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

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OMB No 1545-0052

2013

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

UEBERROTH FAMILY FOUNDATION
11150 W. OLYMPIC #860
LOS ANGELES, CA 90064A Employer identification number
33-0078919B Telephone number (see the instructions)
(310) 473-7317

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

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 ☐

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, column (c), line 16)
\$ 41,198,295.

J Accounting method ☒ Cash ☐ Accrual
☐ 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)

1 Contributions, gifts, grants, etc. received (att sch)

200,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,183,205.

1,183,205.

1,183,205.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

1,577,141.

b Gross sales price for all assets on line 6a

10,160,529.

7 Capital gain net income (from Part IV, line 2)

1,577,141.

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

-4,266.

-4,266.

-4,266.

12 Total. Add lines 1 through 11

2,956,080.

2,756,080.

1,178,939.

13 Compensation of officers, directors, trustees, etc

98,400.

98,400.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

26,130.

26,130.

26,130.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 3

8,124.

8,124.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

132,878.

116,774.

132,878.

24 Total operating and administrative expenses. Add lines 13 through 23

265,532.

142,904.

265,532.

25 Contributions, gifts, grants paid Part XV

2,527,450.

2,527,450.

26 Total expenses and disbursements. Add lines 24 and 25

2,792,982.

142,904.

265,532.

2,527,450.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

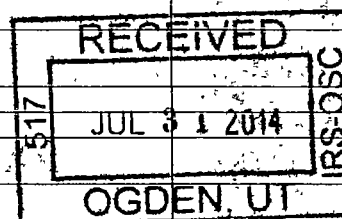
163,098.

b Net investment income (if negative, enter -0-)

2,613,176.

c Adjusted net income (if negative, enter -0-)

913,407.



SCANNED AUG 06 2014

ADMINISTRATIVE
OPERATING
AND
EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	7,021,535.	3,949,215.	3,949,215.
	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 sch)			
		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) Statement 5	1,794,638.	869,259.	847,297.
	b	Investments — corporate stock (attach schedule) Statement 6	3,587,348.	3,311,735.	5,632,685.
	c	Investments — corporate bonds (attach schedule) Statement 7	10,863,049.	8,712,328.	8,752,024.
	11	Investments — land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
LIABILITIES	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 8	13,636,104.	20,213,271.	22,017,074.
	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)	36,902,674.	37,055,808.	41,198,295.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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.	
ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	X		
	27	Capital stock, trust principal, or current funds			
	28	Paid in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	36,902,674.	37,055,808.	
TOTALS	30	Total net assets or fund balances (see instructions)	36,902,674.	37,055,808.	
	31	Total liabilities and net assets/fund balances (see instructions)	36,902,674.	37,055,808.	

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	36,902,674.
2	Enter amount from Part I, line 27a	2	163,098.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	37,065,772.
5	Decreases not included in line 2 (itemize) See Statement 9	5	9,964.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	37,055,808.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE SCHEDULE ATTACHED		P	Various	Various
b CAPITAL GAIN DIVIDENDS		P	Various	Various
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 9,931,055.		8,583,388.	1,347,667.
b 229,474.			229,474.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,347,667.
b			229,474.
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	1,577,141.
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	0.

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 (column (b) divided by column (c))
2012	52,000.	3,456,480.	0.015044
2011	2,398,012.	40,794,036.	0.058783
2010	2,029,996.	39,984,782.	0.050769
2009	1,940,397.	37,808,112.	0.051322
2008	1,758,157.	36,795,039.	0.047782
2 Total of line 1, column (d)			2 0.223700
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 0.044740
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 40,178,585.
5 Multiply line 4 by line 3			5 1,797,590.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 26,132.
7 Add lines 5 and 6			7 1,823,722.
8 Enter qualifying distributions from Part XII, line 4			8 2,527,450.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b		1	26,132.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	26,132.
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	26,132.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013		6 a	
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	25,000.
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	25,000.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,132.
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		11	
		Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 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>		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 \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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> See Statement 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>N/A</u>	13	X	
14	The books are in care of <u>ISAAC BARANOWICZ</u> Telephone no <u>(310) 473-7317</u> Located at <u>11150 W. OLYMPIC SUITE 860 LOS ANGELES CA</u> ZIP + 4 <u>90064</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 <u>N/A</u>	15		N/A
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 <u>N/A</u>	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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ 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)	2 b	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b 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?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		98,400.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 N/A	
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 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	1 a	37,176,595.
b	Average of monthly cash balances	1 b	3,613,847.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	40,790,442.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,790,442.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	611,857.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,178,585.
6	Minimum investment return. Enter 5% of line 5	6	2,008,929.

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	2,008,929.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	26,132.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	26,132.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,982,797.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,982,797.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,982,797.

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	1 a	2,527,450.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,527,450.
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	26,132.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,501,318.

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				1,982,797.
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 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	40,458.			
d From 2011	394,464.			
e From 2012				
f Total of lines 3a through e	434,922.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,527,450.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				1,982,797.
e Remaining amount distributed out of corpus	544,653.			
5 Excess distributions carryover applied to 2013 (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	979,575.			
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 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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	979,575.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	40,458.			
c Excess from 2011	394,464.			
d Excess from 2012				
e Excess from 2013	544,653.			

BAA

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED	NONE		FOUNDATION GOAL	2,527,450.
Total			3 a	2,527,450.
b Approved for future payment				
Total			3 b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

UEBERROTH FAMILY FOUNDATION

Employer identification number

33-0078919

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

UEBERROTH FAMILY FOUNDATION

Employer identification number

33-0078919

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UEBERROTH FAMILY TRUST P. O. BOX 100 LAGUNA BEACH, CA 92652	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

UEBERROTH FAMILY FOUNDATION

33-0078919

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer identification number

33-0078919

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

► \$ N/A

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ -4,266.	\$ -4,266.	\$ -4,266.
Total	<u>\$ -4,266.</u>	<u>\$ -4,266.</u>	<u>\$ -4,266.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 26,130.	\$ 26,130.	\$ 26,130.	
Total	<u>\$ 26,130.</u>	<u>\$ 26,130.</u>	<u>\$ 26,130.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	\$ 170.		\$ 170.	
PAYROLL TAXES	7,954.		7,954.	
Total	<u>\$ 8,124.</u>	<u>\$ 0.</u>	<u>\$ 8,124.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE ACCOUNT FEES	\$ 111,775.	\$ 111,775.	\$ 111,775.	
CONSULTING	10,584.		10,584.	
MISC. ASSET ADJUSTMENTS	22.	22.	22.	
OFFICE EXPENSES	4,562.		4,562.	
PAYROLL PROCESSING	958.		958.	
TAXES PAID ON INVESTMENTS	4,977.	4,977.	4,977.	
Total	<u>\$ 132,878.</u>	<u>\$ 116,774.</u>	<u>\$ 132,878.</u>	<u>\$ 0.</u>

