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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

MELVIN GARB FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

5348 CARROLL CANYON ROAD, SUITE 200

A Employer identification number

93-1067365

B Telephone number

858-750-4200

City or town, state or province, country, and ZIP or foreign postal code

SAN DIEGO, CA 92121-1733

C If exemption application is pending, check here ►

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeD 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

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 16,810,846. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify)E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

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				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3	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 Gross sales price for all assets on line 6a	94,315.	94,315.	94,315.	STATEMENT 1
b	1,181,543.	354,518.	354,518.	354,518.	STATEMENT 2
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances	286,868.			STATEMENT 3
10a	RECEIVED				
b	Less Cost of goods sold				
c	Gross profit (loss)				
11	Other income				
12	Total. Add lines 1 through 11	-28,222.	4,909.	-28,222.	STATEMENT 4
13	Operating and Administrative Expenses Compensation of officers, directors, trustees, etc	707,479.	740,531.	420,611.	
14	Other employee salaries and wages	79,500.	79,500.	0.	0.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	2,945.	1,473.	2,945.	0.
c	Other professional fees	121,902.	121,902.	121,902.	0.
17	Interest				
18	Taxes	60,793.	60,793.	60,793.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	16,019.	9,755.	16,019.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	281,159.	273,423.	201,659.	0.
25	Contributions, gifts, grants paid	1,492,083.			1,492,083.
26	Total expenses and disbursements. Add lines 24 and 25	1,773,242.	273,423.	201,659.	1,492,083.
27	Subtract line 26 from line 12:	-1,065,763.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		467,108.		
c	Adjusted net income (if negative, enter -0-)			218,952.	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		2,504.	67,973.	67,973.
	2 Savings and temporary cash investments		438,206.	120,217.	120,217.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ► 1,882,526.		1,882,526.	1,882,526.	0.
	Less: allowance for doubtful accounts ► 0.				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 10	7,234,034.	6,572,673.	16,411,614.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 11	122,811.	76,921.	76,921.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► STATEMENT 12)		224,852.	134,121.	134,121.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		9,904,933.	8,854,431.	16,810,846.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► STATEMENT 13)		-146.	18,807.	
	23 Total liabilities (add lines 17 through 22)		-146.	18,807.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		9,905,079.	8,835,624.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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		9,905,079.	8,835,624.	
	31 Total liabilities and net assets/fund balances		9,904,933.	8,854,431.	

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 9,905,079.
2 Enter amount from Part I, line 27a	2 -1,065,763.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 8,839,316.
5 Decreases not included in line 2 (itemize) ►	5 3,692.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 8,835,624.

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 1,000 SHS TIMKEN COMPANY			P	08/02/12	03/07/13
b CHARLES SCHWAB #6224-3324 (SEE ATTACHED)			P		
c LONG TERM CAPITAL GAIN FROM PARTNERSHIPS					
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 56,260.		36,512.		19,748.	
b 1,125,283.		858,653.		266,630.	
c				411.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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				19,748.	
b				266,630.	
c				411.	
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		286,789.
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		19,748.

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,035,027.	16,280,536.	.063575
2011	1,060,186.	15,075,377.	.070326
2010	1,281,736.	17,799,887.	.072008
2009	1,073,205.	17,229,136.	.062290
2008	973,000.	19,543,465.	.049786

- 2 Total of line 1, column (d) 2 .317985
- 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 .063597
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 17,553,200.
- 5 Multiply line 4 by line 3 5 1,116,331.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,671.
- 7 Add lines 5 and 6 7 1,121,002.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,492,083.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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 14,948.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 14,948.

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 10,277.

11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►

11 0.

Part VII-A Statements Regarding Activities

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 Yes No

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*1b Yes No

c Did the foundation file Form 1120-POL for this year?

1c Yes No

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 Yes No

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.*3 Yes 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? *If "Yes," attach a conformed copy of the changes*4a Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b Yes No

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T.*6 Yes 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?

7 Yes No 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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA8b Yes No 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*9 Yes No 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*10 Yes No 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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 type="checkbox"/> 11 <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12 <input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13 <input checked="" type="checkbox"/> X
14	The books are in care of ► <u>MICHAEL BERLIN</u> Telephone no. ► <u>858-750-4200</u> Located at ► <u>5348 CARROLL CANYON ROAD, SUITE 200, SAN DIEGO, C</u> ZIP+4 ► <u>92121-1733</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15 <input type="checkbox"/> 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 ►	<input type="checkbox"/> 16 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> 1b <input checked="" type="checkbox"/> X	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	<input type="checkbox"/> 1c <input checked="" type="checkbox"/> X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> 2b <input type="checkbox"/> N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	<input type="checkbox"/> 3b <input type="checkbox"/> N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a <input type="checkbox"/> X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	<input type="checkbox"/> 4b <input checked="" type="checkbox"/> X	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No Yes Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

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

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

6b



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

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

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

 Yes No

7b



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 14		79,500.	0.	0.

