR ENDED 9/30/13

a Kind of property and description (Example 100 shares of "Z" Co)	√ If No 1099B	b Date acquired (mo, day, yr)	c Date sold (mo, day, yr)	d Gross sales price	e Cost or other basis as adjusted and expense of sale	f Gain (or loss) to be taken into account Short-Term Fed Not over One Year	Long-Term Fed over One Year
4000 MARATHON OIL		1/25/11	12/14/12	122682	114644		8,038
2,000 I.B.M.		5/12/11	12/14/12	383,285	344,458		38,827
20,000 PROCTER & GAMBLE		6/3/03	7/15/11	1628,767	919,488		709,279
TOTALS				2,134,734	1,378,590		756144

ENTER TOTALS ON SCHEDULE D

NAME ELIZABETH BIXBY JANEWAY FOUNDATION IDENTIFICATION NO. 95-2466561

STATEMENT NO. II YEAR ENDED 9/30/13

PART I - LINE 16a (LEGAL FEES):		
WILMERHALE		799
PART I - LINE 16b (ACCOUNTING FEES):		
CHARLES L. FRANKLIN, INC		13,250
PART I - LINE 16c (OTHER PROFESSIONAL FEES):		
RAMAJAL, LLC (INVESTMENT MANAGEMENT):	116,442	
SHARI LEINWAND (CONSULTANT)	10,000	
TOTAL		126,442
PART I - LINE 18 (TAXES):		
FEDERAL EXCISE TAX	56,324	
CALIFORNIA FRANCHISE TAX	10	
CALIFORNIA ATTORNEY GENERAL - FILING FEE	150	
TOTAL		56,484

FORM 202 P

ELIZABETH BIXBY JANEWAY FOUNDATION
CHARITABLE CONTRIBUTIONS
FISCAL YEAR ENDED SEPTEMBER 30, 2013

American Prairie Reserve	25,000	Conservation Project
Big Brothers Big Sisters of L.A.	5,000	Operations
Boys and Girls Club of Santa Barbara	10,000	Operations
California Rangeland Trust	10,000	Operations
Cancer Foundation of Santa Barbara	25,000	Operations
Cardiovascular Research Foundation	25,000	Operations
Center for Individual Rights	25,000	Operations
City Year, Inc.	25,000	Los Angeles Operations
College Spring	15,000	Operations
Community Partners fbo College Match	5,000	Operations
Foodbank of Santa Barbara County	10,000	Operations
Hoover Institution	100,000	Ken Jowitt Chair
Human Rights Watch	50,000	Operations
Lawrence School	100,000	English Chair
Leaders Quest Foundation USA	10,000	Operations
Los Angeles Leadership Academy	10,000	Rudnick Match
Los Angeles Leadership Academy	10,000	Operations
Los Angeles Opera	50,000	Operations
Los Angeles Philharmonic	50,000	Operations
Los Angeles World Affairs Council	100,000	Operations
Pacific Legal Foundation	50,000	Operations
Painted Turtle Camp	20,000	Capital Campaign
Painted Turtle Camp	25,000	Operations
Phillips Exeter Academy	50,000	Hotchkis Visitors Program
Planned Parenthood L.A.	25,000	Operations
Rancho Los Alamitos	300,000	Operations
Santa Barbara Cottage Hospital Foundation	15,000	Opetations
Santa Barbara Foundation	25,000	Operations
Santa Barbara Foundation	10,000	Science Matters
Santa Barbara Historical Society	15,000	Operations
Santa Barbara Maritime Museum	25,000	Point Conception Lighthouse
Santa Barbara Museum of Art	15,000	Operations
Santa Barbara Museum of Natural History	15,000	Operations
Santa Barbara Neighborhood Clinic	10,000	Operations
Santa Barbara Scholarship Foundation	25,000	E.B. Janeway Scholarship
Santa Barbara Zoo	25,000	Discovery Pavillion
Santa Ynez Valley Historical Society	12,500	Operations
SPARK	5,000	Operations
Special Olympics Southern California	10,000	Operations
Stone Soup Child Care Programs	25,000	Operations
Storm King Art Center	10,000	Operations
Storyteller Children's Center	10,000	Operations
The Broad Stage	25,000	Operations
Teach for America - Los Angeles	15,000	Operations
Teach for America - National	10,000	Operations
The Accelerated School	20,000	Operations
The John F. Kennedy Center	75,000	Operations
U.C. Berkeley Foundation	50,000	Heyman Chair
U.C. Berkeley Foundation	10,000	Young Musician Program
Wallis Annenberg Center	100,000	Operations
TOTAL	1,687,500	

