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

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

2012

Open to public inspection

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

Name of foundation
THE KENNETH T. AND EILEEN L. NORRIS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
11 GOLDEN SHORE, SUITE 450

City or town, state, and ZIP code
LONG BEACH, CA 90802

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)
\$ 180,658,108. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
95-6080374

B Telephone number
(562) 435-8444

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 ☐

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,250.	1,250.		STATEMENT 1
4 Dividends and interest from securities		5,443,787.	5,443,787.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<12,724.>			
b Gross sales price for all assets on line 6a		12,880,276.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<21,082.>	14,232.		STATEMENT 3
12 Total. Add lines 1 through 11		5,411,231.	5,459,269.		
13 Compensation of officers, directors, trustees, etc.		28,000.	0.		28,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		34,057.	23,840.		10,217.
c Other professional fees STMT 5		42,406.	42,406.		0.
17 Interest					
18 Taxes STMT 6		120,865.	4,078.		335.
19 Depreciation and depletion					
20 Occupancy		50,108.	25,054.		25,054.
21 Travel, conferences, and meetings		8,633.	0.		8,633.
22 Printing and publications					
23 Other expenses STMT 7		990,871.	491,460.		499,411.
24 Total operating and administrative expenses. Add lines 13 through 23		1,274,940.	586,838.		571,650.
25 Contributions, gifts, grants paid		7,189,690.			7,189,690.
26 Total expenses and disbursements. Add lines 24 and 25		8,464,630.	586,838.		7,761,340.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,053,399.>			
b Net investment income (if negative, enter -0-)			4,872,431.		
c Adjusted net income (if negative, enter -0-)				N/A	

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**THE KENNETH T. AND EILEEN L. NORRIS
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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		13,647.	47,031.	47,031.
	2	Savings and temporary cash investments		3,487,676.	1,041,127.	1,041,127.
	3	Accounts receivable ▶ 392.		16,257.	392.	392.
		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		23,125.	23,125.	
	10a	Investments - U.S. and state government obligations STMT 11		1,947,848.	1,940,044.	2,130,460.
	b	Investments - corporate stock STMT 12		47,277,560.	47,277,560.	130,239,590.
	c	Investments - corporate bonds STMT 13		39,594,324.	39,078,747.	40,567,300.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 14		3,390,233.	3,280,353.	6,606,258.	
14	Land, buildings, and equipment: basis ▶ 96,394.					
	Less: accumulated depreciation STMT 15 ▶ 95,640.		754.	754.	754.	
15	Other assets (describe ▶ SECURITY DEPOSIT)		2,071.	2,071.	2,071.	
16	Total assets (to be completed by all filers)		95,730,370.	92,691,204.	180,658,108.	
Liabilities	17	Accounts payable and accrued expenses		7,682,712.	8,264,595.	
	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 ▶ STATEMENT 16)		26,084.	26,179.	
23	Total liabilities (add lines 17 through 22)		7,708,796.	8,290,774.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		88,021,574.	84,400,430.		
30	Total net assets or fund balances		88,021,574.	84,400,430.		
31	Total liabilities and net assets/fund balances		95,730,370.	92,691,204.		

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	88,021,574.
2	Enter amount from Part I, line 27a	2	<3,053,399.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	7,701,577.
4	Add lines 1, 2, and 3	4	92,669,752.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	8,269,322.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	84,400,430.

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 SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 12,880,276.		12,893,000.	<12,724.>

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			<12,724.>

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	<12,724.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	7,398,933.	157,559,265.	.046960
2010	6,975,407.	150,286,393.	.046414
2009	6,773,688.	143,173,991.	.047311
2008	8,322,419.	134,769,530.	.061753
2007	9,074,040.	169,194,847.	.053631

2 Total of line 1, column (d)	2	.256069
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	.051214
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	168,851,086.
5 Multiply line 4 by line 3	5	8,647,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,724.
7 Add lines 5 and 6	7	8,696,264.
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	7,761,340.

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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 type="checkbox"/> and enter 1% of Part I, line 27b		1	97,449.
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	97,449.
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	97,449.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	120,574.	
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	120,574.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,125.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 23,125. Refunded <input type="checkbox"/> 0.	11		0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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?	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) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.NORRISFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>WALTER ZANINO, TRUSTEE-EXEC. DIR.</u> Telephone no. ► <u>(562) 435-8444</u> Located at ► <u>11 GOLDEN SHORE, SUITE 450, LONG BEACH, CA</u> ZIP+4 ► <u>90802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input 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		X
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

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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

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 17		28,000.	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."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	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.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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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	168,820,150.
b	Average of monthly cash balances	1b	2,599,447.
c	Fair market value of all other assets	1c	2,825.
d	Total (add lines 1a, b, and c)	1d	171,422,422.
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	171,422,422.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,571,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	168,851,086.
6	Minimum investment return. Enter 5% of line 5	6	8,442,554.

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	8,442,554.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	97,449.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	97,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,345,105.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,345,105.
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	8,345,105.

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	7,761,340.
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	7,761,340.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,761,340.

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.

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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				8,345,105.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,680,830.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 7,761,340.				
a Applied to 2011, but not more than line 2a			7,680,830.	
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				80,510.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				8,264,595.
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				

**THE KENNETH T. AND EILEEN L. NORRIS
FOUNDATION**

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
<i>a Paid during the year</i>				
STATEMENT	NONE	PUBLIC CHARITIES	GENERAL	7,189,690.
Total			▶ 3a	7,189,690.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated.

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

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)

[illegible]

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	20,000 SHS ABBOTT LABORATORIES	P	07/28/10	01/02/13
b	10,000 SHS ABBOTT LABORATORIES	P	03/09/12	01/02/13
c	10,000 SHS ABBOTT LABORATORIES	P	03/26/12	01/02/13
d	1,000 SHS GEN ELEC CAP CORP	P	01/02/07	01/15/13
e	1,000 SHS TARGET CORP	P	11/25/08	01/15/13
f	1,000 SHS WELLS FARGO & CO	P	02/25/09	01/31/13
g	1,000 SHS CITIGROUP INC	P	11/07/08	04/11/13
h	1,000 SHS MONUMENTAL GLOBAL FD	P	02/27/09	04/22/13
i	1,000 SHS PRINCIPAL LIFE INC	P	03/23/09	04/24/13
j	1,000 SHS MERRILL LYNCH & CO	P	05/15/08	04/25/13
k	979 SHS BRIT COLUMBIA EMTN	P	03/21/05	04/26/13
l	1,000 SHS ALLSTATE LIFE GL	P	02/24/09	04/30/13
m	1,000 SHS XEROX CORP	P	07/21/09	05/15/13
n	1,000 SHS FIRST TENNESSEE BK	P	12/27/07	05/15/13
o	1,000 SHS CME GROUP INC	P	01/16/09	08/01/13

(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 507,950.		507,950.	0.
b 294,746.		294,746.	0.
c 313,908.		313,908.	0.
d 500,000.		500,000.	0.
e 1,000,000.		1,000,000.	0.
f 1,000,000.		1,000,000.	0.
g 500,000.		500,000.	0.
h 1,000,000.		1,000,000.	0.
i 1,000,000.		1,000,000.	0.
j 1,000,000.		1,000,000.	0.
k 260,350.		266,000.	<5,650.>
l 1,000,000.		1,000,000.	0.
m 500,000.		500,000.	0.
n 1,000,000.		1,000,000.	0.
o 1,000,000.		1,000,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			0.
k			<5,650.>
l			0.
m			0.
n			0.
o			0.

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

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

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	1,000 SHS MAY DEPT STORES CO	P	12/11/02	08/15/13
b	1,000 SHS CITIGROUP INC	P	11/07/08	08/19/13
c	1,000 SHS AMERICAN EXPRESS CR	P	02/11/09	08/20/13
d	INTEGRAL CAPITAL PARTNERS VI, LP	P		
e	WHITEHALL STREET REAL ESTATE LP XI	P		
f	WHITEHALL STREET REAL ESTATE LP XII	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 500,000.		500,000.	0.
b 500,000.		500,000.	0.
c 1,000,000.		1,000,000.	0.
d		8,455.	<8,455.>
e 3,322.			3,322.
f		1,941.	<1,941.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			<8,455.>
e			3,322.
f			<1,941.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<12,724.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

The Kenneth T. & Eileen L. Norris Foundation		
I.D. #95-6080374		
Charitable Donation Summary - Year End November 30, 2013		
Organization	Deductible Portion	Project Title
1736 Family Crisis Center 2116 Arlington Avenue, Suite 200 Los Angeles, CA 90018	\$ 15,000.00	1736 Family Crisis Center's Emergency Youth Shelter Program
A Noise Within 3352 East Foothill Boulevard Pasadena, CA 91107	\$ 15,000.00	Classics Live! Education Programs and Learning Resource Center
A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	\$ 20,000.00	General Operating Support
AbilityFirst Long Beach Center 3770 East Willow Street Long Beach, CA 90815	\$ 5,000.00	Warm Water Aquatics Program
Activities For Retarded Children 6456 Whitsett Avenue North Hollywood, CA 91606	\$ 10,000.00	A R C Education, Health, and Wellness Weekend Program
Algalita Marine Research Institute 148 North Manna Drive Long Beach, CA 90803	\$ 15,000.00	Research and Education Programs
AltaMed Health Services Corporation 2040 Camfield Avenue Los Angeles, CA 90040	\$ 20,000.00	Escalera Youth Ambassador Advocates Program
Alzheimer's Family Services Center 9451 Indianapolis Avenue Huntington Beach, CA 92646	\$ 10,000.00	Family Dementia Services
American Film Institute 2021 North Western Avenue Los Angeles, CA 90027-1657	\$ 80,000.00	General Operating Support and AFI Catalog of Feature Films
American Red Cross Los Angeles Region 11355 Ohio Avenue Los Angeles, CA 90025	\$ 20,000.00	Prepare LA
Angel Flight West, Inc 3161 Donald Douglas Loop South Santa Monica, CA 90405	\$ 20,000.00	Southern California Programs
Angels Gate Cultural Center 3601 South Gaffey Street, Box 1 San Pedro, CA 90731	\$ 5,000.00	Artists in Classrooms
Aquarium of the Pacific 320 Golden Shore, Suite 150 Long Beach, CA 90802	\$ 30,000.00	Ocean Science Education Program
Arrowhead Arts Association P O Box 1930 Lake Arrowhead, CA 92352	\$ 5,000.00	AA Summer Music Festival
Art & Creativity for Healing, Inc 26079 Getty Drive Laguna Niguel, CA 92677	\$ 5,000.00	'Healing for Heroes and their Families' at Camp Pendleton
Art Center College of Design 1700 Lida Street Pasadena, CA 91103	\$ 10,000.00	Public Programs Scholarships
Assistance League of Long Beach 6220 East Spring Street Long Beach, CA 90815	\$ 20,000.00	Operation School Bell
Assistance League of Southern California 1370 North St Andrews Place Hollywood, CA 90028	\$ 15,000.00	General Operating Support
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 90027-1462	\$ 50,000.00	2013 Masters of the American West Fine Art Exhibition and Sale
Bags4kids P O Box 2234 California City, CA 93504	\$ 5,000.00	1,000 'Comfort Bags' for Los Angeles County Foster Children

