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Return of Private Foundation

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

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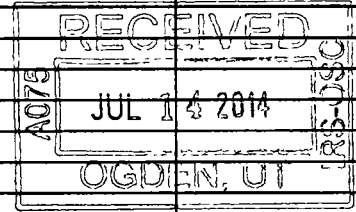
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990of.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE BANDAI FOUNDATION		A Employer identification number 33-0655933
Number and street (or P O box number if mail is not delivered to street address) 5551 KATELLA AVENUE	Room/suite	B Telephone number (714) 816-9500
City or town, state or province, country, and ZIP or foreign postal code CYPRESS, CA 90630		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,014,838.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		74,122.	74,122.		STATEMENT 1
4 Dividends and interest from securities		53,791.	53,791.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		52,024.			
b Gross sales price for all assets on line 6a 5,015,156.					
7 Capital gain net income (from Part IV, line 2)			52,024.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		179,937.	179,937.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		6,050.	3,025.		3,025.
c Other professional fees STMT 4		41,814.	41,814.		0.
17 Interest					
18 Taxes STMT 5		45.	0.		45.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		1,973.	541.		1,432.
24 Total operating and administrative expenses. Add lines 13 through 23		49,882.	45,380.		4,502.
25 Contributions, gifts, grants paid		424,005.			424,005.
26 Total expenses and disbursements. Add lines 24 and 25		473,887.	45,380.		428,507.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-293,950.			
b Net investment income (if negative, enter -0-)			134,557.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	4,122.	12,050.	12,050.
	2	Savings and temporary cash investments	285,077.	213,269.	213,269.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	5,152,294.	3,816,832.	3,735,360.
	b	Investments - corporate stock STMT 8	1,625,507.	1,546,882.	1,546,882.
	c	Investments - corporate bonds STMT 9	1,232,691.	2,128,830.	2,101,233.
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 10	102,787.	410,678.	406,044.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	8,402,478.	8,128,541.	8,014,838.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	8,402,478.	8,128,541.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	8,402,478.	8,128,541.		
31	Total liabilities and net assets/fund balances	8,402,478.	8,128,541.		

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	8,402,478.
2	Enter amount from Part I, line 27a	2	-293,950.
3	Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN</u>	3	20,013.
4	Add lines 1, 2, and 3	4	8,128,541.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,128,541.

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 PUBLICALLY TRADED SECURITIES				P	VARIOUS	VARIOUS
b						
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 5,015,156.		4,963,132.	52,024.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			52,024.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	52,024.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A	

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	437,956.	8,556,276.	.051185
2011	451,280.	8,836,286.	.051071
2010	468,398.	9,179,586.	.051026
2009	495,003.	9,485,374.	.052186
2008	391,533.	9,914,789.	.039490
2 Total of line 1, column (d)			2 .244958
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 .048992
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,229,398.
5 Multiply line 4 by line 3			5 403,175.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,346.
7 Add lines 5 and 6			7 404,521.
8 Enter qualifying distributions from Part XII, line 4			8 428,507.

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)

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	1,346.
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	1,346.
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	1,346.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,333.
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	2,333.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	987.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 987. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BANDAI.COM/ABOUT/FOUNDATION.PHP	X		
14	The books are in care of ► YOSHIHIRO TSUKUDA Telephone no. ► (714) 816-9500 Located at ► 5551 KATELLA AVENUE, CYPRESS, CA ZIP+4 ► 90630			
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			
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 ►		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"/> 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?		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 ►		
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.) <input type="checkbox"/> 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. <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) <input type="checkbox"/> N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

5b

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?

STATEMENT 12 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

6b

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

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.

(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
PAUL HAUSBACK 5551 KATELLA AVENUE CYPRESS, CA 90630	TREASURER/DIRECTOR 1.00	0.	0.	0.
MASAYUKI MATSUO 5551 KATELLA AVENUE CYPRESS, CA 90630	CHAIRMAN/DIRECTOR 1.00	0.	0.	0.
CYNTHIA NISHIMOTO 5551 KATELLA AVENUE CYPRESS, CA 90630	SECRETARY/DIRECTOR 1.00	0.	0.	0.
AKIHIRO SATO 5551 KATELLA AVENUE CYPRESS, CA 90630	CHAIRMAN/DIRECTOR 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,850,503.
b	Average of monthly cash balances	1b	504,216.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,354,719.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,354,719.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,321.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,229,398.
6	Minimum investment return. Enter 5% of line 5	6	411,470.

