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Form 990-PF

## 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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation CAS FOUNDATION INC		A Employer identification number 48-1292269
Number and street (or P O box number if mail is not delivered to street address) 404 21ST STREET		B Telephone number (see instructions) (310) 394-8715
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 904022436		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,781,616	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (attach schedule)		0			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		8,866	8,866		
4 Dividends and interest from securities. . . . .		183,087	183,087		
5a Gross rents . . . . .					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		4,667,512			
b Gross sales price for all assets on line 6a 10,577,079					
7 Capital gain net income (from Part IV, line 2) . . . . .			4,667,512		
8 Net short-term capital gain . . . . .					
9 Income modifications . . . . .					
10a Gross sales less returns and allowances					
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .		4,859,465	4,859,465		
13 Compensation of officers, directors, trustees, etc		0	0		0
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .					
b Accounting fees (attach schedule) . . . . .		5,006	0		5,006
c Other professional fees (attach schedule) . . . . .		25	0		25
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions) . . . . .		4,234	96		4,138
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		117	0		117
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .		9,382	96		9,286
25 Contributions, gifts, grants paid. . . . .		284,200			284,200
26 Total expenses and disbursements. Add lines 24 and 25		293,582	96		293,486
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		4,565,883			
b Net investment income (if negative, enter -0-) . . . . .			4,859,369		
c Adjusted net income (if negative, enter -0-) . . . . .					

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	11,175	3,353,717	3,353,717
2	Savings and temporary cash investments . . . . .	55,935	6,576,674	6,576,674
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use . . . . .			
9	Prepaid expenses and deferred charges . . . . .			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .	7,075,088	1,777,690	1,749,665
c	Investments—corporate bonds (attach schedule) . . . . .	100,080	100,080	101,560
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►) . . . . .			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,242,278	11,808,161	11,781,616
<b>Liabilities</b>				
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ►) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
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	7,242,278	11,808,161	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	7,242,278	11,808,161	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	7,242,278	11,808,161	

**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	7,242,278
2	Enter amount from Part I, line 27a . . . . .	2	4,565,883
3	Other increases not included in line 2 (itemize) ► . . . . .	3	0
4	Add lines 1, 2, and 3 . . . . .	4	11,808,161
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	11,808,161

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>(i)</b> If gain, also enter in Part I, line 7 <b>(j)</b> If (loss), enter -0- in Part I, line 7	<b>2</b>	4,667,512
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

**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 page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	208,126	5,693,244	0 036557
2011	198,200	5,779,063	0 034296
2010	178,550	6,008,943	0 029714
2009	139,800	4,407,326	0 031720
2008	334,412	5,729,170	0 058370

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	0 190657
<b>3</b> 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	<b>3</b>	0 038131
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	8,901,691
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	339,430
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	48,594
<b>7</b> Add lines 5 and 6.	<b>7</b>	388,024
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	293,486

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	97,187
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	0
3	Add lines 1 and 2. . . . .	3	97,187
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	97,187
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,000
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	95,500
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	99,500
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	2,313
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 2,313 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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? . . . . .	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ 0 <b>(2) On foundation managers</b> <input 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 type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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? . . . . .	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**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). . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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) . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14	The books are in care of ► GUMBINER SAVETT INC Located at ► 1723 CLOVERFIELD BOULEVARD SANTA MONICA CA	Telephone no ► (310) 828-9798 ZIP +4 ► 904044007
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year. . . . .	<input checked="" type="checkbox"/> 15
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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? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

**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.**

1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/> 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? . . . . .	<input checked="" type="checkbox"/> 1c	<input type="checkbox"/> No
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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	If "Yes," list the years ► 2011, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<input checked="" type="checkbox"/> 2b	<input type="checkbox"/> Yes
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input checked="" type="checkbox"/> 3a	<input type="checkbox"/> Yes
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013). . . . .	<input checked="" type="checkbox"/> 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input checked="" type="checkbox"/> 4a	<input type="checkbox"/> No
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? . . . . .	<input checked="" type="checkbox"/> 4b	<input type="checkbox"/> No

**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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/>		
	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		7b	
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SIDNEY J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	CEO AND DIRECTOR 1 00	0	0	0
CAROLE J MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	SECRETARY AND DIRECTOR 1 00	0	0	0
ARON MELTZNER 404 21ST STREET SANTA MONICA, CA 904022436	TREASURER AND DIRECTOR 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b>				0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

