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Form 990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation LA84 FOUNDATION		A Employer identification number 95-3792725	
Number and street (or P O box number if mail is not delivered to street address) 2141 WEST ADAMS BOULEVARD		B Telephone number (see instructions) (323) 730-9600	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90018		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 change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 155,524,685		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	7,398			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,380	8,380	8,380	
	4 Dividends and interest from securities.	2,552,948	2,552,948	2,552,948	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,427,093			
	b Gross sales price for all assets on line 6a 6,841,408				
	7 Capital gain net income (from Part IV, line 2)		1,427,093		
	8 Net short-term capital gain			1,142,410	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 3,445,491	3,395,832		
	12 Total. Add lines 1 through 11	7,441,310	7,384,253	3,703,738	
	13 Compensation of officers, directors, trustees, etc	373,348	119,247		254,101
	14 Other employee salaries and wages	929,958			929,958
	15 Pension plans, employee benefits	446,658	36,723		409,935
	16a Legal fees (attach schedule).	 33,483	18,225		15,258
	b Accounting fees (attach schedule).	 87,205	44,450		42,755
	c Other professional fees (attach schedule)	 105,687	66,230		39,457
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 216,454	214,849		1,605
	19 Depreciation (attach schedule) and depletion	 14,752			
	20 Occupancy	367,060			367,060
	21 Travel, conferences, and meetings	31,587	3,843		27,744
	22 Printing and publications	4,278			4,278
	23 Other expenses (attach schedule).	 1,164,419	31,534		1,132,885
	24 Total operating and administrative expenses. Add lines 13 through 23	3,774,889	535,101		3,225,036
	25 Contributions, gifts, grants paid	3,111,984			3,200,885
	26 Total expenses and disbursements. Add lines 24 and 25	6,886,873	535,101		6,425,921
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	554,437			
	b Net investment income (if negative, enter -0-)		6,849,152		
	c Adjusted net income (if negative, enter -0-)			3,703,738	

Part II Balance Sheets		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
Assets	1	Cash—non-interest-bearing		147,059	137,531	137,531
	2	Savings and temporary cash investments		5,225,894	4,643,525	4,643,525
	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		68,799	91,591	91,591
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		42,563,181	 50,386,428	50,386,428
	c	Investments—corporate bonds (attach schedule).		19,646,532	 20,019,727	20,019,727
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		71,249,165	 79,597,246	79,597,246
	14	Land, buildings, and equipment basis ▶ _____ 5,427,622 Less accumulated depreciation (attach schedule) ▶ 4,778,985		654,481	 648,637	648,637
	15	Other assets (describe ▶ _____)				
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		139,555,111	155,524,685	155,524,685
Liabilities	17	Accounts payable and accrued expenses		800,825	526,848	
	18	Grants payable		1,192,734	1,103,832	
	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	Total liabilities (add lines 17 through 22)		1,993,559	1,630,680	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		137,561,552	153,894,005	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions).		137,561,552	153,894,005	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		139,555,111	155,524,685	

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	137,561,552
2	Enter amount from Part I, line 27a	2	554,437
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	15,778,016
4	Add lines 1, 2, and 3	4	153,894,005
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	153,894,005

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					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(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					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)			2	1,427,093
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) (see instructions) If (loss), enter -0- in Part I, line 8				3

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	6,782,808	136,486,557	0 04970		
2011	6,100,594	132,826,766	0 04593		
2010	6,480,548	125,559,874	0 05161		
2009	6,456,944	118,506,149	0 05449		
2008	8,498,292	142,833,366	0 05950		
2 Total of line 1, column (d).				2	0 26122
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	0 05224
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.				4	142,771,640
5 Multiply line 4 by line 3.				5	7,458,962
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	68,492
7 Add lines 5 and 6.				7	7,527,454
8 Enter qualifying distributions from Part XII, line 4.				8	6,434,829

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 ☐ 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	1	136,983
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	
3 Add lines 1 and 2.	3	136,983
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	136,983
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	144,202
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	144,202
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	7,219
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 7,219 Refunded ☐	11	