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	411,470.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,346.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,346.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	410,124.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	410,124.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	410,124.

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	428,507.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	428,507.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,346.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	427,161.

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				410,124.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			426,048.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 428,507.				
a Applied to 2012, but not more than line 2a			426,048.	
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				2,459.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				407,665.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

b The form in which applications should be submitted and information and materials they should include:
 N/A

c Any submission deadlines:
 N/A

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

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				
A3M (ASIAN MIRACLE MARROW MATCHES) 244 S. SAN PEDRO STREET, SUITE 503 LOS ANGELES, CA 90012	NONE	PC	IMPROVE THE HEALTH AND WELFARE OF ALL PEOPLE BY PROVIDING EDUCATION AND ASSISTANCE WHILE FACILITATING PROMPT	2,500.
AMERICAN DIABETES ASSOCIATION 151 KALMUS DRIVE C-100 COSTA MESA, CA 92626	NONE	PC	TO PREVENT & CURE DIABETES AND IMPROVE LIVES OF PEOPLE AFFECTED BY DIABETES.	5,000.
AMERICAN RED CROSS 601 NORTH GOLDEN CIRCLE DRIVE SANTA ANA, CA 92705	NONE	PC	PROVIDE RELIEF TO VICTIMS OF DISASTER AND HELP PEOPLE PREVENT PREPARE FOR AND RESPOND TO	9,075.
AYSO REGION 154 4372 GREEN AVE. #2 LOS ALAMITOS, CA 90720	NONE	PC	IMPROVING THE LIVES OF SPECIAL NEEDS CHILDREN & ADULTS THROUGH SOCCER.	1,000.
BOY SCOUTS OF AMERICA, LONG BEACH AREA COUNCIL 401 EAST 37TH STREET, P.O. BOX 7338 LONG BEACH, CA 90807	NONE	PC	OFFER A STRUCTURED PROGRAM OF CAREER DEVELOPMENT & MENTORING TO HIGH SCHOOL AGED YOUTH BY	9,500.
Total	SEE CONTINUATION SHEET(S)			424,005.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BOYS & GIRLS CLUB OF CYPRESS 10161 MOODY STREET CYPRESS, CA 90630	NONE	PC	TO PROVIDE CHILDREN WITH A SAFE PLACE TO GROW & LEARN & LIFE ENHANCING PROGRAM.	8,000.
BOYS SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	PC	TO BUILD THE IRVINE RANCH OUTDOOR EDUCATION CENTER THE FINEST OUTDOOR YOUTH FACILITY IN THE	62,500.
CARING CONNECTIONS 15347 BELLFLOWER BLVD. BELLFLOWER, CA 90262	NONE	PC	TO HELP CHILDREN AND COMMUNITY BY IMPROVING STUDENT ACHIEVEMENT, INCREASE AWARENESS OF AVAILABLE COMMUNITY	500.
