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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

or Section 4947(a)(1) Trust Treated as Private Foundation

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Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation FLOURISH FOUNDATION		A Employer identification number 20-1668273	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 16255 VENTURA BLVD 625		B Telephone number (see instructions) (818) 981-3115	
City or town, state or province, country, and ZIP or foreign postal code ENCINO, CA 91436		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 0		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	250,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	250,000	0			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	111,766			89,413
	14 Other employee salaries and wages	92,840			25,700
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,164			2,505
	19 Depreciation (attach schedule) and depletion	3,117			
	20 Occupancy				
	21 Travel, conferences, and meetings	2,332			
	22 Printing and publications				
	23 Other expenses (attach schedule)	106,549			52,753
	24 Total operating and administrative expenses. Add lines 13 through 23	333,768	0		170,371
	25 Contributions, gifts, grants paid	122,486			122,486
26 Total expenses and disbursements. Add lines 24 and 25	456,254	0		292,857	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-206,254				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	500,159	296,568		
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	1,773			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ 25,119 Less accumulated depreciation (attach schedule) ▶ 19,720	6,289	5,399		
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	508,221	301,967		0	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
	23 Total liabilities (add lines 17 through 22)				0
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				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	508,221	301,967			
30 Total net assets or fund balances (see page 17 of the instructions)	508,221	301,967			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	508,221	301,967			

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	508,221
2	Enter amount from Part I, line 27a	2	-206,254
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	301,967
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	301,967

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			

(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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2012			
2011			
2010			
2009			
2008			

2	Total of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address www.theflourishfoundation.org
14 The books are in care of SUMMIT BUSINESS MGMT INC Telephone no (818) 981-3115
Located at 16255 VENTURA BLVD 625 ENCINO CA ZIP +4 91436
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
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2013 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 2013.). 3b No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 2013? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>		
	No	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Monica Rosenthal 16255 Ventura Blvd 625 Encino, CA 91436	President 0 00	0		
Phil Rosenthal 16255 Ventura Blvd 625 Encino, CA 91436	Vice President 0 00	0		
KEVIN KANE 6224 POPPY PEAK DRIVE LOS ANGELES, CA 90042	Director 40 00	111,766		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
jackelyn lopez 16255 ventura blvd 625 encino, CA 91436	asst Director 40 00	64,987		

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

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	0
b	Average of monthly cash balances.	1b	303,246
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	303,246
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	
3	Subtract line 2 from line 1d.	3	303,246
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,549
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	298,697
6	Minimum investment return. Enter 5% of line 5.	6	14,935

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	14,935
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	14,935
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	14,935
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	14,935

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	292,857
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	292,857
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	292,857

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				14,935
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	234,543			
b From 2009.	212,334			
c From 2010.	211,704			
d From 2011.	293,947			
e From 2012.	325,093			
f Total of lines 3a through e.	1,277,621			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>292,857</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				14,935
e Remaining amount distributed out of corpus	277,922			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,555,543			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	234,543			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,321,000			
10 Analysis of line 9				
a Excess from 2009.	212,334			
b Excess from 2010.	211,704			
c Excess from 2011.	293,947			
d Excess from 2012.	325,093			
e Excess from 2013.	277,922			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

Flourish Foundation
16255 Ventura Blvd 625
Encino, CA 91436
(818) 981-3115

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

The foundation will consider scholarship and emergency tuition payments to students who submit their request through an application process that asks the applicant to offer a personal statement that describes their current academic progress and goals, as well as their personal financial situation that prompts them to request financial assistance

c Any submission deadlines

Contact Kevin Kane

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

All applicants considered

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 122,486
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