## **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	<b>Expenses</b>
<b>1</b> <hr/>	
<b>2</b> <hr/>	
<b>3</b> <hr/>	
<b>4</b> <hr/>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

**3** \_\_\_\_\_  
\_\_\_\_\_  
**Total.** Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	7,901,100
b	Average of monthly cash balances. . . . .	1b	1,136,150
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	9,037,250
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	9,037,250
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	135,559
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,901,691
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	445,085

**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	445,085
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	97,187
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	97,187
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	347,898
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	347,898
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	347,898

**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	293,486
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	293,486
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	6	293,486
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				347,898
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			282,331	
<b>b</b> Total for prior years 2011, 2010, 2009		11,217		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total of lines 3a through e. . . . .</b>	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 293,486			282,331	
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		11,155		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .			0	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		62		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		62		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				347,898
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

See Additional Data Table

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	284,200
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments.						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities.				14	8,866	
<b>5</b> Net rental income or (loss) from real estate				14	183,087	
a Debt-financed property.						
b Not debt-financed property.						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income.						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	4,667,512	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory.						
<b>11</b> Other revenue a						
b						
c						
d						
e						
<b>12</b> Subtotal Add columns (b), (d), and (e).			0		4,859,465	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e).				13		4,859,465

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**Part XVII** **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

## **b** Other transactions

- (1) Sales of assets to a noncharitable exempt organization. . . . .
- (2) Purchases of assets from a noncharitable exempt organization. . . . .
- (3) Rental of facilities, equipment, or other assets. . . . .
- (4) Reimbursement arrangements. . . . .
- (5) Loans or loan guarantees. . . . .
- (6) Performance of services or membership or fundraising solicitations. . . . .

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.**

**d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If "Yes," complete the following schedule

**Sign** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\* \* \* \* \*

2014-06-18

\* \* \* \* \*

May the IRS discuss this return with the preparer shown below (see instr.)?  Yes  No

---

**Signature of officer or trustee**

Date

---

**Title**

Print/Type preparer's name	Preparer's Signature	Date 2014-06-18	Check if self-employed <input checked="" type="checkbox"/>	PTIN R0001313
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LIONEL B SANDERS		2014-06-18	employed	P00015159
Firm's name	GUMBINER SAVETT INC			Firm's EIN # 95-2875688
Firm's address	1723 CLOVERFIELD BLVD SANTA MONICA, CA 90404			Phone no (310) 828-9798

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
300 SHS FIVE BELOW INC	P	2013-01-08	2013-01-16
400 SHS, KELLOGG COMPANY	P	2012-02-16	2013-02-01
250 SHS, HAIN CELESTIAL GROUP INC	P	2013-01-30	2013-02-07
1,000 SHS, HEALTHCARE TR AMER INC	P	2013-01-24	2013-02-21
1,000 SHS, ROCHESTER MEDICAL CORP	P	2013-02-19	2013-02-21
300 SHS, COACH INC	P	2012-10-31	2013-02-27
400 SHS, NEWS CORP CL B	P	2012-10-31	2013-03-13
600 SHS, MASCO CORP	P	2013-02-21	2013-03-14
300 SHS, HAIN CELESTIAL GROUP	P	2013-02-21	2013-03-22
1,500 SHS, SPRINT CORP	P	2013-01-23	2013-04-01
500 SHS, VALE SA ADR	P	2013-03-21	2013-04-10
1,000 SHS, HEALTHCARE TR AMER INC	P	2013-03-22	2013-05-03
1,500 SHS, ORCHARD SUPPLY HARDWARE	P	2013-03-27	2013-06-06
1,000 SHS, DOLE FOOD COMPANY INC	P	2013-01-29	2013-06-11
1,500 SHS, UNIVERSAL INSURANCE HOLDING	P	2013-02-05	2013-06-11
1,000 SHS, GENWORTH FINL INC	P	2013-05-20	2013-07-05
300 SHS, FACEBOOK INC	P	2013-02-11	2013-07-25
500 SHS, MONDELEZ INTERNATIONAL	P	2012-10-16	2013-07-31
700 SHS, ROCHESTER MEDICAL CORP	P	2013-04-10	2013-08-01
1,000 SHS, SPRINT CORP	P	2013-07-30	2013-08-06
114 SHS, LEIDOS HOLDINGS INC	P	2013-04-08	2013-09-30
11,000 SHS NATL TECHNICAL SYS INC	P		2013-11-25
400 SHS, NEXTERA ENERGY CAP	P	2013-01-15	2013-12-27
1,514 SHS, SPARK NETWORKS INC	P		2013-12-31
1,000 SHS, FORD MOTOR COMPANY	P	2010-10-05	2013-01-11
300 SHS, COCA-COLA COMPANY	P	2011-04-01	2013-01-30
500 SHS, CITIGROUP INC	P	2010-07-06	2013-02-05
500 SHS, PUBLIC STORAGE DEP	P	2012-01-05	2013-02-13
1,000 SHS, HUNTINGTON BANC SHRES INC	P	2010-12-21	2013-04-25
1,000 SHS, AMERN AXLE & MFG HLDGS INC	P	2011-01-04	2013-04-29