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 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 Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
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	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
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) ☐ 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).	11		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶www LA84 org				
14	The books are in care of ▶MARCIA SUZUKITelephone no ▶(323) 730-4628 Located at ▶2141 WEST ADAMS LOS ANGELES CAZIP +4 ▶900182040			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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?	16	Yes	No
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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		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))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here. ☒

c

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

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
F Patrick Escobar 2141 W Adams Blvd Los Angeles, CA 90018	VP-Grants&Prog 40 00	140,000	48,693	6,000
Wayne Wilson 2141 W Adams Blvd Los Angeles, CA 90018	VP-EDUC SRV 40 00	126,461	35,968	6,000
GABRIELA TOVAR 2141 W Adams Blvd Los Angeles, CA 90018	MGR-GRANTS&PROG 40 00	106,695	22,596	
KAREN GODDY 2141 W Adams Blvd Los Angeles, CA 90018	ASST TREASURER 40 00	71,610	34,200	
JALAL HAZZARD 2141 W Adams Blvd Los Angeles, CA 90018	PROGRAM OFFICER 40 00	71,247	29,296	
Total number of other employees paid over \$50,000. ☒				4

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EDNEY CONSULTING	IT CONSULTING	51,667
5855 GREEN VALLEY CIRCLE CULVER CITY,CA 90230		
PAMELA R ROSS CPA	ACCOUNTING	61,530
22739 FEDERALIST ROAD CALABASAS,CA 91302		
Total number of others receiving over \$ 50,000 for professional services.		

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 Sports programs - The Foundation initiates, finances and operates youth sports programs in swimming, running, rugby and cycling to introduce large numbers of youth to organized sports	473,833
2 Education Services - The Foundation operates, on its premises, a sports library which contains archives of printed materials, films and videos related to sports. The Foundation also operates a website dedicated to sports research. The Foundation conducts coaching clinics throughout the year for various team sports.	425,539
3 Marketing and Development - The Foundation distributes information about promoting sports and conducts sports awards programs.	168,411
4	

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	140,055,076
b	Average of monthly cash balances.	1b	4,890,751
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	144,945,827
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	
3	Subtract line 2 from line 1d.	3	144,945,827
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,174,187
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	142,771,640
6	Minimum investment return. Enter 5% of line 5.	6	7,138,582

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	7,138,582
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	136,983
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	136,983
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,001,599
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,001,599
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,001,599

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	6,425,921
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	8,908
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,434,829
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).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,434,829
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			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2013			
a		From 2008.			
b		From 2009.			
c		From 2010.			
d		From 2011.			
e		From 2012.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 6,434,829			
a		Applied to 2012, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011.			
d		Excess from 2012.			
e		Excess from 2013.			

Part XIV

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

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 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

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 or e-mail address of the person to whom applications should be addressed

LA84 FOUNDATION
2141 W ADAMS BLVD
LOS ANGELES, CA 90018
(323) 730-4600

b

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

PLEASE SEE WEBSITE AT WWW.LA84FOUNDATION.ORG

c

Any submission deadlines

PLEASE SEE WEBSITE

d

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

PLEASE SEE WEBSITE

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
Anita DeFrantz	President 40 00	285,348	46,054	14,000
2141 West Adams Blvd Los Angeles, CA 90018				
ROBERT V GRAZIANO	Chairman 0 00	0		
2131 WEST ADAMS BLVD Los Angeles, CA 90018				
YVONNE B BURKE	Director 0 00	0		
2141 WEST ADAMS BLVD Los Angeles, CA 90018				
JAE MIN CHANG	Director 0 00	0		
2131 WEST ADAMS BLVD Los Angeles, CA 90018				
DEBRA KAY DUNCAN	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
JAMES L EASTON	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
PRISCILLA FLORENCE	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
JONATHAN GLASER	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
Rafer Johnson	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
Maureen Kindel	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
THOMAS E LARKIN JR	EMERITUS 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
MARIANN HARRIS	Director 0 00	0		
2141 W Adams Blvd Los Angeles, CA 90018				
MARCIA SUZUKI	Treasurer 40 00	88,000	22,982	
2141 W Adams Blvd Los Angeles, CA 90018				
PATRICK MCCLENAHAN	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
JOHN F CHAVEZ	Director 0 00	0		
2141 W Adams Blvd Los Angeles, CA 90018				
WALTER F ULLOA	Director 0 00	0		
2141 W Adams Blvd Los Angeles, CA 90018				
PETER O'MALLEY	EMERITUS 0 00	0		
2141 W Adams Blvd Los Angeles, CA 90018				
FRANK M SANCHEZ	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
PETER V UEBERROTH	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
GILBERT R VASQUEZ	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				
JOHN ZIFFREN	Director 0 00	0		
2141 West Adams Blvd Los Angeles, CA 90018				

TY 2013 Accounting Fees Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Green, Hasson & Janks	24,575	0	0	24,575
Pamela R Ross, CPA	61,530	43,680	0	17,850
YH Advisors	1,100	770	0	330