Monica Rosenthal
Phil Rosenthal

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Marshall Drama Trust 3939 Tracy Street Los Angeles, CA 90027	None	501c3	to support teacher salary	5,000
Claremont Museum of Art po box 1136 claremont, CA 91711	None	501c3	to support various costs of the artsart program that will take place during the 2012-2013 academic school year	5,000
east west players 120 judge john aiso st los angeles, CA 90012	None	501c3	to support teaching artists salaries for the peac program at monterey hs during the 2013 residency	3,000
Greenway Arts Alliance 544 n fairfax ave los angeles, CA 90036	None	501c3	to support funding of various costs for the greenway art alliance academy of film arts program at fairfax hs during the spring 2013 residency	5,000
Inside Out Community arts inc 2210 lincoln blvd venice, CA 90291	None	501c3	to support funding of miscellaneous expenses for art programs	5,000
Virgina Avenue Project 3000 Olympic Blvd Santa Monica, CA 90404	None	501c3	To support teaching artists salaries and various expenses for the vap program at new los angeles charter school during the 2012-2013 school year	4,800
LACER 1277 N WILCOX AVE SUITE 2 HOLLYWOOD, CA 90038	None	501c3	To support funding of instructors, project coordinator, and supplies such as sheet music, culminating performance etc	5,000
ABOUT PRODUCTIONS 145 N RAYMOND AVE PASADENA, CA 91103	None	501c3	SUPPORT FOR "THROUGH THE AGES" PLAYWRITE PROJECT AT MONTEREY CONTINUATION HS FOR 20 STUDENTS	5,000
Venice Arts 610 california ave venice, CA 90291	None	501c3	to support funding of various program costs	5,000
CONTRA-TIEMPO FUTURO SUMMER INTENSI 1221 s curson ave los angeles, CA 90019	None	501c3	TO SUPPORT funding of student scholarships	5,000
El Rancho High School 6501 s passons blvd Pico Rivera, CA 90660	None	501c3	to support various costs for the El Rancho high school word program during the spring 2013 residency	4,000
EVERYBODY DESERVES MUSIC AT LALA 2670 GRIFFIN AVE LOS ANGELES, CA 90031	None	501c3	TO SUPPORT VARIOUS EXPENSES INVOLVED WITH THE ON-CAMPUS AFTER-SCHOOL MUSIC PROGRAM DURING THE 2013 SCHOOL YEAR	3,000
GET LIT CLAISSIC SLAM PROJECT 672 S La Fayette Park Place Suite los angeles, CA 90057	None	501c3	to support various activities involved with poetry and spoken word arts	5,000
GRAMMY FOUNDATION MUSICARES 3030 Olympic Blvd SANTA MONICA, CA 90404	None	501c3	TO SUPPORT VARIOUS COSTS RELATED TO PROFESSIONAL WORKSHOPS AND PANELS ABOUT THE MUSIC INDUSTRY	5,000
THE MOBILE FILM CLASSROOM 11130 S Western Avenue LOS ANGELES, CA 90047	None	501c3	TO SUPPORT MISCELLANEOUS EXPENSES RELATED TO EDUCATION STUDENTS ON THE PRODUCTION OF SHORT FILMS	3,841
Total			3a	122,486