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
250 SHS, CONOCO PHILLIPS	P	2011-12-27	2013-06-04
4,000 SHS, ALPINE GLOBAL PREMIER PROPERTIES	P		2013-07-10
2,586 SHS, ALPINE GLOBAL PREMIER PROPERTIES	P		2013-07-12
1,500 SHS, CROWN CRAFTS INC	P	2012-05-04	2013-07-17
7,600 SHS, ING GBL EQ DIV&PREM	P		2013-08-05
1,500 SHS FRONTIER COMMUNICATIONS CORP	P	2010-11-05	2013-09-03
2,000 SHS, ING GBL EQ	P	2006-03-23	2013-09-03
2,100 SHS INVESCO VAN KAMPEN	P	2007-06-27	2013-09-03
500 SHS, UNIPHASE CORP	P	2011-02-14	2013-09-03
500 SHS, JAKKS PACIFIC INC	P	2012-07-31	2013-09-03
1,200 SHS, NUVERRA ENVIRONMENTAL SOLUTIONS INC	P	2011-04-26	2013-09-03
1,000 SHS, SANDRIDGE ENERGY INC	P	2011-08-04	2013-09-03
4,000 SHS, TELESTONE TECHNOLOGIES	P	2010-11-24	2013-09-03
338,001 SHS, NATL TECHNICAL SYS INC	P		2013-11-25
1,000 SHS, ROUNDY'S INC	P	2012-04-13	2013-12-20
5,100 SHS, ENTERGY CORP	P	2006-01-26	2013-12-26
23,600 SHS, GENERAL ELECTRIC CO	P		2013-12-26
48,000 SHS, ING GBL EQ DIV&PREM	P		2013-12-26
1,500 SHS, NOVAGOLD RESOURCES INC	P	2010-11-10	2013-12-26
10,000 SHS, ALLIANZGI NFJ DIV	P		2013-12-27
700 SHS, ARCH COAL INC	P	2011-04-27	2013-12-27
14,500 SHS, ING GBL EQ DIV&PREM	P		2013-12-27
500 SHS, TEVA PHARMACEUTICAL IND	P	2010-09-24	2013-12-27
10,000 SHS, VITRUS TOTAL RETURN	P	2006-07-25	2013-12-27
26,000 SHS, GUANWEI RECYCLING CORP	P		2013-12-30
500 SHS, SOLAR CAPITAL LTD	P	2011-06-10	2013-12-30
2,000 SHS, ALCOA INC	P		2013-09-03
6,000 SHS, ALLIANZGI NJF DIV INT	P	2006-05-12	2013-12-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
10,432		9,545	887
23,379		21,162	2,217
14,691		13,778	913
11,319		10,436	883
14,189		13,881	308
14,540		14,087	453
12,224		9,850	2,374
12,200		11,441	759
18,626		17,191	1,435
9,220		8,601	619
9,149		8,626	523
12,569		11,491	1,078
4,684		6,081	-1,397
12,234		11,359	875
10,734		6,741	3,993
12,184		10,826	1,358
9,889		8,531	1,358
15,499		13,826	1,673
10,464		10,240	224
6,864		5,986	878
1,384		1,384	0
253,001		179,184	73,817
7,239		10,000	-2,761
9,104		12,465	-3,361
13,934		13,061	873
11,175		10,059	1,116
21,469		19,436	2,033
13,134		12,500	634
7,079		6,745	334
13,564		13,666	-102