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 869,259.	\$ 847,297.
		\$ 869,259.	\$ 847,297.
	Total	<u>\$ 869,259.</u>	<u>\$ 847,297.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 3,311,735.	\$ 5,632,685.
	Total	<u>\$ 3,311,735.</u>	<u>\$ 5,632,685.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 8,712,328.	\$ 8,752,024.
	Total	<u>\$ 8,712,328.</u>	<u>\$ 8,752,024.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 1,323,848.	\$ 1,249,656.
Total Other Investments		<u>\$ 1,323,848.</u>	<u>\$ 1,249,656.</u>
<u>Other Publicly Traded Securities</u>			
SEE SCHEDULE ATTACHED	Cost	18,889,423.	20,767,418.
Total Other Publicly Traded Securities		<u>\$ 18,889,423.</u>	<u>\$ 20,767,418.</u>
	Total	<u>\$ 20,213,271.</u>	<u>\$ 22,017,074.</u>

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

FEDERAL INCOME TAX

Total \$ 9,964.
\$ 9,964.

Statement 10
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor Address of Substantial Contributor

PETER & VIRGINIA UEBERROTH

P. O. BOX 100
LAGUNA BEACH, CA 92652

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
VIRGINIA UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Chairman 3.00	\$ 0.	\$ 0.	\$ 0.
VICKI BOOTH P. O. BOX 100 LAGUNA BEACH, CA 92652	President 40.00	98,400.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
HEIDI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
PETER UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
Total		\$ 98,400.	\$ 0.	\$ 0.

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: VICKI BOOTH
Care Of:
Street Address: P. O. BOX 37
City, State, Zip Code: CORONA DEL MAR, CA 92625
Telephone: (949) 720-9646
E-Mail Address:
Form and Content: STANDARD SOLICITATION FORMS
Submission Deadlines: NONE
Restrictions on Awards: NONE

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2013

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Bonds			
CB Altria Group Inc 7 750% Due 2/6/14	500,000 00	534,250 00	518,857 63
CB Caterpillar Finl Ser F 6 125% Due 2/17/14	425,000 00	431,200 75	437,668 65
CB Duke Energy Corp SR UNS Global 6 3% Due 2/1/14	425,000 00	448,723 50	438,022 00
CB Gen Elec Cap Crp Ser A 4 75% Due 9/15/14	425,000 00	409,525 75	444,263 59
CB Goldman Sachs Gp 5 15% Due 1/15/14	425,000 00	422,509 50	435,738 56
CB Goldman Sachs Group Inc 5 125 Due 1/15/15	500,000 00	527,935 00	534,110 97
CB Hewlett-Pack Co 3 0 Due 9/15/16	500,000 00	506,185 00	524,526 66
CB Merrill Lynch SUB DEB Global 6 05 Due 5/16/16	500,000 00	515,870 00	553,891 25
CB Morgan Stanley SR UNS Global 6 0 Due 5/13/14	500,000 00	540,060 00	513,534 99
CB Bank of Nova Scotia 2 55 Due 1/12/17	250,000 00	262,507 50	258,400 00
CB Becton Dickinson 5 0% Due 5/15/19	250,000 00	248,370 00	280,317 50
CB Boeing Co 5 0% Due 3/15/14	100,000 00	99,558 00	100,921 00
CB Bottling Group LLC 4 125% Due 6/15/15	250,000 00	267,347 50	262,205 00
CB BP Capital Markets 4 5 Due 10/1/20	250,000 00	277,127 50	270,105 00
CB Colgate-Palmolive Co 2 625% Due 5/1/17	250,000 00	267,762 50	256,742 50
CB ConocoPhillips 4 75% Due 2/1/14	59,000 00	59,000 00	59,200 01
CB EBAY Inc 3 25 Due 10/15/20	250,000 00	262,417 50	254,340 00
CB Emerson Electric Co 4 25 Due 11/15/20	250,000 00	271,402 50	267,560 00
CB General Elec Cap Corp 5 9% Due 5/13/14	350,000 00	363,177 50	357,080 50
CB Hershey Co 4 125 Due 12/1/20	250,000 00	289,257 50	267,340 00
CB Hewlett-Packard Co 4 75% Due 6/2/14	350,000 00	349,975 50	355,603 50
CB JPMorgan Chase & Co 3 7 Due 1/20/15	300,000 00	317,610 00	309,360 00
CB Novartis Capital Corp 4 125% Due 2/10/14	250,000 00	268,210 00	250,977 50
CB Statoilhydro ASA 5 25% Due 4/15/19	250,000 00	250,760 00	283,340 00
CB Unilever Cap Corp 2 75 Due 2/10/16	250,000 00	259,592 50	260,067 50
CB Wal-Mart Stores 2 875 Due 4/1/15	250,000 00	261,992 50	257,850 00
Total Corporate Bonds		8,712,328.00	8,752,024.31