Best Buddies California 5601 West Slauson Avenue, Suite 255 Culver City, CA 90230	\$ 15,000 00	Best Buddies Los Angeles/Orange County High School Project
Bethune Theatre Dance 3342 Barham Boulevard Los Angeles, CA 90068	\$ 10,000 00	Infinite Dreams at Long Beach
Beyond Shelter 340 N. Madison Avenue Los Angeles, CA 90004	\$ 5,000 00	Housing First Program for Homeless Families
Blind Childrens Center, Inc 4120 Marathon Street Los Angeles, CA 90029	\$ 50,000 00	Literacy Program for Preschool Through Second Grade
BookEnds 2957 South Sepulveda Boulevard Los Angeles, CA 90064	\$ 15,000 00	BookEnds BookDrives Literacy for All
Boys & Girls Club of Pasadena 3230 East Del Mar Boulevard Pasadena, CA 91107	\$ 10,000 00	Teen Programming
Boys & Girls Clubs of Long Beach 3635 Long Beach Boulevard Long Beach, CA 90807	\$ 15,000 00	Five Core Youth Development Programs
Boys & Girls Clubs of the Los Angeles Harbor 1200 South Cabnlio Avenue San Pedro, CA 90731	\$ 35,000 00	Wilmington Middle School Center Project
Boys to Men Mentoring Network 9587 Tropico Dnve La Mesa, CA 91941	\$ 20,000 00	Middle School Group Mentoring
Brng Me A Book Foundation 607 Ruby Street Redondo Beach, CA 90277	\$ 15,000 00	Southern California Early Childhood Literacy Initiative
Cabrillo Festival of Contemporary Music 147 South River Street, Suite 232 Santa Cruz, CA 95060	\$ 10,000 00	2013 Cabrillo Festival of Contemporary Music
California Academy of Mathematics and Science c/o California State University Dominguez Hills Foundation 1000 East Victoria Street Carson, CA 90747	\$ 30,000 00	Robotics Program
California Institute of Technology 1200 East California State Boulevard, MC 5-32 Pasadena, CA 91125	\$ 85,000 00	The Kenneth T. and Eileen L. Noms Foundation / CCAT Postdoctoral Fellowship
California Institute of the Arts 24700 McBean Parkway Valencia, CA 91355-2340	\$ 10,000 00	Scholarships for Students at CalArts
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	\$ 100,000 00	Endeavour Decommissioning and Transportation
California Wildlife Center P O Box 2022 Malibu, CA 90265	\$ 10,000 00	Animal Care Operations
California Wildlife Center P O Box 2022 Malibu, CA 90265	\$ 5,000 00	Unrestricted/General Support
Cancer Research Institute One Exchange Plaza 55 Broadway, Suite 1802 New York, New York 10006	\$ 20,000 00	General Funding for CRI Research Programs
Carlsbad Educational Foundation 5631 Palmer Way, Suite L Carlsbad, CA 92010	\$ 10,000 00	2013-2014 Carlsbad FIRST Tech Challenge Program
Carnegie Observatories of the Carnegie Institution for Science 1530 P Street, NW Washington, District of Columbia 20005	\$ 15,000 00	Graduate Research Fellowship Program and Astronomy Lectures for the Public
Casa Colina Centers for Rehabilitation 255 East Bonita Avenue Pomona, CA 91769-6001	\$ 20,000 00	General Operating Support Casa Colina Children's Services

Catalina Island Conservancy P O Box 2739 Avalon, CA 90704	\$ 30,000.00	Preparing Future Stewards Through Science & Education
Cats in Need of Human Care - Riverside Chapter 6353 Greyson Way Riverside, CA 92506	\$ 6,000.00	General Operating Support
Center Theatre Group 601 West Temple Street Los Angeles, CA 90012	\$ 10,000.00	Education and Community Partnerships
Chamber Orchestra of the South Bay P O Box 2095 Palos Verdes Peninsula, CA 90274	\$ 20,000.00	2013-14 Season Opening Concerts
Chapman University One University Drive Orange, CA 92866	\$ 15,000.00	Annual Need-Based Scholarship Fund
Children's Burn Foundation 5000 Van Nuys Boulevard, Suite 450 Sherman Oaks, CA 91403	\$ 45,000.00	Full Recovery Medical Program
Children's Hospital Los Angeles 4650 Sunset Boulevard, M S #29 Los Angeles, CA 90027	\$ 30,000.00	The Neuroblastoma Research Program
City of Hope 1055 Wilshire Boulevard Los Angeles, CA 90017	\$ 75,000.00	Optimizing Nanovectors for the Treatment of Brain Cancer
CLARE Foundation, Inc 909 Pico Boulevard Santa Monica, CA 90405	\$ 5,000.00	Clarity for Youth
Claremont Graduate University 150 East 10th Street Claremont, CA 91711	\$ 15,000.00	Claremont Long Beach Math Collaborative Improving Outcomes for African American Students
Claremont McKenna College 850 Columbia Avenue Claremont, CA 91711-6420	\$ 5,000.00	Lowe Institute of Political Economy
College Bound - Dollars for Achievers 17316 Edwards Road, Suite 180 Cerritos, CA 90703	\$ 15,000.00	STEM Enrichment Academy
Council on Foundations P O Box 75661 Baltimore, MD 21275-5661	\$ 16,390.00	2013 Membership Renewal
Criminal Justice Legal Foundation P O Box 1199 Sacramento, CA 95812	\$ 10,000.00	General Support
CSU Dominguez Hills Foundation 1000 East Victoria Street Welch Hall 425 Carson, CA 90747	\$ 15,000.00	College of Natural and Behavioral Sciences (CNBS) Faculty Release Time Awards
CSU Long Beach - Center for First Amendment Studies AS304, 1250 Bellflower Boulevard Long Beach, CA 90840-2407	\$ 10,000.00	Report on Recent, Most Controversial, Supreme Court Decisions on the First Amendment Freedom of Expression Re-defined
CSU Long Beach - CSULB 49er Foundation 6300 East State University Drive, Suite 332 Long Beach, CA 90815	\$ 10,000.00	President's Scholars Program
CSU Long Beach State Athletics - 49er Athletic Club 1250 Bellflower Boulevard Long Beach, CA 90840	\$ 10,000.00	49er Athletic Club Student-Athlete Scholarship Fund Drive
Cultural Heritage Foundation of Southern California, Inc 3800 Homer Street Los Angeles, CA 90031	\$ 5,000.00	A Golden Vision The Growth of Southern California
Da Camera Society of Mount St Mary's College 10 Chester Place Los Angeles, CA 90007	\$ 25,000.00	Chamber Music in Historic Sites
Descanso Gardens Guild, Inc 1418 Descanso Drive La Canada Flintridge, CA 91011	\$ 35,000.00	Outdoor Instructional Complex

Devil Pups, Inc P O Box 6607 Westlake Village, CA 91359	\$ 15,000 00	2013 Summer Encampment
Dientes Community Dental Clinic, Inc 1830 Commercial Way Santa Cruz, CA 95065	\$ 5,000 00	Unrestricted/General Support
Discovery Science Center 2500 North Main Street Santa Ana, CA 92705	\$ 10,000 00	Teacher Programs at Discovery Science Center
Dramatic Results 3310 Lime Avenue Signal Hill, CA 90755	\$ 10,000 00	Math in a Basket
Dream Street Foundation 433 N Camden Drive #600 Beverly Hills, CA 90210	\$ 15,000 00	Dream Street Camp
ElderHelp of San Diego 4069 30th Street San Diego, CA 92104	\$ 10,000 00	Concierge Club
Exceptional Children's Foundation 8740 West Washington Boulevard Culver City, CA 90232	\$ 10,000 00	ECF Kayne Eras Center
Executive Service Corps of Southern California 1000 North Alameda Street Suite 330 Los Angeles, CA 90012	\$ 5,000 00	Scholarship Fund for Community Based Organizations
Five Acres-The Boys' and Girls' Aid Society of Los Angeles County 760 West Mountain View Street Altadena, CA 91001-4996	\$ 25,000 00	Five Acres Residential Programs
Flintndge Preparatory School 4543 Crown Avenue La Canada Flintndge, CA 91011	\$ 10,000 00	Financial Aid Program
Foothill Family Service 2500 East Foothill Boulevard, Suite 300 Pasadena, CA 91107	\$ 5,000 00	School and Family Effectiveness (SAFE) Program
For Inspiration and Recognition of Science and Technology 200 Bedford Street Manchester, NH 03101	\$ 10,000 00	Robotics Competition Los Angeles Regional
Friends of Banning Museum P O Box 1927 Wilmington, CA 90748	\$ 25,000 00	Banning Hentage Week(s)
Friends of Banning Museum P O Box 1927 Wilmington, CA 90748	\$ 5,000 00	Wistena Regale
Friends of Banning Museum P O Box 1927 Wilmington, CA 90748	\$ 10,000 00	Operation Restoration
Friends of Banning Museum P O Box 1927 Wilmington, CA 90748	\$ 15,000 00	Completion of the Roof Project
Friends of Cabnillo Manne Aquanum 3720 Stephen M White Drive San Pedro, CA 90731	\$ 15,000 00	General Operatng - Education and Outreach
Friends of Rancho San Pedro 18127 South Alameda Street Rancho Dominguez, CA 90220	\$ 15,000 00	Museum Education and Outreach Programs
Friends of Santa Ana Zoo 1801 East Chestnut Avenue Santa Ana, CA 92701	\$ 10,000 00	Ocelot Exhibit and Education Center
Fulfillment Fund 6100 Wilshire Boulevard, Suite 600 Los Angeles, CA 90048	\$ 25,000 00	General Operating Support
Garden School Foundation 2187 W 24th Street Los Angeles, CA 90018	\$ 10,000 00	Seed to Table 4-School Expansion