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
15,379		14,710	669
15,647		80,000	-64,353
19,674		50,594	-30,920
9,416		8,471	945
71,210		142,474	-71,264
6,499		13,796	-7,297
18,529		38,434	-19,905
26,517		42,000	-15,483
6,349		13,965	-7,616
2,469		8,061	-5,592
2,867		7,674	-4,807
5,124		10,191	-5,067
2,454		49,091	-46,637
7,774,045		1,785,180	5,988,865
9,859		11,841	-1,982
317,675		350,872	-33,197
656,822		804,581	-147,759
433,546		905,453	-471,907
3,610		20,788	-17,178
179,854		232,902	-53,048
3,008		23,929	-20,921
129,789		254,163	-124,374
19,834		27,414	-7,580
39,894		130,920	-91,026
76,253		205,751	-129,498
11,219		12,541	-1,322
15,364		29,502	-14,138
108,000		132,090	-24,090

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			887
			2,217
			913
			883
			308
			453
			2,374
			759
			1,435
			619
			523
			1,078
			-1,397
			875
			3,993
			1,358
			1,358
			1,673
			224
			878
			0
			73,817
			-2,761
			-3,361
			873
			1,116
			2,033
			634
			334
			-102

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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) 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	
			669
			-64,353
			-30,920
			945
			-71,264
			-7,297
			-19,905
			-15,483
			-7,616
			-5,592
			-4,807
			-5,067
			-46,637
			5,988,865
			-1,982
			-33,197
			-147,759
			-471,907
			-17,178
			-53,048
			-20,921
			-124,374
			-7,580
			-91,026
			-129,498
			-1,322
			-14,138
			-24,090

**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

SIDNEY J MELTZNER

CAROLE J MELTZNER

ARON MELTZNER

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
ACADEMY OF JEWISH RELIGION 6301 RIVERDALE AVENUE RIVERDALES, NY 10471	NONE	PUBLIC CHARITY	ACADEMIC RESEARCH	2,000
ALZHEIMER DISEASE RESEARCH 1520 SAN PABLO ST HCT3000 LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	ALZHEIMER RESEARCH	500
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC CHARITY	CANCER RESEARCH	700
AMERICAN FRIENDS OF HEBREW UNIVERSITY 9911 WPICO BLVD STE 1520 LOS ANGELES, CA 90035	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAM	2,500
AMERICAN FRIENDS MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE SUITE 101 NORTHBROOK, IL 60062	NONE	PUBLIC CHARITY	MEDICAL VOLUNTEERING	2,000
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,500
AMERICAN VALUES 2800 SHIRLINGTON RD STE 950 ARLINGTON, VA 22206	NONE	PUBLIC CHARITY	GENERAL FUND	500
ANTI DEFAMATION LEAGUE 10495 SANTA MONICA BLVD LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	GENERAL FUND	1,800
BNAI BIRTH 2020 K ST NEW 7TH FLOOR WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	HUMANITARIAN RIGHTS	1,200
BOYS & GIRLS CLUB OF SANTA MONICA 1238 LINCOLN BLVD SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	FAMILY ASSISTANCE PROGRAM	1,000
AMERICAN PARKINSON DISEASE ASSOCIATION 135 PARKINSON AVENUE STATEN ISLAND, NY 10305	NONE	PUBLIC CHARITY	PARKINSONS RESEARCH	600
CALIFORNIA STATE SHERIFF'S ASSOCIATION PO BOX 980790 WEST SACRAMENTO, CA 957980790	NONE	PUBLIC CHARITY	TRAINING PROGRAM	500
CAMERA PO BOX 35040 BOSTON, MA 02135	NONE	PUBLIC CHARITY	MEDIA MONITORING	3,000
CARING BRIDGE PO BOX 131447 HOUSTON, TX 77219	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	1,000
DAVID HOROWITZ FREEDOM CENTER PO BOX 55089 SHERMAN OAKS, CA 914991964	NONE	PUBLIC CHARITY	UNIVERSITY EDUCATIONAL PROGRAMS	800
<b>Total . . . . .</b>			<b>► 3a</b>	<b>284,200</b>