TY 2013 Contractor Compensation Explanation

Name: LA84 FOUNDATION
EIN: 95-3792725
Software ID: 13000170
Software Version: 2013v3.1

Contractor	Explanation
EDNEY CONSULTING	
PAMELA R ROSS CPA	

**TY 2013 Investments Corporate
Bonds Schedule****Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST	2,341,171	2,341,171
DELAWARE INVESTMENTS	7,797,713	7,797,713
PAYDEN & RYGEL	9,053,738	9,053,738
TCW	827,105	827,105

**TY 2013 Investments Corporate
Stock Schedule**

Name: LA84 FOUNDATION

EIN: 95-3792725

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST	50,386,428	50,386,428

TY 2013 Investments - Other Schedule

Name: LA84 FOUNDATION

EIN: 95-3792725

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANCHOR POINT	FMV	2,209	2,209
BLACKSTONE	FMV	45,483,503	45,483,503
RIMROCK CAPITAL MANAGEMENT	FMV	5,924,734	5,924,734
ABBOTT CAPITAL	FMV	2,511,330	2,511,330
ANGELO GORDON	FMV	2,141,194	2,141,194
AUDAX MEZZANINE	FMV	329,345	329,345
BRENTWOOD PARTNERS	FMV	5,973,584	5,973,584
BT PRIVATE EQUITY	FMV	4,867	4,867
COMMON VENTURE	FMV	769,646	769,646
EnCap Capital	FMV	1,587,242	1,587,242
FORT WASHINGTON	FMV	596,581	596,581
GOLDMAN SACHS PRIVATE EQUITIES	FMV	2,414,263	2,414,263
KEYHAVEN	FMV	1,775,970	1,775,970
MERIT ENERGY	FMV	655,583	655,583
OAKTREE CAPITAL	FMV	282,370	282,370
OSAGE UNIVERSITY PARTNERS	FMV	546,621	546,621
PALOMAR	FMV	815,664	815,664
SCALE VENTURE	FMV	2,413,887	2,413,887
SPUR CAPITAL	FMV	796,055	796,055
TCW/EIG	FMV	1,869,200	1,869,200
TOP TIER	FMV	1,112,100	1,112,100
WARBURG PINCUS	FMV	628,003	628,003
BROOKE PEA	FMV	963,295	963,295

TY 2013 Land, Etc. Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Auto./Transportation Equip.	25,012	25,012		
Furniture and Fixtures	199,387	199,387		
Machinery and Equipment	200,357	175,695	24,662	24,662
Buildings	3,920,561	3,920,561		
Improvements	482,862	458,330	24,532	24,532
Land	599,443		599,443	599,443

TY 2013 Legal Fees Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ABELSON HERRON	1,080	0	0	1,080
Latham & Watkins	20,830	18,225	0	2,605
Rodriguez, Horii & Choi	11,573	0	0	11,573

TY 2013 Other Expenses Schedule

Name: LA84 FOUNDATION

EIN: 95-3792725

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Coaching education	143,485			143,485
Computer equipment and supplies	15,438			15,438
Computer maintenance and support	117,092	29,477		87,615
Cycling program	37,499			37,499
Education Services	20,905			20,905
Insurance	130,965			130,965
Internet charges	6,745			6,745
Marketing and development	90,464			90,464
Middle school program	8,948			8,948
Office and facility supplies	12,656	512		12,144
Operational expenses	6,597			6,597
Payroll service and benefit admin	6,370			6,370
Photocopying	16,035			16,035
Shipping and postage	9,300			9,300
Storage	20,140			20,140
Subscriptions and dues	17,658	1,545		16,113
Summer Swim	370,647			370,647
Support materials	6,494			6,494
Website	70,242			70,242
Youth run	56,739			56,739

TY 2013 Other Income Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Library Income	4,659		
PASSTHROUGHS-SEE SCH P	3,395,832	3,395,832	
SUMMIT INCOME	45,000		

TY 2013 Other Professional Fees Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dewey Square Group	9,800	0	0	9,800
JAMES ROBIE DESIGN	4,000	0	0	4,000
KATYA MOSHKOVICH	7,500	7,500	0	0
Lasnik-Broida Consultants	5,000	0	0	5,000
McElwee Group	2,700	0	0	2,700
Miscellaenous	750	0	0	750
NORTHERN TRUST	27,989	27,989	0	0
PAYDEN & RYGEL	30,741	30,741	0	0
Sugerman Communications	17,207	0	0	17,207

TY 2013 Taxes Schedule**Name:** LA84 FOUNDATION**EIN:** 95-3792725**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	214,849	214,849		
PROPERTY TAXES	1,605			1,605

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation status</u>	<u>Purpose</u>	<u>Amount</u>
A Place Called Home	2830 South Central Avenue Los Angeles, CA 90011	PC	Youth sports	4,892 56
American Youth Soccer Organization	P O Box 1646 Montebello, CA 90640	PC	Youth sports	5,000 00
Athletes for Life	10630 Town Center Dr #113 Rancho Cucamonga, CA 91730	PC	Youth sports	30,000 00
Beat the Streets - Los Angeles	515 S Figueroa Street, 16th Floor Los Angeles, CA 90071	PC	Youth sports	30,000 00
Boys & Girls Club of Pomona Valley	1420 S Garey Ave Pomona, CA 91766	PC	Youth sports	50,000 00
Boys & Girls Clubs of America - Vista	410 W California Avenue Vista, CA 92083	PC	Youth sports	50,000 00
Boys & Girls Clubs of Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807	PC	Youth sports	10,000 00
Boys & Girls Clubs of North County	445 E Ivy St Fallbrook, CA 92028	PC	Youth sports	20,000 00
California Pools of Hope, Inc	6801 Long Beach Boulevard Long Beach, CA 90805	PC	Youth sports	10,000 00
Catholic Charities of Los Angeles, Inc	1530 James M Wood Blvd Los Angeles, CA 91107	PC	Youth sports	25,000 00
City of Los Angeles - Lafayette Park	625 South Lafayette Park Place Los Angeles, CA 90057	PC	Youth sports	35,128 00
Connie Cycling Foundation	P O Box 681 Corona Del Mar, CA 92625	PC	Youth sports	50,000 00
County of Los Angeles	360 West El Segundo Blvd Los Angeles, CA 90061	PC	Youth sports	24,228 00
Crossroads	14025 Rosella Street La Puente, CA 91746	PC	Youth sports	2,000 00
Dodgers Dream Foundation	1000 Elysian Park Avenue Los Angeles, CA 90012	PC	Youth sports	80,000 00
FIYA	4120 Berryman Avenue Los Angeles, CA 90066	PC	Youth sports	28,000 00
Friends of Expo Center	3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	PC	Youth sports	47,156 13
Girls Incorporated of Greater Santa Barbara	531 E Ortega Street Santa Barbara, CA 93103	PC	Youth sports	18,000 00
Greater San Diego After-School All Stars	750 B St , Suite 3300 San Diego, CA 92101	PC	Youth sports	19,185 00
Heart of Los Angeles Youth, Inc	2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	PC	Youth sports	18,264 01
Hollenbeck Police Activities League	126 N St Louis Street Los Angeles, CA 90033	PC	Youth sports	61,469 40
Hope Street Family Center	1401 S Grand Avenue Los Angeles, CA 90015	PC	Youth sports	25,000 00

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation status</u>	<u>Purpose</u>	<u>Amount</u>
JCA Swim Team	2202 S Figueroa #334 Los Angeles, CA 90044	PC	Youth sports	25,000 00
Kids In Sports	P O Box 7790 Los Angeles, CA 90007	PC	Youth sports	437,074 95
KidWorks	1902 West Chestnut Ave Santa Ana, CA 92703	PC	Youth sports	15,000 00
L A C S	5218 Niland St Lynwood, CA 90262	PC	Youth sports	7,780 90
Lake Casitas Rowing Association	265 Bayview Ave Ventura, CA 93003	PC	Youth sports	10,000 00
LA's Best	200 N Spring Street, M-120 Los Angeles, CA 90012	PC	Youth sports	439,413 32
Los Angeles Boys & Girls Club	2635 Pasadena Ave Los Angeles, CA 90031	PC	Youth sports	24,882 00
Los Angeles Unified School District	333 South Beaudry Ave Los Angeles, CA 90017	PC	Youth sports	560,322 90
Moreno Valley Aquatics	13135 Nason Street Moreno Valley, CA 92552-7846	PC	Youth sports	19,896 76
Mt San Antonio College	1100 N Grand Avenue Walnut, CA 91789	PC	Youth sports	154,492 01
P F Bresee Foundation	184 Bimini Pl Los Angeles, CA 90004	PC	Youth sports	8,914 04
Perris Valley Youth Association Sports	P O Box 478 Perris, CA 92572	PC	Youth sports	20,000 00
Play Rugby CA Inc	2015 21st Street, Apt A Santa Monica, CA 90404	PC	Youth sports	75,605 16
Playworks	5301 Beethoven St Suite 155 Los Angeles, CA 90066	PC	Youth sports	24,100 00
Rose Bowl Aquatics Center	360 N Arroyo Blvd Pasadena, CA 91103	PC	Youth sports	79,338 00
Santa Clarita Speed Skating Club	27003 San Ysidro Ave Valencia, CA 91355	PC	Youth sports	18,460 00
SCGA Junior Golf Foundation	3740 Cahuenga Blvd Studio City, CA 91604	SO 1	Youth sports	10,000 00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	NC	Youth sports	155,769 84
Special Olympics - Southern California	6730 East Carson Street Long Beach, CA 90808	PC	Youth sports	25,000 00
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	PC	Youth sports	126,267 00
Taking the Reins	3919 1/2 Rigali Avenue Los Angeles, CA 90039	PC	Youth sports	250 00
The Apple Valley Police Activities League	14931 Dale Evans Parkway Apple Valley, CA 92307	PC	Youth sports	25,000 00

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation status</u>	<u>Purpose</u>	<u>Amount</u>
The Challengers Boys and Girls Club	5029 S Vermont Avenue Los Angeles, CA 90037	PC	Youth sports	7,011 32
The GRYD Foundation- Summer Night Lights	6080 Center Drive, 6th Floor Los Angeles, CA 90045	PC	Youth sports	150,000 00
THINK Together	2101-A East Fourth Street Santa Ana, CA 92705	PC	Youth sports	106,294 00
Tiger Woods Learning Center Foundation	One Tiger Woods Way Anaheim, CA 92801	PC	Youth sports	15,000 00
Toberman Neighborhood Center, Inc	131 N Grand Avenue San Pedro, CA 90731	PC	Youth sports	1,690 00
Vernon Lee Amateur Gymnastics Academy	464 E Walnut Pasadena, CA 91101	PC	Youth sports	12,500 00
YMCA of Metropolitan Los Angeles	2000 W Beverly Blvd Montebello, CA 90640	PC	Youth sports	2,500 00
TOTAL				<u>3,200,885.30</u>

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
American Youth Soccer Organization	P O Box 1646 Montebello, CA 90640	PC	Youth Sports	15,000 00
Athletes for Life	10630 Town Center Dr #113 Rancho Cucamonga, CA 91730	PC	Youth Sports	10,000 00
Beat the Streets - Los Angeles	515 S Figueroa Street Los Angeles, CA 90071	PC	Youth Sports	3,475 00
Boys & Girls Club of Carson	1950 E 220th Street, Suite 102 Carson, CA 90810	PC	Youth Sports	1,000 00
Boys & Girls Club of Pomona Valley	1420 S Garey Ave Pomona, CA 91766	PC	Youth Sports	25,000 00
Boys & Girls Clubs of America - Carlsbad	3115 Roosevelt St Carlsbad, CA 92018	PC	Youth Sports	1,000 00
Boys & Girls Clubs - West San Gabriel Valley	328 South Ramona Avenue Monterey Park, CA 91754	PC	Youth Sports	12,000 00
Boys & Girls Clubs of Burbank, Inc	2244 N Buena Vista St Burbank, CA 91504	PC	Youth Sports	1,000 00
Boys & Girls Clubs of Long Beach	3635 Long Beach Boulevard Long Beach, CA 90807	PC	Youth Sports	15,000 00
Boys & Girls Clubs of North County	445 E Ivy St Fallbrook, CA 92028	PC	Youth Sports	5,000 00
California Pools of Hope, Inc	6801 Long Beach Boulevard Long Beach, CA 90805	PC	Youth Sports	12,000 00
Carousel Ranch	34289 Rockinghorse Road Agua Dulce, CA 91390	PC	Youth Sports	10,000 00
Connie Cycling Foundation	P O Box 681 Corona Del Mar, CA 92625	PC	Youth Sports	25,000 00
Eastvale Mustangs Youth Football, Inc	12672 Limonite Ave Eastvale, CA 92880	PC	Youth Sports	1,000 00
Friends of Expo Center	3980 Bill Robertson Lane Los Angeles, CA 90037	PC	Youth Sports	36,100 00
Girls Incorporated of Greater Santa Barbara	531 E Ortega Street Santa Barbara, CA 93103	PC	Youth Sports	7,000 00
Hesperia Trojans Jr All American Football & Cheer	13312 Ranchero Road Oak Hills, CA 92344	PC	Youth Sports	1,000 00
Hollenbeck Police Business Council	2015 East 1st Street Los Angeles, CA 90033	PC	Youth Sports	5,000 00
JCA Swim Team	2202 S Figueroa #334 Los Angeles, CA 90044	PC	Youth Sports	4,781 00
Kids In Sports	P O Box 7790 Los Angeles, CA 90007	PC	Youth Sports	114,210 00
KidWorks	1902 West Chestnut Ave Santa Ana, CA 92703	PC	Youth Sports	10,000 00
L A C S	5218 Niland St Lynwood, CA 90262	PC	Youth Sports	2,219 10

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
L E A R N	13222 Bailey Street Whittier, CA 90601	PC	Youth Sports	1,000 00
Lake Casitas Rowing Association	265 Bayview Ave Ventura, CA 93003	PC	Youth Sports	10,000 00
Lincoln Heights Youth Association	P O Box 32426 Los Angeles, CA 90032	PC	Youth Sports	1,000 00
Lords Gym	626 Coronado Terrace Los Angeles, CA 90026	PC	Youth Sports	1,000 00
Los Angeles Boys & Girls Club	2635 Pasadena Ave Los Angeles, CA 90031	PC	Youth Sports	50,000 00
Los Angeles Falcons Track & Field/Cross Country Team	3635 Fourth Ave La Crescenta, CA 91214	PC	Youth Sports	10,000 00
Los Angeles Jets Track Club	538 West 121st Street Los Angeles, CA 90044	PC	Youth Sports	1,000 00
Los Angeles Unified School District	333 South Beaudry Ave Los Angeles, CA 90017	PC	Youth Sports	367,387 08
Mar Vista Family Center	5075 South Slauson Ave Culver City, CA 90230	PC	Youth Sports	10,000 00
Moreno Valley Aquatics	13135 Nason Street Moreno Valley, CA 92552-7846	PC	Youth Sports	103 24
Mt San Antonio College	1100 N Grand Avenue Walnut, CA 91789	PC	Youth Sports	60,000 00
Perris Valley Youth Association Sports	P O Box 478 Perris, CA 92572	PC	Youth Sports	10,000 00
Play Rugby CA Inc	2015 21st Street, Apt A Santa Monica, CA 90404	PC	Youth Sports	5,000 00
Project Fighting Chance	26427 Western Ave Highland, CA 92346	PC	Youth Sports	1,000 00
Pure Game	14 Tricolored Lane Aliso Viejo, CA 92656	PC	Youth Sports	1,000 00
Rancho Belago Ravens Football & Cheer	P O BOX 397 Moreno Valley, CA 92551	PC	Youth Sports	1,000 00
Rose Bowl Aquatics Center	360 N Arroyo Blvd Pasadena, CA 91103	PC	Youth Sports	14,443 00
Salesian Boys and Girls Club of Los Angeles	3218 Wabash Avenue Los Angeles, CA 90063	PC	Youth Sports	85,000 00
Santa Clarita Speed Skating Club	27003 San Ysidro Ave Valencia, CA 91355	PC	Youth Sports	1,540 00
SCGA Junior Golf Foundation	3740 Cahuenga Blvd Studio City, CA 91604	SO1	Youth Sports	10,000 00
SoCal Magic Softball	12563 Caballero Court Victorville, CA 92392	PC	Youth Sports	1,000 00
Southern California Tennis Association	420 Charles E Young Drive West Los Angeles, CA 90024	NC	Youth Sports	10,174 00

<u>Organization Name</u>	<u>Organization Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Special Olympics - Southern California	6730 East Carson Street Long Beach, CA 90808	PC	Youth Sports	25,000 00
Students Run LA	5252 Crebs Avenue Tarzana, CA 91356	PC	Youth Sports	25,000 00
T E R I Inc	251 Airport Road Oceanside, CA 92058	PC	Youth Sports	10,000 00
Temecula Valley National Little League	33320 Temecula Parkway Temecula, CA 92592	PC	Youth Sports	1,000 00
The Westside Vikings	13428 Maxella Marina Del Rey,, CA 90292	PC	Youth Sports	1,000 00
THINK Together	2101-A East Fourth Street Santa Ana, CA 92705	PC	Youth Sports	44,000 00
Tiger Woods Learning Center Foundation	One Tiger Woods Way Anaheim, CA 92801	PC	Youth Sports	5,000 00
Wilshire Softball Association	800 Wilshire Blvd, 15th FL Los Angeles, CA 90017	PC	Youth Sports	1,000 00
YMCA of Metropolitan Los Angeles	2000 W Beverly Blvd Montebello, CA 90640	PC	Youth Sports	23,400 00
TOTAL				<u>1,103,832.42</u>

	<u>Ordinary</u>	<u>Interest</u>	<u>Dividends</u>	<u>ST Cap</u>	<u>LT Cap</u>	<u>Other</u>	<u>Other</u>	<u>Subtotal</u>	<u>Minus</u>	<u>Total</u>	
	<u>Income</u>			<u>Gains</u>	<u>Gains</u>	<u>Income/Loss</u>	<u>Deductions</u>		<u>UBTI**</u>		
Abbott Capital Private Equity Fund III	24,951	2,694	3,293	(373)	188,602	10,784	27,690	202,261	11,798	190,463	04-3487668
Abbott Capital Private Equity Fund VI	1,631	9,189	16,656	1,739	54,716	1,628	94,666	(9,107)	8,356	(17,463)	26-2293853
Audax Mezzanine Fund		9,239			(49,125)		2,683	(42,569)		(42,569)	04-3557760
Audax Mezzanine Fund II		25,991	2,428		(53,851)	(5)	7,489	(32,926)		(32,926)	20-2906382
Blackstone Credit Liquidity Partners					(56)		82	(138)		(138)	26-1292953
Blackstone Credit Liquidity (Cayman)							43	(43)		(43)	98-0579580
Blackstone Capital Partners IV					181,154		161	180,993		180,993	13-4195762
Blackstone Capital Partners (Cayman)		135	764		125,653		432	126,120		126,120	20-0118764
Blackstone FCH Capital Partners			1		66,922		27	66,896		66,896	20-1401638
Blackstone SGP Capital Partners (Cayman) IV	(369)	7	10,513		(801)		108	9,242	(369)	9,611	98-0467780
Blackstone Capital Partners V LP		253	86,709		103,433		1,530	188,865		188,865	20-3177035
BCP (Cayman) V-S			361		3,571		13	3,919		3,919	98-0484226
BCP V-S		67	15,232		(162)		66	15,071		15,071	20-3177004
BCP V Co-Investors		97	8,294		(232)		12	8,147		8,147	20-5568844
BCP V Co-Investors (Cayman)			145		1,405		51	1,499		1,499	20-5389796
BCP V Co-Investors (Cayman SW A)			884		29,868		35	30,717		30,717	98-0641460
Blackstone Capital Partners (Cayman) V-NQ	(13,545)	304				269	1,879	(14,851)	(14,009)	(842)	98-0627222
Blackstone Capital Partners (Cayman) V		7	30,770		35,431	1,377		67,585	90	67,495	98-0484223
Blackstone Capital Partners (Cayman II) V		68	227		(7,972)	3	97	(7,771)		(7,771)	98-0578154
Blackstone Capital Partners (Cayman III) V-NQ					176		11	165		165	98-0654255
Blackstone Capital Partners (Cayman III) V			4,575		154,627		53	159,149		159,149	98-0641463
Blackstone Capital Partners V USS Feeder	(7,294)	15,907				419	388	8,644	230	8,414	26-0783540
Blackstone RGIS Capital Partners V	16,216	16,692	15	629	8,088	(3,000)	1,508	37,132	32,459	4,673	20-8866363
Blackstone HEI Capital Partners V							15	(15)		(15)	26-1668564
Blackstone PB Capital Partners V	29,824	27			27,944	(11)	10,205	47,579	33,993	13,586	26-1995844
Blackstone GS Capital Partners V	35,849		1		1	(32)	50,289	(14,470)	(14,352)	(118)	27-4468041
Blackstone Capital Partners VI			124	17,730	6,917		6,473	18,298		18,298	26-2855384
Blackstone Capital Partners (Cayman) VI							181	(181)		(181)	98-0676980
Blackstone Capital Partners (Cayman II) VI		72	6,083			10	939	5,226		5,226	98-0691681
Blackstone Capital Partners (Cayman) VI T-B	-						386	(386)		(386)	98-1084792
Blackstone Real Estate Partners IV TE 2LP		271	221	1,919	8,353	(4,718)	301	5,745		5,745	47-0897104
Blackstone Real Estate Partners (DC) IV TE 2LP	6,559	2,408			4,804	116,897		130,668	110,636	20,032	20-0505645
Blackstone Real Estate Partners V TE 2	(4,724)	3,347			2,372	148,899	784	149,110	99,476	49,634	20-3799172
Blackstone Real Estate Partners VI TE 2	177	1,838	10,841	236	82,192	56,178	2,037	149,425	32,073	117,352	20-8081716
Blackstone Real Estate Partners VI TE 2-NQ	(5,293)	17	107	(500)	44	6,064	150	289	(2,192)	2,481	26-1129052
Blackstone Real Estate Partners VI TE 2 - ESH			6,302		7,666		60	13,908		13,908	41-2282757
The Blackstone Group L P	7	175	86	9	550	199	16	1,010	106	904	20-8875684
BPEA Small Buyout & Growth Fund	5,123	1,320	33,835	(105)	87	259	32,237	8,282	8,176	106	**~***7775

LA84 FOUNDATION

FEIN 95-3792725

Brentwood Associates Private Equity III		68	33,292				8,283	25,077		25,077	95-4746353
Brentwood Associates Private Equity IV		5	374,800			636,275	43,825	967,255		967,255	20-3594437
Brentwood Associates Private Equity V-A		20					50,960	(50,940)		(50,940)	46-1906392
Commonfund Capital Venture	539	93	189	1,781	5,344	172	25,854	(17,736)	422	(18,158)	26-4138517
Encap Energy Capital Fund VII	53,986	128	1		(2,068)	(4,237)	166,843	(119,033)	(110,246)	(8,787)	26-0413806
Encap Energy Capital Fund IX-C		4,072					29	4,043		4,043	98-1076726
Encap Energy Infrastructure Fund	(59,696)	131	3		23,770	(2,183)	6,003	(43,978)	(65,654)	21,676	26-3543038
Encap Flatrock Midstream		8,605					167	8,438		8,438	98-1049602
Fort Washington	20,722	14,173	3,309	2,487	20,060	6,304	37,343	29,712	30,458	(746)	26-3806629
Goldman Sachs Vintage Fund V	716	10,395	12,070	1,450	40,542	6,911	22,825	49,259	25,768	23,491	26-2950708
Vintage Fund GSVA	(830)	448	127	65	743	324	1,147	(270)	(691)	421	30-0673634
GS Capital Partners VI Parallel	16	15,905	7,215	7,603	213,500	7,722	22,405	229,556	969	228,587	43-2115554
GSCP VI Parallel AIV	-						2,943	(2,943)		(2,943)	98-0580946
Keyhaven Capital Partners I	(292)	12,863	9,415	304	36,910	(6,225)	14,054	38,921		38,921	30-0253868
Keyhaven Capital Partners II	(14)	25,089	15,749	1,947	27,186	(4,832)	20,292	44,833		44,833	98-0539392
Keyhaven Capital Partners III		13,666	3,193	1,603	101	365	24,931	(6,003)		(6,003)	98-0642691
Keyhaven Secondaries Fund I		6,585	39	(118)	5,444	(516)	10,456	978		978	98-1090087
Merit Energy Partners		802	9			62,519	1,780	61,550		61,550	45-0826721
OCM Mezzanine Fund II		18,892	2,780	1	(19,895)	(907)	5,330	(4,459)		(4,459)	20-2654839
Osage University Partners I		801		34,872	3,499		26,578	12,594		12,594	27-2050514
Palomar Ventures II		50			190,573		425	190,198		190,198	95-4823982
Top Tier Venture Capital V	(44)	434	275	527	27,864	8,950	22,745	15,261	(44)	15,305	27-2326177
Top Tier Venture Capital VI	-14	1,440		(55)	26,019	145,295	3	172,682	(14)	172,696	80-0780699
Scale Venture Partners III		1,518			255,188		28,352	228,354		228,354	26-3770726
Scale Venture Partners IV							23,191	(23,191)		(23,191)	90-0971881
Spur Ventures	-2	785	190	5,466	15,718	(4)	27,704	(5,551)		(5,551)	26-2690155
EIG Energy Fund XIV-A							14,475	(14,475)		(14,475)	20-8019409
EIG Energy Fund XV	(12,755)	27,459	15,819	471	11,037	10,706	18,336	34,401	(23,104)	57,505	27-2688835
EIG Energy Fund XVI			2			2	9,836	(9,832)		(9,832)	46-2825629
TCW Shared Opportunity Fund III	(183)	1,011		4	72,837	43	1,203	72,509	(183)	72,692	95-4689567
Warburg Pincus		2,179	42,757		115,574		1,224	159,286		159,286	13-4161868
Totals	91,261	257,742	759,701	79,692	2,688,598	565,629	882,639	3,559,984	164,152	3,395,832	