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA 1910 MAGNOLIA AVE. LOS ANGELES, CA 90077	NONE	PC	EARLY EDUCATION & ENRICHMENT TO 300 LOW-INCOME CHILDREN AND 300 PARENTS.	5,000.
CHILDREN'S CANCER RECOVERY FOUNDATION 6380 FLANK DR., SUITE 400 HARRISBURG, PA 17112	NONE	PC	TO CONTINUE THEIR CORE PROGRAMS-BEAR-ABLE GIFTS PROGRAM, HELPING HANDS FUND, AND CAMP SCHOLARSHIP PROGRAM.	6,000.
CHILDRENS BRAIN TUMOR FOUNDATION INC. 274 MADISON AVE NEW YORK, NY 10016	NONE	PC	TO IMPROVE THE TREATMENT, QUALITY OF LIFE AND LONG-TERM OUTLOOK FOR CHILDREN WITH BRAIN AND SPINAL	5,250.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868	NONE	PC	TO NURTURE, ADVANCE AND PROTECT THE HEALTH AND WELL-BEING OF CHILDREN.	19,800.
CITY OF HOPE 1055 WILSHIRE BLVD. 12TH FLOOR LOS ANGELES, CA 90017	NONE	PC	TO PROVIDE FREE CARE TO PATIENTS SUFFERING FROM TUBERCULOSIS.	7,500.
COMMUNITY AGENCIES FOR CARING CONNECTIONS 16703 S. CLARK AVE BELLFLOWER, CA 90706	NONE	PC	FUNDING OF BASIC NEED FOOD RESOURCES TO LOW-INCOME AND HOMELESS FAMILIES.	3,000.
COURT APPOINTED SPECIAL ADVOCATES 1505 E 17TH STREET STE 214 SANTA ANA, CA 92705	NONE	PC	TO PROVIDE QUALITY ADVOCACY FOR CHILDREN.	5,000.
Total from continuation sheets				396,930.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CYPRESS CHILDREN'S ADVOCACY COUNCIL 9314 ETHEL STREET CYPRESS, CA 90630	NONE	PC	TO HELP CHILDREN IN NEED.	4,500.
CYPRESS POLICE FOUNDATION P.O.BOX 1443 CYPRESS, CA 90630	NONE	PC	TO IMPROVE PUBLIC SAFETY, DECREASE CRIME AND MAKE CYPRESS A SAFE PLACE TO LIVE, WORK AND VISIT.	10,500.
DOWN SYNDROME ASSOCIATION OF ORANGE COUNTY 151 KALMUS DRIVE, SUITE M-5 COSTA MESA, CA 92626	NONE	PC	HELP PAY FOR COSTS FOR A FEEDING/SWALLOWING AND SPEECH THERAPIST FOR CHILDREN WITH DOWN SYNDROME.	3,000.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD. CULVER CITY, CA 90232	NONE	PC	TO HELP WITH COSTS OF THEIR EMERGENCY FOOD PANTRY WHICH PROVIDES FOOD & OTHER NECESSITIES TO	6,000.
FAMILY ASSISTANCE MINISTRIES 1030 CALLE NEGOCIO SAN CLEMENTE, CA 92673	NONE	PC	ASSISTS THOSE IN NEED IN SOUTH ORANGE COUNTY WITH RESOURCES FOR FOOD, SHELTER, AND PERSONALIZED	5,000.
FOODAID COMPASSION 2930 DOVE STREET SAN DIEGO, CA 92103	NONE	PC	TO PROVIDE FOOD FOR THOSE IN NEED.	6,000.
FRIENDS OF CYPRESS RECREATION AND PARKS 5700 ORANGE AVE. CYPRESS, CA 90630	NONE	PC	TO PROVIDE SAFE, CLEAN AND FUNCTIONAL PARKS & RECREATION FACILITIES.	5,000.
GIRL SCOUT COUNCIL OF OC 9500 TOLEDO WAY SUITE 100 IRVINE, CA 92618	NONE	PC	TO BRING GIRLS OF COURAGE, CONFIDENCE AND CHARACTER WHO MAKE THE WORLD A BETTER PLACE.	10,000.
GIVING CHILDREN HOPE 8332 COMMONWEALTH AVE. BUENA PARK, CA 90621	NONE	PC	DEDICATED TO ALLEVIATING POVERTY THROUGH HEALTH AND COMMUNITY DEVELOPMENT, DISASTER RELIEF,	5,250.
