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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE SAMUELI FOUNDATION		A Employer identification number 33-0758237
Number and street (or P.O. box number if mail is not delivered to street address) 2101 E. COAST HIGHWAY	Room/suite 300	B Telephone number 949-760-4300
City or town, state or province, country, and ZIP or foreign postal code CORONA DEL MAR, CA 92625		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 179,956. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,320,170.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		90.	90.		STATEMENT 2
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,930.			STATEMENT 1
b Gross sales price for all assets on line 6a	1,248,100.				
7 Capital gain net income (from Part IV, line 2)			911,422.		
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		1,323,190.	911,512.		
13 Compensation of officers, directors, trustees, etc		85,138.	0.		68,110.
14 Other employee salaries and wages		214,899.	0.		171,919.
15 Pension plans, employee benefits		22,342.	0.		17,873.
16a Legal fees					
b Accounting fees STMT 3		18,619.	4,654.		7,448.
c Other professional fees STMT 4		43,341.	4,800.		31,341.
17 Interest					
18 Taxes STMT 5		38,131.	0.		17,880.
19 Depreciation and depletion		4,668.	0.		
20 Occupancy		1,719.	430.		688.
21 Travel, conferences, and meetings		209,990.	0.		183,928.
22 Printing and publications					
23 Other expenses STMT 6		19,193.	0.		8,706.
24 Total operating and administrative expenses. Add lines 13 through 23		658,040.	9,884.		507,893.
25 Contributions, gifts, grants paid		882,004.			882,004.
26 Total expenses and disbursements. Add lines 24 and 25		1,540,044.	9,884.		1,389,897.
27 Subtract line 26 from line 12		-216,854.			
a Excess of revenue over expenses and disbursements			901,628.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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	389,119.	162,114.	162,114.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ 2,598.		2,598.	2,598.	
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶ 66,345.					
Less accumulated depreciation STMT 7 ▶ 51,101.		7,691.	15,244.	15,244.	
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		396,810.	179,956.	179,956.	
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"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	396,810.	179,956.		
	30 Total net assets or fund balances	396,810.	179,956.		
31 Total liabilities and net assets/fund balances	396,810.	179,956.			

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	396,810.
2 Enter amount from Part I, line 27a	2	-216,854.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	179,956.
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	179,956.

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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 PUBLICLY TRADED STOCK			D		
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 1,248,100.		336,678.	911,422.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			911,422.		
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	911,422.	
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	1,108,871.	396,697.	2.795259
2011	984,858.	335,610.	2.934531
2010	1,433,482.	392,735.	3.649998
2009	1,790,894.	410,817.	4.359347
2008	3,350,771.	508,470.	6.589909
2 Total of line 1, column (d)			20.329044
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			4.065809
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			217,072.
5 Multiply line 4 by line 3			882,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,016.
7 Add lines 5 and 6			891,589.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			1,389,897.

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)		1	9,016.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	9,016.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	9,016.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,022.	
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	9,022.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 ► WWW.SAMUELI.ORG	13	X	
14	The books are in care of ► MICHAEL SCHULMAN Telephone no ► 949-760-4300 Located at ► 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR, ZIP+4 ► 92625-1941			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SUSAN SAMUELI	PRESIDENT			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	5.00	0.	0.	0.
HENRY SAMUELI	SECRETARY			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	1.00	0.	0.	0.
MICHAEL SHULMAN	DIRECTOR			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	1.00	0.	0.	0.
GERALD SOLOMON	EXECUTIVE DIRECTOR			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	10.00	85,138.	2,550.	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
MAGGIE SCHERER - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	EXECUTIVE ASSISTANT			
	40.00	140,284.	0.	0.
MICHELLE FREEMAN - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	PROGRAM MANAGER			
	40.00	74,615.	2,238.	0.

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

0

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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
H&S VENTURES - 2101 E.COAST HIGHWAY, SUITE 300, CORONA DEL MAR, CA 92652-19	PROFESSIONAL MANAGEMENT SERVICES	106,571.
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	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	205,134.
c	Fair market value of all other assets	1c	15,244.
d	Total (add lines 1a, b, and c)	1d	220,378.
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	220,378.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,306.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,072.
6	Minimum investment return. Enter 5% of line 5	6	10,854.