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
PEN CENTER USA PO Box 6037 BEVERLY HILLS,CA 90212	None	501c3	TO SUPPORT NUMEROUS STUDENTS IN THE COLLEGE APPLICATION PROCESS	5,000
READING OPENS MINDS 9415 Culver Blvd CULVER CITY,CA 90232	None	501c3	TO SUPPORT FUNDING OF A MENTOR PROGRAM FOR 5TH AND 6TH GRADERS DESIGNED TO HIGHLIGHT TOPICS OF SELF-ESTEEM, VIOLENCE, RESPONSIBILITY, ETC	1,195
REANAISSANCE ARTS ACADEMY 1800 COLORADO BLVD LOS ANGELES,CA 90041	None	501c3	TO SUPORT VARIOUS EXPENSES RELATED TO CREATING STUDENT PERFORMANCES THAT COMBINE DIFFERENT ARTS	5,000
Santa Monica Arts 2633 Lincoln Blvd 725 Santa Monica,CA 90405	None	501c3	To support Samohi Jazz Band	4,500
SAPPA 1081 N Fair Oaks Ave PASADENA,CA 91103	None	501c3	TO PROVIDE SUPPORT TO MUSIC PROGRAMS INVOLVED IN TEACHING STUDENTS VARIOUS PERFORMING ARTS	3,400
THEATER OF HEARTS 672 S La Fayette Park PL LOS ANGELES,CA 90057	None	501c3	TO SUPPORT THE TEACHINGS OF MULTIPLE THEATER SKILLS AT VAN NUYS HS	3,650
VIVER BRASIL DANCE COMPANY 2141 N Gower Street LOS ANGELES,CA 90068	None	501c3	TO SUPPORT VARIOUS EXPENSES REALTED TO TEACHING STUDENTS DIFFERENT PERFORMING ARTS AT WEST ADAMS PREPATORY HS	3,000
THE ANTAEUS COMPANY 5114 Lankershim Blvd NORTH HOLLYWOOD,CA 91601	None	501c3	TO PROVIDED FUDNIG TO TEACHING STUDENTS VARIOUS PERFORMANING ARTS AT WILLIAM TELL AGGELER OPPORTUNITY HS	2,500
ARTWORKLA 1140 North Citrus Avenue LOS ANGELES,CA 90038	None	501c3	TO SUPPORT EXPENSES TO CREATE PROGRAMS THAT TEACH STUDENTS ABOUT NUMEROUS PERFORMING ARTS	5,000
ATE9 DANCE CO 1943 Rodney Dr Unit 208 LOS ANGELES,CA 90027	None	501c3	TO SUPPOPT ATE9S INTERACTIVE DANCE PERFORMANCE TOUR IN LAUSD SCHOOLS	4,000
CAMINO NUEVO MIRAMAR CMAPUS 1215 West Miramar St los angeles,CA 90026	None	501c3	TO SUPPORT A MURAL PROJECT WITH PROFESSIONAL TEACHING ARTIST SDCOTT HOWE	3,000
CELEBRATE DANCE THE ALEX THEATER 216 North Brand Boulevard GLENDALE,CA 91203	None	501c3	TO SUPPORT VARIOUS EXPENSES RELATED TO PROVIDING THREE CHOREOGRAPHERS/ARTISTIC DEIRECTORS IN CHARGE OF TEACHING 150 STUDENTS DIFFERENT DANCE GENRES	3,600
CENTER FOR ARTS 2225 Colorado Blvd LOS ANGELES,CA 90041	None	501c3	TO SUPPORT EXPENSES RELATED TO A PROGRMA THAT TEACHES STUDENTS HOW TO CREATE THEIR OWN COMIC BOOK	5,000
CITY HEARTS KIDS SAY YES TO THE ART PO Box 1314 TOPANGA,CA 90290	None	501c3	TO SUPPORT THE ORGANIZATION'S PHOTOGRAPHY PROGRAM AND WHALEY MS	2,500
DIAVOLO DANCE THEATRE 616 Moulton Ave Los Angeles,CA 90031	None	501c3	TO SUPPORT EXPENSES REALTED TO THE EXERCISE/DANCE PROGRAM AT CLINTON MIDDLE SCHOOL	2,500
Total				122,486

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: FLOURISH FOUNDATION

EIN: 20-1668273

Software ID: 13000170

Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Office Equipment	2008-01-21	2,076	1,956	53	5 76 %	120			
Office Equipment	2009-03-18	1,814	1,500	53	11 52 %	209			
Office Equipment	2010-01-17	4,493	3,200	53	11 52 %	518			
Office Equipment	2010-05-07	2,943	2,096	53	11 52 %	339			
Office Equipment	2011-09-20	5,763	2,997	53	19 20 %	1,106			
Office Equipment	2011-11-29	1,978	1,029	53	19 20 %	380			
Office Equipment	2013-01-01	2,227		53	20 00 %	445			

TY 2013 Land, Etc. Schedule

Name: FLOURISH FOUNDATION

EIN: 20-1668273

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	25,119	19,720	5,399	

TY 2013 Other Expenses Schedule

Name: FLOURISH FOUNDATION

EIN: 20-1668273

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Computer Expenses	2,078			
Dues	762			
Employee Medical Insurance	16,190			
Insurance	3,753			
Meetings	3,155			
Office Expense	2,546			
Office Supplies	1,014			
Outside Services	18,033			500
Parking	895			
Payroll Processing Fees	2,495			
Postage	143			
Professional Development	1,440			
Program Expenses	401			401
Research	292			
scholarships	51,852			51,852
Telephone	1,500			

TY 2013 Taxes Schedule

Name: FLOURISH FOUNDATION

EIN: 20-1668273

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	17,079			2,505
State Taxes	85			