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

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

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



0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRIVATE ASSET MANAGEMENT, INC - 5348 CARROLL CANYON ROAD, #200, SAN DIEGO, CA 92121-1733	INVESTMENT MANAGEMENT	121,902.

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3	►	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 <u>15,586,174.</u>
b	Average of monthly cash balances	1b <u>180,302.</u>
c	Fair market value of all other assets	1c <u>2,054,032.</u>
d	Total (add lines 1a, b, and c)	1d <u>17,820,508.</u>
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e <u>0.</u>
2	Acquisition indebtedness applicable to line 1 assets	2 <u>0.</u>
3	Subtract line 2 from line 1d	3 <u>17,820,508.</u>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 <u>267,308.</u>
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 <u>17,553,200.</u>
6	Minimum investment return. Enter 5% of line 5	6 <u>877,660.</u>

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 <u>877,660.</u>
2a	Tax on investment income for 2013 from Part VI, line 5	2a <u>4,671.</u>
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b <u></u>
c	Add lines 2a and 2b	2c <u>4,671.</u>
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 <u>872,989.</u>
4	Recoveries of amounts treated as qualifying distributions	4 <u>0.</u>
5	Add lines 3 and 4	5 <u>872,989.</u>
6	Deduction from distributable amount (see instructions)	6 <u>0.</u>
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 <u>872,989.</u>

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 <u>1,492,083.</u>
b	Program-related investments - total from Part IX-B	1b <u>0.</u>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 <u></u>
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a <u></u>
b	Cash distribution test (attach the required schedule)	3b <u></u>
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 <u>1,492,083.</u>
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 <u>4,671.</u>
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 <u>1,487,412.</u>

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				872,989.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	20,104.			
b From 2009	265,338.			
c From 2010	399,270.			
d From 2011	310,045.			
e From 2012	253,116.			
f Total of lines 3a through e	1,247,873.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,492,083.			0.	
a Applied to 2012, but not more than line 2a				
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				872,989.
e Remaining amount distributed out of corpus	619,094.			
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:	1,866,967.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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	20,104.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,846,863.			
10 Analysis of line 9:				
a Excess from 2009	265,338.			
b Excess from 2010	399,270.			
c Excess from 2011	310,045.			
d Excess from 2012	253,116.			
e Excess from 2013	619,094.			

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENTS	N/A			1,492,083.
Total			► 3a	1,492,083.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	94,315.	
4 Dividends and interest from securities			14	354,518.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-28,222.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	900000	79. 18		286,789.	
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		79.		707,400.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		707,479.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

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 of:

- (1) Cash**

- ## (2) Other assets

- b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organ**

- (2) Purchases of assets from a no**

- (3) Rental of facilities, equipment**

- #### (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 1c

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

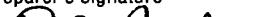
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

8/11/14

OFFICER

Title

Paid Preparer Use Only	Print/Type preparer's name RAYMOND GALLAGHER	Preparer's signature  CPA	Date AUG 07 2014	Check <input type="checkbox"/> if self-employed	PTIN P00647562
	Firm's name ► LAVINE, LOFGREN, MORRIS & ENGELBERG LLP			Firm's EIN ► 33-0690020	
	Firm's address ► 4180 LA JOLLA VILLAGE DR, STE 300 LA JOLLA, CA 92037			Phone no. (858) 455-1200	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM PARTNERSHIPS	116.	116.	116.
INTEREST INCOME	94,199.	94,199.	94,199.
TOTAL TO PART I, LINE 3	94,315.	94,315.	94,315.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND FROM PARTNERSHIPS	27.	0.	27.	27.	27.
DIVIDEND INCOME	354,491.	0.	354,491.	354,491.	354,491.
TO PART I, LINE 4	354,518.	0.	354,518.	354,518.	354,518.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SHS TIMKEN COMPANY		PURCHASED	08/02/12	03/07/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,260.	0.	36,512.	0.	19,748.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLES SCHWAB #6224-3324 (SEE ATTACHED)		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,125,283.	0.	858,653.	0.	266,630.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN FROM PARTNERSHIPS		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	411.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED DATE SOLD
PURCHASED					
(E)	(F)				
DEPREC.	GAIN OR LOSS				
0.	0.	0.	0.	0.	79.

NET GAIN OR LOSS FROM SALE OF ASSETS	286,868.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	286,868.

