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

Department of the Treasury
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation: **THE GRACE HELEN SPEARMAN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **3511 DIXIE CANYON PLACE**

City or town, state, and ZIP code: **SHERMAN OAKS, CA 91423**

Room/suite: _____

A Employer identification number: **76-0721677**

B Telephone number: **8189954418**

C If exemption application is pending, check here

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

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

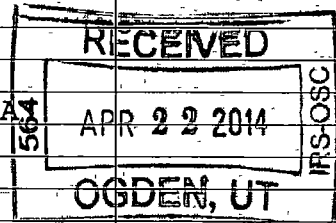
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 14,759,139.** **J** Accounting method: Cash Accrual
 Other (specify) _____

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	228,646.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.	3.	STATEMENT 1
	4 Dividends and interest from securities	153,262.	153,262.	153,262.	STATEMENT 2
	5a Gross rents	642,934.	642,934.	642,934.	STATEMENT 3
	b Net rental income or (loss)	270,562.			STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	189,035.			
	b Gross sales price for all assets on line 6a	1,973,829.			
	7 Capital gain net income (from Part IV, line 2)		189,035.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	146.	0.	0.	STATEMENT 9	
12 Total Add lines 1 through 11	1,214,026.	985,234.	796,199.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	171,255.	154,130.	171,255.	17,125.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,492.	9,492.	9,492.	0.
	16a Legal fees STMT 5	3,549.	3,549.	3,549.	0.
	b Accounting fees STMT 6	43,700.	43,700.	43,700.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	4,043.	4,043.	4,043.	0.
	19 Depreciation and depletion	74,602.	74,602.	74,602.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	436,858.	436,858.	436,858.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	743,499.	726,374.	743,499.	17,125.
	25 Contributions, gifts, grants paid	722,500.			722,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,465,999.	726,374.	743,499.	739,625.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<251,973.>				
b Net investment income (if negative, enter -0-)		258,860.			
c Adjusted net income (if negative, enter -0-)			52,700.		



SCANNED MAY 07 2014

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	493,477.	381,056.	381,056.
	2 Savings and temporary cash investments			
	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 ▶			
	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			
	b Investments - corporate stock STMT 11	3,704,187.	3,924,575.	4,530,847.
	c Investments - corporate bonds STMT 12	1,960,362.	1,681,113.	1,637,236.
11 Investments - land, buildings, and equipment basis ▶ 2,575,000.				
Less accumulated depreciation STMT 10 ▶ 282,866.	2,366,736.	2,292,134.	2,575,000.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 5,670,144.				
Less accumulated depreciation ▶	5,663,393.	5,670,144.	5,635,000.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	14,188,155.	13,949,022.	14,759,139.	
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 ▶ SECURITY DEPOSITS)	26,358.	39,198.	
23 Total liabilities (add lines 17 through 22)	26,358.	39,198.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,161,797.	13,909,824.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	14,161,797.	13,909,824.		
31 Total liabilities and net assets/fund balances	14,188,155.	13,949,022.		

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	14,161,797.
2 Enter amount from Part I, line 27a	2	<251,973.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,909,824.
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	13,909,824.

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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 66,321.		69,863.	<3,542.>
b 1,832,423.		1,714,931.	117,492.
c 75,085.			75,085.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			<3,542.>
b			117,492.
c			75,085.
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	189,035.
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	<3,542.>

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	290,784.	14,441,014.	.020136
2010	35,245.	13,552,052.	.002601
2009			
2008			
2007			

2 Total of line 1, column (d)	2	.022737
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	.011369
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,526,848.
5 Multiply line 4 by line 3	5	165,156.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,589.
7 Add lines 5 and 6	7	167,745.
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	739,625.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,589.
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	0.
3 Add lines 1 and 2	3	2,589.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,589.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,589.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers. \blacktriangleright \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \blacktriangleright \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) \blacktriangleright CA		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	

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)

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)

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► N/A

14 The books are in care of ► STEVEN TOBIN Telephone no. ► 818-995-4418
Located at ► 3511 DIXIE CANYON PLACE, SHERMAN OAKS, CA ZIP+4 ► 91423

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 ►

	Yes	No
16		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? Yes No N/A

5b			
6b			X
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.