Geffen Playhouse 10886 LeConte Avenue Los Angeles, CA 90024	\$ 15,000 00	The Mendez Project - Dramatically Improving Writing Skills & HS Graduation Rates
Golden State Pops Orchestra P O Box 6011 San Pedro, CA 90734	\$ 10,000 00	General Support / Managing Director Salary
Golden West College Foundation 15744 Golden West Street Huntington Beach, CA 92647-2748	\$ 20,000 00	Upgrade Two Classrooms at Golden West College School of Nursing
Grand Vision Foundation 434 West 6th Street San Pedro, CA 90731	\$ 15,000 00	Jazz at the Grand Annex
Grandparents As Parents, Inc 22048 Sherman Way, Suite 217 Canoga Park, CA 91303	\$ 5,000 00	General Operating Support
Greater Los Angeles Zoo Association 5333 Zoo Drive Los Angeles, CA 90027	\$ 15,000 00	General Operating Support
Greater Los Angeles Zoo Association 5333 Zoo Drive Los Angeles, CA 90027	\$ 5,000 00	Unrestricted/General Support
Habitat for Humanity of Greater Los Angeles 17700 South Figueroa Street Gardena, CA 90248	\$ 10,000 00	Home Repair Program
Harbor Community Clinic 593 West 6th Street San Pedro, CA 90731	\$ 30,000 00	Diabetes Outreach, Education, Prevention, and Treatment Program
Harvey Mudd College 301 Platt Boulevard Claremont, CA 91711	\$ 40,000 00	The President's Scholars Program
Heal the Bay 1444 9th Street Santa Monica, CA 90401	\$ 10,000 00	The Public Education Programs at the Santa Monica Pier Aquarium
Help the Homeless Help Themselves, Inc P O Box 3363 Palos Verdes Peninsula, CA 90274	\$ 15,000 00	Temporary Housing and Emergency Assistance to Prevent Homelessness
Hillside 815 Colorado Boulevard Pasadena, CA 91105	\$ 20,000 00	Multi-purpose Auditorium Renovation
House of Hope Foundation, Inc P O Box 921 San Pedro, CA 90733	\$ 10,000 00	One-On-One Counseling for Severely Addicted Women
House Research Institute 2100 West Third Street, Fifth Floor Los Angeles, CA 90057	\$ 25,000 00	Healing Together - a Family Center Language and Literacy Program/Read to Succeed
Huntington Library, Art Collections, and Botanical Gardens 1151 Oxford Road San Marino, CA 91108	\$ 50,000 00	Desert Garden Project
Huntington Library, Art Collections, and Botanical Gardens 1151 Oxford Road San Marino, CA 91108	\$ 200,000 00	Noms Foundation Desert Garden Plant Conservation Program
Inner-City Arts 720 Kohler Street Los Angeles, CA 90021	\$ 10,000 00	Learning and Achieving Through the Arts
Inner-City Filmmakers 3000 West Olympic Boulevard Santa Monica, CA 90404	\$ 15,000 00	Inner-City Filmmakers Arts Education, Career Counseling, and Jobs Placement Program
International City Theatre 110 Pine Avenue, Suite 820 Long Beach, CA 90802	\$ 10,000 00	General Operating Support
International House of Blues Foundation 7060 Hollywood Boulevard, 2nd Floor Hollywood, CA 90028	\$ 5,000 00	IHOBF-Los Angeles 2013 Arts and Cultural Educational Programs
Jacobs & Cushman San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	\$ 11,000 00	General Operating Support

John Douglas French Alzheimer's Foundation 11620 Wilshire Boulevard, Suite 270 Los Angeles, CA 90025	\$ 35,000 00	A California Comprehensive Consortium for Alzheimer's
John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 90007	\$ 50,000 00	Audiology Program
Jumpstart For Young Children 1625 West Olympic Boulevard Suite 1050 Los Angeles, CA 90015	\$ 5,000 00	Jumpstart Southern California
Junior Blind of America 5300 Angeles Vista Boulevard Los Angeles, CA 90043	\$ 25,000 00	General Operating Support
Just in Time for Foster Youth P O Box 81292 San Diego, CA 92138	\$ 80,000 00	Financial Fitness
KCSN - California State University, Northridge 18111 Nordhoff Street Northridge, CA 91330-8312	\$ 5,000 00	KCSN Radio
Kidspace Children's Museum 480 North Arroyo Boulevard Pasadena, CA 91103	\$ 15,000 00	STEM Education Initiative
Kidspace Children's Museum 480 North Arroyo Boulevard Pasadena, CA 91103	\$ 5,000 00	Unrestricted/General Support
L.A. Goal 4911 Overland Avenue Culver City, CA 90230	\$ 5,000 00	Independent Living Skills Programs for Adults with Developmental Disabilities
Las Floristas, Inc c/o Deborah Veady 3820 Chatwin Avenue Long Beach, CA 90808	\$ 20,000 00	Rancho Los Amigos Hospital, Pediatrics Department
Learn To Be Foundation 1268 N Lakeview Avenue, Suite 201 Anaheim, CA 92807	\$ 5,000 00	Crowdsourcing Education To Provide Free, One-on-one, Online Tutoring for Underserved Communities
Learning Ally (Formerly Recording for the Blind & Dyslexic) 20 Roszel Road Princeton, NJ 08540	\$ 10,000 00	General Operating Support
Liberty Painting Corporation P O Box 930 Yreka, CA 96097	\$ 15,000 00	Community Exhibition Support
Liberty Painting Corporation P.O Box 930 Yreka, CA 96097	\$ 15,000 00	Unrestricted/General Support
Liberty Painting Corporation P O Box 930 Yreka, CA 96097	\$ 3,000 00	Unrestricted/General Support
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	\$ 25,000 00	Story Telling and Reading at the Los Angeles Public Library
Long Beach Bar Foundation 3515 Linden Avenue Long Beach, CA 90807	\$ 10,000 00	SHORTSTOP
Long Beach Museum of Art 2300 East Ocean Boulevard Long Beach, CA 90803	\$ 25,000 00	Frank Cummings Exhibition and Publication
Long Beach Nonprofit Partnership 4900 East Conant Street Building O-2 Long Beach, CA 90808	\$ 5,000 00	710 Corridor Initiative
Long Beach Public Library Foundation 101 Pacific Avenue Long Beach, CA 90822	\$ 20,000 00	Long Beach Public Library Family Learning Centers
Long Beach Ronald McDonald House 500 East 27th Street Long Beach, CA 90806	\$ 5,000 00	Home Away From Home Room Nights

Los Angeles Biomedical Research Institute at Harbor-UCLA Medical Center 1124 West Carson Street Torrance, CA 90502-2064	\$ 200,000 00	Breast Cancer Prevention & Preventing Type II Diabetes
Los Angeles Chamber Orchestra Society, Inc 350 South Figueroa Street, Suite 183 Los Angeles, CA 90071	\$ 10,000 00	Meet the Music
Los Angeles Conservancy 523 West 6th Street, Suite 826 Los Angeles, CA 90014	\$ 10,000 00	Education and Outreach
Los Angeles County High School for the Arts Foundation 1149 South Hill Street, Suite H-100 Los Angeles, CA 90015	\$ 10,000 00	Dance Training Program
Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	\$ 10,000 00	Evenings for Educators
Los Angeles Master Chorale 135 North Grand Avenue Los Angeles, CA 90012	\$ 10,000 00	24th Annual High School Festival
Los Angeles Opera Company 135 North Grand Avenue Los Angeles, CA 90012	\$ 15,000 00	LA Opera's Education Programs
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012	\$ 10,000 00	SummerSounds World Music for Kids at the Hollywood Bowl
Los Angeles Police Academy Magnet Schools Foundation 1529 Gilcrest Drive Beverly Hills, CA 90210	\$ 25,000 00	POPP (Police Orientation and Preparation Program) Tutorial Program
Los Angeles Regional Foodbank 1734 East 41st Street Los Angeles, CA 90058	\$ 10,000 00	Food Distribution Fund
Los Angeles Waterkeeper (Formerly Santa Monica Baykeeper) 120 Broadway, Suite 105 Santa Monica, CA 90401	\$ 5,000 00	Swim Guide Education and Outreach
Mama's Kitchen 3960 Home Avenue San Diego, CA 92105	\$ 10,000 00	Children's Nutritional Health Program
Marine Corps - Law Enforcement Foundation 10 Rockefeller Plaza Suite 1007 New York, NY 10020	\$ 5,000 00	Unrestricted/General Support
Meals-on-Wheels Greater San Diego, Inc 2254 San Diego Avenue, Suite 200 San Diego, CA 92110	\$ 8,000 00	Expanding Meals-on-Wheels' Rural Initiative
Midnight Mission 601 South San Pedro Street Los Angeles, CA 90014	\$ 15,000 00	Homeless Basic Needs General Operating Support
Military Women In Need 10767 National Boulevard, Unit B Los Angeles, CA 90034	\$ 15,000 00	Emergency Subsidies Program
Miller Children's Hospital Long Beach c/o Memorial Medical Center Foundation 2801 Atlantic Avenue Long Beach, CA 90801	\$ 50,000 00	CinemaVision Audio/Visual 3D System
Miller PTA 1975 Miller Avenue Escondido, CA 92025	\$ 5,000 00	Common Core State Standards Curriculum
MIND Research Institute 111 Academy Way, Suite 111 Irvine, CA 92617	\$ 15,000 00	ST Math in Long Beach Schools
Mothers Against Drunk Driving 18726 South Western Avenue Suite 210 Gardena, CA 90248	\$ 5,000 00	Free Victim Services Programs