GOOD 360 1330 BRADDOCK PLACE, SUITE 600 ALEXANDRIA, VA 22314	NONE	PC	HELP COVER THE COST OF SHIPPING AND DISTRIBUTION OF PRODUCT DONATIONS TO NONPROFITS THAT NEED	7,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HABITAT FOR HUMANITY OF OC 2200 S. RITCHEY SANTA ANA, CA 92705	NONE	PC	TO TRANSFORM LIVES AND COMMUNITIES BY HELPING FAMILIES IN NEED BUILD AND PURCHASE OR RENOVATE THEIR OWN	25,000.
HOI BAC AI PHANXICO FRANCISCAN CHARITY 133 GOLDEN GATE AVE. SAN FRANCISCO, CA 94102	NONE	PC	TO PROVIDE THE POOR AND UNDERPRIVILEGED WITH BASIC HUMANITARIAN RELIEF SUCH AS FOODS, CLEAN	200.
HOTLINE OF SOUTHERN CALIFORNIA P.O. BOX 32 LOS ALAMITO, CA 90720	NONE	PC	TO USE LISTENING AND CRISIS COUNSELING AS A WAY TO HELP OTHERS.	3,000.
KIDS IN DISTRESSED SITUATIONS, INC. 112 W. 34TH STREET SUITE 1133 NEW YORK, NY 10120	NONE	PC	TO PROVIDE NEW PRODUCTS TO CHILDREN IN NEED AND ASSISTING IN GLOBAL RELIEF EFFORTS FOR MAJOR	15,000.
LITTLE TOKYO SERVICE CENTER CDC 231 E. 3RD STREET, SUITE G106 LOS ANGELES, CA 90013	NONE	PC	TO SUPPORT THE CHILDREN & FAMILY SERVICES PROGRAM THAT ASSISTS IN FINDING HOUSING & EMPLOYMENT,	5,000.
LOS ALAMITOS AREA CHAMBER OF COMMERCE 3231 KATELLA AVE. LOS ALAMITOS, CA 90720	NONE	NC	TO HELP WITH THE COST OF THEIR WINTER WONDERLAND EVENT WHICH INCLUDES A CANNED FOOD DRIVE TO BE DONATED TO	5,000.
MANAV SADHNA 1916 PASTORAL LANE #500 HANOVER PARK, IL 60133	NONE	PC	TO PROVIDE EDUCATION AND NUTRITION FOR SLUM KIDS AND WOMAN.	500.
MARYVALE 7600 E. GRAVE AVE. ROSEMEAD, CA 91770	NONE	PC	PROVIDES A SAFE & THERAPEUTIC HOME TO 100 GIRLS AGES 6-18 WHO HAVE BEEN SUBJECTED TO ABUSE &	7,500.
MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVE. LONG BEACH, CA 90801	NONE	PC	IMPROVING THE HEALTH OF INDIVIDUALS, FAMILIES AND OUR COMMUNITY THROUGH PATIENT CARE,	10,500.
NATIONAL BRAIN TUMOR SOCIETY 55 CHAPEL ST #200 NEWTON, MA 02458	NONE	PC	TO FINDING BETTER TREATMENTS AND ULTIMATELY A CURE, FOR PEOPLE LIVING WITH A TUMOR TODAY AND ANYONE	230.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
ORANGE CATHOLIC FOUNDATION P.O. BOX 14084 ORANGE, CA 92863	NONE	PC	TO PROVIDE MYRIAD OF CATHOLIC SERVICES TO THE PEOPLE OF ORANGE COUNTY.	1,000.
ORANGE COUNTY BUDDHIST CHURCH 909 SOUTH DALE AVE. ANAHEIM, CA 92804	NONE	PC	EMPLOYEE MATCHING/GENERAL SUPPORT.	1,500.
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER 500 S. MAIN STREET, STE. 1100 ORANGE, CA 92868	NONE	PC	PROVIDES PARENTING EDUCATION & MENTAL HEALTH SERVICES FOR LOW INCOME, AT-RISK FAMILIES & CHILDREN	15,000.
ORANGE COUNTY RONALD MCDONALD HOUSE 383 SOUTH BATAVIA STREET ORANGE, CA 92868	NONE	PC	TO CREATE, FIND AND SUPPORT PROGRAMS THAT IMPROVE THE HEALTH AND WELL BEING OF CHILDREN.	20,000.
P. F. BRESEE FOUNDATION 184 S. BIMINI PLACE LOS ANGELES, CA 90004	NONE	PC	PROVIDES AFTERSCHOOL PROGRAMS THAT PROMOTE EXERCISE & NUTRITION FOR 580 UNDERSERVED YOUTH & FAMILIES IN	3,000.
PEDIATRIC THERAPY NETWORK 1815 W. 213TH STREET SUITE 100 TORRANCE, CA 90501	NONE	PC	LEADING THE WAY IN HELPING CHILDREN, FAMILIES AND COMMUNITIES REACH FULL CAPABILITIES THROUGH	4,250.
PHOENIX HOUSE ORANGE COUNTY 1207 EAST FRUIT STREET SANTA ANA, CA 92701	NONE	PC	TO PROTECT AND SUPPORT CHILDREN, FAMILIES AND COMMUNITIES AFFECTED BY SUBSTANCE ABUSE AND MENTAL HEALTH	7,000.
SADDLEBACK COLLEGE FOUNDATION 28000 MARGUERITE PKWY MISSION VIEJO, CA 92692	NONE	PC	TO PROVIDE ADDITIONAL FOOD FOR THE BI-WEEKLY DISTRIBUTION TO SERVE STUDENTS, FACULTY & COMMUNITY MEMBERS IN	5,000.
SANKARA EYE FOUNDATION USA 1900 MCCARTHY BLVD, #302 MILPITAS, CA 95035	NONE	PC	TO PROVIDE FINANCIAL SUPPORT FOR THE SRI KANCHI KAMAKOTI MEDICAL TRUST OF INDIA.	500.
SHERIFF'S YOUTH FOUNDATION OF LOS ANGELES COUNTY 4700 RAMONA BLVD. 4TH FLOOR MONTEREY PARK, CA 91754	NONE	PC	PROVIDING THE NEED FOR SAFE AND CONSTRUCTIVE AFTER-SCHOOL ENRICHMENT, TAKING DISADVANTAGED CHILDREN	2,750.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOROPTIMIST INTERNATIONAL CYPRESS 4266 VIA VERDE CYPRESS, CA 90630	NONE	PC	TO IMPROVE THE LIVES OF WOMEN AND CHILDREN IN LOCAL COMMUNITIES AND THROUGHOUT THE WORLD.	1,500.
SOUTH COUNTY OUTREACH 26776 VISTA TERRACE LAKE FOREST, CA 92360	NONE	PC	TO SUPPORT THE COMMUNITY FOOD PANTRY PROGRAM PROVIDING SERVICES TO 9,500 NEEDY FAMILIES IN THE	10,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PC	TO PROVIDE PATIENT CARE TO CHILDREN, FREE OF CHARGE & TO ADVANCE SCIENTIFIC DISCOVERIES THAT LEAD TO BETTER	7,500.
TAKING THE REINS 3919 1/2 RIGALI AVENUE LOS ANGELES, CA 90039	NONE	PC	TO INSPIRE AND EMPOWER UNDER-SERVED GIRLS FACING THE CHALLENGES OF ADOLESCENCE IN HIGH-RISK	3,500.
THE GIFT OF A HELPING HAND CHARITABLE TRUST 11101 MORANG DR DETROIT, MI 48224	NONE	PC	TO PROVIDE BASIC NEEDS TO LOW-INCOME FAMILIES AND INDIVIDUALS IN THE DETROIT, MI AREA.	4,000.
THE TAYLOR FAMILY FOUNDATION 5555 ARROYO ROAD LIVERMORE, CA 94550	NONE	PC	TO ENHANCE THE QUALITY OF LIFE FOR CHILDREN IN N. CALIFORNIA LIVING WITH LIFE-THREATENING &	4,000.
THOMAS HOUSE TEMPORARY SHELTER P.O. BOX 2737 GARDEN GROVE, CA 92842	NONE	PC	TO HELP PROVIDE FOOD & SUPPLIES FOR HOMELESS AND AT-RISK FAMILIES.	7,500.
TOY INDUSTRY FOUNDATION 1115 BROADWAY, SUITE 400 NEW YORK, NY 10010	NONE	PC	TO HELP CHILDREN IN NEED.	30,000.
TOYS"R"US CHILDREN'S FUND ONE GEOFFREY WAY WAYNE, NJ 07470	NONE	PC	TO KEEP CHILDREN SAFE AND HELP THEM IN TIMES OF NEED.	11,250.
WOMEN IN TOYS 300 WINSTON DRIVE SUITE 1509 CLIFFSIDE PARK, NJ 07010	NONE	PC	TO PROVIDE A PROFESSIONAL NETWORKING BASE FOR WOMEN WORKING WITHIN THE TOY, ENTERTAINMENT	450.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - A3M (ASIAN MIRACLE MARROW MATCHES)