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI, OH 45250	NONE	PUBLIC CHARITY	SOCIAL SERVICES FOR VETERANS	1,000
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC CHARITY	MEDICAL PROGRAMS	1,000
DOCTORS WITHOUT BOARDERS 333 SEVENTH AVENUE NEW YORK, NY 10001	NONE	PUBLIC CHARITY	MEDICAL PROGRAMS	500
FLAME PO BOX 590359 SAN FRANCISCO, CA 94159	NONE	PUBLIC CHARITY	PUBLIC EDUCATION INFORMATION	1,700
HADASSAH 50 WEST 58 STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	TEACHING AND RESEARCH INFORMATION	1,000
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE 16TH FL NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	1,000
HILLEL OF SAN DIEGO 800 8TH ST NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAMS	500
HONEST REPORTING 10024 SKOKIE BLVD SUITE 201 SKOKIE, IL 60077	NONE	PUBLIC CHARITY	MEDIA WATCHDOG	1,700
ILLINOIS INSTITUTE OF TECHNOLOGY 3300 SOUTH FEDERAL ST CHICAGO, IL 60616	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	2,000
JEWISH FAMILY SERVICE 16439 VANOWEN STREET VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	COMMUNITY PROGRAM	2,500
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE 19TH FL NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PERSERVING LEGACY OF HOLOCAUST SURVIVORS	800
JEWISH NATIONAL FUND 6310 SAN VICENTE BLVD NO 425 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	HELP JEWISH CHARITIES AND INDIVIDUALS	1,800
JEWISH WAR VETERANS OF THE USA 1811 R STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	WWII MEMORIAL FUND	5,000
JEWISH WORLD WATCH 5551 BALBOA BLVD ENCINO, CA 91316	NONE	PUBLIC CHARITY	EDUCATIONAL OUTREACH PROGRAM	1,500
KEHILLAT MA'ARAV 1715 21ST SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SCHOLARSHIPS, RELEIF AND EDUCATION PROGRAMS	116,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>284,200</b>

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<b>a Paid during the year</b>				
KESHET 284 AMORY ST JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY	JEWISH COMMUNITY OUTREACH PROGRAMS	1,000
NEW WEST SYMPHONY 2100 THOUSAND OAKS BLVD D THOUSAND OAKS, CA 91362	NONE	PUBLIC CHARITY	CLASSIC MUSIC - GENERAL FUND	1,000
LACMA 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	ART MUSEUM - GENERAL FUND	600
GIFT OF LIFE 401 NORTH 3RD STREET PHILADELPHIA, PA 19123	NONE	PUBLIC CHARITY	ORGAN AND TISSUE PROGRAM	2,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	SENIOR PROGRAM	2,000
MACCABI SPORTS USA 1926 ARCH STREET 4R PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	JEWISH ENRICHMENT PROGRAM	2,000
MCHENRY COUNTY CONGREGATION 8617 RIDGEFIELD RD CRYSTAL LAKE, IL 60012	NONE	PUBLIC CHARITY	GENEAL FUND	2,000
MEALS ON WHEELS 900 HILGARD AVENUE LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	PROVIDE MEALS FOR ELDERLY/DISABLE	2,000
MICHAEL FOX FOUNDATION PO BOX 780 NEW YORK, NY 10008	NONE	PUBLIC CHARITY	PARKINSONS DISEASE RESEARCH	500
MILKEN COMMUNITY HIGH SCHOOL 15800 ZELDINS WAY LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	48,000
MULTIPLE SCLEROSIS ASSOC OF AMERICA 706 HADDONFIELD RD CHERRY HILL, NJ 08002	NONE	PUBLIC CHARITY	MULTIPLE SCLEROSIS RESEARCH	1,000
NATIONAL CHILDREN CANCER SOCIETY ONE SOUTH MEMORIAL DR STE 800 ST LOUIS, MO 63102	NONE	PUBLIC CHARITY	CANCER RESEARCH	800
NATIVE AMERICAN HERITAGE 1737 ELGIN RD HIGHLAND, KS 66035	NONE	PUBLIC CHARITY	MUSEUM GENERAL FUND	600
NEW HORIZONS 15725 PARTHENIA ST NORTH HILLS, CA 91343	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	3,000
NEW LA CHARTER SCHOOL 5100 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	2,000
<b>Total . . . . .</b>				<b>284,200</b>
► 3a				