Museum of Latin American Art (MOLAA) 628 Alamitos Avenue Long Beach, CA 90802	\$ 15,000 00	Aprende con MOLAA
Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008	\$ 20,000 00	MoMM's Project ACCESS
Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008	\$ 5,000 00	Harp Exhibit
Museum of Making Music, a division of the NAMM Foundation 5790 Armada Drive Carlsbad, CA 92008	\$ 5,000 00	Public School Music Education Program
Museum of Tolerance 1399 South Roxbury Drive Los Angeles, CA 90035	\$ 5,000 00	Teen Court - SHADES Program
Music for All Seasons, Inc 336 Park Avenue, Suite 2R Scotch Plains, NJ 07076-1100	\$ 5,000 00	Children At Risk - California
My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361	\$ 20,000 00	Southern California My Stuff Bags Project
National Action Council for Minorities in Engineering, Inc (NACME) 440 Hamilton Avenue, Suite 302 White Plains, NY 10601	\$ 10,000 00	NACME Scholars Program
National Audubon Society, Inc 4700 North Griffith Avenue Los Angeles, CA 90031	\$ 20,000 00	Audubon Center at Debs Park
Natural History Museum of Los Angeles County 900 Exposition Boulevard Los Angeles, CA 90007	\$ 60,000 00	NHM Next Campaign
Natural History Museum of Los Angeles County 900 Exposition Boulevard Los Angeles, CA 90007	\$ 50,000 00	School Visits
New Directions for People with Disabilities 5276 Hollister Avenue, Suite 207 Santa Barbara, CA 93111	\$ 1,500 00	In Memory of Julia Castor
Norris Center for the Performing Arts 27570 Norris Center Drive Rolling Hills Estates, CA 90274	\$ 200,000 00	30th Anniversary Season (2012-2013) Operating Support
Norris Center for the Performing Arts 27570 Norris Center Drive Rolling Hills Estates, CA 90274	\$ 2,000 00	ACT II
Occidental College 1600 Campus Road, M-44 Los Angeles, CA 90041	\$ 35,000 00	Norris Science Scholars Program
Ocean Institute 24200 Dana Point Harbor Drive Dana Point, CA 92629	\$ 10,000 00	Watershed Education Program
Oceanographic Teaching Stations - Roundhouse Aquarium P O Box 1 Manhattan Beach, CA 90266	\$ 7,000 00	Free Marine Science and Environmental Education Field Trips
Operation Jump Start 3515 Linden Avenue Long Beach, CA 90807	\$ 20,000 00	College Access Mentoring Program
Outreach Concern, Inc 2030 East Fourth Street, Suite 237 Santa Ana, CA 92705	\$ 5,000 00	School Expansion and Development of BPM Intervention Model
P F Bresee Foundation 184 S Bimini Place Los Angeles, CA 90004	\$ 10,000 00	After-School Youth Development for 1,000 of the Most At-Risk Youth in Central Los Angeles
Pacific Battleship Center (Battleship IOWA) 250 South Harbor Boulevard San Pedro, CA 90731	\$ 25,000 00	STEM Immersion Project (Science, Technology, Engineering, and Math) (Component of Overnight Education Program)

Pacific Oaks College and Children's School 55 Eureka Street Pasadena, CA 91103	\$ 5,000.00	First Generation Scholarship Fund
Pajaro Valley Unified School District Aptos Junior High School Library 1001 Huntington Drive Aptos, CA 95003	\$ 3,000.00	Unrestricted/General Support
Palo Alto Medical Foundation Santa Cruz 2025 Soquel Avenue Santa Cruz, CA 95062	\$ 6,000.00	Unrestricted/General Support
Palos Verdes Art Center 5504 West Crestridge Road Rancho Palos Verdes, CA 90275	\$ 75,000.00	80th Anniversary Legacy Campaign-Redevelopment of Art Center Facility
Palos Verdes Independence Day Celebration Committee P O Box 1182 Palos Verdes Estates, CA 90273	\$ 5,000.00	Kenneth T. Norris Heritage of Freedom Award - 4th of July 2013 Celebration
Palos Verdes Peninsula Education Foundation P O Box 2632 Palos Verdes Peninsula, CA 90274	\$ 35,000.00	Counseling Staff at the College & Career Center at Palos Verdes High
Palos Verdes Peninsula Education Foundation P O Box 2632 Palos Verdes Peninsula, CA 90274	\$ 5,000.00	Unrestricted/General Support
Palos Verdes Peninsula Land Conservancy P O Box 3427 Rolling Hills Estates, CA 90274	\$ 15,000.00	Third Grade Program
Palos Verdes Sunset Rotary Chanties, Inc 3562 Heroic Drive Rancho Palos Verdes, CA 90275	\$ 15,000.00	Project Ego
Pasadena Playhouse, The 600 Playhouse Alley, Suite 300 Pasadena, CA 91101	\$ 10,000.00	New Generations
Pasadena Senior Center 85 East Holly Street Pasadena, CA 91103	\$ 5,000.00	Food Distribution Program
Pediatric Therapy Network 1815 West 213th Street, Suite 100 Torrance, CA 90501	\$ 20,000.00	Core Operating Support/Mental Health Program Development
Pediatric Therapy Network 1815 West 213th Street, Suite 100 Torrance, CA 90501	\$ 5,000.00	Unrestricted/General Support
Peninsula Friends of the Library P O Box 2361 Palos Verdes Peninsula, CA 90274	\$ 30,000.00	Sunday Hours at the Peninsula Center Library
Peninsula Symphony Association P O Box 2602 Palos Verdes Peninsula, CA 90274-8602	\$ 15,000.00	The Norris Foundation Concert
Pepperdine University 24255 Pacific Coast Highway Malibu, CA 90263	\$ 25,000.00	University Events Center
Performing Arts Center of Los Angeles County/The Music Center 135 North Grand Avenue Los Angeles, CA 90012	\$ 15,000.00	Music Center Admission-Free Family Programs
Pets Are Wonderful Support 1150 South Hope Street #A Los Angeles, CA 90015	\$ 10,000.00	PACE Program (Preserving Animal Companionship for the Elderly)
Pitzer College 1050 North Mills Avenue Claremont, CA 91711	\$ 15,000.00	Chicano/Latino Scholarship Fund
Polytechnic School 1030 East California Boulevard Pasadena, CA 91106	\$ 15,000.00	The Next 100 Years Campaign - Restoration of Historic Gosney Hall
Pomona College 550 North College Avenue Claremont, CA 91711	\$ 25,000.00	Educating the Next Generation of Scientists The Summer Undergraduate Research Program at Pomona

Port of Los Angeles High School 250 West 5th Street San Pedro, CA 90731	\$ 10,000 00	International Business and Maritime Studies Program
Port of Los Angeles High School 250 West 5th Street San Pedro, CA 90731	\$ 10,000 00	Unrestricted/General Support
Project Angel Food 922 Vine Street Los Angeles, CA 90038	\$ 5,000 00	Home-Delivered Meals to People Disabled with Life-Threatening Illnesses
Project Wildlife 4343 Morena Boulevard, Suite 7 San Diego, CA 92117	\$ 5,000 00	Wildlife Interaction Community Resources
Providence Little Company of Mary Foundation 4101 Torrance Boulevard Torrance, CA 90503	\$ 175,000 00	Enhance & Expand Cardiovascular Services & Technology
Providence TrinityCare Hospice Foundation 2601 Airport Drive, Suite 230 Torrance, CA 90505-6193	\$ 5,000 00	Unrestricted/General Support
Public Counsel 610 South Ardmore Avenue Los Angeles, CA 90005	\$ 30,000 00	Vulnerable Children Program
Purr-Angels P O Box 672 Yreka, CA 96097	\$ 2,500 00	Unrestricted/General Support
Rancho Los Cerritos Foundation 4600 Virginia Road Long Beach, CA 90807	\$ 10,000 00	'Visitors from the Past' - Living History Educators
Reading is Fundamental of Southern California, Inc 7250 Bandini Boulevard, Suite 209 Los Angeles, CA 90040	\$ 15,000 00	General Operating Support
Red Scarf Society for the Performing Arts P O Box 1824 Yreka, CA 96097	\$ 5,000 00	Educational Outreach
Red Scarf Society for the Performing Arts P O Box 1824 Yreka, CA 96097	\$ 5,000 00	Siding Project
Reuben H Fleet Science Center P O Box 33303 San Diego, CA 92163	\$ 10,000 00	GUITAR The Instrument That Rocked the World
Ronald McDonald House Charities of San Diego 2929 Children's Way San Diego, CA 92123	\$ 20,000 00	School Away From School for Siblings of Hospitalized Children
San Diego Natural History Museum P O Box 121390 San Diego, CA 92112-1390	\$ 5,000 00	Environmental Science Education Center
San Diego Rescue Mission P O Box 80427 San Diego, CA 92138	\$ 15,000 00	Operating Expense - 2013
San Manno Guild of the Huntington Hospital 2200 Homet Road San Manno, CA 91108	\$ 5,000 00	San Manno Celebrity Series
San Pedro Meals on Wheels, Inc 731 S Avenell Avenue San Pedro, CA 90732	\$ 5,000 00	San Pedro Meals on Wheels, Inc
Sandpipers, Inc P O Box 72 Hermosa Beach, CA 90254	\$ 10,000 00	Emergency Casework
Santa Cruz County Youth Resource Bank P O Box 1844 Capitola, CA 95010	\$ 10,000 00	Work4Youth
Save-the-Redwoods League 114 Sansome Street Suite 1200 San Francisco, CA 94104	\$ 15,000 00	2013 General Operating Support
School on Wheels, Inc P O Box 23371 Ventura, CA 93002	\$ 10,000 00	Strategic Expansion of Tutoring Services