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2013

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Stocks			
CS Ambassadors Group	100,000 00	31,579 99	465,000 00
CS AT&T Inc - ISIN US 00206R1023	5,000 00	165,460 70	175,800 00
CS Bristol Myers Squibb Co USD	10,000 00	225,346 17	531,500 00
CS Broadcom Corp Class A Com Stk	3,000 00	61,640 00	88,935 00
CS Citigroup Inc Com Stk	200 00	99,404 20	10,422 00
CS Coca Cola Co Com USD	16,000 00	330,057 27	660,960 00
CS Colgate Palmolive Co Com	4,000 00	91,333 75	260,840 00
CS Conocophillips	1,000 00	55,383 04	70,650 00
CS Dow Chemical Corp Com Stk	2,000 00	65,913 40	88,800 00
CS Exco Resources Inc	40,000 00	105,570 50	109,400 00
CS Felcor Lodging Trust Inc Com	10,000 00	163,900 30	81,600 00
CS First American Corp Com(Fin)	5,000 00	56,380 50	141,000 00
CS General Dynamics Corp Com	1,162 00	100,045 06	111,029 10
CS General Elec Co Com Stk USD	10,605 00	362,994 08	297,258 15
CS iShares Barclays Tips Bond Fund 3 595%	1,495 00	149,467 13	164,300 50
CS Microsoft Corp USD	5,000 00	145,752 05	187,050 00
CS ML Capital Trust IV Cum Prfd Stk	4,000 00	102,000 00	100,480 00
CS Phillips 66 WI	500 00	16,459 02	38,565 00
CS Procter & Gamble Co Com	22,000 00	666,646 76	1,791,020 00
CS Schlumberger Ltd USD (Curacao)	1,100 00	99,916 10	99,121 00
CS Suntrust Bks Inc Com	2,635 00	77,732 50	96,994 35
CS Weatherford Intl LTD	4,000 00	138,752 57	61,960 00
Total Corporate Stocks		3,311,735.09	5,632,685.10
Government Obligations			
GO FHLB 3 375 Due 6/12/20	200,000 00	221,084 00	209,536 00
GO FHLB 4 125 Due 3/13/20	300,000 00	330,894 00	328,989 00
GO FHLM 2 875 Due 2/9/15	300,000 00	317,280 90	308,772 00
Total Government Obligations		869,258.90	847,297.00
Other Investments			
OI Elements Rogers Total Return	62,133 00	581,818 18	507,626 61
OI Mariners Republic Holding, LLC		1,000,000 00	1,000,000 00
OI Pyramid Hotel Investment II, LLC		(257,970 33)	(257,970 33)
Total Other Investments		1,323,847.85	1,249,656.28

05/11/14

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2013

Investment Description	Quantity On Hand	Book Value	Market Value
Other Publicly Traded Securities			
OP Merrill Lynch PIA - Mutual Funds		4,937,803 77	5,300,874 67
OP Spdr Gold Trust	930 00	85,114 70	107,991 60
OP PIMCO Global Multi-Asset	280,008 755	3,309,015 36	2,884,090 18
OP PIMCO Income	105,574 149	1,191,510 85	1,294,339 07
OP PIMCO Total Return	101,715 521	1,121,363 34	1,087,338 92
OP UBS PACE Global Fixed Income Investment Fund	49,758 718	567,904 48	522,964 12
OP UBS PACE Govt Sec Fixed Income Investment Fund	79,584 532	1,053,472 33	999,581 72
OP UBS PACE Intl Emerging Mkts Equity Investment Fund	10,596 501	109,229 72	136,165 03
OP UBS PACE International Equity Investment Fund	50,157 522	581,319 74	751,359 67
OP UBS PACE Large Company Value Equity Investment Fund	43,336 428	628,807 08	1,050,041 65
OP UBS PACE Large Company Growth Equity Investment Fund	42,404 883	664,293 02	1,066,906 85
OP UBS PACE Small/Medium Co Growth Equity Investment Fund	16,130 199	205,743 20	355,025 67
OP UBS PACE Small/Medium Co Value Equity Investment Fund	15,099 012	212,343 12	337,160 93
OP UBS PACE Strategic Fixed Income Investment Fund	79,512 672	1,097,031 44	1,082,167 46
OP IShares Dow Jones Select Div Fd	8,102 00	500,386 81	578,077 70
OP IShares Emerging Markets	5,395 00	199,965 13	225,484 03
OP Ishares MSCI EAFE - Mutual Fund	8,915 00	469,969 55	598,151 93
OP Keeley Mid Cap Value Fund Class I	18,467 151	150,876 62	295,105 07
OP Pimco Foreign Bd Fd Instl CI 103	46,965 407	477,168 54	494,076 08
OP SPDR Trust Series 1 FD - Mutual Fund	3,304 00	351,611 68	610,215 76
OP Templeton Global Bond Fund	37,866 598	481,663 13	495,673 77
OP Vanguard Emerging Markets EFT - Money Fund	12,023 00	492,829 45	494,626 22
Total Other Publicly Traded Securities		18,889,423.06	20,767,418.10
TOTAL ALL INVESTMENTS	10,485,677.048	33,106,592.90	37,249,080.79

05/11/14

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Investment Detail
January through December 2013

	Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
Investment Sales							
D A Davidson & Co							
Ambassadors Group							
	15,976 00	Ambassadors Group		06/19/2013	55,934 06	5,045 22	50,888 84
	25,122 00	Ambassadors Group		06/20/2013	87,747 36	7,933 53	79,813 83
	14,715 00	Ambassadors Group		06/21/2013	50,294 08	4,647 00	45,647 08
	6,852 00	Ambassadors Group		06/24/2013	22,424 64	2,163 86	20,260 78
	750 00	Ambassadors Group		06/24/2013	2,520 60	236 85	2,283 75
	25,000 00	Ambassadors Group		10/22/2013	85,516 17	7,895 00	77,621 17
	25,000 00	Ambassadors Group		10/22/2013	85,165 15	7,895 00	77,270 15
	4,700 00	Ambassadors Group		10/24/2013	16,081 86	1,484 26	14,597 60
	20,300 00	Ambassadors Group		10/25/2013	69,011 93	6,410 74	62,601 19
	4,274 00	Ambassadors Group		10/25/2013	14,531 34	1,349 73	13,181 61
	20,726 00	Ambassadors Group		10/29/2013	71,911 10	6,545 27	65,365 83
	40,000 00	Ambassadors Group		11/01/2013	144,797 45	12,632 00	132,165 45
	40,000 00	Ambassadors Group		11/01/2013	144,860 48	12,632 00	132,228 48
	20,000 00	Ambassadors Group		11/01/2013	72,235 73	6,316 00	65,919 73
	20,000 00	Ambassadors Group		12/03/2013	89,248 39	6,316 00	82,932 39
	7,766 00	Ambassadors Group		12/03/2013	34,633 10	2 452 50	32,180 60
	195 00	Ambassadors Group		12/04/2013	858 93	61 58	797 35
	32,039 00	Ambassadors Group		12/06/2013	142,243 81	10,117 92	132,125 89
	26,697 00	Ambassadors Group		12/06/2013	119,132 59	8,430 91	110,701 68
	186 00	Ambassadors Group		12/09/2013	818 97	58 74	760 23
	13,117 00	Ambassadors Group		12/10/2013	58,231 60	4,142 35	54,089 25
Total Ambassadors Group					<u>1,368,199 34</u>	<u>114,766 46</u>	<u>1,253,432 88</u>
Total D A Davidson & Co					1,368,199 34	114,766 46	1,253,432 88
Merrill Lynch Investments							
Bank of America 5 75 12/1/17							
	500,000 00	Bank of America Corp 5 75% Due 12/1/17	01/08/2008	10/10/2013	564,040 00	510,778 76	53,261 24
Total Bank of America 5 75 12/1/17					<u>564,040 00</u>	<u>510,778 76</u>	<u>53,261 24</u>