(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 13		171,255.	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.

1	Expenses
N/A	
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.

1	Amount
N/A	
2	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,005,909.
b	Average of monthly cash balances	1b	532,160.
c	Fair market value of all other assets	1c	8,210,000.
d	Total (add lines 1a, b, and c)	1d	14,748,069.
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	14,748,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	221,221.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,526,848.
6	Minimum investment return. Enter 5% of line 5	6	726,342.

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	726,342.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,589.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	723,753.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	723,753.
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	723,753.

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	739,625.
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	739,625.
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	2,589.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	737,036.

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				723,753.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			632,541.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	4,400.			
b From 2008	8,450.			
c From 2009	6,450.			
d From 2010	36,778.			
e From 2011	67,728.			
f Total of lines 3a through e	123,806.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 739,625.				
a Applied to 2011, but not more than line 2a			632,541.	
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				107,084.
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))	123,806.			123,806.
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				492,863.
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				

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)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					

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	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 SCHEDULE ATTACHED	NONE	EXEMPT		722,500.
Total			▶ 3a	722,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

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

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

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	ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423	\$ 127,928.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423	\$ 100,718.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GRACE HELEN SPEARMAN FOUNDATION	Employer identification number 76-0721677
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

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

(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

(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

(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

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

SOURCE	AMOUNT
K-1 FROM ESTATE OF GRACE H. SPEARMAN	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
U.S. TRUST - NOMINEE	214,860.	75,085.	139,775.
U.S. TRUST - NOMINEE	13,325.	0.	13,325.
U.S. TRUST - NOMINEE	162.	0.	162.
TOTAL TO FM 990-PF, PART I, LN 4	228,347.	75,085.	153,262.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
248 S REEVES AND 7956-7962 3RD STREET, CALIFORNIA	1	635,126.
LAND - PERRIS, CA	2	7,808.
TOTAL TO FORM 990-PF, PART I, LINE 5A		642,934.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		74,602.	
RENTAL EXPENSES		289,962.	
- SUBTOTAL -	1		364,564.
RENTAL EXPENSES		7,808.	
- SUBTOTAL -	2		7,808.
TOTAL RENTAL EXPENSES			372,372.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			270,562.

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COX, CASTLE, & NICHOLSON	3,549.	3,549.	3,549.	0.
TO FM 990-PF, PG 1, LN 16A	3,549.	3,549.	3,549.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWARTZ KALES ACCOUNTANCY CORP - TAX AND ACCOUNTING	43,700. 0.	43,700. 0.	43,700. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 16B	43,700.	43,700.	43,700.	0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	85.	85.	85.	0.
FOREIGN TAXES	818.	818.	818.	0.
REAL ESTATE TAXES	3,140.	3,140.	3,140.	0.
TO FORM 990-PF, PG 1, LN 18	4,043.	4,043.	4,043.	0.

FORM- 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	134,694.	134,694.	134,694.	0.
INSURANCE	2,889.	2,889.	2,889.	0.
PAYROLL FEES	1,505.	1,505.	1,505.	0.
RENTAL EXPENSES	289,962.	289,962.	289,962.	0.
RENTAL EXPENSES	7,808.	7,808.	7,808.	0.
TO FORM 990-PF, PG 1, LN 23	436,858.	436,858.	436,858.	0.

FORM 990-PF OTHER INCOME STATEMENT 9

DESCRIPTION	(A) REVENUE PER BOOKS
TAX REFUND	146.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	146.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
248 S. REEVES BEVERLY HILLS, CA 90212	900,000.	124,091.	775,909.	900,000.
7956 W 3RD STREET LOS ANGELES, CA 90048	1,675,000.	158,775.	1,516,225.	1,675,000.
TO 990-PF, PART II, LN 11	2,575,000.	282,866.	2,292,134.	2,575,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	3,425,606.	4,060,827.
HEDGE FUNDS	248,969.	235,917.
REITS	250,000.	234,103.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,924,575.	4,530,847.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	1,681,113.	1,637,236.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,681,113.	1,637,236.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEVEN TOBIN 3511 DIXIE CANYON PLACE SHERMAN OAKS, CA 91423	PRESIDENT & DIRECTOR 40.00	166,755.	0.	0.
DIRK ETCHISON 6755 TYRONE AVENUE VAN NUYS, CA 91405	DIRECTOR 2.00	2,000.	0.	0.
KEN RANDMAN 5254 EDGEWARE DRIVE CALABASAS, CA 91301	DIRECTOR 2.00	2,500.	0.	0.
ALMA BANAUÉLOS 515 S. FLOWER STREET #2700 LOS ANGELES, CA 90071	DIRECTOR 0.00	0.	0.	0.
JOHN OSTLER 515 S. FLOWER STREET #2700 LOS ANGELES, CA 90071	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		171,255.	0.	0.