Sheriff's Civilian Volunteers of Santa Cruz County 870 17th Avenue, Suite 4 Santa Cruz, CA 95062	\$ 3,000.00	Mountain Bike Search and Rescue Team
Shoes That Fit 1420 North Claremont Boulevard, Suite 204A Claremont, CA 91711	\$ 15,000.00	Corporate Partners Program
Shriners Hospitals for Children 3160 Geneva Street Los Angeles, CA 90020	\$ 30,000.00	Childhood Amputee Prosthetics Project
Siena House Maternity Home of Santa Cruz County 108 High Street Santa Cruz, CA 95060	\$ 5,000.00	Unrestricted/General Support
Siskiyou County Library Vestal Foundation 719 4th Street Yreka, CA 96097	\$ 5,000.00	Friends of the Yreka Library Unrestricted/General Support
Siskiyou Domestic Violence & Crisis Center P O Box 688 Yreka, CA 96097	\$ 5,000.00	Siskiyou Domestic Violence & Crisis Center
Siskiyou Performing Arts Center 315 Yreka Street Yreka, CA 96097	\$ 2,500.00	Unrestricted/General Support
Southern California Grantmakers 1000 North Alameda Street Suite 230 Los Angeles, CA 90012	\$ 8,300.00	2013 Membership Renewal
Southern California Institute of Architecture 960 East 3rd Street Los Angeles, CA 90013	\$ 5,000.00	SCI-Arc Student Scholarships
Southern California Public Radio 474 South Raymond Avenue Pasadena, CA 91105	\$ 10,000.00	SCPR Education Coverage
Southwest Chamber Music 638 East Colorado Boulevard, Suite 201 Pasadena, CA 91101-2006	\$ 5,000.00	Free Tickets for the Summer Festival at the Huntington
Special Olympics Southern California, Inc 1600 Forbes Way, Suite 200 Long Beach, CA 90810	\$ 25,000.00	School Partnership Program
Spirit Youth, Inc P O Box 3766 Mission Viejo, CA 92690	\$ 10,000.00	Annual Sports League for Players with Autism
Spreckels Organ Society 1549 El Prado, Suite 10 San Diego, CA 92101-1661	\$ 5,000.00	Community Outreach through Organ Concerts
St. Barnabas Senior Center of Los Angeles 675 South Carondelet Street Los Angeles, CA 90057	\$ 10,000.00	Nutrition Program
Stable Hands P O Box 1852 Yreka, CA 96097	\$ 12,000.00	Hearts, Hands, and Horses Building Dreams Changing Lives
Stone Soup Child Care Programs 15910 Ventura Boulevard, Suite 1420 Encino, CA 91436	\$ 20,000.00	Fee Support and Staff Training
Students Run America (dba Students Run LA) 5252 Crebs Avenue Tarzana, CA 91356	\$ 23,000.00	Training for the Marathon Training for Life
Support The Enlisted Project, Inc P O Box 26747 San Diego, CA 92196	\$ 10,000.00	Emergency Financial Assistance
Teach for America-Los Angeles 606 South Olive Street, Suite 300 Los Angeles, CA 90014	\$ 25,000.00	Support for the Los Angeles Corps in the Quest to End Educational Inequality
Team Prime Time, Inc P O Box 241496 Los Angeles, CA 90024	\$ 15,000.00	'Noms 30' Learning Groups Project
The Accelerated School 116 East Martin Luther King, Jr Boulevard Los Angeles, CA 90011	\$ 135,000.00	The Accelerated Charter Elementary School (ACES) New School Construction Project

The Archer School for Girls 11725 Sunset Boulevard Los Angeles, CA 90049	\$ 5,000 00	The Archer School for Girls Flexible Tuition Program
The Children's Nature Institute 1910 Magnolia Avenue, #403 Los Angeles, CA 90007	\$ 15,000 00	Education by Nature Los Angeles
The Colburn School 200 South Grand Avenue Los Angeles, CA 90012	\$ 10,000 00	Jumpstart Intensive Music Instruction for Underserved Los Angeles Youth
The Enamelist Society P O Box 920220 Norcross, GA 30010	\$ 10,000 00	Improving Office Function and Raising the Awareness of Enameling
The Enamelist Society P O Box 920220 Norcross, GA 30010	\$ 10,000 00	Unrestricted/General Support
The Foodbank of Southern California 1444 San Francisco Avenue Long Beach, CA 90813	\$ 5,000 00	Healthy Choices
The I Have A Dream Foundation - Los Angeles 634 South Spring Street, Suite 812 Los Angeles, CA 90014	\$ 25,000 00	Program 14
The Jester & Pharely Phund P O Box 817 Palos Verdes Estates, CA 90274	\$ 15,000 00	Smiles For Kids With Cancer
The Mananne Frostig Center of Educational Therapy 971 North Altadena Drive Pasadena, CA 91107	\$ 5,000 00	Arts Education for Children with Learning Disabilities
The Painted Turtle Gang Camp Foundation 1300 4th Street, Suite 300 Santa Monica, CA 90401	\$ 15,000 00	Medical Specialty Camp for Youth with Chronic and Life-Threatening Illnesses
The Salvation Army - San Pedro Sage House 180 East Ocean Boulevard, Suite 500 Long Beach, CA 90802	\$ 15,000 00	San Pedro Sage House
The Salvation Army - Sierra del Mar Division 2320 Fifth Avenue San Diego, CA 92101	\$ 15,000 00	The Haven Program
The Scripps Research Institute 10550 North Torrey Pines Road, TPC-2 La Jolla, CA 92037	\$ 30,000 00	Personalized Drug Screen for Autism Patients
Thelonious Monk Institute of Jazz 1801 Avenue of the Stars, Suite 302 Los Angeles, CA 90067	\$ 5,000 00	Jazz in the Classroom
Toberman Neighborhood Center 131 North Grand Avenue San Pedro, CA 90731	\$ 10,000 00	Toberman Academy/Parent Engagement Model
Tole Mour Corporation and Guided Discoveries P O Box 1360 Claremont, CA 91711	\$ 5,000 00	SSV Tole Mour
Tomorrow's Aeronautical Museum 961 West Alondra Boulevard Compton, CA 90220	\$ 5,000 00	General Operating Support
Torrance Memorial Medical Center Health Care Foundation 3330 Lomita Boulevard Torrance, CA 90505-5073	\$ 340,000 00	Heart Lung Machine
TreePeople, Inc 12601 Mulholland Drive Beverly Hills, CA 90210	\$ 15,000 00	School Greening Initiative
Tuskegee Airmen Scholarship Foundation P O Box 83395 Los Angeles, CA 90045	\$ 1,500 00	Tuskegee Airmen Scholarships
Union Rescue Mission 545 South San Pedro Street Los Angeles, CA 90013	\$ 20,000 00	Single Mothers and Children's Program (Hope Gardens Family Center)
United States Adaptive Recreation Center P O Box 2897 Big Bear Lake, CA 92315	\$ 15,000 00	Outdoor Therapeutic Recreation for Children with Disabilities from Los Angeles- Low Income

United Through Reading 11750 Sorrento Valley Road, Suite 100 San Diego, CA 92121	\$ 20,000 00	United Through Reading
University of California - Santa Barbara - College of Letters and Science Office of Development Santa Barbara, CA 93106-2013	\$ 15,000 00	The Norns Fellowship for Mentorships in Science
University of La Verne 1950 Third Street La Verne, CA 91750	\$ 10,000 00	University of La Verne Scholarship Fund
USC - Flora L Thornton School of Music 840 West 34th Street, MUS 408 Los Angeles, CA 90089-0851	\$ 25,000 00	Thornton Outreach Program (TOP)
USC - Flora L Thornton School of Music 840 West 34th Street, MUS 408 Los Angeles, CA 90089-0851	\$ 10,000 00	Supporting Students Traveling to Competitions
USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071	\$ 5,000 00	Heather Anne Barnes Endowed Scholarship Fund
USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071	\$ 10,000 00	Heather Anne Barnes Endowed Scholarship Fund
USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071	\$ 10,000 00	Heather Anne Barnes Endowed Scholarship Fund
USC - Heather Anne Barnes Endowed Scholarship Fund University of Southern California 444 South Flower 41st Floor Los Angeles, CA 90071	\$ 5,000 00	Heather Anne Barnes Endowed Scholarship Fund
USC - Leventhal School of Accounting University of Southern California 3660 Trousdale Parkway, ACC101 Los Angeles, CA 90089-0441	\$ 5,000 00	Scholarships in Honor of Professor Jack Larsen
USC - Leventhal School of Accounting University of Southern California 3660 Trousdale Parkway, ACC101 Los Angeles, CA 90089-0441	\$ 5,000 00	Unrestricted/General Support
USC - Leventhal School of Accounting University of Southern California 3660 Trousdale Parkway, ACC101 Los Angeles, CA 90089-0441	\$ 5,000 00	Unrestricted/General Support
USC - Physically Challenged Athletes Scholarship Fund Heritage Hall 203A MC 0602 Los Angeles, CA 90089-0602	\$ 10,000 00	Physically Challenged Athletes Scholarship Fund
USC - Radio KUSC P O Box 77913 Los Angeles, CA 90007	\$ 10,000 00	General Operating Support
USC - School of Pharmacy 1985 Zonal Avenue, PSC 504 Los Angeles, CA 90089	\$ 25,000 00	Norns Foundation USC STAR Research Scholars Program
USC - The Center on Philanthropy and Public Policy School of Policy, Planning, and Development 650 Childs Way, Room 210 Los Angeles, CA 90089-0626	\$ 10,000 00	Philanthropic Partners Program