IMPROVE THE HEALTH AND WELFARE OF ALL PEOPLE BY PROVIDING EDUCATION AND ASSISTANCE WHILE FACILITATING PROMPT ACCESS TO POTENTIAL MARROW AND BLOOD CELL DONORS.

NAME OF RECIPIENT - AMERICAN RED CROSS

PROVIDE RELIEF TO VICTIMS OF DISASTER AND HELP PEOPLE PREVENT PREPARE FOR AND RESPOND TO EMERGENCIES.

NAME OF RECIPIENT - BOY SCOUTS OF AMERICA, LONG BEACH AREA COUNCIL

OFFER A STRUCTURED PROGRAM OF CAREER DEVELOPMENT & MENTORING TO HIGH SCHOOL AGED YOUTH BY HELPING THEM IDENTIFY & PREPARE THEMSELVES FOR THEIR FUTURE CAREER PATHS.

NAME OF RECIPIENT - BOYS SCOUTS OF AMERICA

TO BUILD THE IRVINE RANCH OUTDOOR EDUCATION CENTER THE FINEST OUTDOOR YOUTH FACILITY IN THE NATION.

NAME OF RECIPIENT - CARING CONNECTIONS

TO HELP CHILDREN AND COMMUNITY BY IMPROVING STUDENT ACHIEVEMENT, INCREASE AWARENESS OF AVAILABLE COMMUNITY RESOURCES.

NAME OF RECIPIENT - CHILDRENS BRAIN TUMOR FOUNDATION INC.

TO IMPROVE THE TREATMENT, QUALITY OF LIFE AND LONG-TERM OUTLOOK FOR CHILDREN WITH BRAIN AND SPINAL CORD TUMORS.

NAME OF RECIPIENT - EXCEPTIONAL CHILDREN'S FOUNDATION

TO HELP WITH COSTS OF THEIR EMERGENCY FOOD PANTRY WHICH PROVIDES FOOD &

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

OTHER NECESSITIES TO CHILDREN FROM BIRTH TO AGE 3 AND THEIR FAMILIES IN THEIR EARLY START PROGRAM.

NAME OF RECIPIENT - FAMILY ASSISTANCE MINISTRIES

ASSISTS THOSE IN NEED IN SOUTH ORANGE COUNTY WITH RESOURCES FOR FOOD, SHELTER, AND PERSONALIZED SUPPORTIVE COUNSEL & CASE MANAGEMENT.

NAME OF RECIPIENT - GIVING CHILDREN HOPE

DEDICATED TO ALLEVIATING POVERTY THROUGH HEALTH AND COMMUNITY DEVELOPMENT, DISASTER RELIEF, VOCATIONAL TRAINING AND ADVOCACY.

NAME OF RECIPIENT - GOOD 360

HELP COVER THE COST OF SHIPPING AND DISTRIBUTION OF PRODUCT DONATIONS TO NONPROFITS THAT NEED THEM THE MOST.

NAME OF RECIPIENT - HABITAT FOR HUMANITY OF OC

TO TRANSFORM LIVES AND COMMUNITIES BY HELPING FAMILIES IN NEED BUILD AND PURCHASE OR RENOVATE THEIR OWN HOMES

NAME OF RECIPIENT - HOI BAC AI PHANKICO FRANCISCAN CHARITY

TO PROVIDE THE POOR AND UNDERPRIVILEGED WITH BASIC HUMANITARIAN RELIEF SUCH AS FOODS, CLEAN WATER, CLOTHING, EDUCATIONAL AND MEDICAL ASSISTANCE.

NAME OF RECIPIENT - KIDS IN DISTRESSED SITUATIONS, INC.

TO PROVIDE NEW PRODUCTS TO CHILDREN IN NEED AND ASSISTING IN GLOBAL RELIEF EFFORTS FOR MAJOR DISASTERS.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LITTLE TOKYO SERVICE CENTER CDC

TO SUPPORT THE CHILDREN & FAMILY SERVICES PROGRAM THAT ASSISTS IN
FINDING HOUSING & EMPLOYMENT, & PROVIDES CHILDCARE & PARENTING CLASSES.

NAME OF RECIPIENT - LOS ALAMITOS AREA CHAMBER OF COMMERCE

TO HELP WITH THE COST OF THEIR WINTER WONDERLAND EVENT WHICH INCLUDES A
CANNED FOOD DRIVE TO BE DONATED TO A LOCAL FOOD SHELTER.

NAME OF RECIPIENT - MARYVALE

PROVIDES A SAFE & THERAPEUTIC HOME TO 100 GIRLS AGES 6-18 WHO HAVE
BEEN SUBJECTED TO ABUSE & REQUIRE 24 HOUR OUT OF HOME CARE.

NAME OF RECIPIENT - MEMORIAL MEDICAL CENTER FOUNDATION

IMPROVING THE HEALTH OF INDIVIDUALS, FAMILIES AND OUR COMMUNITY THROUGH
PATIENT CARE, EDUCATION AND RESEARCH.

NAME OF RECIPIENT - NATIONAL BRAIN TUMOR SOCIETY

TO FINDING BETTER TREATMENTS AND ULTIMATELY A CURE, FOR PEOPLE LIVING
WITH A TUMOR TODAY AND ANYONE WHO WILL BE DIAGNOSED TOMORROW.

NAME OF RECIPIENT - ORANGE COUNTY CHILD ABUSE PREVENTION CENTER

PROVIDES PARENTING EDUCATION & MENTAL HEALTH SERVICES FOR LOW INCOME,
AT-RISK FAMILIES & CHILDREN LIVING IN ORANGE COUNTY.

NAME OF RECIPIENT - P. F. BRESEE FOUNDATION

PROVIDES AFTERSCHOOL PROGRAMS THAT PROMOTE EXERCISE & NUTRITION FOR 580
UNDERSERVED YOUTH & FAMILIES IN CENTRAL LOS ANGELES.

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PEDIATRIC THERAPY NETWORK

LEADING THE WAY IN HELPING CHILDREN, FAMILIES AND COMMUNITIES REACH
FULL CAPABILITIES THROUGH INNOVATIVE EDUCATION, INTERVENTION AND
RESEARCH.

NAME OF RECIPIENT - PHOENIX HOUSE ORANGE COUNTY

TO PROTECT AND SUPPORT CHILDREN, FAMILIES AND COMMUNITIES AFFECTED BY
SUBSTANCE ABUSE AND MENTAL HEALTH CHALLENGES.

NAME OF RECIPIENT - SADDLEBACK COLLEGE FOUNDATION

TO PROVIDE ADDITIONAL FOOD FOR THE BI-WEEKLY DISTRIBUTION TO SERVE
STUDENTS, FACULTY & COMMUNITY MEMBERS IN NEED.

NAME OF RECIPIENT - SHERIFF'S YOUTH FOUNDATION OF LOS ANGELES COUNTY

PROVIDING THE NEED FOR SAFE AND CONSTRUCTIVE AFTER-SCHOOL ENRICHMENT,
TAKING DISADVANTAGED CHILDREN AND YOUTH OFF THE STREETS AND PROVIDING
STRUCTURED, SUPERVISED ENVIRONMENTS WHERE THEY CAN LEARN.

NAME OF RECIPIENT - SOUTH COUNTY OUTREACH

TO SUPPORT THE COMMUNITY FOOD PANTRY PROGRAM PROVIDING SERVICES TO
9,500 NEEDY FAMILIES IN THE LOCAL AREA.

NAME OF RECIPIENT - ST. JUDE CHILDREN'S RESEARCH HOSPITAL

TO PROVIDE PATIENT CARE TO CHILDREN, FREE OF CHARGE & TO ADVANCE
SCIENTIFIC DISCOVERIES THAT LEAD TO BETTER WAYS TO TREAT & CURE
CATASTROPHIC DISEASES OF CHILDHOOD.

NAME OF RECIPIENT - TAKING THE REINS

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO INSPIRE AND EMPOWER UNDER-SERVED GIRLS FACING THE CHALLENGES OF ADOLESCENCE IN HIGH-RISK ENVIRONMENTS.

NAME OF RECIPIENT - THE TAYLOR FAMILY FOUNDATION

TO ENHANCE THE QUALITY OF LIFE FOR CHILDREN IN N. CALIFORNIA LIVING WITH LIFE-THREATENING & CHRONIC ILLNESSES, DEVELOPMENTAL DISABILITIES & AT-RISK YOUTH THROUGH THERAPEUTIC EXPERIENCES AND SUPPORT.

NAME OF RECIPIENT - WOMEN IN TOYS

TO PROVIDE A PROFESSIONAL NETWORKING BASE FOR WOMEN WORKING WITHIN THE TOY, ENTERTAINMENT AND LICENSING INDUSTRIES AND TO ACKNOWLEDGE AND PROMOTE THE ACHIEVEMENTS OF THESE WOMEN.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	74,122.	74,122.	
TOTAL TO PART I, LINE 3	74,122.	74,122.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MM FUND DIVIDENDS	14.	0.	14.	14.	
MUTUAL FUND DIVIDENDS	53,777.	0.	53,777.	53,777.	
TO PART I, LINE 4	53,791.	0.	53,791.	53,791.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	6,050.	3,025.		3,025.
TO FORM 990-PF, PG 1, LN 16B	6,050.	3,025.		3,025.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	41,814.	41,814.		0.
TO FORM 990-PF, PG 1, LN 16C	41,814.	41,814.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	45.	0.		45.
TO FORM 990-PF, PG 1, LN 18	45.	0.		45.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	32.	32.		0.
BANK FEES	509.	509.		0.
OTHER CHARITABLE EXPENSES	1,417.	0.		1,417.
PENALTIES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 23	1,973.	541.		1,432.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY	X		1,419,004.	1,411,323.
FEDERAL NATIONAL MORTGAGE ASSOCIATION	X		1,422,824.	1,419,604.
FEDERAL HOME LN BKS	X		975,004.	904,433.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,816,832.	3,735,360.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,816,832.	3,735,360.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PUBLICLY TRADED SECURITIES		1,546,882.	1,546,882.
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,546,882.	1,546,882.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS		2,128,830.	2,101,233.
TOTAL TO FORM 990-PF, PART II, LINE 10C		2,128,830.	2,101,233.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
NON-US GOVERNMENT SECURITIES	FMV	410,678.	406,044.
TOTAL TO FORM 990-PF, PART II, LINE 13		410,678.	406,044.

THE BANDAI FOUNDATION

EMPLOYER IDENTIFICATION NO. 33-0655933

AS STATEMENT ATTACHED TO AND MADE PART OF FEDERAL
RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FOR THE YEAR ENDED DECEMBER 31, 2013

INFORMATION REGARDING EXPENDITURE RESPONSIBILITY GRANTS – PART VII – B, LINE 5C

In accordance with IRS regulations section 53 4945-5(d), the following information is provided regarding the grants made or approved by The Bandai Foundation to organizations that are not exempt under sections 509(a)(1), (2) or (3) or section 4940(d)(2). The Foundation will exercise expenditure responsibility over these grants. The information provided includes the name and address of the grantee, the date and amount of the grant and the purpose of the grant. For grants approved or paid in the current tax year, information regarding the nature and amount of expenditures incurred by the grantees will be provided upon receipt of the grantees' annual reports which are generally due one year after payment of the grant. To the best of our knowledge no grantee has diverted any portion of the funds from the purpose of the grant.

APPROVED OR PAID IN THE YEAR ENDING DECEMBER 31, 2013

Cypress Chamber of Commerce
5550 Cerritos Ave Ste D,
Cypress, CA 90630
\$500

Los Alamitos Area Chamber of Commerce
3231 Katella Ave,
Los Alamitos, CA 90720
\$5,000

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE BANDAI FOUNDATION	Employer identification number (EIN) or 33-0655933
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 5551 KATELLA AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CYPRESS, CA 90630	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PAUL HAUSBACK

• The books are in the care of ▶ **5551 KATELLA AVENUE - CYPRESS, CA 90630**

Telephone No. ▶ **(714) 816-9500**

Fax No. ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,346.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,333.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.