THE GRACE HELEN SPEARMAN FOUNDATION
SCHEDULE OF SECURITIES HELD
NOVEMBER 30, 2013

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
COLUMBIA CONTRARIAN CORE FUND	500,000	534,589
COLUMBIA SELECT LARGE CAP GROWTH FUND	689,738	1,044,326
COLUMBIA VALUE AND RESTRUCTURING FUND	287,794	377,179
SELECT SECTOR SPIDER ENERGY FUND	100,376	115,830
COLUMBIA ACORN SELECT FUND	250,000	270,386
ISHARES DOW JONES US AEROSPACE & DEFENSE INDEX FUND	30,237	48,443
POWERSHARES WATER RESOURCES PORTFOLIO FUND	30,377	39,816
ARTISAN INTERNATIONAL FUND	325,000	348,331
ISHARES SINGAPORE INDEX FUND	119,908	134,306
MARKETS VECTORS AGRIBUSINESS ETF	60,243	59,629
THORNBURG INTERNATIONAL VALUE FUND	281,789	303,817
ISHARES EMERGING MARKETS INDEX FUND	198,957	195,234
ISHARES INDONESIA INVESTABLE MARKET INDEX FUND	70,016	53,153
ISHARES MEXICO ETF	100,590	102,847
ISHARES SOUTH KOREA ETF	80,581	79,987
NEUBERGER BERMAN EMERGING MARKETS EQUITY FUND	300,000	352,954
CORPORATE STOCKS	<u>3,425,606</u>	<u>4,060,827</u>
PROCTOR & GAMBLE NOTE	100,718	100,314
MICROSOFT CORP NOTE	103,754	102,336
VERIZON COMMUNICATIONS NOTE	101,160	102,389
TOYOTA MOTOR NOTE	100,401	102,715
BEAR STEARNS NOTE	105,343	110,441
COLUMBIA STRATEGIC INCOME FUND	200,000	202,318
TOTAL NOTE	103,321	103,654
PIMCO FOREIGN BOND FUND	364,098	339,854
ARTIO GLOBAL HIGH INCOME	302,318	293,898
PIMCO EMERGING LOCAL BOND FUND	200,000	179,317
CORPORATE BONDS	<u>1,681,113</u>	<u>1,637,236</u>
PIMCO ALL ASSET FUND	128,969	117,642
ARBITRAGE FUND	120,000	118,275
HEDGE FUNDS	<u>248,969</u>	<u>235,917</u>
COLUMBIA REAL ESTATE EQUITY FUND	<u>250,000</u>	<u>234,103</u>
TOTAL SECURITIES	<u>5,605,688</u>	<u>6,168,083</u>