USC - Viterbi School of Engineering 1150 South Olive Street, Suite 1510 Los Angeles, CA 90015	\$ 40,000 00	Women in Engineering Program
USC/Norris Comprehensive Cancer Center - Norris Healthcare Consultation Center 1441 Eastlake Avenue, Room 8302 Los Angeles, CA 90089, CA	\$ 1,500,000 00	Norms Healthcare Consultation Center
USC/Norris Comprehensive Cancer Center 1441 Eastlake Avenue Room 8302L Los Angeles, CA 90089-9181	\$ 100,000 00	40th Anniversary Celebration
Volunteer Center South Bay-Harbor-Long Beach 1230 Cravens Avenue Torrance, CA 90501	\$ 10,000 00	Food for Kids
Walter Hoving Home, Inc 127 South El Molino Avenue Pasadena, CA 91101	\$ 10,000 00	Meals for Women
Whittier College P O Box 634 Whittier, CA 90608	\$ 15,000 00	Norms Transfer Ambassador Program
Words Alive 5111 Santa Fe Street, Suite 219 San Diego, CA 92109	\$ 8,000 00	Adolescent Book Group
Wounded Warrior Homes 827 Plumosa Avenue Vista, CA 92081	\$ 5,000 00	Warrior Services and Housing
Wounded Warrior Project 4899 Belfort Road, Suite 300 Jacksonville, FL 32256	\$ 10,000 00	Unrestricted/General Support
YMCA - Ketchum/Downtown 401 South Hope Street Los Angeles, CA 90071	\$ 40,000 00	Youth and Family Health Initiative
YMCA - Metropolitan Los Angeles - East, Mid, and West Valley Branches 18810 Vanowen Street Reseda, CA 91335	\$ 10,000 00	Youth & Government Model Legislature & Court and Model United Nations
YMCA - Siskiyou 350 North Foothill Drive Yreka, CA 96097	\$ 15,000 00	Energy Efficiency Project - HVAC Upgrade
YMCA - Torrance/South Bay 2900 West Sepulveda Boulevard Torrance, CA 90505	\$ 15,000 00	Youth Fitness and Nutrition Education
YMCA - Wilmington 1127 North Avalon Boulevard Wilmington, CA 90744	\$ 50,000 00	Wilmington Aquatic Center Project
Young Musicians Foundation 244 South San Pedro Street 5th Floor, Suite 506 Los Angeles, CA 90012	\$ 10,000 00	Music Mentors Program
Zoological Society of San Diego P O Box 120551 San Diego, CA 92112	\$ 10,000 00	Conservation Education Laboratory Visits for Title I Long Beach High Schools
Total	\$ 7,189,690 00	

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Grant Information

Funding Categories & Acceptance Windows

Community

December 1 - January 31

Cultural (the Arts)

December 1 - January 31

Youth

February 15 - March 31

Medicine

May 1 - June 30

Education/Science

May 1 - June 30

Applicants will receive responses within five months of window closing dates.

Also in this section

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[Grant Qualifications](#)

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Grant Information

Grant Qualifications

1. Organization must be tax exempt under the Section 501(c)(3) of the Internal Revenue Service Code
2. Most organizations are in the Southern California area
3. The organization should apply within one of the Norris Foundation's funding areas

Community
Cultural
Youth
Medicine
Education/Science



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Grant Information

General Guidelines

Because the Norris Foundation provides continuing support for many organizations, few new programs are added to the budget each year.

Available funding resources allow approval of only a limited number of requests. A declination should not be considered a reflection upon the merits of the proposal or the related organization.

Letters of Inquiry or Intent are not required and will not be accepted in place of a proposal.

Qualifying organizations may submit a request once a year and receive no more than one grant per year.

Proposals are due by the category's closing date.

Applicant will receive an answer within five months of window closing date.

A Post-Grant Information Report will be required.

Also in this section

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Grant Information

Application Process

Proposal must be structured and include the following

- 1 Grant Application
 - Download Acrobat Fillable Form
 - Download & Complete by Hand
- 2 History and goals of the organization
- 3 Detailed description of the project
- 4 Target and action plan of project, and expected results Be sure to include project budget
- 5 List of other organizations contacted for support of this specific project proposal, and the amount(s) requested from them
- 6 Percentage of revenues coming from federal, state, and local governments
- 7 List of current Board of Directors
- 8 Tax exempt letter from the Internal Revenue Service
- 9 The most recent audited financial statements and IRS form 990
- 10 Any additional information that would support the application

Please address all communications to

Walter J. Zanino
Executive Director
The Kenneth T. & Eileen L. Norris Foundation
11 Golden Shore, Suite 450
Long Beach, California 90802

Also in this section

[Funding Categories](#)

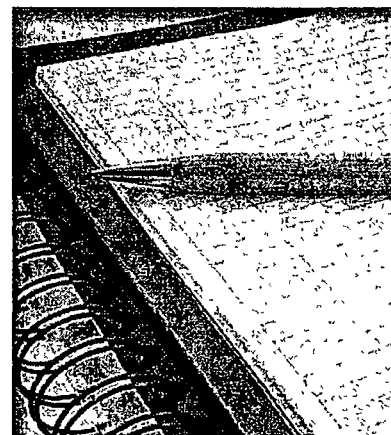
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Grant Information

Other Resources

The following is a list of websites and links that may be useful in the grantseeking process

Center for Nonprofit Management
www.cnm.org

Center for Non Profit Management, Southern California
www.cnmsocal.org

Council on Foundations
www.cof.org

Southern California Grantmakers
www.socalgrantmakers.org

The Foundation Center
www.fdncenter.org

Long Beach Nonprofit Partnership
www.lbnp.org

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Grant Information

Frequently Asked Questions

The following is a list of commonly asked questions and answers

Can I send an application/proposal by fax or email?

At this time, The Foundation is not accepting electronic or facsimile submissions. Please mail all applications by the postmark due date.

How many copies of the application/proposal should I send?

One copy

Do applications/proposals and Post Grant Information Report forms need to be in your office by the due date or is a post mark date fine?

A postmark date is sufficient. It is not necessary to overnight or hand deliver your application/proposal.

Can I find a copy of the Post Grant Information Report on your website?

At this time, Post Grant Information Report forms are not available online. If you would like a copy emailed to you, please contact grants@ktn.org.

How do I determine which budget I should apply in?

Applicants are placed in budgets based on what their organization does as a whole, not by project or program. If in doubt, please contact Becky Accordino, Grants Manager to clarify which budget you should apply in.

What types of organizations do you fund in each budget?

The following should not be considered the only organizations funded in each budget, but an example of the types of organizations that have been funded in the past:

Community: food banks, homeless shelters, animal rescue, family services

Cultural: theaters, symphonies, orchestras, museums, art centers, performance art, art outreach

Youth: Boy Scouts, Boys & Girls Clubs, YMCA, camps, foster care, child care program

Education/Science: colleges, high schools, libraries, aquariums, zoos, science/technology, learning programs

Medical: hospitals, clinics, dental care, burn centers, research

How many times can I apply for a grant?

You can apply for one grant per year.

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

SOURCE	AMOUNT
CITY NATIONAL BANK	100.
CITY NATIONAL BANK - MONEY MARKET	1,150.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,250.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BOND AMORTIZATION PREMIUM	203,524.	0.	203,524.
DIVIDEND INCOME - COMMON STOCK	3,008,623.	0.	3,008,623.
DIVIDEND INCOME - MUTUAL FUNDS	111,024.	0.	111,024.
ENERGY TRANSFER PARTNERS LP - DIVIDENDS	6,837.	0.	6,837.
ENERGY TRANSFER PARTNERS LP - INTEREST	2,861.	0.	2,861.
INTEGRAL CAPITAL PARTNERS VI, L.P. - INTEREST	8.	0.	8.
INTEREST INCOME - CORPORATE BONDS	2,110,787.	0.	2,110,787.
WHITEHALL STREET R/E LTD XI - DIVIDENDS	76.	0.	76.
WHITEHALL STREET R/E LTD XI - INTEREST	27.	0.	27.
WHITEHALL STREET R/E LTD XII - DIVIDENDS	2.	0.	2.
WHITEHALL STREET R/E LTD XII - INTEREST	18.	0.	18.
TOTAL TO FM 990-PF, PART I, LN 4	5,443,787.	0.	5,443,787.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	22,746.	22,746.	
INTEGRAL CAPITAL PARTNERS - PARTNERSHIP INCOME/LOSS	<330.>	<330.>	
WHITEHALL STREET R/E LTD XI - PARTNERSHIP INCOME/LOSS	<715.>	<715.>	
WHITEHALL STREET R/E LTD XII - PARTNERSHIP INCOME/LOSS	696.	696.	
ENERGY TRANSFER PARTNERS LP - PARTNERSHIP INCOME/LOSS	<8,165.>	<8,165.>	
WHITEHALL STREET R/E LTD XI - PARTNERSHIP INCOME/LOSS	1,016.	0.	
WHITEHALL STREET R/E LTD XI - PARTNERSHIP OTHER DEDUCTIONS	<6.>	0.	
WHITEHALL STREET R/E LTD XII - PARTNERSHIP INCOME/LOSS	<552.>	0.	
ENERGY TRANSFER PARTNERS LP - PARTNERSHIP INCOME/LOSS	<35,772.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<21,082.>	14,232.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	34,057.	23,840.		10,217.
TO FORM 990-PF, PG 1, LN 16B	34,057.	23,840.		10,217.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAN FEES	42,406.	42,406.		0.	
TO FORM 990-PF, PG 1, LN 16C	42,406.	42,406.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PERSONAL PROPERTY TAXES	195.	20.		175.	
FOREIGN TAX EXPENSE	4,058.	4,058.		0.	
EXCISE TAX	116,452.	0.		0.	
STATE FILING FEES	160.	0.		160.	
TO FORM 990-PF, PG 1, LN 18	120,865.	4,078.		335.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE	924,512.	462,256.		462,256.	
PARKING	2,710.	1,355.		1,355.	
INSURANCE	10,126.	0.		10,126.	
EDUCATION	3,464.	0.		3,464.	
TELEPHONE	1,705.	0.		1,705.	
OFFICE EXPENSE	10,444.	5,222.		5,222.	
MISCELLANEOUS	28,284.	22,627.		5,657.	
DUES	500.	0.		500.	
MAINTENANCE	7,126.	0.		7,126.	
ANNUAL REPORT WEBSITE	2,000.	0.		2,000.	
TO FORM 990-PF, PG 1, LN 23	990,871.	491,460.		499,411.	