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	4,909.	4,909.	4,909.
OTHER INCOME FROM PARTNERSHIPS	-33,131.	0.	-33,131.
TOTAL TO FORM 990-PF, PART I, LINE 11	-28,222.	4,909.	-28,222.

ACCOUNTING FEES		STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,945.	1,473.	2,945.	0.
TO FORM 990-PF, PG 1, LN 16B	2,945.	1,473.	2,945.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	121,902.	121,902.	121,902.	0.
TO FORM 990-PF, PG 1, LN 16C	121,902.	121,902.	121,902.	0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,161.	7,161.	7,161.	0.
PROPERTY TAXES	4,755.	4,755.	4,755.	0.
FEDERAL INCOME TAXES	48,877.	48,877.	48,877.	0.
TO FORM 990-PF, PG 1, LN 18	60,793.	60,793.	60,793.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIR & MAINTENANCE	6,264.	0.	6,264.	0.
DUES	875.	875.	875.	0.
INSURANCE	3,851.	3,851.	3,851.	0.
MISCELLANEOUS	3,290.	3,290.	3,290.	0.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIP	1,739.	1,739.	1,739.	0.
TO FORM 990-PF, PG 1, LN 23	16,019.	9,755.	16,019.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT WITH NO TAX EFFECT	3,692.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,692.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	6,572,673.	16,411,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,572,673.	16,411,614.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INTERESTS	COST	76,921.	76,921.
TOTAL TO FORM 990-PF, PART II, LINE 13		76,921.	76,921.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REMAINDER INTEREST - RESIDENCE	94,585.	94,585.	94,585.
PREPAID TAX - FEDERAL	17,027.	17,027.	17,027.
PREPAID TAX - CALIFORNIA	22,509.	22,509.	22,509.
DISTRIBUTION RECEIVABLE	90,731.	0.	0.
TO FORM 990-PF, PART II, LINE 15	224,852.	134,121.	134,121.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	-146.	18,807.
TOTAL TO FORM 990-PF, PART II, LINE 22	-146.	18,807.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN J. COHEN 5348 CARROLL CANYON ROAD, SUITE 200 SAN DIEGO, CA 921211733	DIRECTOR 20.00	27,000.	0.	0.
MICHAEL BERLIN 5348 CARROLL CANYON ROAD, SUITE 200 SAN DIEGO, CA 921211733	DIRECTOR 20.00	27,000.	0.	0.
DAVID J. WINKLER 5348 CARROLL CANYON ROAD, SUITE 200 SAN DIEGO, CA 921211733	DIRECTOR 20.00	8,500.	0.	0.
HOWARD COHEN 5348 CARROLL CANYON ROAD, SUITE 200 SAN DIEGO, CA 921211733	DIRECTOR 20.00	8,500.	0.	0.
ESTEE AARONSON 5348 CARROLL CANYON ROAD, SUITE 200 SAN DIEGO, CA 921211733	DIRECTOR 20.00	8,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		79,500.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHAEL BERLIN / STEPHEN J. COHEN
5348 CARROLL CANYON ROAD, SUITE 200
SAN DIEGO, CA 92121-1733

