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

Department of the Treasury
Internal Revenue Service

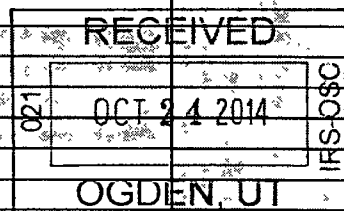
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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning _____, **and ending** _____

Name of foundation Breslauer Soref Foundation			A Employer identification number 20-2100908	
Number and street (or P O box number if mail is not delivered to street address) 5984 Spinnaker Bay Drive		Room/suite	B Telephone number (see instructions) 562 494 0179	
City or town Long Beach	State CA	ZIP code 90803		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply			D 1. Foreign organizations, check here <input type="checkbox"/>	
<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	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust			<input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,566,486		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>		
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	129	129		
	4 Dividends and interest from securities	254,187	254,187		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	435,250			
	b Gross sales price for all assets on line 6a	2,679,670			
	7 Capital gain net income (from Part IV, line 2)		435,250		
	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		689,566	689,566	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,806			
	c Other professional fees (attach schedule)	37,406	37,406		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,050			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	20,233	13,795		6,438
	22 Printing and publications				
	23 Other expenses (attach schedule)	61			
	24 Total operating and administrative expenses. Add lines 13 through 23	71,556	51,201	0	6,438
	25 Contributions, gifts, grants paid	695,740			695,740
26 Total expenses and disbursements. Add lines 24 and 25	767,296	51,201	0	702,178	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-77,730			
b Net investment income (if negative, enter -0-)			638,365		
c Adjusted net income (if negative, enter -0-)				0	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	127,126	412,116	412,116
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,901,699	8,458,022	9,154,370
	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)	919,043			
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,947,868	8,870,138	9,566,486	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	8,947,868	8,870,138	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	8,947,868	8,870,138		
31	Total liabilities and net assets/fund balances (see instructions)	8,947,868	8,870,138		

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	8,947,868
2	Enter amount from Part I, line 27a	2	-77,730
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,870,138
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	8,870,138

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			0	
b			0	
c			0	
d			0	
e			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	435,250
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	24

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))
2012	552,951	9,752,857	0.056696
2011	553,235	10,039,379	0.055106
2010	658,672	9,625,080	0.068433
2009	533,306	9,380,885	0.056850
2008	695,960	10,501,656	0.066271
2	Total of line 1, column (d)		0.303356
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		0.060671
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		9,835,096
5	Multiply line 4 by line 3		596,705
6	Enter 1% of net investment income (1% of Part I, line 27b)		6,384
7	Add lines 5 and 6		603,089
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		702,178

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,384
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	6,384
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	6,384
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,638
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	13,638
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,254
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 7,254 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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>		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ na	13	X	
14	The books are in care of ▶ James Breslauer Telephone no ▶ 562 494 0179 Located at ▶ 5984 Spinnaker Bay Long Beach CA ZIP+4 ▶ 90803			
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? 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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 ▶ 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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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
James M Breslauer 5984 Spinnaker Bay Dr Long Beach, CA 90803	President 10 00			
Elizabeth H Breslauer 5984 Spinnaker Bay Dr Long Beach, CA 90803	Secretary 2 00			
Frank Parlato 5984 Spinnaker Bay Dr Long Beach, CA 90803	Treasurer 2 00			

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
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 (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NA	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 NA		
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,726,219
b	Average of monthly cash balances	1b	645,955
c	Fair market value of all other assets (see instructions)	1c	612,695
d	Total (add lines 1a, b, and c)	1d	9,984,869
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,984,869
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	149,773
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,835,096
6	Minimum investment return. Enter 5% of line 5	6	491,755

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	491,755
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,384
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,384
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	485,371
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	485,371
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	485,371

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	702,178
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	702,178
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	6,384
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	695,794

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				485,371
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	181,275			
b From 2009	69,642			
c From 2010	179,742			
d From 2011	53,893			
e From 2012	69,880			
f Total of lines 3a through e	554,432			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 702,178				
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)				
d Applied to 2013 distributable amount				485,371
e Remaining amount distributed out of corpus	216,807			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	771,239			
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				
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			0	
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)	181,275			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	589,964			
10 Analysis of line 9				
a Excess from 2009	69,642			
b Excess from 2010	179,742			
c Excess from 2011	53,893			
d Excess from 2012	69,880			
e Excess from 2013	216,807			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