FOOTNOTES

STATEMENT 8

WALTER ZANINO WAS INDIRECTLY COMPENSATED BY THE KENNETH T. AND EILEEN L. NORRIS FOUNDATION DURING THE TAXABLE YEAR AS EMPLOYEE OF KTN ENTERPRISES, INC., THE CORPORATION WHICH PROVIDES MANAGEMENT SERVICES TO THE FOUNDATION. THE AMOUNT OF HIS RELATED COMPENSATION FROM THE CORPORATION FOR THE PERIOD DECEMBER 1, 2012 THROUGH NOVEMBER 30, 2013 WAS \$241,330.

THE COMPENSATION PAID DIRECTLY OR INDIRECTLY TO THE TRUSTEE WAS REASONABLE AND NECESSARY TO CARRY OUT THE EXEMPT PURPOSE OF THE FOUNDATION AND WAS NOT EXCESSIVE. THEREFORE, THE PAYMENTS OF COMPENSATION WERE NOT ACTS OF SELF-DEALING WITHIN THE MEANING OF REG. 53-4941(D) - (3)(C).

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
REVERSAL OF ACCRUAL OF UNPAID GRANTS AT 11/30/12	7,682,712.
INTEGRAL CAPITAL PARTNERS VI., L.P. - BOOK/TAX DIFFERENCE	17,183.
WHITEHALL STREET REAL ESTATE L.P. XII - BOOK/TAX DIFFERENCE	1,682.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,701,577.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
ACCRUAL OF UNPAID GRANTS 11/30/13	8,264,595.
WHITEHALL STREET REAL ESTATE L.P. XI - BOOK/TAX DIFFERENCE	1,364.
WHITEHALL STREET REAL ESTATE L.P. XI - UNREALIZED GAIN/LOSS	3,145.
ENERGY TRANSFER PARTNERS LP - BOOK/TAX DIFFERENCE	218.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,269,322.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
500M CALIFORNIA ST		X	503,088.	592,035.
600M MODESTO CALIF IRR		X	600,000.	651,468.
500M UNIVERSITY SOUTHERN CA		X	536,554.	585,970.
300M ILLINOIS ST G		X	300,402.	300,987.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,940,044.	2,130,460.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,940,044.	2,130,460.

FORM 990-PF

CORPORATE STOCK

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10000 SHS WAL MART STORES	426,513.	810,100.
10000 SHS HOME DEPOT	126,666.	806,700.
12 SHS BERKSHIRE HATHAWAY	228,150.	2,097,000.
12000 SHS AMGEN	376,624.	1,368,960.
24000 SHS COCA-COLA	137,865.	964,560.
8000 SHS T. ROWE PRICE	55,595.	643,680.
24000 SHS T. ROWE PRICE	159,375.	1,931,040.
13 SHS BERKSHIRE HATHAWAY	333,593.	2,271,750.
18000 SHS JOHNSON & JOHNSON	228,640.	1,703,880.
15000 SHS HOME DEPOT	79,550.	1,210,050.
28000 SHS COCA-COLA	194,155.	1,125,320.
32000 SHS PROCTER & GAMBLE	204,020.	2,695,040.
18000 SHS HOME DEPOT	103,734.	1,452,060.
18000 SHS NORTHERN TR CORP	149,100.	1,061,820.
4000 SHS EXXON	130,564.	373,920.
4000 SHS EXXON	86,406.	373,920.
4000 SHS EXXON	86,406.	373,920.
60000 SHS CANADIAN NATL RY	231,560.	6,750,000.
24000 INTEL CORP.	96,938.	572,160.
48000 SHS COCA-COLA	173,971.	1,929,120.
4000 SHS INTEL CORP.	31,000.	95,360.
8000 SHS MICROSOFT CORP.	51,070.	305,040.
48000 SHS MICROSOFT CORP.	172,875.	1,830,240.
48000 SHS T. ROWE PRICE	174,723.	3,862,080.
27000 SHS HOME DEPOT.	170,460.	2,178,090.
30000 SHS HOME DEPOT	257,276.	2,420,100.
6400 SHS EXXON	138,250.	598,272.
32000 SHS INTEL CORP.	233,750.	762,880.
64000 SHS MICROSOFT CORP.	334,200.	2,440,320.
8000 SHS COCA-COLA	24,843.	321,520.
4000 SHS COLGATE PALMOLIVE	154,685.	526,480.
8000 SHS JOHNSON & JOHNSON	81,875.	757,280.
8000 SHS JOHNSON & JOHNSON	88,675.	757,280.
8000 SHS PROCTER & GAMBLE	47,441.	673,760.
40000 SHS INTEL CORP.	280,000.	953,600.
48852 SHS NORTHERN TR CORP	200,000.	2,881,779.
5 SHS BERKSHIRE HATHAWAY	162,750.	873,750.
5148 SHS NORTHERN TR CORP	33,290.	303,680.
1600 SHS EXXON MOBIL	34,563.	149,568.
8000 SHS AMGEN	268,290.	912,640.
16000 SHS COCA-COLA	79,490.	643,040.
16000 SHS COCA-COLA	106,994.	643,040.
16000 SHS COLGATE PALMOLIVE	105,991.	1,052,960.
16000 SHS COLGATE PALMOLIVE	127,053.	1,052,960.
16000 SHS JOHNSON & JOHNSON	87,905.	1,514,560.
8000 SHS NORTHERN TR CORP	96,500.	471,920.
4620 SHS CHEVRONTXACO	194,908.	565,673.

7700 SHS CHEVRONTEXACO	295,291.	942,788.
18480 SHS CHEVRONTEXACO	392,165.	2,262,691.
6054 SHS PROCTER & GAMBLE	272,760.	509,868.
10000 SHS TRANSCANADA PIPELINES	144,668.	443,900.
20000 SHS TRANSCANADA PIPELINE	323,126.	887,800.
5 SHS BERKSHIRE HATHAWAY	381,055.	873,750.
10000 SHS COLGATE PALMOLIVE	292,500.	658,100.
5000 SHS TRANSCANADA PIPELINE	73,266.	221,950.
5000 SHS TRANSCANADA PIPELINE	73,230.	221,950.
15000 SHS EXXON MOBIL	732,050.	1,402,200.
10000 CANADIAN NATL RY	311,060.	1,125,000.
10000 CANADIAN NATL RY	318,535.	1,125,000.
10344 ROYAL DUTCH SHELL CLB	76,549.	723,459.
2586 ROYAL DUTCH SHELL CLB	55,437.	180,865.
5172 ROYAL DUTCH SHELL CLB	113,568.	361,730.
7758 ROYAL DUTCH SHELL CLB	211,425.	542,595.
5172 ROYAL DUTCH SHELL CLB	158,952.	361,730.
3447 ROYAL DUTCH SHELL CLB	181,032.	241,083.
4200 SHS CHEVRONTEXACO	272,706.	514,248.
10000 SHS COLGATE PALMOLIVE	330,528.	658,100.
521 ROYAL DUTCH SHELL CLB	35,777.	36,439.
10000 SHS TRANSCANADA PIPELINES	301,581.	443,900.
20000 SHS COLGATE PALMOLIVE	663,398.	1,316,200.
10000 SHS AMGEN	607,544.	1,140,800.
10000 SHS CANADIAN NATL RY	382,602.	1,125,000.
5000 SHS CHEVRONTEXACO	331,462.	612,200.
10000 SHS COCA-COLA	239,768.	401,900.
20000 SHS COLGATE PALMOLIVE	656,612.	1,316,200.
5000 SHS EXXON MOBIL	400,084.	467,400.
10000 SHS COLGATE PALMOLIVE	388,200.	658,100.
10000 SHS IBM CORP	1,044,537.	1,796,800.
33000 SHS MICROSOFT CORP	924,300.	1,258,290.
10000 SHS NORTHERN TR CORP	556,877.	589,900.
20000 SHS POWERSHARES QQQ	800,000.	1,714,600.
20000 SHS POWERSHARES QQQ	837,600.	1,714,600.
20000 SHS PROCTER & GAMBLE	1,001,624.	1,684,400.
13946 SHS PROCTER & GAMBLE	650,944.	1,174,532.
20000 SHS WAL MART STORES	995,438.	1,620,200.
20000 SHS ABBOTT LABS	468,410.	763,800.
2000 SHS APPLE INC. COM	517,910.	1,112,140.
5000 SHS APPLE INC. COM	1,177,344.	2,780,350.
3000 SHS APPLE INC. COM	799,148.	1,668,210.
30000 SHS COCA-COLA	831,180.	1,205,700.
15000 SHS DU PONT	551,637.	920,700.
10000 SHS DU PONT	429,557.	613,800.
10000 SHS DU PONT	445,899.	613,800.
5000 SHS DU PONT	234,085.	306,900.
20000 SHS HOME DEPOT	581,230.	1,613,400.
20000 SHS ISHARES DJ SELECT DIV	917,008.	1,403,400.
5000 SHS ISHARES DJ SELECT DIV	241,450.	350,850.
10000 SHS ISHARES DJ US INDEX	528,726.	916,800.
10000 SHS ISHARES DJ US INDEX	562,342.	916,800.
8000 SHS JOHNSON & JOHNSON	512,080.	757,280.
15000 SHS MCDONALDS CORP COM	1,064,303.	1,460,550.