05/11/14

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Investment Detail
January through December 2013

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
General Elec Cap 5 875 2/18/33						
5,000 00	General Elec Cap Corp 5 875% Due 2/18/33	02/14/2003	01/18/2013	125,000 00	125,000 00	0 00
Total General Elec Cap 5 875 2/18/33				125,000 00	125,000 00	0 00
JP Morgan Chase Tr 7 0 2/15/32						
5,000 00	JP Morgan Chase Trust X 7 0% Due 2/15/32 - Called	01/09/2009	05/08/2013	125,000 00	121,640 40	3,359 60
Total JP Morgan Chase Tr 7 0 2/15/32				125,000 00	121,640 40	3 359 60
Venzon Comm 5 55 2/15/16						
500,000 00	Venzon Communications NTS 5 55% Due 2/15/16	12/13/2007	10/10/2013	547,050 00	502,491 99	44,558 01
Total Venzon Comm 5 55 2/15/16				547,050 00	502,491 99	44,558 01
Total Merrill Lynch Investments				1,361,090 00	1,259,911 15	101,178 85
Morgan Stanley Investments						
Calamp Corp						
3,514 00	Calamp Corp	04/07/2011	05/07/2013	42,172 91	11 902 95	30,269 96
2,486 00	Calamp Corp	04/08/2011	05/08/2013	29,835 47	8,473 78	21,361 69
Total Calamp Corp				72,008 38	20,376 73	51,631 65
Glaxosmithkline 4 85 5/15/13						
500,000 00	Glaxosmithkline Capital PLC 4 85% Due 5/15/13 - Matured	05/12/2008	05/15/2013	500,000 00	510,180 00	(10,180 00)
Total Glaxosmithkline 4 85 5/15/13				500,000 00	510,180 00	(10,180 00)
US T-Bill Due 10/17/13						
2,500,000 00	US T-Bill Due 10/17/13 - Matured	09/23/2013	10/17/2013	2,500,000 00	2,499,992 00	8 00
Total US T-Bill Due 10/17/13				2,500,000 00	2,499,992 00	8 00
Total Morgan Stanley Investments				3,072,008 38	3,030,548 73	41,459 65

05/11/14

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Investment Detail
January through December 2013

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
UBS PACE Investments						
UBS PACE Govt Sec Fixed Income						
540 06	UBS PACE Govt Sec Fixed Income Investment Fund	01/23/2009	10/25/2013	6,891 16	7,004 58	(113 42)
Total UBS PACE Govt Sec Fixed Income				6,891 16	7,004 58	(113 42)
UBS PACE MM Investment Fund						
10,332 80	UBS PACE Money Mkt Investment Fund Class P		01/25/2013	10,332 80	10,332 80	0 00
10,875 51	UBS PACE Money Mkt Investment Fund Class P		04/24/2013	10,875 51	10,875 51	0 00
10,894 30	UBS PACE Money Mkt Investment Fund Class P		07/25/2013	10,894 30	10,894 30	0 00
4,507 31	UBS PACE Money Mkt Investment Fund Class P		10/25/2013	4,507 31	4,507 31	0 00
Total UBS PACE MM Investment Fund				36,609 92	36,609 92	0 00
Total UBS PACE Investments				43,501 08	43,614 50	(113 42)
Wells Fargo FWG Investments						
Caterpillar Fin Ser 6 2 9/30/13						
300,000 00	Caterpillar Fin Serv 6 2 Due 9/30/13	05/17/2013	09/18/2013	300,576 00	306,342 00	(5,766 00)
Total Caterpillar Fin Ser 6 2 9/30/13				300,576 00	306,342 00	(5,766 00)
FFCB 2 625 4/17/14						
400,000 00	Fed Farm Credit Bk 2 625% Due 4/17/14	04/14/2009	09/18/2013	405,620 40	399,108 00	6,512 40
Total FFCB 2 625 4/17/14				405,620 40	399,108 00	6,512 40
FHLB 1 75 3/8/13						
350,000 00	FHLB 1 75 Due 3/8/13 - Matured	11/30/2012	03/08/2013	350,000 00	351,477 00	(1,477 00)
Total FHLB 1 75 3/8/13				350,000 00	351,477 00	(1,477 00)
FHLM 2 875 2/9/15						
100,000 00	FHLM 2 875 Due 2/9/15	11/19/2010	09/18/2013	103,641 40	105,760 30	(2,118 90)
Total FHLM 2 875 2/9/15				103,641 40	105,760 30	(2,118 90)
FNMA 1 5 6/26/13						
400,000 00	FNMA 1 5% Due 6/26/13 - Matured	05/19/2010	06/26/2013	400,000 00	399,928 00	72 00
Total FNMA 1 5 6/26/13				400,000 00	399,928 00	72 00

05/11/14

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales by Investment Detail
 January through December 2013

Qty	Memo	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain(Loss)
Glaxosmithkline 4 85 5/15/13						
300,000 00	Glaxosmithkline Capital 4 85% Due 5/15/13 - Matured	09/03/2009	05/15/2013	300,000 00	322,110 00	(22,110 00)
Total Glaxosmithkline 4 85 5/15/13				300,000 00	322,110 00	(22,110 00)
McDonalds Corp 4 3 3/1/13						
350,000 00	McDonalds Corp 4 3 Due 3/1/13 - Matured	11/30/2012	03/08/2013	350,000 00	353,374 00	(3,374 00)
Total McDonalds Corp 4 3 3/1/13				350,000 00	353,374 00	(3,374 00)
National Rural Util 5 5 7/1/13						
85,000 00	National Rural Util Coop 5 5% Due 7/1/13 - Partial Call	05/19/2009	03/01/2013	86,433 95	88,478 20	المشروع (2,044 25)
165,000 00	National Rural Util Coop 5 5% Due 7/1/13 - Matured	05/19/2009	07/01/2013	165,000 00	171,751 80	(6,751 80)
Total National Rural Util 5 5 7/1/13				251,433 95	260,230 00	(8,796 05)
SPDR Trust Mutual Fund						
344 00	SPDR Trust Series 1 FD - Mutual Fund	09/28/2009	03/11/2013	53,112 41	36,608 48	16,503 93
Total SPDR Trust Mutual Fund				53,112 41	36,608 48	16,503 93
Target Corp 4 0 6/15/13						
250,000 00	Target Corp 4 0% Due 6/15/13 - Matured	06/03/2009	06/17/2013	250,000 00	252,235 75	(2,235 75)
Total Target Corp 4 0 6/15/13				250,000 00	252,235 75	(2,235 75)
Total Wells Fargo FWG Investments				2,764,384 16	2,787,173 53	(22,789 37)
Merrill Lynch PIA Investments **DETAILS ON SUPPLEMENTAL SCHEDULE ATTACHED						
	ML PIA - Money Fund Total Sales for 2013		2013	1,321,872 13	1,347,373 90	المشروع (25,501 77)
Total Merrill Lynch PIA Investments				1,321,872 13	1,347,373 90	(25,501 77)
Total Investment Sales				9,931,055 09	8,583,388 27	1,347,666 82