TELEPHONE NUMBER

858-750-4200

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATION REQUEST FORM SHOULD BE COMPLETED AND SUBMITTED.
APPLICATIONS ARE AVAILABLE BY REQUEST AND REQUIRE INFORMATION ABOUT THE
ORGANIZATION, THE PROPOSAL, THE ORGANIZATION'S BUDGET, A COPY OF 501(C)(3)
LETTER FROM INTERNAL REVENUE SERVICE AND SELECTED OTHER INFORMATION.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Melvin Garb Foundation
93-1067365
Schedule A
December 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
37,000	BANK OF AMERICA CORP	16 50	610,631 53	15 57	576,090 00
5,000	BP PLC-ADR	36 68	183,416 40	48 61	243,050 00
10,000	CHEVRON CORP	31 56	315,616 25	124 91	1,249,100 00
3,000	CITIGROUP INC	31 89	95,676 98	52 11	156,330 00
4,000	COLGATE-PALMOLIVE CO	24 88	99,509 95	65 21	260,840 00
2,000	COSTCO WHOLESALE CORP	34 65	69,310 00	119 02	238,040 00
10,000	EMC CORP MASS	13 02	130,180 85	25 15	251,500 00
6,000	EDISON INTERNATIONAL	21 58	129,457 00	46 30	277,800 00
1,500	EL PASO PIPELINE PTNRS LP	31 49	47,240 15	36 00	54,000 00
5,000	EXXON MOBIL CORP	30 41	152,060 00	101 20	506,000 00
3,500	FREEPORT-MCMORAN COPPER B	34 73	121,551 80	37 74	132,090 00
25,000	GENERAL ELEC CO	22 79	569,656 76	28 03	700,750 00
6,000	GILEAD SCIENCES INC	22 47	134,840 95	75 10	450,600 00
5,000	HOME DEPOT INC	29 76	148,797 20	82 34	411,700 00
15,000	INTEL CORP	6 83	102,485 12	25 95	389,250 00
6,000	INTERNATIONAL BUSINESS MACHINES	29 12	174,718 50	187 57	1,125,420 00
4,000	ITRON INC	37 43	149,739 25	41 43	165,720 00
25,000	JP MORGAN CHASE & CO	4 29	107,247 22	58 48	1,462,000 00
2,000	JOHNSON & JOHNSON	50 89	101,778 75	91 59	183,180 00
6,346	KINDER MORGAN	20 78	131,866.76	36 00	228,456 00
18,920	MERCK & CO INC	34 06	644,391 36	50 05	946,946 00
5,000	MICROSOFT CORP	28 06	140,300.00	37 41	187,050 00
15,000	ORACLE CORPORATION	16 92	253,776 25	38 26	573,900 00
5,000	PG&E CORPORATION	24 06	120,285 00	40 28	201,400 00
12,000	PENN WEST ENERGY TRUST	11 83	142,009 62	8 36	100,320 00
4,000	PENTAIR	31 57	126,277 89	77 67	310,680 00
18,000	PFIZER INC	25 47	458,480 86	30 63	551,340 00
43,500	QUALCOMM INC	2 06	89,818 15	74 25	3,229,875 00
3,000	ROYAL DUTCH SHELL ADR A	48 66	145,992 00	71 27	213,810 00
8,000	SUPERIOR ENERGY SERVICES INC	23 59	188,717 46	26 61	212,880 00
5,000	SYMANTEC CORP	16 89	84,474 97	23 58	117,900 00
1,000	TEVA	37 14	37,144 95	40 08	40,080 00
3,000	TRANSGEOPAC INC	44 87	134,610 80	49 42	148,260 00
15,000	VALE	18 44	276,640 25	15 25	228,750 00
300	WALMART STORES INC	48 32	14,496 65	78 69	23,607 00
6,000	XYLEM INC	17 56	105,332 48	34 60	207,600 00
2,000	GUGGENHEIM S&P GLOBAL WTR INDEX	25 19	50,383 57	27 65	55,300 00
TOTALS			6,588,913 68		16,411,614 00

Attachment To Form 990-PF, Part XV, Line 3a

Name and Address	Donee/Recipient Relationship	Purpose of Grant/Contribution	Amount
JCC of San Diego 4126 Executive Drive La Jolla, CA 92037-1348	None	JCC Programs	140,000
San Diego Food Bank 9850 Distribution Ave San Diego, CA 92121	None	Feeding the Hungry	25,000
Jewish Campus Hillel Centers 5742 Montezuma Road San Diego, CA 92115	None	Building Fund Camp, Scholarship	885,000
Burn Institute 8825 Aero Drive San Diego, CA 92123-2269	None	Fire Prevention Education, Burn Research & Treatment; Survivor Support	10,000
ADL 7851 Mission Center Court, Suite 320 San Diego, CA 92108-1328	None	Fighting Discrimination	25,000
Mama's Kitchen 3960 Home Avenue San Diego, CA 92105	None	Provide Food to People Who Are Affected by AIDS or Cancer	5,000
San Diego Hebrew Homes 211 Saxony Road Encinitas, CA 92024	None	Housing for the Aged	100,000
Women's Resource Center 1963 Apple Street Oceanside, CA 92054	None	Counseling, Shelter, and Education for Domestic Violence and Sexual Assault	23,133
Monarch School Project 808 West Cedar Street San Diego, CA 92101-2411	None	Education for Homeless Children	40,000
North County Community Services 1557 Grand Avenue, Suite C San Marcos, CA 92078	None	Neighborhood Support Services	13,950
Meals on Wheels 2254 San Diego Ave, #200 San Diego, CA 92110	None	Independence and Well-Being of Seniors	25,000
Diabetes Research Connection 1400 Maiden Lane Del Mar, CA 92014	None	Diabetes Related Research	50,000
Aseltine School 4027 Normal Street San Diego, CA 92103	None	Alternative Education K-12	25,000
Cavely Evangelical Lutheran Church 3060 54th Frontage Street San Diego, CA 92105	None	Various Programs	5,000
UCSD Foundation 9500 Gilman Drive La Jolla, CA 92093	None	Health Research and Funding	120,000
			<u>1,492,083</u>