None

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

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Alpert Jewish Community Center 3081 E Willlow Street Long Beach, CA 90815	None	PC	General Support	10,000
American Associates of Ben Gurion University 1001 Avenue of the Americas New York, NY 10018	None	PC	General Support	250,000
American Golf Foundation 6080 Center Drive Los Angeles, CA 90045	None	PC	General Support	600
American Islamic Congress 1718 M Street NW #243 Washington, DC 20036	None	PC	General Support	5,000
Anti-Defamation League 605 Third Avenue New York, NY 10158	None	PC	General Support	1,000
Aquarium of the Pacific 320 Golden Shore Long Beach, CA 90802	None	PC	General Support	15,000
Assistance League of Long Beach 6220 East Spring Street Long Beach, CA 90815	None	PC	General Support	11,500
Association of the United States Army 2425 Wilson Blvd Arlington, VA 22201	None	PC	General Support	1,500
Hillel of Greater Long Beach 3081 E Willlow Street Long Beach, CA 90815	None	PC	General Support	35,000
Investigative Project on Terrorism Foundation 5505 Connecticut Ave NW Washington, DC 20015	None	PC	General Support	10,000
Jewish Community Foundation of Long Beach 3081 E Willlow Street Long Beach, CA 90815	None	PC	General Support	32,000
Total	See Attached Statement		▶ 3a	695,740
b Approved for future payment				
American Associates of Ben Gurion University 1001 Avenue of the Americas New York, NY 10018	none	PC	General Support	1,000,000
Long Beach Ronald McDonald House 500 E 27th Street Long Beach, CA 90806	None	PC	General Support	50,000
Orange County Community Housing Corporation 2024 N Broadway Santa Ana, CA 92706	None	PC	General Support	50,000
Total			▶ 3b	1,100,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Jewish Coummunity Foundation of Los Angeles

Street

3081 E Willow Street

City

Long Beach

State

CA

Zip Code

90815

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

15,000

Name

Jewish Federation of Long Beach

Street

3081 E Willow Street

City

Long Beach

State

CA

Zip Code

90815

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

75,000

Name

Jewish Community Foundation of Long Beach

Street

3081 E Willow Street

City

Long Beach

State

CA

Zip Code

90815

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

Fund for Our Future

Amount

50,000

Name

Jewish Family & Children's Service of Long Beach

Street

3081 E Willow Street

City

Long Beach

State

CA

Zip Code

90815

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

5,250

Name

Long Beach Day Nursery

Street

1548 Chestnut Avenue

City

Long Beach

State

CA

Zip Code

90803

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

1,000

Name

Middle East Forum

Street

1500 Walnut Street

City

Philadelphia

State

PA

Zip Code

19102

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

General Support

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Orange County Community Housing Corporation

Street

2024 N Broadway

City Santa Ana	State CA	Zip Code 92706	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 5,500

Name

Project Ijithad

Street

295 Lafayette Street 2nd Floor

City New York	State NY	Zip Code 10012	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 10,000

Name

Long Beach Ronald McDonald House

Street

500 E 27th Street

City Long Beach	State CA	Zip Code 90806	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 60,790

Name

Stephen Foster Elementary

Street

5223 E Bigelow Street

City Lakewood	State CA	Zip Code 90712	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 1,000

Name

The Washington Institute

Street

1825 L Street NW #1050

City Washington	State DC	Zip Code 20036	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 65,600

Name

World Union of Progressive Judaism

Street

633 Third Avenue

City New York	State NY	Zip Code 10017	Foreign Country
Relationship None	Foundation Status PC		
Purpose of grant/contribution General Support			Amount 30,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
												Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount							2,679,670			2,244,420		435,250	
	Short Term CG Distributions	24							0			0		0	
1	X 1127 Shares SPDR Gold Trust				11/14/2008	P	2/11/2013	180,010	81,516					98,494	
2	X 26490 Shares FPA New Income				2/17/2006	P	2/11/2013	279,999	287,946					-7,947	
3	X 0660 Shares FPa New Income				2/17/2006	P	2/11/2013	1	1					0	
4	X 2367 Shares FPa New Income				2/17/2006	P	4/4/2013	24,996	25,729					-733	
5	X 4240 Shares FPA New Income				2/17/2006	P	4/4/2013	4	5					-1	
6	X 4690 Shares FPA New Income				2/17/2006	P	4/23/2013	5	5					0	
7	X 19611 Shares WF ADV Asset A				2/17/2006	P	5/30/2013	267,494	283,967					-16,473	
8	X 4420 Shares WF ADV Asset A				2/17/2006	P	5/30/2013	6	6					0	
9	X 3784 Shares FPA New Income				2/5/2008	P	5/3/2013	39,997	41,132					-1,135	
10	X 471 Shares FPA New Income				2/17/2006	P	5/3/2013	4,993	5,120					-127	
11	X 4950 Shares FPA New Income				2/17/2006	P	5/10/2013	5	5					0	
12	X 4690 Shares FPA New Income				2/17/2006	P	5/10/2013	5	5					0	
13	X 472 Shares FPA New Income				2/17/2006	P	4/23/2013	4,998	5,131					-133	
14	X 2960 Shares FPA New Income				2/17/2006	P	5/21/2013	3	3					0	
15	X 2030 Shares FPA New Income				2/17/2006	P	5/3/2013	2	2					0	
16	X 1440 Shares FPA New Income				2/17/2006	P	5/10/2013	2	2					0	
17	X 3319 Shares FPA New Income				2/17/2006	P	5/21/2013	35,049	36,078					-1,029	
18	X 34559 Shares FPA New Income				2/17/2006	P	5/30/2013	364,943	375,656					-10,713	
19	X 4270 Shares FPA New Income				2/17/2006	P	5/30/2013	5	5					0	
20	X 3610 Shares FPA New Income				2/17/2006	P	5/30/2013	4	4					0	
21	X 1923 Shares FPA New Income				2/17/2006	P	7/10/2013	19,999	20,903					-904	
22	X 0770 FPA New Income				2/17/2006	P	7/10/2013	1	1					0	
23	X 3849 Shares FPA New Income				2/17/2006	P	8/6/2013	40,145	41,839					-1,694	
24	X 4960 Shares FPA New Income				2/17/2006	P	8/6/2013	5	5					0	
25	X 944 Shares FPA New Income				8/29/2006	P	8/6/2013	9,846	10,318					-472	
26	X 3680 Shares FPA New Income				8/29/2006	P	8/6/2013	4	4					0	
27	X 7762 Shares WF ADV Asset A				2/5/2008	P	5/30/2013	105,874	109,988					-4,114	
28	X NegeVentures			X	9/30/2009	P	8/30/2013	1,295,797	919,044					376,753	

Part I, Line 16b (990-PF) - Accounting Fees

Description		3,806	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Jennifer T Hirsch CPA	3,806			

Part I, Line 16c (990-PF) - Other Professional Fees

Description		37,406	37,406	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Merrill Lynch	37,406	37,406		

Part I, Line 18 (990-PF) - Taxes

Description		10,050	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Excise Taxes	10,000			
2	Filing Fees	50			

Part I, Line 23 (990-PF) - Other Expenses

Description		61	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Misc	61			

Part II, Line 7 (990-PF) - Other Notes

	125,000	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful/Accounts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship					
Borrower's Name	Check "X" if Business 501(c)(3) Org	Check "X" if Business	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful/Accounts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship			
1 Negevventure Ltd	X	X	125,000	0	0	0	0	0	7/7/2010	1/7/2011	Prin. & Int. at Maturity	8.00%	General Use						

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Vanguard Dividend Fund	8,963	338,520	518,529	365,641	674,376
2	IVA Worldwide	78,847	911,426	1,104,119	1,089,128	1,405,058
3	Delaware Emerging Markets	22,073	124,368	304,368	148,268	357,142
4	Wells Fargo Advantage Asset Allocation	69,123	393,961	773,374	350,928	770,037
5	PIMCO Real Return Fund	68,068	715,816	715,816	835,205	746,715
6	FPA Perennial Fund	2,349	75,868	75,868	96,545	116,375
7	Columbia Marsico Focused Equity C/A	3,803	69,184	69,184	74,774	77,778
8	SPDR Gold Trust	6,144	612,786	526,882	1,178,050	712,444
9	Jennison Natural Resources Fund	9,606	237,263	237,262	446,789	491,842
10	PIMCO All Asset Fund	102,248	1,097,731	1,297,722	1,079,512	1,236,182
11	PIMCO Diversified Income Fund	75,932	845,173	845,173	929,416	872,467
12	FPA New Income Fund	73,816	1,660,594	810,716	1,617,259	758,097
13	American New World Fund	6,004	152,319	332,319	152,032	353,349
14	PIMCO Commodity Real Return Fund	68,357	374,317	554,317	267,604	369,815
15	Vanguard Extended Duration	2,396	292,373	292,373	277,936	212,693

Part II, Line 13 (990-PF) - Investments - Other

		919,043	0	0
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
1	NEGEVENTURE LTD	AT COST	919,043	
				FMV End of Year

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	Amount	
														Long Term CG Distributions	Short Term CG Distributions
1	1127 Shares SPDR Gold Trust	P	11/14/2008	2/11/2013	180,010			81,516	98,494	0	0	0	98,494	0	429,772
2	26490 Shares FPA New Income	P	2/17/2006	2/11/2013	279,999			287,946	-7,947	0	0	0	-7,947	0	429,772
3	10600 Shares FPA New Income	P	2/17/2006	2/11/2013	1			1		0	0	0		0	429,772
4	2367 Shares FPA New Income	P	2/17/2006	4/4/2013	24,998			25,729	-733	0	0	0	-733	0	429,772
5	4240 Shares FPA New Income	P	2/17/2006	4/4/2013	4			5	-1	0	0	0	-1	0	429,772
6	4680 Shares FPA New Income	P	2/17/2006	4/23/2013	5			5		0	0	0		0	429,772
7	19611 Shares WF ADV Asset Alloc	P	2/17/2006	5/30/2013	267,494			283,967	-16,473	0	0	0	-16,473	0	429,772
8	4420 Shares WF ADV Asset Allocation	P	2/17/2006	5/30/2013	6			6		0	0	0		0	429,772
9	3784 Shares FPA New Income	P	2/5/2008	5/3/2013	39,987			41,132	-1,135	0	0	0	-1,135	0	429,772
10	471 Shares FPA New Income	P	2/17/2006	5/3/2013	4,993			5,120	-127	0	0	0	-127	0	429,772
11	4960 Shares FPA New Income	P	2/17/2006	5/10/2013	5			5		0	0	0		0	429,772
12	4680 Shares FPA New Income	P	2/17/2006	5/10/2013	5			5		0	0	0		0	429,772
13	472 Shares FPA New Income	P	2/17/2006	4/23/2013	4,998			5,131	-133	0	0	0	-133	0	429,772
14	2960 Shares FPA New Income	P	2/17/2006	5/21/2013	3			3		0	0	0		0	429,772
15	2030 Shares FPA New Income	P	2/17/2006	5/3/2013	2			2		0	0	0		0	429,772
16	1440 Shares FPA New Income	P	2/17/2006	5/10/2013	2			2		0	0	0		0	429,772
17	3319 Shares FPA New Income	P	2/17/2006	5/21/2013	35,049			36,078	-1,029	0	0	0	-1,029	0	429,772
18	34559 Shares FPA New Income	P	2/17/2006	5/30/2013	364,943			375,656	-10,713	0	0	0	-10,713	0	429,772
19	4270 Shares FPA New Income	P	2/17/2006	5/30/2013	5			5		0	0	0		0	429,772
20	3610 Shares FPA New Income	P	2/17/2006	5/30/2013	4			4		0	0	0		0	429,772
21	1923 Shares FPA New Income	P	2/17/2006	7/10/2013	19,999			20,903	-904	0	0	0	-904	0	429,772
22	0770 FPA New Income	P	2/17/2006	7/10/2013	1			1		0	0	0		0	429,772
23	3849 Shares FPA New Income	P	2/17/2006	8/6/2013	40,145			41,839	-1,694	0	0	0	-1,694	0	429,772
24	4960 Shares FPA New Income	P	2/17/2006	8/6/2013	5			5		0	0	0		0	429,772
25	644 Shares FPA New Income	P	8/29/2006	8/6/2013	9,846			10,318	-472	0	0	0	-472	0	429,772
26	3680 Shares FPA New Income	P	8/29/2006	8/6/2013	4			4		0	0	0		0	429,772
27	7762 Shares WF ADV Asset Allocation	P	2/5/2008	5/30/2013	105,874			109,988	-4,114	0	0	0	-4,114	0	429,772
28	NegeVentures	P	9/30/2009	8/30/2013	1,295,197			919,044	376,753	0	0	0	376,753	0	429,772

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	James M Breslauer		5984 Spinnaker Bay Dr	Long Beach	CA	90803		President	10 00			
2	Elizabeth H Breslauer		5984 Spinnaker Bay Dr	Long Beach	CA	90803		Secretary	2 00			
3	Frank Partalo		5984 Spinnaker Bay Dr	Long Beach	CA	90803		Treasurer	2 00			