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Name and address (home or business)				
<b>a Paid during the year</b>				
SUPPORT MET BROADCAST CAMPAIGN LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	MUSEUM SUPPORT - GENERAL FUND	1,000
OPICA HOME 11759 MISSOURI AVENUE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	ADULT DAY SERVICES AND COUNSELING	1,000
PBS SOCAL PO BOX 25113 SANTA ANA, CA 92799	NONE	PUBLIC CHARITY	PUBLIC BROADCAST PROGRAMS	700
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	CLEFT LIP SURGERY SUPPORT	500
QUEENS COLLEGE FOUNDATION 65-30 KISSENA BLVD FLUSHING, NY 11367	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	500
SALVATION ARMY 1518 W 11TH STREET LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	600
SANTA MONICA CONSERVATORY PO BOX 653 SANTA MONICA, CA 90406	NONE	PUBLIC CHARITY	PRESERVATION	3,000
SEPHARDIC EDUCATIONAL CENTER 10808 SANTA MONICA BLVD LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	3,000
SHARE OUR STRENGTH 733 15TH STREET NW STE 640 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	FOOD PANTRY PROGRAM	1,500
SPECIAL OLYMPICS SO CALIFORNIA 1133 19TH STREET NW 12TH FLR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	BENEFITS PROGRAMS WITH INTELECTUAL DISABILITIES	1,000
ST JOHNS HEALTH CENTER 2121 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	MEDICAL CHARITY	500
ST JUDE HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	MEDICAL CHARITY	700
STAND WITH US PO BOX 341069 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	EDUCATE PEOPLE ABOUT ISRAEL	1,400
THE SCHUSTER INSTITUTE 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC CHARITY	INVESTIGATIVE JOURNALISM	5,000
THE NEW SHUL 440 PARK AVENUE SOUTH 4TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	JEWISH EDUCATION	3,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>284,200</b>

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<b>a Paid during the year</b>				
USO WORLD HEADQUARTERS 2111 WILSON BLVD SUITE 1200 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	MILITARY SUPPORT PROGRAMS	1,000
VETERANS OF FOREIGN WARS 200 MARYLAND AVENUE NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	MILITARY VETERANS SUPPORT PROGRAMS	1,000
VISTA DEL MAR 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	MENTAL HEALTH SERVICES FOR CHILDREN	1,000
WEST POINT CHAPEL WEST POINT WEST POINT, NY 10996	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
WEST SIDE JEWISH COMMUNITY CENTER 5870 OLYMPIC BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	2,000
WORLD JEWISH CONGRESS 501 MADISON AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL FUND	1,500
YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PUBLIC CHARITY	RESCUE OF YIDDISH BOOKS	1,600
YMCA 101 N WACKER DRIVE CHICAGO, IL 60606	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	22,000
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH ST NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL FUND	1,500
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675	NONE	PUBLIC CHARITY	WAR VETERAN HELP PROGRAM	800
NACOEJ 255 WEST 36TH ST SUITE 701 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	SOCIAL SERVICE PROGRAMS	800
<b>Total . . . . .</b>			<b>► 3a</b>	<b>284,200</b>

## TY 2013 Accounting Fees Schedule

**Name:** CAS FOUNDATION INC**EIN:** 48-1292269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,006	0		5,006

## TY 2013 Applied to Prior Year Election

**Name:** CAS FOUNDATION INC

**EIN:** 48-1292269

**Election:** ELECTION TO APPLY CURRENT YEAR EXCESS DISTRIBUTIONS TO PRIOR YEAR UNDISTRIBUTED INCOME.

## TY 2013 Investments Corporate Bonds Schedule

**Name:** CAS FOUNDATION INC

**EIN:** 48-1292269

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL MOTORS NOTE	100,080	101,560

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** CAS FOUNDATION INC

**EIN:** 48-1292269

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
257,475 SHS. NATIONAL TECH	0	0
81,568.685 SHS. FRANKLIN TEMPLETON FUND	1,030,682	1,090,573
23,600 SHS. GENERAL ELECTRIC	0	0
5,100 SHS. ENTERGY CORP	0	0
14,240 SHS. LAKELAND INDUSTRIES	249,587	74,902
2,586 SHS. ALPINE GLOBAL PREMIER PROP	0	0
4,000 SHS, ALPINE TOTAL DYNAMIC	0	0
80,526 SHS. NATIONAL TECHNICAL SYSTEM INC	0	0
4,000 SHS. TELESTONE TECHNOLOGIES	0	0
2,100 SHS. INVESCO VAN KAMPEN DYNAMIC	0	0
72,100 SHS. ING GBL EQ DIV & PREM OP	0	0
16,000 SHS. NFJ DIVIDEND INTERST & PREM STRAT FUND	0	0
2,000 SHS. ALCOA	0	0
400 SHS. BERKSHIRE HATHAWAY D	30,902	47,424
5,000 SHS CITIGROUP	0	0
1,000 SHS FORD MOTOR CO	0	0
1,500 SHS. FRONTIER COMMUNICATIONS	0	0
46,000 SHS GUANWEI RECYCLING	0	0
500 SHS. HONEYWELL	21,936	45,685
1,000 SHS. HUNTINGTON BANCSHARES	6,745	9,650
1,500 SHS. NOVAGOLD RESOURCES	0	0
1,000 SHS. SANDRIDGE ENERGY	0	0
500 SHS. TEVA PHARMACEUTICAL	0	0
1,000 SHS, AMERN AXLE & MFG HLDG	0	0
700 SHS, ARCH COAL INC.	0	0
500 SHS, COCA-COLA	16,765	20,655
250 SHS, CONOCO PHILLIPS	0	0
500 SHS, DOW CHEMICAL COMPANY	18,251	22,200
500 SHS, HALLIBURTON COMPANY	24,771	25,375
1,200 SHS HECKMANN CORP	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 SHS HESS CORP	24,088	24,900
500 SHS JP MORGAN CHASE	22,016	29,240
1,000 SHS MANITOWOC COMPANY INC.	21,821	23,320
700 SHS, PUBLIC STORAGE DEP	17,500	16,359
500 SHS, SOLAR CAPTIAL LTD	0	0
500 SHS, UNIPHASE CORP PAR	0	0
10,000 SHS VIRTUS TOTAL RETURN	0	0
263 SHS ACCO BRANDS	2,500	1,767
25 SHS APPLE INC.	14,124	14,025
600 SHS BB&T CORP	15,000	12,888
1,500 SHS BGC PARTNERS INC.	0	0
500 SHS CAPITAL ONE FINL CORP	12,500	10,870
1,500 SHS CROWN CRAFTS INC.	0	0
500 SHS JAKKS PACIFIC INC.	0	0
300 SHS JOHNSON & JOHNSON	20,444	27,477
400 SHS KELLOGG COMPANY	0	0
500 SHS MONDELEZ INTERNATIONAL	0	0
400 SHS NEWS CORP CL B	0	0
250 SHS NOVA COPPER INC.	748	380
125 SHS PHILLIPS 66 INC	3,571	9,641
500 SHS PRUDENTIAL FINANCIAL	12,500	10,560
500 SHS PUBLIC STORAGE DEP	0	0
1,000 SHS ROUNDY'S INC.	0	0
200 SHS ALLERGAN INC	20,812	22,216
400 SHS ALLSTATE CORP	10,000	8,400
1,500 SHS. BGC PARTNERS INC.	11,326	9,075
250 SHS ENSCO PLC	15,371	14,295
800 SHS, EXELIS	11,495	15,248
400 SHS, FIRST REPUBLIC BANK	10,000	7,720
1,000 SHS FOX FACTORY HLDG	16,931	17,620

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
300 SHS, HOLLYFRONTIER CORP	15,856	14,907
200 SHS, LEIDOS HOLDINGS INC.	9,715	9,298
300 SHS, PINNACLE FOOD INC.	6,800	8,238
1,000 SHS ROYAL BANK SCOTLAND	10,046	11,330
114 SHS, SCIENCE APPLICATIONS INT.	1,384	3,770
1,000 SHS SPRINT CORP	6,406	10,750
300 SHS, STARBUCKS CORP	16,328	23,517
500 SHS, WELLS FARGO & CO	17,536	22,700
1,000 SHS, ZOETIS INC.	31,233	32,690

## TY 2013 Other Expenses Schedule

**Name:** CAS FOUNDATION INC

**EIN:** 48-1292269

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES & MISC	117	0		117

## TY 2013 Other Professional Fees Schedule

**Name:** CAS FOUNDATION INC**EIN:** 48-1292269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA SECRETARY OF STATE	25	0		25

## TY 2013 Taxes Schedule

**Name:** CAS FOUNDATION INC**EIN:** 48-1292269

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PAID	4,078	0		4,078
CALIFORNIA FILING FEES	60	0		60
FOREIGN TAXES	96	96		0