UEBERROTH FAMILY FOUNDATION
Balance Sheet Market Value by Month
 As of January through December 2013

	Jan 31, 13	Feb 28, 13	Mar 31, 13	Apr 30, 13	May 31, 13	Jun 30, 13	Jul 31, 13
ASSETS							
Current Assets							
Checking/Savings							
D A Davidson & Co - Cash Accts	0 00	0 00	0 00	0 00	0 00	218,920 74	218,923 13
Merrill Lynch - Cash	127,455 49	143,521 18	143,524 48	143,528 37	127,020 01	0 42	0 42
Merrill Lynch PIA - Cash	388,018 28	392,742 19	398,573 65	396,302 17	209,759 35	220,482 91	217,596 71
Morgan Stanley - Cash	1,705,712 35	1,770,913 60	1,819,416 71	1,828,870 62	0 00	0 00	0 00
Morgan Stanley PWM - Cash	0 00	0 00	0 00	0 00	2,464,689 50	2,468,381 94	2,501,721 72
UBS PACE - Cash	0 14	0 14	0 14	0 14	0 14	0 14	0 14
Wells Fargo - Checking	951,177 84	884,702 36	865,855 72	296,204 31	225,428 35	148,520 83	139,624 59
Wells Fargo FWG - MMA'S	1,361,337 62	1,376,758 50	1,424,413 82	655,941 44	380,070 30	865,517 48	252,736 81
Total Checking/Savings	<u>4,533,701 72</u>	<u>4,568,637 97</u>	<u>4,651,784 52</u>	<u>3,320,847 05</u>	<u>3,406,967 65</u>	<u>3,921,824 46</u>	<u>3,330,603 52</u>
Other Current Assets							
Investment Asset Acct							
D A Davidson & Co	0 00	0 00	0 00	0 00	0 00	1,420,000 00	1,456,000 00
Merrill Lynch Investments	1,291,157 50	1,282,270 00	1,283,553 33	1,288,925 56	1,153,495 83	1,122,113 33	1,135,367 50
Morgan Stanley Investments	11,922,683 49	11,796,492 77	11,810,627 27	11,428,070 71	10,913,494 08	9,194,440 21	9,287,258 78
PIMCO Investments	5,553,666 74	5,522,341 48	5,537,135 60	5,659,293 22	5,514,394 42	5,218,406 96	5,282,560 37
UBS PACE Investments	5,709,476 01	5,720,013 96	5,816,206 40	5,888,668 64	5,865,638 87	5,762,932 21	5,922,851 90
Wells Fargo FWG Investments	9,803,210 89	9,791,433 49	9,797,488 00	9,848,499 77	10,019,857 52	9,384,095 82	10,143,296 61
Total Investment Asset Acct	<u>34,280,194 63</u>	<u>34,112,551 70</u>	<u>34,245,010 60</u>	<u>34,113,457 90</u>	<u>33,466,880 72</u>	<u>32,101,988 53</u>	<u>33,227,335 16</u>
Merrill Lynch PIA - MF's	3,545,366 97	3,548,233 93	3,594,293 24	3,633,361 21	3,954,820 16	3,987,767 94	4,115,487 79
Total Other Current Assets	<u>37,825,561 60</u>	<u>37,660,785 63</u>	<u>37,839,303 84</u>	<u>37,746,819 11</u>	<u>37,421,700 88</u>	<u>36,089,756 47</u>	<u>37,342,822 95</u>
Total Current Assets	<u>42,359,263 32</u>	<u>42,229,423 60</u>	<u>42,491,088 36</u>	<u>41,067,666 16</u>	<u>40,828,668 53</u>	<u>40,011,580 93</u>	<u>40,673,426 47</u>
Other Assets							
Partnerships							
Manners Republic Holding, LLC	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Pyramid Hotel Investment II LLC	(203,704 33)	(216,204 33)	(216,204 33)	(216,204 33)	(228,704 33)	(228,704 33)	(228,704 33)
Total Partnerships	<u>(203,704 33)</u>	<u>(216,204 33)</u>	<u>(216,204 33)</u>	<u>(216,204 33)</u>	<u>(228,704 33)</u>	<u>(228,704 33)</u>	<u>(228,704 33)</u>
Total Other Assets	<u>(203,704 33)</u>	<u>(216,204 33)</u>	<u>(216,204 33)</u>	<u>(216,204 33)</u>	<u>(228,704 33)</u>	<u>(228,704 33)</u>	<u>(228,704 33)</u>
Total Other Current Assets and Other Assets	<u>37,621,857 27</u>	<u>37,444,581 30</u>	<u>37,623,099 51</u>	<u>37,530,614 78</u>	<u>37,192,996 55</u>	<u>35,861,052 14</u>	<u>37,114,118 62</u>
TOTAL ASSETS	<u><u>42,155,558 99</u></u>	<u><u>42,013,219 27</u></u>	<u><u>42,274,884 03</u></u>	<u><u>40,851,461 83</u></u>	<u><u>40,599,964 20</u></u>	<u><u>39,782,876 60</u></u>	<u><u>40,444,722 14</u></u>

UEBERROTH FAMILY FOUNDATION
Balance Sheet Market Value by Month
As of January through December 2013