ELIZABETH BIXBY JANEWAY FOUNDATION
SCHEDULE OF MARKETABLE SECURITIES

September 30, 2013

Shares	Stock	Carrying Value	Fair Market Value
35,000	Coca-Cola Co.	1,343,080	1,325,800
22,000	Colgate Palmolive	996,254	1,304,600
15,000	Costco Wholesale	850,655	1,727,550
60,000	CSX Corp.	1,057,906	1,544,400
50,000	Dow Chemical Corporation	949,190	1,920,000
12,000	Dupont	691,545	702,720
18,060	Exxon Mobil Corp	611,781	1,553,882
60,000	General Electric	1,421,352	1,433,400
9,000	International Business Machines	1,550,064	1,666,620
20,000	Johnson & Johnson	1,067,392	1,733,800
51,000	Marathon Oil Corp	1,325,482	1,778,880
39,700	Metlife, Inc	1,197,341	1,863,915
41,000	Microsoft Corp	1,119,170	1,364,480
55,000	Pfizer, Inc.	1,026,456	1,579,875
15,000	Philip Morris International	538,934	1,298,850
40,000	Wells Fargo & Co	538,192	1,652,800
	Mutual Funds		
117,556	Causeway Emerging Markets	1,179,364	1,369,853
278,153	Causeway International Value Fund	3,298,005	4,269,655
104,914	Hotchkis & Wiley Mid-Cap Fund	1,632,983	4,014,012
	GRAND TOTALS	**$22,395,146**	**$34,105,092**

ELIZABETH BIXBY JANEWAY FOUNDATION
Federal Identification Number 95-2466561
Fiscal Year Ended September 30, 2013

Form 990-PF – Answer to question on Part VIII:

OFFICERS AND DIRECTORS:

Preston B. Hotchkis – Chairman of the Board and Director
125 East Victoria Street – Suite L
Santa Barbara, CA 93101-2050
Mr. Hotchkis is a nephew of Mrs. Elizabeth Bixby Janeway, the creator of this Foundation, and is active as a director or member of a number of charitable organizations. He has not received, and does not contemplate receiving, any salary or expense allowance for his services.

John F. Hotchkis – President and Director
800 West Sixth Street – Suite 728
Los Angeles, CA 90017-2713
Mr. Hotchkis is also a nephew of Mrs. Janeway. He has not received, and does not contemplate receiving, any salary or expense allowances for his services. During the year he was the owner of Ramajal LLC which provided investment services to the Foundation. It received reasonable compensation for the services.

Shari Leinwand – Secretary and Director
2029 Century Park East – Suite 4000
Los Angeles, CA 90067-3026
Ms. Leinwand is not related to Mrs. Janeway. She performed services as Secretary, Director and Consultant and received $10,000 remuneration for one year of services.

Sarah H. Ketterer – Chief Financial Officer and Director
11111 Santa Monica Blvd. – Suite 1550
Los Angeles, CA 90025
Mrs. Ketterer is the grand niece of Mrs. Janeway and has not received, and does not contemplate receiving, any salary or expense allowance for her services.

All of the above individuals spend a portion of their time on Foundation duties.