THE GRACE HELEN SPEARMAN FOUNDATION
 CONTRIBUTIONS PAID DURING THE YEAR
 12/1/2012 TO 11/30/2013

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	RECIPIENT STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
ADVOT Project	1033 S STANLEY AVE. LOS ANGELES, CA 90019	NONE	EXEMPT		25,000
Ahead With Horses, Inc	10157 JOHANNA AVE SHADOW HILLS, CA 91040	NONE	EXEMPT		15,000
Aids Assistance Program	1276 NORTH PALM CANYON DRIVE, STE 108 PALM SPRINGS, CA 92262	NONE	EXEMPT		5,000
Aids Life Cycle	1125 N MCCADDEN PLACE LOS ANGELES, CA 90038	NONE	EXEMPT		10,000
Alzheimers Association	225 N MICHIGAN AVE FL 17 CHICAGO, IL 60601	NONE	EXEMPT		5,000
Angeles Chorale	20929 VENTURA BLVD #47-120 WOODLAND HILLS, CA 91364	NONE	EXEMPT		12,000
APLA	1741 E 120TH STREET LOS ANGELES, CA 90059	NONE	EXEMPT		10,000
Barbara Sinatra Childrens	39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	EXEMPT		15,000
Beyond Bullies	1080 S. LA CIENEGA BLVD, STE 103 LOS ANGELES, CA 90035	NONE	EXEMPT		5,000
Blue Shadows Mountain Drill Team	11035 OSBORNE STREET LAKE VIEW TERRACE, CA 91342	NONE	EXEMPT		15,000
Blue Shadows Troop	9721 GIERBA ROAD AQUA DULCE, CA 91390	NONE	EXEMPT		5,000
Caballeros	PO BOX 4082 PALM SPRINGS, CA 92263	NONE	EXEMPT		18,000
Cancer Services of East	3500 DEPAUW BLVD. #2070 INDIANAPOLIS, IN 46268	NONE	EXEMPT		15,000
Childrens Bureau of Southern CA	1910 MAGNOLIA AVE LOS ANGELES, CA 90007	NONE	EXEMPT		25,000
Childrens Burn Foundation	5000 VAN NUYS BLVD #450 SHERMAN OAKS, CA 91403	NONE	EXEMPT		10,000
Consilience Productions, Inc	239 90TH STREET BROOKLYN, NY 11029	NONE	EXEMPT		15,000
Crossroads Cultural Center	5511 W 64TH STREET LOS ANGELES, CA 90056	NONE	EXEMPT		10,000
Dayle McIntosh Disability	13272 GARDEN GROVE BLVD. GARDEN GROVE, CA 92843	NONE	EXEMPT		5,000
Desert Aids Project	1695 N SUNRISE WAY PALM SPRINGS, CA 92262	NONE	EXEMPT		25,000
Desert Cancer Foundation	74091 LARREA STREET PALM DESERT, CA 92260	NONE	EXEMPT		10,000
Desert Friends Of The	6 QUEENS CT, STE 200 RANCHO MIRAGE, CA 92270	NONE	EXEMPT		10,000
DIG (Development in Gardening)	999 PEACHTREE STREET NE, STE 2300 ATLANTA, GA 30309	NONE	EXEMPT		23,000
Down Syndrome Association	16461 SHERMAN WAY, STE 180 VAN NUYS, CA 91406	NONE	EXEMPT		10,000
Dress For Success Worldwide	32 EAST 31ST STREET, 7TH FLOOR NEW YORK, NY 10016	NONE	EXEMPT		15,000
Eagle Wings Community Outreach	1201 NORTH A STREET PERRIS, CA 92570	NONE	EXEMPT		3,000
Emily Shane Foundation	2893 SEA RIDGE STREET MALIBU, CA 90265	NONE	EXEMPT		20,000
Find Food Bank	83775 CITRUS AVE. INDIO, CA 92201	NONE	EXEMPT		5,000
Fractured Atlas	248 W 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT		12,000
Friends of Palm Springs Animal Shelter	4575 E MESQUITE AVE PALM SPRINGS, CA 92264	NONE	EXEMPT		5,000
Friends Of The Perris Branch Library	163 E. SAN JACINTO PERRIS, CA 92570	NONE	EXEMPT		500
GLSEN	90 BROAD STREET, 2ND FLOOR NEW YORK, NY 10004	NONE	EXEMPT		25,000
Gofarr Fund	4650 SUNSET BLVD. LOS ANGELES, CA 90027	NONE	EXEMPT		10,000
Greet The Day	200 NEWPORT CENTER DRIVE #111 NEWPORT BEACH, CA 92660	NONE	EXEMPT		5,000
Haig It Up	12930 VENTURA BLVD #58 STUDIO CITY, CA 91604	NONE	EXEMPT		2,000
Hofstra University	HOFSTRA UNIVERSITY HEMPSTEAD, NY 11549	NONE	EXEMPT		6,500
House of Hope	205 WEST 9TH STREET SAN PEDRO, CA 90731	NONE	EXEMPT		5,000
Jewish Big Brothers and Sisters	6505 WILSHIRE BLVD. LOS ANGELES, CA 90048	NONE	EXEMPT		10,000
Kitchen Theater Company	417 W STATE STREET ITHACA, NY 14850	NONE	EXEMPT		10,000
LA Unified School District	333 S. BEAUDRY AVE., LOS ANGELES, CA 90017	NONE	EXEMPT		5,000
LGBT Community Center	208 WEST 13TH STREET, NEW YORK, NY 10011	NONE	EXEMPT		25,000

THE GRACE HELEN SPEARMAN FOUNDATION
 CONTRIBUTIONS PAID DURING THE YEAR
 12/1/2012 TO 11/30/2013

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	RECIPIENT STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Los Angeles Habilitation House	2041 SAN GABRIEL AVENUE LONG BEACH, CA 90810	NONE	EXEMPT		30,000
National MS Society	2440 SOUTH SEPULVEDA BLVD LOS ANGELES, CA 90064	NONE	EXEMPT		10,000
Operation Safe House Inc	9685 HAYES STREET RIVERSIDE, CA 92503	NONE	EXEMPT		15,000
Our Community House of Hope	348 W AVENIDA DE LOS ARBOLES, THOUSAND OAKS, CA 91360	NONE	EXEMPT		15,000
Palm Springs Animal Shelter	4575 E MESQUITE AVE PALM SPRINGS, CA 92264	NONE	EXEMPT		5,000
Palm Springs Unified School District	980 EAST TAHQUITZ CANYON PALM SPRINGS, CA 92262	NONE	EXEMPT		10,000
Parent Booster USA, Inc	3554 WEST ORANGE COUNTRY CLUB DR, STE 250 WINTER GARDEN, FL 34787	NONE	EXEMPT		10,000
Perris Valley Recovery Programs	236 E 3RD STREET, #B PERRIS, CA 92570	NONE	EXEMPT		3,000
Perris Valley Seniors, Inc	100 NORTH D STREET PERRIS, CA 92570	NONE	EXEMPT		500
Perris Valley Youth Association	1591 CANTANIA DRIVE PERRIS, CA 92571	NONE	EXEMPT		1,000
Picture Me Happy	2801 ATLANTIC AVENUE LONG BEACH, CA 90806	NONE	EXEMPT		25,000
Program For Torture Victims	3655 S GRAND AVE., STE 290 LOS ANGELES, CA 90007	NONE	EXEMPT		15,000
Radford Hall	13627 1/2 VICTORY BLVD VAN NUYS, CA 91401	NONE	EXEMPT		5,000
Rebuilding America's Warriors	PO Box 1931 RANCHO MIRAGE, CA 92270	NONE	EXEMPT		15,000
Sober in the Sun	PO BOX 4584 PALM SPRINGS, CA 92263	NONE	EXEMPT		3,000
Soces Tri-M Band	18605 ERWIN STREET TARZANA, CA 91335	NONE	EXEMPT		10,000
St. Annes Maternity Home	155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE	EXEMPT		10,000
Stagebridge	2501 HARRISON STREET OAKLAND, CA 94612	NONE	EXEMPT		20,000
The Actors Fund of America	729 WEST 57TH STREET, 4TH FLOOR NEW YORK, NY 10019	NONE	EXEMPT		15,000
The Garden Club of Palm Springs	2401 EAST BARISSO ROAD PALM SPRINGS, CA 92262	NONE	EXEMPT		5,000
Thousand Oaks Police Charitable	2100 THOUSAND OAKS BLVD THOUSAND OAKS, CA 91362	NONE	EXEMPT		3,000
Trevor Project	8704 SANTA MONICA BLVD. #200 WEST HOLLYWOOD, CA 90069	NONE	EXEMPT		15,000
University Christian Church	5831 WEST CENTINELA AVENUE LOS ANGELES, CA 90045	NONE	EXEMPT		5,000
Vietnam Veterans Memorial Fund	2600 VIRGINIA AVE. NW, STE 104 WASHINGTON, DC 20037	NONE	EXEMPT		10,000
We Spark	13522 VENTURA BLVD SHERMAN OAKS, CA 91423	NONE	EXEMPT		5,000

TOTAL

722,500

* Exempt status suspended