	<u>Aug 31, 13</u>	<u>Sep 30, 13</u>	<u>Oct 31, 13</u>	<u>Nov 30, 13</u>	<u>Dec 31, 13</u>	<u>Monthly Avg</u>
ASSETS						
Current Assets						
Checking/Savings						
D A Davidson & Co - Cash Accts	218,926 85	218,930 57	561,151 72	923,055 02	1,368,237 61	
Merrill Lynch - Cash	13,875 58	13,875 93	0 11	0 11	0 11	
Merrill Lynch PIA - Cash	82,983 49	228,458 71	418,379 60	383,564 56	463,381 40	
Morgan Stanley - Cash	0 00	0 00	0 00	0 00	0 00	
Morgan Stanley PWM - Cash	2,568,704 86	91,519 04	1,599,099 44	2,544,897 52	1,555,857 06	
UBS PACE - Cash	0 14	0 14	0 14	0 14	0 14	
Wells Fargo - Checking	121,772 23	618,553 70	213 700 74	199,062 94	358,538 06	
Wells Fargo FWG - MMA'S	268,106 88	108,150 52	130,364 21	155,449 89	203,200 36	
Total Checking/Savings	<u>3,274,370 03</u>	<u>1,279,488 61</u>	<u>2,922,695 96</u>	<u>4,206,030 18</u>	<u>3,949,214 74</u>	<u>3,613,847 20</u>
Other Current Assets						
Investment Asset Acct						
D A Davidson & Co	1,392,000 00	1,380,000 00	1,107,000 00	922,000 00	465,000 00	
Merrill Lynch Investments	1,118,713 89	1,126,817 22	0 00	0 00	0 00	
Morgan Stanley Investments	9,102,417 86	11,645,247 99	9,465,622 20	9,651,137 67	9,676,291 00	
PIMCO Investments	5,170,347 05	5,258,172 15	5,314,586 75	5,287,883 26	5,265,768 17	
UBS PACE Investments	5,830,606 14	6,029,627 33	6,164,285 06	6,243,607 00	6,301,373 10	
Wells Fargo FWG Investments	10,029,905 89	9,368,933 45	9,498,101 01	9,498,502 35	9,497,744 18	
Total Investment Asset Acct	<u>32,643 990 83</u>	<u>34,808,798 14</u>	<u>31,549,595 02</u>	<u>31,603,130 28</u>	<u>31,206,176 45</u>	
Merrill Lynch PIA - MF's	4,187,516 17	4,153,507 72	5,211,698 34	5,300,816 62	5,300,874 67	
Total Other Current Assets	<u>36,831,507 00</u>	<u>38,962,305 86</u>	<u>36,761,293 36</u>	<u>36,903,946 90</u>	<u>36,507,051 12</u>	
Total Current Assets	<u>40,105,877 03</u>	<u>40,241,794 47</u>	<u>39,683,989 32</u>	<u>41,109,977 08</u>	<u>40,456,265 86</u>	
Other Assets						
Partnerships						
Manners Republic Holding, LLC	0 00	0 00	0 00	0 00	1,000,000 00	
Pyramid Hotel Investment II LLC	(241,204 33)	(241,204 33)	(241,204 33)	(253,704 33)	(257,970 33)	
Total Partnerships	<u>(241,204 33)</u>	<u>(241,204 33)</u>	<u>(241,204 33)</u>	<u>(253,704 33)</u>	<u>742,029 67</u>	
Total Other Assets	<u>(241,204 33)</u>	<u>(241,204 33)</u>	<u>(241,204 33)</u>	<u>(253,704 33)</u>	<u>742,029 67</u>	
Total Other Current Assets and Other Assets	<u>36,590,302.67</u>	<u>38,721,101.53</u>	<u>36,520,089 03</u>	<u>36,650,242 57</u>	<u>37,249,080 79</u>	<u>37,176,594 73</u>
TOTAL ASSETS	<u>39,864,672.70</u>	<u>40,000,590 14</u>	<u>39,442,784 99</u>	<u>40,856,272 75</u>	<u>41,198,295.53</u>	

THE UEBERROTH FAMILY FOUNDATION
33-0078919

SCHEDULE OF GIFTS GIVEN

HUMAN OPTIONS P.O. Box 53745 Irvine, CA. 92619	\$102,000.00
EL SOL ACADEMY 1010 N. Broadway St. Santa Ana, CA 92701	\$100,000.00
GIRL'S INC. 1815 Anaheim Ave. Costa Mesa, CA 92627	\$100,000.00
KIDWORKS 1902 W. Chestnut Ave. Santa Ana, CA 92703	\$100,000.00
M.I.N.D. RESEARCH INSTITUTE 1503 South Coast Dr. Ste. 202 Costa Mesa CA 92626	\$100,000.00
THINK TOGETHER 2100 E. 4 th St. Ste 200 Santa Ana, CA 92705	\$100,000.00
CANCER RESEARCH INSTITUTE One Exchange Plaza 55 Broadway # 1802 New York, NY 10006	\$70,000.00
EL VIENTO FOUNDATION P.O. Box 3897 Huntington Beach, CA 92605-3897	\$60,000.00
ILLUMINATION FOUNDATION 780 Roosevelt Irvine, CA 92620	\$52,500.00
C.A.S.A. 1615 E. 17 th St. #100 Santa Ana, CA 92705	\$50,000.00

GOALS 1170 La Palma Park Way Anaheim, CA 92801	\$50,000.00
HOAG HOSPITAL FOUNDATION One Hoag Dr. P.O. Box 6100 Newport Beach, CA 92658-6100	\$50,000.00
BOYS AND GIRLS CLUBS OF SANTA ANA 950 W. Highland Santa Ana, CA 92703	\$50,000.00
LAURA'S HOUSE 999 Corporate Dr. #225 Ladera Ranch, CA 92694	\$50,000.00
M.O.M.S. 1128 W. Santa Ana Blvd. Santa Ana, CA 92703	\$50,000.00
ORANGEWOOD CHILDRENS FOUNDATION 1575 E. 17 th St. Santa Ana, CA 92705	\$50,000.00
SHARE OUR SELVES 1550 Superior Ave. Costa Mesa, CA 92627	\$50,000.00
TALLER SAN JOSE 801 North Broadway Santa Ana, CA 92701	\$50,000.00
THE WOODEN FLOOR 1810 North Main St. Santa Ana, CA 92706	\$50,000.00
LAGUNA BEACH COMMUNITY CLINIC 362 3 rd St Laguna Beach, CA 92651	\$40,000.00
UCI SAGE SCHOLARS University Research Park 5171 California Ave. #150 Irvine, CA 92697-2505	\$40,000.00

AUTRY NATIONAL CENTER 4700 Western Heritage Way Los Angeles, CA 9002	\$35,500.00
WORKING WARDROBES 11614 Martens River Circle Fountain Valley, CA 92708	\$35,000.00
SECOND HARVEST FOOD BANK OF O.C. 8014 Marine Way Irvine, CA 92618	\$35,000.00
SHEA CENTER 26284 Oso Road San Juan Capistrano, CA 92675	\$35,000.00
BIG BROTHERS, BIG SISTERS OF O.C. 14131 Yorba St. #200 Tustin, CA 92780	\$33,500.00
ALZHEIMERS FAMILY SERVICES 9451 Indianapolis Ave. Huntington Beach, CA 92646	\$30,000.00
CASA TERESA P.O. Box 429 Orange, CA 92856	\$30,000.00
PATHWAYS TO INDEPENDENCE P.O. Box 43 Los Alamitos, CA 90720	\$30,000.00
SAGE HILL SCHOOL 20402 Newport Coast Dr. Newport Coast, CA 92657	\$30,000.00
VANDERBILT UNIVERSITY VU Station B #357727 2301 Vanderbilt Place Nashville, TN 37235-7727	\$26,000.00
COLGATE UNIVERSITY 13 Oak Dr. Hamilton, NY 13346	\$26,300.00

BOYS HOPE/GIRLS HOPE 1041 W. 18 th St. Ste. 101 A Costa Mesa, CA 92627	\$25,000.00
CASA YOUTH SHELTER P.O. Box 216 Los Alamitos, CA 90720	\$25,000.00
FAMILIES FORWARD 9221 Irvine Blvd. Irvine, CA 92614	\$25,000.00
HANDS TOGETHER 201 Civic Center Dr. East Santa Ana, CA 92701	\$25,000.00
ONE OC 1901 E. 4 th St. Suite 100 Santa Ana, CA 92705	\$25,000.00
PADRES UNIDOS 708 North Garfield St. Santa Ana, CA 92701	\$25,000.00
PROJECT HOPE ALLIANCE 345 E. Grove Ave. Orange, CA 92865	\$25,000.00
PROVIDENCE SPEECH AND HEARING 1301 Providence Ave. Orange, CA 92868	\$25,000.00
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E. 17 TH St. Santa Ana, CA 92705	\$22,500.00
BOYS & GIRLS CLUB OF THE HARBOR AREA P.O. Box 10297 Costa Mesa, CA 92627	\$21,000.00
JOYFUL CHILD FOUNDATION P.O. Box 12680 Westminster, CA 92685	\$20,000.00

OAKVIEW RENEWAL PARTNERSHIP P.O. Box 3476 Huntington Beach, CA 92605	\$20,000.00
O.C. CHILD ABUSE PREVENTION CENTER 500 South Main St. Ste 1100 Orange, CA 92668	\$20,000.00
ACCESS O.C. 25283 Cabot Rd. Ste. 101 Laguna Hills, CA 92653-5509	\$15,000.00
DISCOVERY SCIENCE CENTER 2500 North Main St. Santa Ana, CA 92705	\$15,000.00
HEALTHY SMILES FOR KIDS OF OC 10602 Chapman Ave. Suite 200 Garden Grove, CA 92840	\$15,000.00
NEW VISTA SCHOOL 23092 Mill Creek Dr. Laguna Hills, CA 92653	\$15,000.00
O.C. BAR FOUNDATION P.O. Box 986 Santa Ana, CA 92702	\$15,000.00
OCEAN INSTITUTE 24200 Dana Point Harbor Dr. Dana Point, CA 92629	\$15,000.00
ORANGE COAST INTERFAITH SHELTER 1963 Wallace Ave. Costa Mesa, CA 92627	\$15,000.00
PLANNED PARENTHOOD 700 S. Tustin St. Orange, CA 92866	\$15,000.00
SPECIAL OLYMPICS OF O.C. 2080 N. Tustin Ave. Suite B Santa Ana, CA 92705	\$15,000.00

O.C. RONALD MCDONALD HOUSE 383 S. Batavia St. Orange, CA 92868-3904	\$14,000.00
CHRISTMAS FOR ALL Second and Lakeside Coeur d'Alene, ID 83814	\$12,000.00
CATE SCHOOL P.O. Box 5005 Carpinteria, CA 93014	\$11,000.00
PRETEND CITY 29 Hubble Irvine, CA 92618	\$11,000.00
AFTER SCHOOL MATTERS 66 East Randolph St. Chicago, Ill 60601	\$10,000.00
AQUARIUM OF THE PACIFIC 100 Aquarium Way Long Beach, CA 90802	\$10,000.00
BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 Laguna Canyon Rd. Laguna Beach, CA 92651	\$10,000.00
CDM FOUNDATION 1280 Bison Ave. #B9-437 Newport Beach, CA 92660	\$10,000.00
COMMUNITY FDN FOR MONTEREY COUNTY 2354 Garden Rd. Monterey, CA 93940	\$10,000.00
COUNCIL FOR OPPPORTUNITY IN EDUCATION 1025 Vermont Ave. NW Suite 900 Washington D.C. 20005	\$10,000.00
CRYSTAL COVE ALLIANCE #45 Crystal Cove Newport Coast, CA 92657	\$10,000.00

CURE DUCHENNE 3334 E. Coast Highway #157 Corona del Mar, CA 92625	\$10,000.00
CYSTINOSIS RESEARCH FOUNDATION 18802 Bardeen Ave. Irvine, CA 92612	\$10,000.00
DAMON RUNYAN CANCER RESEARCH FDN One Exchange Plaza 55 Broadway, Suite 302 New York, NY 10006	\$10,000.00
HELPERS OF THE MENTALLY RETARDED 2626 Fulton St. San Francisco, CA 94118	\$10,000.00
LIVING SUCCESS CENTER 445 E. 17 th St. #D-E Costa Mesa, CA 92627	\$10,000.00
MUSCULAR DYSTROPHY ASSOC./AUGIE'S QUEST 3415 South Sepulveda Blvd. Ste. 550 Los Angeles, CA 90034	\$10,000.00
PBS SO CAL P.O. Box 25113 Santa Ana, CA 92799	\$10,000.00
THE SOCIETY OF MSKCC 1233 York Ave. New York, NY 10065	\$10,000.00
TOWER FOUNDATION OF SJSU One Washington Square San Jose, CA 95192-0257	\$10,000.00
YEAR UP 93 Summer St. 5 th Flr Boston, MA 02110	\$10,000.00
YOUTH EMPLOYMENT SERVICE 114 E. 19 th St. Costa Mesa, CA 92627	\$10,000.00

CHAMPION CHARITIES 555 Bryant St. #230 Palo Alto, CA 94301	\$6,000.00
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MacArthur Blvd. Ste 510 Newport Beach, CA 92660	\$5,150.00
ANGEL FLIGHT WEST 3161 Donald Douglas Loop S Santa Monica, CA 90405	\$5,000.00
BOWERS MUSEUM 2002 North Main St. Santa Ana, CA 92706	\$5,000.00
BROOKWOOD COMMUNITY VOLUNTEERS 1752 FM 1489 Brookshire, TX 77423	\$5,000.00
BUILD ON P.O. Box 16741 Stamford, CT 06905	\$5,000.00
COUNCIL ON AGING OF OC 1971 E. 4 th St. Suite 200 Santa Ana, CA 92705	\$5,000.00
DARTMOUTH COLLEGE 6066 Development Office Hanover, NH 03755-3555	\$5,000.00
FIRST TEE OF O.C. 14893 E. Ball Rd. Anaheim, CA 92806-5048	\$5,000.00
KAISER WOODLAND SCHOOLS P.O. Box 11333 Costa Mesa, CA 92657	\$5,000.00
LAGUNA ART MUSEUM 307 Cliff Drive Laguna Beach, CA 92651	\$5,000.00

LAGUNA PLAYHOUSE 606 Laguna Canyon Rd. P.O. Box 1747 Laguna Beach, CA 92652	\$5,000.00
MUST CHARITIES 212 S. Main St. #205 Templeton, CA 93465	\$5,000.00
NEWPORT BEACH PUBLIC LIBRARY 1000 Avocado Ave. Newport Beach, CA 92660	\$5,000.00
OC HUMAN RELATIONS 1300 S. Grand Bldg B Santa Ana, CA 92705	\$5,000.00
OUR L.A. 2454 Lyric Ave. Los Angeles, CA 90027	\$5,000.00
PROJECT ACCESS 3900 Birch St. Ste 113 Newport Beach, CA 92660	\$5,000.00
PURE GAME 14 Tricolored Lane Aliso Viejo, CA 92656	\$5,000.00
SOUTH COUNTY OUTREACH 26776 Vista Terrace Lake Forest, CA 92630	\$5,000.00
SPIRIT LEAGUE P.O. Box 3766 Mission Viejo, CA 92690	\$5,000.00
UNIVERSITY OF COLORADO FOUNDATION 4740 Walnut St. Boulder, CO 80301	\$5,000.00
USA WATER POLO 2124 Main St. Suite 210 Huntington Beach, CA 92648	\$5,000.00

HARBOR DAY ENDOWMENT CORP. 3443 Pacific View Dr. Corona del Mar, CA 92625	\$3,000.00
CDM AQUATICS FOUNDATION 1280 Bison Ave. #B9-437 Newport Beach, CA 92660	\$2,500.00
DIKEMBE MUTOMBO FOUNDATION, INC P.O. Box 250225 Atlanta, GA 30325-1225	\$2,500.00
PROJECT X FOUNDATION P.O. Box 41-437 Los Angeles, CA 90041	\$2,500.00
CHAPMAN UNIVERSITY 1 University Dr. Orange, CA 92866	\$2,000.00
SUPERSTARS LITERACY 333 Hegenberger Rd. Suite 503 Oakland, CA 94621	\$2,000.00
GRASS ROOTS SOCCER P.O. Box 712 Norwich, VT 05055	\$1,500.00
ALZHEIMERS ASSOCIATION 17771 Cowan Suite 200 Irvine, CA 92614	\$1,000.00
BET TZEDEK 3250 Wilshire Blvd. 13 th Flr Los Angeles, CA 90010	\$1,000.00
CARMEL MISSION FOUNDATION 200 Clock Tower Place Carmel, CA 93923	\$1,000.00
CHOC CHILDREN'S FOUNDATION 455 S. Main St. Orange, CA 92868	\$1,000.00

CHP 11-99 FOUNDATION 2244 North State College Fullerton, CA 92831	\$1,000.00
CITY OF HOPE 1055 Wilshire Blvd. 11 th Flr Los Angeles, CA 90017	\$1,000.00
GIRL SCOUTS OF ALASKA 3911 Turnagain Blvd. East Anchorage, Alaska 99517	\$1,000.00
HEADS UP YOUTH FOUNDATION 12400 Ventura Blvd. #1221 Studio City, CA 91604	\$1,000.00
HOMEBOY INDUSTRIES 130 W. Bruno St. Los Angeles, CA 90012	\$1,000.00
JAKE CLOUGH HEADSTRONG FOUNDATION P.O. Box 8353 Prairie Village, Kansas 66208	\$1,000.00
JDRF Westchester County Chapter 30 Glenn St. Suite 409 White Plains, NY 10603	\$1,000.00
KAPPA KAPPA GAMMA FOUNDATION P.O. Box 38 Columbus, OH 43216-0038	\$1,000.00
KIDS KONNECTED 27071 Cabot Rd. #102 Laguna Hills, CA 92653	\$1,000.00
JOSEPH A. MCBRIDE SCHOLARSHIP FUND P.O. Box 1366 Southampton, NY 10603	\$1,000.00
LAND OF THE FREE FOUNDATION 13191 Crossroads Pkwy North 6 th Flr City of Industry, CA 91746-3497	\$1,000.00

NCPGA FOUNDATION 411 Davis St. #103 Vacaville, CA 95688	\$1,000.00
OAKLAND MILITARY INSTITUTE 2269 Chestnut St. Ste 500 San Francisco, CA 94123	\$1,000.00
PAT MCCORMICK EDUCATIONAL FDN 915 ½ Electric Seal Beach, CA 90740	\$1,000.00
PENN STATE DANCE MARATHON 210 Hetzel Union Bldg. University Park, PA 16802-6601	\$1,000.00
SAINT DAVID'S SCHOOL 12 East 89 th St. New York, NY 10128	\$1,000.00
TEACH FOR AMERICA L.A. 606 S. Olive St. Suite 300 Los Angeles, CA 91801	\$1,000.00
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 Trousdale Parkway Los Angeles, CA 90089	\$1,000.00
USC ATHLETIC FUND Heritage Hall 203A Los Angeles, CA 90089-0602	\$1,000.00
Total:	\$2,527,450.00