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	10,854.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,016.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,016.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,838.
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	1,838.

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	1,389,897.
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	1,389,897.
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	9,016.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,380,881.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,838.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	3,350,771.			
b From 2009	1,790,894.			
c From 2010	1,427,815.			
d From 2011	969,031.			
e From 2012	1,104,640.			
f Total of lines 3a through e	8,643,151.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,389,897.				
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				1,838.
e Remaining amount distributed out of corpus	1,388,059.			
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	10,031,210.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,320,170.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,030,601.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,680,439.			
10 Analysis of line 9				
a Excess from 2009	1,790,894.			
b Excess from 2010	1,427,815.			
c Excess from 2011	969,031.			
d Excess from 2012	1,104,640.			
e Excess from 2013	1,388,059.			

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)

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				
ACCESSOC SOUTHERN CALIFORNIA 1505 EAST 17TH STREET SUITE 209 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	HEALTH	20,000.
AFTERSCHOOL ALLIANCE 1616 H STREET NE SUITE 820 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	EDUCATION	10,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	EDUCATION	5,000.
AMERICAN JEWISH WORLD SERVICE 131 STEWART STREET SUITE 200 SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	RELIGION	10,000.
ANAHEIM DUCKS FOUNDATION 2695 E. KATELLA AVE ANAHEIM, CA 92806	NONE	PUBLIC CHARITY	SOCIAL SERVICES	81,000.
Total	SEE CONTINUATION SHEET(S)			882,004.
b Approved for future payment				
NONE				
Total				0.

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, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE SAMUELI FOUNDATION

33-0758237

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 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 foundationCheck 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).

LHA 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	Employer identification number
THE SAMUELI FOUNDATION	33-0758237

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HS MANAGEMENT 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 1,245,170.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	ENVISION EXCELLENCE IN STEM 2108 LAMBERTON ROAD CLEVELAND HEIGHTS, OH 44118	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

33-0758237

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

[illegible]

Name of organization	Employer identification number
THE SAMUELI FOUNDATION	33-0758237

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(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

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED STOCK				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,248,100.	1,245,170.	0.	0.	2,930.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				2,930.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	90.	90.	
TOTAL TO PART I, LINE 3	90.	90.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,619.	4,654.		7,448.
TO FORM 990-PF, PG 1, LN 16B	18,619.	4,654.		7,448.

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	
MANAGEMENT FEES	12,000.	4,800.		0.	
CONSULTING FEES	31,341.	0.		31,341.	
TO FORM 990-PF, PG 1, LN 16C	43,341.	4,800.		31,341.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX & LICENSE	181.	0.		0.	
PAYROLL TAX	22,350.	0.		17,880.	
FEDERAL TAX	15,600.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	38,131.	0.		17,880.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE	607.	0.		0.	
OTHER ADMIN	484.	0.		469.	
TELEPHONE AND INTERNET	5,248.	0.		2,624.	
TRAINING	536.	0.		536.	
INSURANCE	6,702.	0.		0.	
PAYROLL PROCESSING	2,599.	0.		2,080.	
DUES AND SUBSCRIPTIONS	2,917.	0.		2,917.	
RECRUITING	100.	0.		80.	
TO FORM 990-PF, PG 1, LN 23	19,193.	0.		8,706.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
SOFTWARE - WEBSITE	14,700.	14,700.	0.	
SOFTWARE - CRM	10,800.	10,800.	0.	
SOFTWARE - CRM	5,400.	5,400.	0.	
SOFTWARE - CRM	5,400.	5,400.	0.	
SOFTWARE - CRM	8,615.	8,615.	0.	
LAPTOP	1,265.	1,125.	140.	141.
LAPTOP	1,944.	1,296.	648.	648.
SOFTWARE - IOS APP	6,000.	2,167.	3,833.	3,833.
COMPUTER (DESKTOP)	1,546.	515.	1,031.	1,030.
LAPTOP	1,109.	154.	955.	955.
COMPUTER (DESKTOP)	2,371.	329.	2,042.	2,042.
GRANTMAKING WEBSITE	3,500.	292.	3,208.	3,208.
GRANTMAKING WEBSITE	3,695.	308.	3,387.	3,387.
TO 990-PF, PART II, LN 14	66,345.	51,101.	15,244.	15,244.

FORM 990-PF PART XV - LINE 1A STATEMENT 8
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

SUSAN SAMUELI
HENRY SAMUELI

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	SOFTWARE - WEBSITE	011108SL		3.00	16	14,700.			14,700.	14,700.		0.
12	SOFTWARE - CRM	0111508SL		3.00	16	10,800.			10,800.	10,800.		0.
13	SOFTWARE - CRM	0111508SL		3.00	16	5,400.			5,400.	5,400.		0.
14	SOFTWARE - CRM	020108SL		3.00	16	5,400.			5,400.	5,400.		0.
15	SOFTWARE - CRM	092608SL		3.00	16	8,615.			8,615.	8,615.		0.
16	LAPTOP	052711SL		3.00	16	1,265.			1,265.	703.		422.
17	LAPTOP	011012SL		3.00	16	1,944.			1,944.	648.		648.
18	SOFTWARE - IOS APP	120112SL		3.00	16	6,000.			6,000.	167.		2,000.
29	COMPUTER (DESKTOP)	010113SL		3.00	16	1,546.			1,546.			515.
30	LAPTOP	080813SL		3.00	16	1,109.			1,109.			154.
31	COMPUTER (DESKTOP)	081213SL		3.00	16	2,371.			2,371.			329.
32	GRANTMAKING WEBSITE	093013SL		3.00	16	3,500.			3,500.			292.
33	GRANTMAKING WEBSITE	100313SL		3.00	16	3,695.			3,695.			308.
	* TOTAL 990-PF PG 1 DEPR					66,345.		0.	66,345.	46,433.	0.	4,668.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

**STATEMENT/ELECTION TO TREAT PRIVATE FOUNDATION AS
A CONDUIT FOUNDATION PURSUANT TO IRC § 170(b)(1)(F)**

The Samueli Foundation (33-0758237)

Tax Year: 2013

Pursuant to IRC § 170(b)(1)(F) and Reg. §1.170A-9(h)(2), the above referenced Foundation hereby elects to be treated as a "conduit" foundation for the 2013 tax year. The following are distributions made out of corpus pursuant to IRC §4942(h):

<u>Tax Year</u>	<u>Amount</u>
2008	\$ 1,320,170

Signed

Date

Michael Schulman
Director/CFO

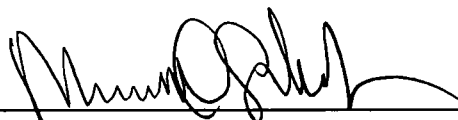
**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS
AS CURRENT YEAR CORPUS DISTRIBUTIONS**

The Samueli Foundation (33-0758237)

Tax Year: 2013

Pursuant to Reg. § 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as current distribution out of corpus, the following unused prior tax year's distributions that were treated as corpus distributions under Reg. § 53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
2008	\$ 1,320,170



Signed

9/22/14

Date

Michael Schulman
Director / CFO

Name and Title

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
ANAHEIM FAMILY JUSTICE CENTER 150 W VERMONT AVE ANAHEIM, CA 92805	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
ANAHEIM OUTDOOR SCIENCE EDUCATION FOUNDATION 1001 S EAST STREET, BLDG B ANAHEIM, CA 92805	NONE	PUBLIC CHARITY	EDUCATION	10,000.
ANAHEIM YMCA 240 S. EUCLID ST ANAHEIM, CA 92802	NONE	PUBLIC CHARITY	EDUCATION	10,000.
BET TZEDEK - HOLOCAUST SURVIVOR JUSTICE NET 3250 WILSHIRE BLVD. 13TH FLOOR LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
BOYS AND GIRLS CLUB OF SANTA ANA INC 250 N GOLDEN CIRCLE DRIVE SUITE 104 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
CA DEDICATED TO EDUCATION 11501 DUBLIN BLVD., STE 200 DUBLIN, CA 94568	NONE	PUBLIC CHARITY	EDUCATION	25,000.
CALIFORNIA 4-H FOUNDATION 2801 SECOND STREET DAVIS, CA 95618	NONE	PUBLIC CHARITY	EDUCATION	5,000.
CALIFORNIA STEM LEARNING NETWORK ONE EMBARCADERO CENTER, SUITE 500 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	EDUCATION	25,000.
CASA YOUTH SHELTER 10911 REAGON STREET LOS ALAMITOS, CA 90720	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC CHARITY	EDUCATION	35,000.
Total from continuation sheets				756,004.

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
CHARITABLE VENTURES OF ORANGE COUNTY 1505 E 17TH STREET, SUITE 101 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
CHILD GUIDANCE CENTER, INC. 525 CARILLO PARK, SUITE 300 SANTA ANA, CA 91701	NONE	PUBLIC CHARITY	HEALTH	10,000.
COMMUNITY SENIORSERV 1200 N. KNOLLWOOD CIRCLE ANAHEIM, CA 92801	NONE	PUBLIC CHARITY	HEALTH	20,000.
DISCOVERY SCIENCE CENTER 2500 NORTH MAIN STREET SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	EDUCATION	3,750.
DISTRICT 62 CHALLENGER LL 7862 13TH STREET WESTMINSTER, CA 92683	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,000.
EKTAA CENTER P.O. BOX 55102 IRVINE, CA 92619	NONE	PUBLIC CHARITY	EDUCATION	2,500.
EL VIENTO P.O BOX 3897 HUNTINGTON BEACH, CA 92605	NONE	PUBLIC CHARITY	EDUCATION	15,000.
ELI HOME, INC. 1175 N EAST STREET ANAHEIM, CA 92805	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
EZRA CENTER 1770 W. CERRITOS AVE ANAHEIM, CA 92804	NONE	PUBLIC CHARITY	RELIGION	10,000.
FREEDOM WRITERS P.O. BOX 41505 LONG BEACH, CA 90853	NONE	PUBLIC CHARITY	EDUCATION	5,000.
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
FRIENDSHIP SHELTER, INC 1335 SOUTH COAST HIGHWAY LAGUNA BEACH, CA 92651	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
GRANDMA'S HOUSE OF HOPE 174 W. LINCOLN # 541 ANAHEIM, CA 92870	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE., SUITE 1200 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	HEALTH	2,500.
GRANTMAKERS OF EDUCATION 720 SW WASHINGTON ST SUITE 605 PORTLAND, OR 97205	NONE	PUBLIC CHARITY	EDUCATION	500.
HILL COUNCIL AT UCLA 574 HILGARD AVE LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	RELIGION	1,000.
HOMEAID ORANGE COUNTY 17744 SKY PARK CIRCLE, SUITE 170 IRVINE, CA 92614	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
HOMEFRONT AMERICA INC 27375 PASEO LA SERNA SAN JUAN CAPISTRANO, CA 92675	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
ILLUMINATION FOUNDATION 2691 RICHTER AVE, SUITE 107 IRVINE, CA 92606	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
IRVINE ATHLETIC BOOSTERS 4321 WALNUT AVE IRVINE, CA 92604	NONE	PUBLIC CHARITY	SOCIAL SERVICES	150.
JEWISH FEDERATION & FAMILY 1 FEDERATION WAY #210 IRVINE, CA 92603	NONE	PUBLIC CHARITY	RELIGION	2,100.
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
JOHN WAYNE CANCER INSTITUTE 2200 SANTA MONICA BLVD SANTA ANA, CA 90404	NONE	PUBLIC CHARITY	HEALTH	10,000.
KENYA DREAMS ASSOCT STUDENT - UCI FOUNDATION G244 STUDENT CENTER IRVINE, CA 92675	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
LAGUNA BEACH COMMUNITY CLINIC 362 THIRD STREET LAGUNA BEACH, CA 92651	NONE	PUBLIC CHARITY	HEALTH	20,000.
LONG BEACH ARTS COUNCIL 350 ELM AVENUE LONG BEACH, CA 90802	NONE	PUBLIC CHARITY	ART	5,000.
LONG BEACH OPERA 507 PACIFIC AVE LONG BEACH, CA 90802	NONE	PUBLIC CHARITY	ART	1,000.
MACCABI WORLD UNION 15 W. 36TH STREET, 13TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
MARIPOSA WOMEN AND FAMILY CENTER 812 W TOWN & COUNTRY ROAD ORANGE, CA 92868	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
MARY'S SHELTER P.O. BOX 10433 SANTA ANA, CA 92711	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
MESA ATHLETICS 2793 HARBOR BLVD, SUITE 456 COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
MUSEUM OF LATIN AMERICAN ART 628 ALAMITOS AVE LONG BEACH, CA 90802	NONE	PUBLIC CHARITY	ART	1,000.
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
NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET - NW WASHINGTON, DC 20418	NONE	PUBLIC CHARITY	EDUCATION	35,000.
OAK VIEW RENEWAL PARTNERSHIP P.O. BOX 3476 HUNTINGTON BEACH, CA 92604	NONE	PUBLIC CHARITY	SOCIAL SERVICES	15,000.
ONEOC 1901 E FOURTH STREET, STE 100 SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	SOCIAL SERVICES	22,250.
ORANGE COUNTY HIGH SCHOOL OF THE ARTS 1010 N. MAIN ST. SANTA ANA, CA 92701	NONE	PUBLIC CHARITY	EDUCATION	20,000.
PEOPLE FOR IRVINE COMMUNITY HEALTH 18012 MITCHELL AVE SOUTH, SUITE 100 IRVINE, CA 92614	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATION	500.
PROJECT ACCESS INC 3900 BIRCH STREE, SUITE 113 NEWPORT BEACH, CA 92660	NONE	PUBLIC CHARITY	EDUCATION	5,000.
PROJECT DIGNITY 12020 CHAPMAN AVE GARDEN GROVE, CA 92840	NONE	PUBLIC CHARITY	SOCIAL SERVICES	30,500.
QUAN AM BUDHIST MEDITATION 12670 18TH STREET REDLANDS, CA 92373	NONE	PUBLIC CHARITY	RELIGION	1,000.
REGENTS OF THE UC (DAVIS) ONE SHIELDS AVE DAVIS, CA 95616	NONE	PUBLIC CHARITY	EDUCATION	20,000.
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
RONALD MC DONALD HOUSE 765 PASADENA AVE PASADENA, CA 91105	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
SERVING PEOPLE IN NEED, INC 151 KALMUS DRIVE, H-2 COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATION	25,000.
TELLURIDE FILM FESTIVAL 379 STATE STREET PORTSMOUTH, NH 03801	NONE	PUBLIC CHARITY	ART	3,200.
TELLURIDE FOUNDATION 620 MOUNTAIN VILLAGE BLVD., STE 2B TELLURIDE, CO 81435	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
THE CULINARY INSTITUTE OF AMERICA 2555 MAIN STREET ST. HELENA, CA 94574	NONE	PUBLIC CHARITY	HEALTH	10,000.
THINK TOGETHER 2101-A E FOURTH STREET SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	EDUCATION	21,485.
TIGER WOODS LEARNING CENTER 1 TIGER WOODS WAY ANAHEIM, CA 92801	NONE	PUBLIC CHARITY	EDUCATION	18,369.
UC REGENT 6210 BREN HALL IRVINE, CA 92697	NONE	PUBLIC CHARITY	EDUCATION	10,000.
UCI FOUNDATION - SAMUELI CENTER 1034 HEWETT HALL IRVINE, CA 92697	NONE	PUBLIC CHARITY	HEALTH	22,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets