



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation GSF FOUNDATION		A Employer identification number 46-0501728
Number and street (or P O box number if mail is not delivered to street address) 18301 VON KARMAN AVENUE	Room/suite 1100	B Telephone number 949-252-2000
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92612		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,158,566.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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		3,640,536.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		646.	646.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		313,314.	0.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		3,954,496.	646.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	STMT 3	16.	0.	0.	10.
19 Depreciation and depletion		4,706.	0.	0.	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	1,655,464.	0.	0.	1,606,891.
24 Total operating and administrative expenses. Add lines 13 through 23		1,660,186.	0.	0.	1,606,901.
25 Contributions, gifts, grants paid		2,199,701.			2,199,701.
26 Total expenses and disbursements. Add lines 24 and 25		3,859,887.	0.	0.	3,806,602.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		94,609.			
b Net investment income (if negative, enter -0-)			646.		
c Adjusted net income (if negative, enter -0-)				0.	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

18220702 144542 GSFFOUND

2013.04000 GSF FOUNDATION

GSFFOUN1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	946,501.	1,082,783.	1,082,783.
	3 Accounts receivable ▶ 64,213.			
	Less: allowance for doubtful accounts ▶	52,449.	64,213.	64,213.
	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	8,692.	8,534.	8,534.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 23,529.				
Less: accumulated depreciation ▶ 20,493.		7,742.	3,036.	3,036.
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,015,384.	1,158,566.	1,158,566.
17 Accounts payable and accrued expenses		23,103.	71,676.	
18 Grants payable				
Net Assets or Fund Balances	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)	23,103.	71,676.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	992,281.	1,086,890.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	992,281.	1,086,890.		
31 Total liabilities and net assets/fund balances	1,015,384.	1,158,566.		

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	992,281.
2 Enter amount from Part I, line 27a	2	94,609.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,086,890.
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	1,086,890.

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			
b	NONE		
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			
b			
c			
d			
e			

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

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	3,323,978.	1,557,505.	2.134168
2011	4,299,393.	2,108,769.	2.038816
2010	3,182,607.	1,663,177.	1.913571
2009	2,955,338.	1,557,766.	1.897164
2008	3,727,937.	1,509,852.	2.469074

2 Total of line 1, column (d)	2	10.452793
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	2.090559
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,809,593.
5 Multiply line 4 by line 3	5	3,783,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6.
7 Add lines 5 and 6	7	3,783,067.
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.	8	3,806,602.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	6.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	6.
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	6.
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		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		15.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 9. Refunded ☐	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☒ AZ, CA, FL, GA, HI, IL, MO, NC, NV, NY, OR, SC, TX, VA, WA, WI		
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

Form 990-PF (2013)

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.GSFFFOUNDATION.ORG	13	X	
14	The books are in care of ► GOLDEN STATE FOODS CORP. Telephone no. ► 949-252-2000 Located at ► 18301 VON KARMAN AVE., SUITE 1100, IRVINE, CA ZIP+4 ► 92612			
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 X No

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2013)

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.

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

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
SEE STATEMENT 5		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

Form 990-PF (2013)

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	1,837,150.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,837,150.
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	1,837,150.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,557.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,809,593.
6	Minimum investment return. Enter 5% of line 5	6	90,480.

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	90,480.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,474.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,474.
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	90,474.

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	3,806,602.
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	3,806,602.
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	6.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,806,596.

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.

Form 990-PF (2013)

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				90,474.
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	3,652,416.			
b From 2009	2,877,451.			
c From 2010	3,099,467.			
d From 2011	4,193,973.			
e From 2012	3,246,115.			
f Total of lines 3a through e	17,069,422.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	3,806,602.			
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				90,474.
e Remaining amount distributed out of corpus	3,716,128.			
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:	20,785,550.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,652,416.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	17,133,134.			
10 Analysis of line 9:				
a Excess from 2009	2,877,451.			
b Excess from 2010	3,099,467.			
c Excess from 2011	4,193,973.			
d Excess from 2012	3,246,115.			
e Excess from 2013	3,716,128.			

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				
A CHILD VOICE ADVOCACY CENTER 1132 USHER STREET, ROOM 313 CONYERS, GA 30014		PC	GENERAL SUPPORT	26,497.
ADOPT-A-FAMILY P.O. BOX 7278 RANCHO SANTA FE, CA 92067		PC	GENERAL SUPPORT	1,182.
ALTERNATIVE FOR BATTERED WOMEN P.O. BOX 39601 ROCHESTER, NY 14604		PC	GENERAL SUPPORT	1,000.
ARMED SERVICES YMCA SAN DIEGO 3293 SANTO ROAD SAN DIEGO, CA 92124		PC	GENERAL SUPPORT	37,822.
A-T CHILDREN'S PROJECT 668 S. MILITARY TRAIL DEERFIELD BEACH, FL 33442		PC	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 2,199,701.
b Approved for future payment				
NONE				
Total				3b 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

GSF FOUNDATION

Employer identification number

46-0501728

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
GSF FOUNDATION	46-0501728

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	AL-KHATIB FOUNDATION 3044 PAYNE RANCH ROAD CHINO HILLS, CA 91709	\$ 7,300.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ARAMARK UNIFORM SERVICES 115 N. FIRST STREET BURBANK, CA 91502	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	BEECO 12360 E. END AVENUE CHINO, CA 91710	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	BEMIS COMPANY, INC. ONE NEENAH CENTER, 4TH FLOOR NEENAH, WI 54957	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	CHUCK BROWNE P.O. BOX 435 HERMANN, MO 65041	\$ 7,900.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6	COMPUTER SCIENCE CORPORATION 45154 UNDERWOOD LANE STERLING, VA 20166	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
7	CRAFTSMEN TRAILER 3755 MUELLER ROAD ST. CHARLES, MO 63301	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
8	FOOD SAFETY NET SERVICES 199 W. RHAPSPDY DRIVE SAN ANTONIO, TX 78216	\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9	FRANK LISTI 1939 PORT TOWNSEND CIRCLE NEWPORT BEACH, CA 92660	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
10	GATEWAY INDUSTRIAL POWER 921 FOURNIE LANE COLLINSVILLE, IL 62234	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
11	JOHN PAGE 19 WEDGEWOOD LANE LADERA RANCH, CA 92694	\$ 5,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
12	MARK WETTERAU 19 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	\$ 22,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
13	MORNING STAR PACKING 2211 OLD HIGHWAY 99 WEST WILLIAMS, CA 95987	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
14	OLSON 420 N. 5TH STREET, SUITE 1000 MINNEAPOLIS, MN 55401	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
15	PACKAGING CORPORATION OF AMERICA 4240 BANDINI BLVD. VERNON, CA 90058	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
16	RADO MECHANICAL GROUP 1400 FARMER ROAD NW CONYERS, GA 30012	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
17	ROBERT WOLPERT 28391 AVENIDA LA MANCHA SAN JUAN CAPISTRANO, CA 92675	\$ 5,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
18	SIGMA NET 4290 BRICKELL STREET ONTARIO, CA 91761	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
19	TAYLOR FARMS 911 BLANCO CIRCLE, SUITE B SALINAS, CA 93902	\$ 75,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
20	WAGNER SERVICE SOLUTIONS P.O. BOX 1556 COVINGTON, GA 30015	\$ 5,580.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
21	ACRA AEROSPACE 2121 E VIA BURTON ANAHEIM, CA 92806	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
22	ALFRED BALDWIN 280 NEWPORT CENTER DRIVE, SUITE 240 NEWPORT BEACH, CA 92660	\$ 46,585.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
23	AMERICAN HONDA MOTOR CO, INC. 1919 TORRANCE, BLVD BLDG 100 TORRANCE, CA 90501	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
24	BIG BROTHERS BIG SISTERS OF ORANGE COUNTY 14131 YORBA STREET, STE. 200 TUSTIN, CA 92780	\$ 185,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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
25	BOULDER CITY SUNRISE ROTARY FOUNDATION PO BOX 60905, BOULDER CITY BOULDER CITY, NV 89006	\$ 31,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
26	CASEY RASMUSSEN 24752 HACIENDA LANE NEWHALL NEWHALL, CA 91321	\$ 9,655.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
27	CHARLES RUCK 650 TOWN CENTER DRIVE 20TH FLOOR COSTA MESA, CA 92626	\$ 45,645.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
28	COURT APPOINTED SPECIAL ADVOCATES 1505 E. 17TH STREET SUITE 214 SANTA ANA, CA 92705	\$ 103,305.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
29	CSI ELECTRICAL CONTRACTORS, INC. PO BOX 2887 SANTA FE SPRINGS, CA 90670	\$ 15,537.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
30	CT REALTY CORPORATION 65 ENTERPRISE SUITE 150 ALISO VIEJO, CA 92656	\$ 5,400.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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
31	DYNALECTRIC ATTN: TED DONALD, 9505 CHESAPEAKE DR. SAN DIEGO, CA 92123	\$ 15,187.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
32	ENVIRONMENTAL CONSTRUCTION GROUP, INC. 3271 E. 19TH STREET SIGNAL HILL, CA 90755	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
33	FALCON TRUST PO BOX 50190 CASPER, WY 82605	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
34	HAYNIE & COMPANY ATTN: DON MCNERNEY, 4910 CAMPUS DR. NEWPORT BEACH, CA 92660	\$ 24,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
35	HELIX ELECTRIC PO BOX 85298 SAN DIEGO, CA 92186	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
36	HOLLENCREST SECURITIES, LLC GREG PELLIZZON, 100 BAYVIEW CIR., STE. 500 NEWPORT BEACH, CA 92660	\$ 32,352.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
37	HONDA CENTER 2695 EAST KATELLA AVE ANAHEIM, CA 92806	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
38	HUNSAKER & ASSOCIATES 3 HUGHES IRVINE, CA 92618	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
39	MICHAEL WALL ENGINEERING, INC. 4115 SORRENTO VALLEY BLVD. SAN DIEGO, CA 92121	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
40	MIRACLES FOR KIDS 3002 DOW AVENUE, STE. 502 TUSTIN, CA 92780	\$ 339,004.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
41	MONTBLEA & ASSOCIATES, INC. 555 RAVEN ST. SAN DIEGO, CA 92102	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
42	MURRAY COMPANY 2919 E. VICTORIA ST, RANCHO DOMINGUEZ RANCHO DOMINGUEZ, CA 90221	\$ 14,074.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
GSF FOUNDATION	46-0501728

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
43	NANCY AND GEOFFREY STACK FAMILY FOUNDATION, 18802 BARDEEN AVE. IRVINE, CA 92612	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
44	NEWPORT INVESTMENT ASSOCIATES 226 GRAND CANAL NEWPORT BEACH, CA 92662	\$ 56,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
45	ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	\$ 582,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
46	PACIFIC HOSPITALITY GROUP LLC 2532 DUPONT DRIVE IRVINE, CA 92612	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
47	QUEST SOFTWARE 5 POLARIS WAY ALISO VIEJO, CA 92656	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
48	RD OLSON ATTN: JOSEPH CERVANTES, 2955 MAIN STREET, THIRD FLOOR, IRVINE, CA 92614	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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
49	ROCKWELL DRYWALL, INC. 1341 W. ARROW HIGHWAY SAN DIMAS, CA 91773	\$ 6,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
50	SHAW & SONS CONCRETE CONTRACTORS ATTN: PAUL TAYLOR, 829 W. 17TH STREET, SUITE 5 COSTA MESA, CA 92627	\$ 23,849.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
51	SOUTH COUNTY OUTREACH 26776 VISTA TERRACE LAKE FOREST, CA 92630	\$ 21,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
52	STEVE SHARPE 28045 HARRISON PARKWAY VALENCIA, CA 91355	\$ 27,148.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
53	SUFFOLK CONSTRUCTION CO., INC. ATTN: RICK HAUSMAN, 3366 KURTZ STREET SAN DIEGO, CA 92110	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
54	THE DRANEY FAMILY FOUNDATION 410 NV. WAY SUITE 200 BOULDER CITY, NY 89005	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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
55	THE WAYNE CLARK FAMILY FOUNDATION 68 LAVERONI CT. STE 200 NOVATO, CA 94949	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
56	XEBEC REALTY PARTNERS, INC. 3010 OLD RANCH PARKWAY, STE 470 SEAL BEACH, CA 90740	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GSF · FOUNDATION

46-0501728

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

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

Name of organization

Employer identification number

GSF FOUNDATION

46-0501728

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

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
AUTISM SOCIETY OF NORTH CAROLINA 505 OBERLIN ROAD, #230 RALEIGH, NC 27605		PC	GENERAL SUPPORT	3,000.
BACKPACKS/UNITED STATIONERS CHARITABLE TRUST ONE PARKWAY NORTH BLVD DEERFIELD, IL 60015		PC	GENERAL SUPPORT	196,443.
BEST FOOT FORWARD 21441 BOCA RIO ROAD BOCA RATON, FL 33433		PC	GENERAL SUPPORT	28,696.
BIG BROTHERS/BIG SISTERS 14131 YORBA STREET, SUITE 200 TUSTIN, CA 92780		PC	GENERAL SUPPORT	185,859.
BLACKHURST ELEMENTARY 2000 ELM STREET ST. CHARLES, MO 63301		PC	GENERAL SUPPORT	5,322.
BOOKS DONATION - VARIOUS SCHOOLS		PC	GENERAL SUPPORT	600.
BOY SCOUTS OF AMERICA 1211 E. DYER ROAD SANTA ANA, CA 92705		PC	GENERAL SUPPORT	3,000.
BOY SCOUTS OF AMERICA 1800 CIRCLE 75 PARKWAY ATLANTA, GA 30339		PC	GENERAL SUPPORT	20,000.
BOYS & GIRLS CLUB 250 N. GOLDEN CIRCLE, #104 SANTA ANA, CA 92705		PC	GENERAL SUPPORT	5,863.
BOYS AND GIRLS CLUB OF METRO ATLANTA 100 EDGEWOOD AVENUE, #700 ATLANTA, GA 30303		PC	GENERAL SUPPORT	15,000.
Total from continuation sheets				2,123,200.

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 HAVEN 2301 GOLDSMITH LANE LOUISVILLE, KY 40218		PC	GENERAL SUPPORT	10,000.
BUILD-A-BIKE - VARIOUS SCHOOLS		PC	GENERAL SUPPORT	111,756.
BUILDING BAJA 825 PONCE DE LEON BLVD. STE. 302 CORAL GABLES, FL 33134		PC	GENERAL SUPPORT	170,000.
CASA FOR CHILDREN 100 W. HARRISON STREET, NORTH TOWER, #500 SEATTLE, WA 98119		PC	GENERAL SUPPORT	116,729.
CHILD ABUSE PREVENTION CENTER 500 S. MAIN STREET, SUITE 1100 ORANGE, CA 92868		PC	GENERAL SUPPORT	2,000.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PC	GENERAL SUPPORT	25,000.
CHP 11-99 FOUNDATION 2244 NORTH STATE COLLEGE BLVD. FULLERTON, CA 92831		PC	GENERAL SUPPORT	25,000.
CHRISTIAN OKOYE 10082 BIG PINE DRIVE ALTA LOMA, CA 91737		PC	GENERAL SUPPORT	2,500.
COMFORT ZONE CAMP 20695 S. WESTERN STREET, #145 TORRANCE, CA 90503		PC	GENERAL SUPPORT	3,000.
COMMUNITY OF HOPE MINISTRIES P.O. BOX 1004 GARNER, NC 27529		PC	GENERAL SUPPORT	3,000.
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
DICKERSON CENTER FOR CHILDREN 1615 AUGUSTA ROAD WEST COLUMBIA, SC 29169		PC	GENERAL SUPPORT	2,500.
DREAM RIDERS 156 SANDY HILL ROAD LEXINGTON, SC 29072		PC	GENERAL SUPPORT	5,495.
FAMILY PROMISE 161 S. ORANGE STREET ORANGE, CA 92866		PC	GENERAL SUPPORT	5,000.
FOUNDATION FOR THE CHILDREN OF THE CALIFORNIAS 2555 CAMINO DEL RIO SOUTH, SUITE 210 SAN DIEGO, CA 92108		PC	GENERAL SUPPORT	12,500.
GIRL SCOUTS OF GREATER ATLANTA 5601 N. ALLEN ROAD MABELTON, GA 30126		PC	GENERAL SUPPORT	8,000.
GOALS FOR LIFE 13100 STUDEBAKER ROAD NORWALK, CA 90650		PC	GENERAL SUPPORT	2,500.
HARRY HAMPTON WILDLIFE P.O. BOX 2641 COLUMBIA, SC 29202		PC	GENERAL SUPPORT	5,000.
HARVEST HOPE FOOD BANK P.O. BOX 451 COLUMBIA, SC 29202		PC	GENERAL SUPPORT	3,925.
HEALTHY LEARNERS 2749 LAUREL STREET COLUMBIA, SC 29204		PC	GENERAL SUPPORT	3,500.
HOLY ANGELS 6600 WILKINSON BLVD BELMONT, NC 28012		PC	GENERAL SUPPORT	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
HORSE TIME 10385 HIGHWAY 278 EAST COVINGTON, GA 30014		PC	GENERAL SUPPORT	7,500.
HUMAN OPTIONS P.O. BOX 53745 IRVINE, CA 92619		PC	GENERAL SUPPORT	2,500.
INNOVATIVE SERVICE N.W. 9414 NE FOURTH PLAIN ROAD VANCOUVER, WA 98662		PC	GENERAL SUPPORT	1,500.
J.F. SHEA THERAPEUTIC RIDING CENTER 26284 OSO ROAD SAN JUAN CAPISTRANO, CA 92675		PC	GENERAL SUPPORT	5,000.
KID WORKS 1902 W. CHESTNUT AVENUE SANTA ANA, CA 92703		PC	GENERAL SUPPORT	5,000.
LAURA'S HOUSE 999 CORPORATE DRIVE, #225 LADERA RANCH, CA 92694		PC	GENERAL SUPPORT	5,000.
LEAP LEARNING CENTER 1221 WASS STREET TUSTIN, CA 92780		PC	GENERAL SUPPORT	2,500.
LINDQUIST DENTAL CLINIC 130 131ST STREET SOUTH TACOMA, WA 98444		PC	GENERAL SUPPORT	7,500.
LOVE OUR CHILDREN INC. 2650 S. MYRTLE AVENUE, #B3 MONROVIA, CA 91016		PC	GENERAL SUPPORT	2,500.
MARY CARIOLA CHILDREN CENTER INC. 1000 ELMWOOD AVENUE ROCHESTER, NY 14620		PC	GENERAL SUPPORT	3,008.
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
MARYVALE REVITALIZATION CORP 3454 N. 51ST AVENUE, #130 PHOENIX, AZ 85031		PC	GENERAL SUPPORT	2,500.
MATER DEI HIGH SCHOOL 1202 W. EDINGER AVENUE SANTA ANA, CA 92707		PC	GENERAL SUPPORT	500.
ME FINE FOUNDATION INC. 5100 US HIGHWAY 70 EAST PRINCETON, NC 27569		PC	GENERAL SUPPORT	5,000.
MERCY HOME FOR BOYS AND GIRLS 1140 W. JACKSON BLVD. CHICAGO, IL 60607		PC	GENERAL SUPPORT	2,000.
MIKA COMMUNITY DEVELOPMENT 1718 MONROVIA AVENUE COSTA MESA, CA 92627		PC	GENERAL SUPPORT	2,000.
MIRACLES FOR KIDS 3002 DOW AVENUE, SUITE 502 TUSTIN, CA 92780		PC	GENERAL SUPPORT	283,885.
MULTICARE HEALTH FOUNDATION 402 15TH AVENUE SE, SUITE 101 PUYALLUP, WA 98371		PC	GENERAL SUPPORT	5,000.
MUSCULAR DYSTROPHY 4800 SW MACADAM, #350 PORTLAND, OR 92739		PC	GENERAL SUPPORT	1,600.
NANCY PERRY CHILDREN'S SHELTER P.O. BOX 344 LEXINGTON, SC 29071		PC	GENERAL SUPPORT	2,500.
NATIONAL FIRE SAFETY COUNCIL P.O. BOX 378 MICHIGAN CENTER, MI 49254		PC	GENERAL SUPPORT	300.
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
OC COMMUNITY HOUSING CORP 1833 E. 17TH STREET, #207 SANTA ANA, CA 92705		PC	GENERAL SUPPORT	5,000.
OC RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782		PC	GENERAL SUPPORT	2,500.
OPERATION WARM 1653 BRINTONS BRIDGE ROAD CHADDS FORD, PA 19317		PC	GENERAL SUPPORT	16,661.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705		PC	GENERAL SUPPORT	474,029.
PAJAMA PROJECT 114 EAST 39TH STREET NEW YORK, NY 10016		PC	GENERAL SUPPORT	160.
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD COURT ASHEVILLE, NC 28806		PC	GENERAL SUPPORT	1,500.
PEDIATRIC CANCER RESEARCH FOUNDATION 9272 JERONIMO ROAD, SUITE A-107 IRVINE, CA 92618		PC	GENERAL SUPPORT	1,000.
PERRIS ELEMENTARY 143 EAST 1ST STREET PERRIS, CA 92570		PC	GENERAL SUPPORT	1,287.
PHOENIX HOUSE 1207 E. FRUIT STREET SANTA ANA, CA 92701		PC	GENERAL SUPPORT	5,000.
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVENUE ORANGE, CA 92868		PC	GENERAL SUPPORT	6,200.
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
PURE GAME 14 TRICOLORED LANE ALISO VIEJO, CA 92656		PC	GENERAL SUPPORT	2,500.
RMHC - ATLANTA, GA 792 HOUSTON MILL ROAD ATLANTA, GA 30329		PC	GENERAL SUPPORT	28,360.
RMHC - AUGUSTA P.O. BOX 14189 AUGUSTA, GA 30919		PC	GENERAL SUPPORT	3,500.
RMHC - BUFFALO 780 W. FERRY STREET BUFFALO, NY 14222		PC	GENERAL SUPPORT	5,800.
RMHC - CENTRAL NEW YORK 1027 E. GENESEE STREET SYRACUSE, NY 13210		PC	GENERAL SUPPORT	3,000.
RMHC - CHAPEL HILL, NC 101 OLD MISSION FARM ROAD CHAPEL HILL, NC 27514		PC	GENERAL SUPPORT	3,000.
RMHC - CHARLESTON, SC 81 GADSDEN STREET CHARLESTON, SC 29401		PC	GENERAL SUPPORT	3,500.
RMHC - CHARLOTTE, NC P.O. BOX 35129 CHARLOTTE, NC 28235		PC	GENERAL SUPPORT	3,500.
RMHC - CHICAGO 1900 SPRING ROAD, #310 OAK BROOK, IL 60523		PC	GENERAL SUPPORT	29,000.
RMHC - COLUMBIA, SC 1529 HAMPTON STREET, SUITE 2001 COLUMBIA, SC 29201		PC	GENERAL SUPPORT	4,000.
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
RMHC - DURHAM, NC 506 ALEXANDER AVENUE DURHAM, NC 27705		PC	GENERAL SUPPORT	3,000.
RMHC - EASTERN IOWA 730 HAWKINS DRIVE IOWA CITY, IA 52246		PC	GENERAL SUPPORT	1,000.
RMHC - EASTERN WI 8948 WATERTOWN PLANK ROAD WAUWATOSA, WI 53226		PC	GENERAL SUPPORT	4,000.
RMHC - GREENVILLE, NC 549 MOYE BLVD. GREENVILLE, NC 27834		PC	GENERAL SUPPORT	3,000.
RMHC - GREENVILLE, SC 706 GROVE ROAD GREENVILLE, SC 29605		PC	GENERAL SUPPORT	3,500.
RMHC - HAWAII 1970 JUDD HILLSIDE ROAD HONOLULU, HI 96822		PC	GENERAL SUPPORT	5,000.
RMHC - LAS VEGAS 2323 POTOSI STREET LAS VEGAS, NV 89146		PC	GENERAL SUPPORT	5,000.
RMHC - LOMA LINDA 11365 ANDERSON STREET LOMA LINDA, CA 92354		PC	GENERAL SUPPORT	3,256.
RMHC - MADISON 2716 MARSHALL COURT MADISON, WI 53705		PC	GENERAL SUPPORT	2,000.
RMHC - MARSHFIELD 803 W. NORTH STREET MARSHFIELD, WI 54449		PC	GENERAL SUPPORT	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
RMHC - NORFOLK 404 COLLEY AVENUE NORFOLK, VA 23507		PC	GENERAL SUPPORT	3,000.
RMHC - ORANGE COUNTY 383 S. BATAVIA ORANGE, CA 92868		PC	GENERAL SUPPORT	1,000.
RMHC - RICHMOND 2330 MONUMENT AVENUE RICHMOND, VA 23220		PC	GENERAL SUPPORT	3,000.
RMHC - ROANOKE 2224 S. JEFFERSON STREET ROANOKE, VA 24014		PC	GENERAL SUPPORT	3,000.
RMHC - ROCHESTER 333 WESTMORELAND DRIVE ROCHESTER, NY 14620		PC	GENERAL SUPPORT	2,000.
RMHC - SAVANNAH 4710 WATERS AVENUE SAVANNAH, GA 31404		PC	GENERAL SUPPORT	3,500.
RMHC - SOUTHERN APPALACHIAN 418 N. STATE OF FRANKLIN ROAD JOHNSON CITY, TN 37604		PC	GENERAL SUPPORT	3,500.
RMHC - SOUTHWEST FL 16100 ROSERUSH COURT FORT MYERS, FL 33908		PC	GENERAL SUPPORT	2,300.
RMHC - WESTERN WA/ALASKA 5130 40TH AVENUE NE SEATTLE, WA 98105		PC	GENERAL SUPPORT	5,768.
RMHC - WINSTON-SALEM, NC 419 S. HAWTHORNE ROAD WINSTON-SALEM, NC 27103		PC	GENERAL SUPPORT	3,000.
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
ROYAL FAMILY KIDS CAMP 1850 45TH AVENUE NE SALEM, OR 97305		PC	GENERAL SUPPORT	1,500.
SCHOOL TODAY'S FRESH START 4514 CRENSHAW BLVD LOS ANGELES, CA 90043		PC	GENERAL SUPPORT	3,643.
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626		PC	GENERAL SUPPORT	3,000.
SHOES THAT FIT 1420 N. CLAREMONT BLVD., SUITE 107B CLAREMONT, CA 91711		PC	GENERAL SUPPORT	21,390.
SOUTH COUNTY OUTREACH 26776 VISTA TERRACE LAKE FOREST, CA 92630		PC	GENERAL SUPPORT	34,210.
SPECIAL OLYMPICS P.O. BOX 2006 SANTA MONICA, CA 90406		PC	GENERAL SUPPORT	1,000.
SPIRIT LEAGUE P.O. BOX 3766 MISSION VIEJO, CA 92690		PC	GENERAL SUPPORT	2,000.
SPIRITT FAMILY SERVICES - EL MONTE 2000 S. TYLER AVENUE EL MONTE, CA 91733		PC	GENERAL SUPPORT	5,000.
TALK ABOUT CURING AUTISM 2222 MARTIN, SUITE 140 IRVINE, CA 92612		PC	GENERAL SUPPORT	3,000.
TAMPA GENERAL HOSPITAL FOUNDATION PO BOX 1289 TAMPA, FL 33601		PC	GENERAL SUPPORT	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
TEAM KIDS 2192 MARTIN, SUITE 280 IRVINE, CA 92612		PC	GENERAL SUPPORT	3,000.
THE COOP FOUNDATION INC 162 N. RAYMOND AVENUE FULLERTON, CA 92831		PC	GENERAL SUPPORT	1,000.
THE PAINTED TURTLE 1300 4TH STREET, SUITE 300 SANTA MONICA, CA 90401		PC	GENERAL SUPPORT	11,250.
THE SPRING OF TAMPA BAY PO BOX 5147 TAMPA, FL 33675		PC	GENERAL SUPPORT	4,000.
TOYS FOR TOTS 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172		PC	GENERAL SUPPORT	505.
TRINITY CAFE 100 E. MADISON STREET TAMPA, FL 33602		PC	GENERAL SUPPORT	4,000.
UNITED CEREBRAL PALSY 980 ROOSEVELT #100 IRVINE, CA 92620		PC	GENERAL SUPPORT	900.
WE'RE REACHING OUT 1022 SW 147 PLACE MIAMI, FL 33196		PC	GENERAL SUPPORT	500.
WHITEWATER COMMUNITY FOUNDATION 207 W. MAIN STREET WHITEWATER, WI 53190		PC	GENERAL SUPPORT	25,000.
WILSON COMMENCEMENT PARK 251 JOSEPH AVENUE ROCHESTER, NY 14605		PC	GENERAL SUPPORT	1,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

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
BANK OF THE WEST	646.	646.	0.
TOTAL TO PART I, LINE 3	646.	646.	0.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AUCTION PROCEEDS - STARS & STRIPES	313,314.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	313,314.	0.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	6.	0.	0.	0.
CALIFORNIA LICENSE FEE	10.	0.	0.	10.
TO FORM 990-PF, PG 1, LN 18	16.	0.	0.	10.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUND RAISING EXPENSES	1,234,616.	0.	0.	1,193,835.
BANK CHARGES	33,241.	0.	0.	33,159.
ADMINISTRATIVE EXPENSES	387,607.	0.	0.	379,897.
TO FORM 990-PF, PG 1, LN 23	1,655,464.	0.	0.	1,606,891.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK WETTERAU 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CHAIRMAN/DIRECTOR 5.00	0.	0.	0.
CHARLES BROWNE 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	EXECUTIVE DIRECTOR 60.00	0.	0.	0.
CATHERINE DUFFY 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	SECRETARY 2.00	0.	0.	0.
LISA GOTTLIEB 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	CFO/DIRECTOR 2.00	0.	0.	0.
ALI SAYEDI 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
FRANK LISTI 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
STEVE BECKER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
MIKE WAITUKAITIS 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
BILL POCILUJKO 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
BILL SANDERSON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
DANIEL VAN HOOZER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.

GREGG TARLTON 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JEFF STEINER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JIM BROOKS 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JIM FUSTING 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JOE MICHEL 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JOHN MURPHY 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
JOHN PAGE 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	ASST. SECRETARY/DIRECTOR 1.00	0.	0.	0.
LARRY MCGILL 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
LARRY ROSE 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
MICKEY HAMER 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
NEIL CRACKNELL 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
PAUL SESTAK 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.
PETE DELGIORNO 18301 VON KARMAN AVENUE, STE. 1100 IRVINE, CA 92612	DIRECTOR 1.00	0.	0.	0.

GSF FOUNDATION

46-0501728

SCOTT THOMAS DIRECTOR
18301 VON KARMAN AVENUE, STE. 1100 1.00
IRVINE, CA 92612

0. 0. 0.

SHELLIE FREY DIRECTOR
18301 VON KARMAN AVENUE, STE. 1100 1.00
IRVINE, CA 92612

0. 0. 0.

TERRY WILSON DIRECTOR
18301 VON KARMAN AVENUE, STE. 1100 1.00
IRVINE, CA 92612

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.