7000 SHS MICROSOFT CORP.	216,860.	266,910.
30000 SHS ORACLE	819,849.	1,058,700.
10000 SHS POWERSHARES QQQ	460,466.	857,300.
5000 SHS POWERSHARES QQQ	231,170.	428,650.
5000 SHS POWERSHARES QQQ	238,218.	428,650.
40000 SHS AT&T INC	1,137,960.	1,408,400.
3000 SHS CANADIAN NATL RWY	205,060.	337,500.
4000 SHS CHEVRONTEXACO	405,965.	489,760.
3000 SHS CHEVRONTEXACO	318,027.	367,320.
10000 SHS DU PONT	498,330.	613,800.
4000 SHS EXXON	337,060.	373,920.
10000 SHS INTEL CORP	232,990.	238,400.
5000 SHS ISHARES DJ SELECT DIV	250,200.	350,850.
12000 SHS ISHARES DJ SELECT DIV	632,496.	842,040.
5000 SHS MCDONALDS CORP	451,781.	486,850.
10000 SHS ORACLE	325,337.	352,900.
10000 SHS POWERSHARES QQQ	571,000.	857,300.
2000 SHS POWERSHARES QQQ	117,427.	171,460.
5000 SHS ROYAL DUTCH SHELL CLB	364,947.	349,700.
10000 SHS ABBOTT LABS	271,801.	381,900.
10000 SHS ABBOTT LABS	289,473.	381,900.
1000 SHS APPLE INC	628,320.	556,070.
10000 SHS AT&T INC	309,500.	352,100.
10000 SHS DU PONT	492,465.	613,800.
11000 SHS EXPRESS SCRIPTS HLDG	216,817.	740,850.
10000 SHS HONEYWELL INTL INC	579,233.	885,100.
2000 SHS HONEYWELL INTL INC	117,700.	177,020.
8000 SHS ISHARES DJ SELECT DIV	439,589.	561,360.
10000 SHS ISHARES DJ SELECT DIV	562,800.	701,700.
2000 SHS JOHNSON & JOHNSON	131,620.	189,320.
10000 SHS MERCK	378,253.	498,300.
10000 SHS MERCK	384,200.	498,300.
8000 SHS POWERSHARES QQQ	505,200.	685,840.
20000 SHS ABBVIE INC COM	507,950.	969,000.
10000 SHS ABBVIE INC COM	313,908.	484,500.
10000 SHS ABBVIE INC COM	294,746.	484,500.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 47,277,560.	 130,239,590.

FORM 990-PF

CORPORATE BONDS

STATEMENT 13

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

500M SEARS ROEBUCK	494,140.	455,975.
500M MAY DEPARTMENT STORE	0.	0.
266 BRIT COLUMBIA EMTN	0.	0.
500M GE CAPITAL CORP MTN	0.	0.
500M CSX CORP	495,000.	504,600.
500M MSDW SUB NT	483,530.	506,470.
500M BEAR STEARNS & CO NT	501,237.	524,200.

500M CISCO SYSTEMS NOTE	493,215.	553,720.
500M AMGEN INC	501,738.	571,565.
500M CITIGROUP INC	0.	0.
500M CITIGROUP INC	0.	0.
1000M FIRST TENN BK	0.	0.
1000M GLAXOSMITHKLINE	992,140.	1,014,480.
500M HEWLETT PACKARD	494,835.	554,960.
500M HOME DEPOT	471,505.	552,265.
500M JOHNSON CTLS INC	501,750.	547,140.
1000M MERRILL LYNCH & CO	0.	0.
1000M SOUTHWESTERN ELEC	959,300.	1,054,830.
1000M TARGET CORP	0.	0.
500M VERIZON COMMUN INC	493,850.	549,055.
1000M WELLS FARGO & CO	0.	0.
1000M MONUMENTAL GLOBAL FD	0.	0.
1000M PRINCIPAL LIFE INC	0.	0.
1000M ALLSTATE LIFE GL	0.	0.
500M XEROX CORP	0.	0.
1000M CME GROUP	0.	0.
1000M AMERICAN EXPRESS CR	0.	0.
1000M JP MORGAN CHASE	993,800.	1,005,770.
266M CONOCOPHILLIPS	266,234.	267,843.
1000M US BK NATL ASSN	1,001,499.	1,010,060.
1000M GOLDMAN SACHS GROUP	1,003,383.	1,022,330.
500M MORGAN STANLEY	500,837.	512,155.
500M NORDSTROM INC	501,349.	515,535.
1000M SOUTHTRUST CORP	962,090.	1,029,310.
1000M WASTE MGMT INC	1,008,985.	1,068,690.
1000M GEN ELEC CAP CORP	1,000,000.	1,054,880.
1000M DIAGEO FIN BV	1,001,582.	1,087,890.
500M HOME DEPOT INC	499,665.	552,265.
500M WELLS FARGO & CO	505,208.	579,365.
1000M UBS AG STAMFORD CT	857,500.	1,158,800.
500M GENERAL ELEC CAP	443,245.	580,295.
500M AMERICAN INT'L GROUP	506,100.	537,865.
500M FIRST TENNESSEE BK	487,500.	540,740.
500M MORGAN STANLEY	513,477.	559,930.
500M MORGAN STANLEY	506,109.	589,485.
1000M CITIGROUP INC	1,007,781.	1,170,160.
500M MORGAN STANLEY	506,025.	574,070.
500M AMERICAN INT'L GROUP	519,316.	577,250.
500M BANK OF AMERICA CORP	495,850.	572,370.
500M GENERAL ELECTRIC CAP CORP	546,625.	597,075.
1000M AMERICAN EXPRESS CR	1,041,090.	1,038,380.
500M UBS AG STAMFORD CT	540,747.	579,400.
500M GOLDMAN SACHS GROUP	529,313.	573,335.
500M WELLS FARGO & CO	563,532.	550,480.
525M UNIONBANCAL CORP	550,313.	523,042.
1000M CME GROUP	1,034,770.	955,080.
1250M OCCIDENTAL PETE CORP	1,274,648.	1,158,737.
1000M DR PEPPER SNAPPLE GP	1,000,000.	952,550.
1000M BARCLAYS BANK PLC	1,069,421.	1,061,540.
1000M BANK AMERICA CORP	1,048,946.	1,094,700.
1000M TOYOTA MOTOR CREDIT	1,020,579.	1,001,330.

1500M FEDERAL HOME LOAN	1,490,820.	1,420,905.
1000M ANHEUSER BUSCH INBEV	990,050.	924,690.
250M DARDEN RESTAURANTS	246,895.	216,360.
500M DISNEY WALT COMPANY	510,110.	457,395.
1250M METLIFE INCORPORATED	1,250,000.	1,188,513.
1000M ACE INA HLDG INC	1,017,878.	932,470.
500M FEDERAL FARM CREDIT	487,995.	482,780.
500M FEDERAL FARM CREDIT	895,240.	902,220.
TOTAL TO FORM 990-PF, PART II, LINE 10C	39,078,747.	40,567,300.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
46555 SHS AMERICAN FUNDS NEW PERSPECTIVE FUND	COST	500,000.	1,701,124.
19142 SHS AMERICAN FUNDS NEW PERSPECTIVE FUND	COST	250,000.	850,562.
16119 SHS AMERICAN FUNDS EURO PAC GROWTH FUND	COST	250,000.	783,849.
5000 ISHARES IBOXX HI YLD CORP	COST	435,077.	467,100.
5000 ISHARES IBOXX HI YLD CORP	COST	442,050.	467,100.
INTEGRAL CAPITAL VI	COST	104,397.	98,558.
WHITEHALL STREET REAL ESTATE LP XI	COST	57,312.	38,665.
ENERGY TRANSFER PARTNERS	COST	130,224.	1,083,200.
9000 ISHARES BARCLAYS TIPS BOND	COST	992,520.	1,004,490.
1000 ISHARES BARCLAYS TIPS BOND	COST	118,773.	111,610.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,280,353.	6,606,258.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 15
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	56,322.	56,322.	0.
LEASEHOLD IMPROVEMENTS	8,708.	8,708.	0.
LEASEHOLD IMPROVEMENTS	857.	857.	0.
FURNITURE & FIXTURES	16,753.	16,753.	0.
PAINTINGS	754.	0.	754.
COMPUTER SOFTWARE	13,000.	13,000.	0.
TOTAL TO FM 990-PF, PART II, LN 14	96,394.	95,640.	754.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
WHITEHALL STREET REAL ESTATE LP XII - EXCESS BASIS	26,084.	26,179.
TOTAL TO FORM 990-PF, PART II, LINE 22	26,084.	26,179.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARLYNE J. NORRIS 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	4,000.	0.	0.
RONALD R. BARNES 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	4,000.	0.	0.
LISA HANSEN 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	3,000.	0.	0.
WALTER ZANINO 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	EXECUTIVE DIRECTOR 35.00	4,000.	0.	0.
BRADLEY K. NORRIS 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	3,000.	0.	0.
JAMES MARTIN 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	4,000.	0.	0.
KIMBERLEY PRESLEY 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	TRUSTEE 5.00	4,000.	0.	0.
BECKY ACCORDINO 11 GOLDEN SHORE, SUITE 450 LONG BEACH, CA 90802	GRANTS ADMINISTRATOR 35.00	2,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		28,000.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEASEHOLD IMPROVEMENTS	VARIOUS	SL	.000		16	56,322.				56,322.	56,322.		0.	56,322.
2	LEASEHOLD IMPROVEMENTS	10/01/86	SL	10.00		16	8,708.				8,708.	8,708.		0.	8,708.
3	LEASEHOLD IMPROVEMENTS	12/15/86	SL	10.00		16	857.				857.	857.		0.	857.
4	FURNITURE & FIXTURES	09/01/86		5.00	HY	16	16,753.				16,753.	16,753.		0.	16,753.
5	PAINTINGS	09/01/86		.000	HY	16	754.				754.			0.	
6	COMPUTER SOFTWARE	12/23/98	SL	3.00		16	13,000.				13,000.	13,000.		0.	13,000.
	* TOTAL 990-PF PG 1 DEPR						96,394.				96,394.	95,640.		0.	95,640.

228111
03-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone