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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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

| | | |
|---|--|---|
| Name of foundation THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION | | A Employer identification number 95-4259961 |
| Number and street (or P.O. box number if mail is not delivered to street address) 433 NORTH CAMDEN DRIVE | Room/suite 1070 | B Telephone number (310) 278-5333 |
| City or town, state or province, country, and ZIP or foreign postal code BEVERLY HILLS, CA 90210 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 38,804,375. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (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 | 4,982,005. | | N/A | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,248,432. | 2,248,432. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 398,032. | 398,032. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <949,520.> | | | |
| | b Gross sales price for all assets on line 6a | 22,151,356. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | 10,790. | 10,790. | | STATEMENT 3 | |
| 12 Total. Add lines 1 through 11 | 6,689,739. | 2,657,254. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | 32,000. | 20,500. | | 11,500. |
| | c Other professional fees | 81,000. | 81,000. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | 42,565. | 1,514. | | 181. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 213,143. | 76. | | 213,067. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 368,708. | 103,090. | | 224,748. |
| | 25 Contributions, gifts, grants paid | 1,553,704. | | | 1,553,704. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,922,412. | 103,090. | | 1,778,452. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 4,767,327. | | | | |
| b Net investment income (if negative, enter -0-) | | 2,554,164. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

**THE STANLEY AND JOYCE BLACK
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| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | Beginning of year | End of year | |
|--|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 333. | 333. | 333. |
| | 2 Savings and temporary cash investments | 579,598. | 644,540. | 644,540. |
| | 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 ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 8 | 3,991,815. | 6,276,693. | 5,801,047. |
| | c Investments - corporate bonds STMT 9 | 32,214,307. | 34,631,814. | 32,358,455. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment; basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 36,786,053. | 41,553,380. | 38,804,375. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 36,786,053. | 41,553,380. | |
| 30 Total net assets or fund balances | 36,786,053. | 41,553,380. | | |
| 31 Total liabilities and net assets/fund balances | 36,786,053. | 41,553,380. | | |

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) | 36,786,053. |
| 2 Enter amount from Part I, line 27a | 4,767,327. |
| 3 Other increases not included in line 2 (itemize) ▶ | 0. |
| 4 Add lines 1, 2, and 3 | 41,553,380. |
| 5 Decreases not included in line 2 (itemize) ▶ | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 41,553,380. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b SEE ATTACHED STATEMENTS | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e 22,151,356. | | 23,100,876. | <949,520.> |

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

| (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 | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | <949,520.> |

| | | | |
|---|---|---|-------------------------|
| 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 | <949,520.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2012 | 2,136,588. | 31,098,213. | .068705 |
| 2011 | 1,660,078. | 25,156,440. | .065990 |
| 2010 | 1,392,591. | 21,632,551. | .064375 |
| 2009 | 884,794. | 12,447,233. | .071084 |
| 2008 | 916,120. | 13,895,715. | .065928 |

| | | |
|--|---|-------------------|
| 2 Total of line 1, column (d) | 2 | .336082 |
| 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 | .067216 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 1,368,821. |
| 5 Multiply line 4 by line 3 | 5 | 92,007. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 25,542. |
| 7 Add lines 5 and 6 | 7 | 117,549. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,778,452. |

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 25,542. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 25,542. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 25,542. |
| 6 Credits/Payments: | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 25,840. | |
| 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 | 25,840. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 256. | |
| 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 | 42. | |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 42. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----------|----------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | 2 | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | 5 | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | 7 | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | X |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | 9 | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | X |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► STANLEY BLACK Telephone no. ► (310) 278-5333 Located at ► 433 N. CAMDEN DR #1070, BEVERLY HILLS, CA ZIP+4 ► 90210 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

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

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

| | | Yes | No |
|--|---|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input 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 | N/A ► <input type="checkbox"/> | 1b | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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.) | N/A | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) | N/A | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | | 4b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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 **N/A**

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? ☐ Yes ☒ No 6b **X**

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? ☐ Yes ☒ No **N/A** 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 10 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 0

| | |
|------------------|--|
| Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i> |
|------------------|--|

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]**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 | All other program-related investments. See instructions. | |

Total. Add lines 1 through 3

0.

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Part X

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

| | | | |
|----------|---|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,364,865. |
| b | Average of monthly cash balances | 1b | 24,801. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,389,666. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,389,666. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 20,845. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,368,821. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 68,441. |

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 | 68,441. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 25,542. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 25,542. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 42,899. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 42,899. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 42,899. |

Part XII

Qualifying Distributions (see instructions)

| | | | |
|----------|---|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,778,452. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,778,452. |
| 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 | 25,542. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,752,910. |

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

Form 990-PF (2013)

**THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION**

Form 990-PF (2013)

95-4259961 Page 9

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 | | | | 42,899. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | 356,781. |
| e From 2012 | | | | 2,162,414. |
| f Total of lines 3a through e | 2,519,195. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,778,452. | | | | |
| a Applied to 2012, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 42,899. |
| e Remaining amount distributed out of corpus | 1,735,553. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 4,254,748. | | | |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 4,254,748. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | 356,781. |
| d Excess from 2012 | | | | 2,162,414. |
| e Excess from 2013 | | | | 1,735,553. |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Prior 3 years | | | | (e) Total |
|--|---------------|----------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation 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).)

STANLEY BLACK

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.

NONE

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|---|--|--------------------------------------|---|------------|
| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| a. Paid during the year | | | | |
| SEE ATTACHED SCHEDULE 433 NORTH CAMDEN DRIVE 1070 BEVERLY HILLS, CA 90210 | NONE | PUBLIC CHARITY | PUBLIC SUPPORT OF ORGANIZATION MISSION | 1,553,704. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 1,553,704. |
| b. Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

| Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---------------------------|---------------|--------------------------------------|---------------|---|
| (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | 14 | 2,248,432. | |
| | | 14 | 398,032. | |
| | | | | |
| | | | | |
| | | | | |
| | | 14 | 10,790. | |
| | | 18 | <949,520.> | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | 0. | | 1,707,734. | 0. |
| | | 13 | | 1,707,734. |

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

**THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION**

Employer identification number

95-4259961

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION

Employer identification number

95-4259961

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|---|
| 1 | STANLEY BLACK 433 NORTH CAMDEN DRIVE #1070 BEVERLY HILLS, CA 90210 | \$ 4,982,005. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

Employer identification number

95-4259961

[illegible]

Name of organization

Employer identification number

**THE STANLEY AND JOYCE BLACK
FAMILY FOUNDATION**

95-4259961

Part III

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

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

Part 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 RBC. (SEE ATTACHED SCHEDULE) | P | | |
| b ARC LOGISTICS PARTNERS LP | P | | |
| c ATLAS RESOURCE PARTNERS | P | | |
| d BOARDWALK PIPELINE PARTNERS | P | | |
| e BREITBURN ENERGY PARTNERS | P | | |
| f BUCKEYE PARTNERS LP | P | | |
| g CHENIERE ENERGY PARTNERS | P | | |
| h COPANO ENERGY | P | | |
| i CRESTWOOD MIDSTREAM PARTNERS | P | | |
| j DCP MIDSTREAM PARTNERS LP | P | | |
| k EAGLE ROCK ENERGY PARTNERS LP | P | | |
| l ENBRIDGE ENERGY PARTNERS | P | | |
| m ENERGY TRANSFER PARTNERS | P | | |
| n ENTERPRISE PRODUCTS PARTNERS LP | P | | |
| o EV ENERGY PARTNERS LP | P | | |

| (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 22,145,715. | | 22,973,101. | <827,386.> |
| b | | 167. | <167.> |
| c | | 5,072. | <5,072.> |
| d | | 3,563. | <3,563.> |
| e | | 17,759. | <17,759.> |
| f | | 397. | <397.> |
| g | | 1,014. | <1,014.> |
| h | | 430. | <430.> |
| i | | 1,908. | <1,908.> |
| j | | 1,578. | <1,578.> |
| k | | 4,560. | <4,560.> |
| l | | 26,366. | <26,366.> |
| m 4,242. | | | 4,242. |
| n | | 1,773. | <1,773.> |
| o | | 668. | <668.> |

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

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | <827,386.> |
| b | | | <167.> |
| c | | | <5,072.> |
| d | | | <3,563.> |
| e | | | <17,759.> |
| f | | | <397.> |
| g | | | <1,014.> |
| h | | | <430.> |
| i | | | <1,908.> |
| j | | | <1,578.> |
| k | | | <4,560.> |
| l | | | <26,366.> |
| m | | | 4,242. |
| n | | | <1,773.> |
| o | | | <668.> |

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 }

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

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 | KINDER MORGAN ENERGY PARTNERS | P | | |
| b | LINN ENERGY | P | | |
| c | MARKWEST ENERGY PARTNERS | P | | |
| d | MARTIN MIDSTREAM PARTNERS | P | | |
| e | MEMORIAL PRODUCTION | P | | |
| f | MID-CON ENERGY PARTNERS | P | | |
| g | NGL ENERGY PARTNERS LP | P | | |
| h | NUSTAR ENERGY | P | | |
| i | NUVEEN LONG/SHORT CTR FUND | P | | |
| j | PVR PARTNERS | P | | |
| k | STONEMOR PARTNERS | P | | |
| l | TARGA RESOURCES PARTNERS | P | | |
| m | VANGUARD RESOURCES LLC | P | | |
| n | WILLIAMS PARTNERS LP | P | | |
| o | CAPITAL GAINS DIVIDENDS | | | |

| (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 | | 12,958. | <12,958.> |
| b | | 19,260. | <19,260.> |
| c | | 598. | <598.> |
| d | | 6,104. | <6,104.> |
| e | | 512. | <512.> |
| f | | 247. | <247.> |
| g | | 1,033. | <1,033.> |
| h | | 1,632. | <1,632.> |
| i | | 4,056. | <4,056.> |
| j | | 4,949. | <4,949.> |
| k | 160. | | 160. |
| l | | 5,912. | <5,912.> |
| m | | 119. | <119.> |
| n | | 5,140. | <5,140.> |
| o | 1,239. | | 1,239. |

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

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | <12,958.> |
| b | | | <19,260.> |
| c | | | <598.> |
| d | | | <6,104.> |
| e | | | <512.> |
| f | | | <247.> |
| g | | | <1,033.> |
| h | | | <1,632.> |
| i | | | <4,056.> |
| j | | | <4,949.> |
| k | | | 160. |
| l | | | <5,912.> |
| m | | | <119.> |
| n | | | <5,140.> |
| o | | | 1,239. |

| | | |
|---|---|------------|
| 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 | <949,520.> |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A |

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 |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| RBC | 2,248,432. | 2,248,432. | |
| TOTAL TO PART I, LINE 3 | 2,248,432. | 2,248,432. | |

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 |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| RBC | 399,271. | 1,239. | 398,032. | 398,032. | |
| TO PART I, LINE 4 | 399,271. | 1,239. | 398,032. | 398,032. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| RBC | 10,790. | 10,790. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 10,790. | 10,790. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING/PROFESSIONAL FEES | 32,000. | 20,500. | | 11,500. |
| TO FORM 990-PF, PG 1, LN 16B | 32,000. | 20,500. | | 11,500. |

| | | | |
|---------------|-------------------------|-----------|---|
| FORM 990-PF . | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|---------------|-------------------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| CONSULTING FEES | 81,000. | 81,000. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 81,000. | 81,000. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INTERNAL REVENUE SERVICE | 40,870. | 0. | | 0. |
| FRANCHISE TAX BOARD | 10. | 0. | | 10. |
| FOREIGN TAX | 1,514. | 1,514. | | 0. |
| ATTORNEY GENERAL | 171. | 0. | | 171. |
| TO FORM 990-PF, PG 1, LN 18 | 42,565. | 1,514. | | 181. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 7 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE | 204,059. | 0. | | 204,059. |
| MISCELLANEOUS | 9,008. | 0. | | 9,008. |
| INVESTMENT EXPENSE | 76. | 76. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 213,143. | 76. | | 213,067. |

| | | | |
|---------------|-----------------|-----------|---|
| FORM 990-PF . | CORPORATE STOCK | STATEMENT | 8 |
|---------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| INVESTMENT IN CORPORATE STOCK (DETAILED SCHEDULE MAINTAINED) | 6,276,693. | 5,801,047. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 6,276,693. | 5,801,047. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|-------------|-------------------|
| INVESTMENT IN CORPORATE BONDS (DETAILED SCHEDULE MAINTAINED) | 34,631,814. | 32,358,455. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 34,631,814. | 32,358,455. |

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT |
|--|----------------------------|-------------------|---|
| STANLEY BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210 | DIRECTOR PART TIME 1.00 | 0. | 0. 0. |
| JOYCE BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210 | DIRECTOR PART TIME 1.00 | 0. | 0. 0. |
| JANIS GOLDMAN 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210 | DIRECTOR PART TIME 1.00 | 0. | 0. 0. |
| JACK BLACK 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210 | DIRECTOR PART TIME 1.00 | 0. | 0. 0. |
| JILL ZALBEN 433 NORTH CAMDEN DR. #1070 BEVERLY HILLS, CA 90210 | DIRECTOR PART TIME 1.00 | 0. | 0. 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. 0. |

ELECTION TO WAIVE THE NET OPERATING LOSS CARRYBACK PERIOD

THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION
433 NORTH CAMDEN DRIVE NO. 1070
BEVERLY HILLS, CALIFORNIA 90210

EMPLOYER IDENTIFICATION NUMBER: 95-4259961

FOR THE YEAR ENDING DECEMBER 31, 2013

THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION HEREBY ELECTS,
PURSUANT TO SEC. 172(B)(3) OF THE INTERNAL REVENUE CODE, TO RELINQUISH
THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO THE NET OPERATING LOSS
INCURRED FOR THE TAX YEAR ENDED DECEMBER 31, 2013, AND WILL HAVE SUCH
LOSS AVAILABLE FOR CARRYFORWARD ONLY.



RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.



INVESTMENT ACCESS ACCOUNT STATEMENT WITH 2013 ANNUAL STATEMENT

Account number
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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|-------------------|--|-----------|-----------|------------|------------|--------------|--------------------|
| Short Term | | | | | | | |
| 275,000.000 | AMERENERGY GENERATING CO SR NOTE SER F | 02360XA16 | 05/10/12 | 229,631.00 | 03/25/13 | 202,462.75 | -27,168.25 |
| 0.593 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | N/A | 12/10/13 | 15.31 | N/A A |
| 5,000.000 | BANK OF AMERICA CORPORATION 7.25% NON-CUMULATIVE PREFERRED | 060505724 | 12/18/08 | N/A | 08/01/13 | 125,000.00 | N/A A |
| 12,500.000 | BLACKSTONE GSO STRATEGIC CREDIT FUND | BCB | 09/25/12 | 248,903.30 | 05/23/13 | 240,905.38 | -7,997.92 |
| 250,000.000 | BMC SOFTWARE INC | 055921AA8 | 07/23/13 | 272,285.72 | 09/24/13 | 260,619.00 | -11,666.72 |
| 1,000.000 | BUCKEYE PARTNERS LP UNITS LTD PARTNERSHIP INT | BPL | 01/24/13 | 52,540.00 | 04/24/13 | 62,540.39 | 10,000.39 |
| 1,000.000 | CHENIERE ENERGY PARTNERS L P COMMON UNITS | CQP | 09/20/12 | 25,070.00 | 04/24/13 | 26,877.49 | 1,807.49 |
| 50,000.000 | CINCINNATI BELL INC SENIOR SUBORDINATED NOTES | 171871AM8 | 03/14/13 | 50,916.10 | 07/23/13 | 51,431.50 | 515.40 |
| 700,000.000 | CINCINNATI BELL INC SENIOR SUBORDINATED NOTES | 171871AM8 | 03/14/13 | 712,050.32 | 09/30/13 | 730,620.80 | 18,570.48 |
| 300,000.000 | CINCINNATI BELL INC SENIOR SUBORDINATED NOTES | 171871AM8 | 06/21/13 | 306,133.97 | 09/30/13 | 313,123.20 | 6,989.23 |
| 500,000.000 | CLEAR CHANNEL WW HLDGS INC SR SB - B NT 20 | 18451QAH1 | 12/13/12 | 515,605.14 | 10/18/13 | 522,494.00 | 6,888.86 |
| 500.000 | COPANO ENERGY LLC COM UNITS | 217202100 | 10/19/12 | 16,065.00 | 01/18/13 | 16,685.02 | 620.02 |
| 1,300.000 | CRESTWOOD MIDSTREAM PARTNERS LP | 226372100 | 07/25/12 | 33,800.00 | 02/14/13 | 33,884.23 | 84.23 |
| 500,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 08/08/12 | 476,256.00 | 01/18/13 | 514,995.86 | 38,739.86 |
| 225,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 08/09/12 | 214,317.90 | 01/18/13 | 231,748.14 | 17,430.24 |
| 25,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 08/09/12 | 23,813.10 | 02/27/13 | 25,343.53 | 1,530.43 |
| 250,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 08/10/12 | 241,881.00 | 02/27/13 | 253,435.28 | 11,554.28 |
| 200,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 08/15/12 | 194,506.00 | 02/27/13 | 202,748.22 | 8,242.22 G |
| 525,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 09/19/12 | 533,652.47 | 02/27/13 | 532,214.08 | -1,438.39 |
| 475,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7.75%20 | 226566AM9 | 09/19/12 | 482,448.15 | 06/27/13 | 448,869.30 | -33,578.85 |

STANLEY AND JOYCE BLACK FAMILY
FOUNDATION

Account number
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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|-------------------|---|-----------|-----------|------------|------------|--------------|--------------------|
| Short Term | | | | | | | |
| 25,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7 75%20 | 226566AM9 | 11/19/12 | 25,738.42 | 06/27/13 | 23,624.70 | -2,113.72 G |
| 500,000.000 | CRICKET COMMUNICATIONS INC GTD SRNT 7 75%20 | 226566AM9 | 11/19/12 | 514,748.89 | 07/15/13 | 564,369.00 | 49,620.11 G |
| 1,000.000 | ENTERPRISE PRODUCTS PARTNERS LP | EPD | 02/05/13 | 54,560.00 | 06/26/13 | 59,981.95 | 5,421.95 |
| 2,000.000 | FIRST TRUST ENERGY INCOME AND GROWTH FUND | FEN | 07/26/12 | 60,834.50 | 01/18/13 | 65,943.60 | 5,109.10 |
| 1,000.000 | FLY LEASING LIMITED SPONSORED ADR | FLY | 07/12/13 | 14,000.00 | 10/16/13 | 14,219.75 | 219.75 |
| 100,000.000 | FRESNO CALIF G/O RFDG-PENSION OBLIGS | 358082HX6 | 09/19/12 | 99,500.00 | 02/08/13 | 97,244.00 | -2,256.00 |
| 1,500.000 | GOLUB CAP BDC INC | GBDC | 05/07/13 | 26,205.00 | 08/06/13 | 26,956.52 | 751.52 |
| 500,000.000 | J C PENNEY & CO INC DEB | 708160BS4 | 10/23/12 | 486,256.00 | 03/14/13 | 382,494.00 | -103,762.00 |
| 100,000.000 | J C PENNEY & CO INC DEB | 708160BS4 | 09/06/13 | 75,856.00 | 11/27/13 | 74,997.60 | -858.40 |
| 150,000.000 | J C PENNEY & CO INC DEB | 708160BS4 | 09/10/13 | 113,822.25 | 11/27/13 | 112,496.40 | -1,325.85 |
| 500,000.000 | JONES APPAREL GROUP INC / HLDGS INC / USA INC SR NOTE | 480081AK4 | 12/20/12 | 437,506.00 | 09/24/13 | 384,369.00 | -53,137.00 |
| 1,000.000 | KAYNE ANDERSON MLP INVT CO | KYN | 08/03/12 | 29,609.38 | 05/23/13 | 37,088.45 | 7,479.07 |
| 1,500.000 | KAYNE ANDERSON MLP INVT CO | KYN | 03/07/13 | 50,040.00 | 06/26/13 | 57,582.10 | 7,542.10 |
| 500,000.000 | LUCENT TECHNOLOGIES INC DEBENTURES | LU/29 | 04/24/13 | 400,006.00 | 06/26/13 | 377,494.00 | -22,512.00 |
| 800.000 | MAIN STREET CAPITAL CORPORATION | MAIN | 08/13/13 | 23,800.00 | 10/22/13 | 23,822.93 | 22.93 |
| 2,000.000 | MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT | MWE | 08/14/12 | 101,440.00 | 01/25/13 | 106,487.26 | 5,047.26 |
| 750.000 | MARKWEST ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT | MWE | 11/14/12 | 34,875.00 | 01/25/13 | 39,932.72 | 5,057.72 |
| 300,000.000 | MARTIN MARIETTA MATERIAL | 573284AJ5 | 10/24/12 | 310,372.53 | 06/27/13 | 292,494.00 | -17,878.53 |
| 2,000.000 | MARTIN MIDSTREAM PARTNERS L P | MMLP | 11/20/12 | 62,320.00 | 10/04/13 | 93,673.44 | 31,353.44 |
| 245,000.000 | MBIA INC SENIOR NOTE | 55262CAH3 | 12/28/12 | 194,781.00 | 02/14/13 | 199,669.00 | 4,888.00 |
| 850.000 | MEMORIAL PRODUCTION PARTNERS LP COM UNIT REPTG LTD PARTNER | MEMP | 03/20/13 | 15,597.50 | 10/16/13 | 17,166.21 | 1,568.71 |
| 540.000 | MID CON ENERGY PARTNERS LP COMMON UNITS | MCEP | 10/16/12 | 11,448.00 | 05/30/13 | 12,943.57 | 1,495.57 |



RBC Wealth Management

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INVESTMENT ACCESS ACCOUNT STATEMENT WITH 2013 ANNUAL STATEMENT

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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|-------------------|--|-----------|-----------|------------|------------|--------------|--------------------|
| Short Term | | | | | | | |
| 100,000 000 | NEIMAN MARCUS GROUP INC SR DEB | 640204AB9 | 04/30/12 | 98,756 00 | 02/14/13 | 101,248 80 | 2,492 80 |
| 400,000 000 | NEIMAN MARCUS GROUP INC SR DEB | 640204AB9 | 04/30/12 | 395,006 00 | 02/14/13 | 404,995.20 | 9,989 20 |
| 100,000 000 | NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP | 654679AB5 | 06/26/12 | 99,256 00 | 01/07/13 | 102,499 20 | 3,243.20 |
| 400,000 000 | NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP | 654679AB5 | 06/28/12 | 399,006 00 | 01/07/13 | 409,996.80 | 10,990 80 |
| 250,000 000 | NISKA GAS STORAGE US LLC / FIN CORP / CDA ULC / CDA FIN CORP | 654679AB5 | 07/25/12 | 255,114 80 | 01/07/13 | 256,248 00 | 1,133 20 |
| 300,000 000 | PENN VA CORP SR NT | 707882AB2 | 04/23/12 | 292,765 16 | 04/16/13 | 315,566 40 | 22,801.24 |
| 400,000 000 | PENN VA CORP SR NTS | 707882AC0 | 07/31/13 | 399,506 00 | 11/25/13 | 401,994 00 | 2,488.00 |
| 100,000 000 | PENNEY J C INC DEB | 708160BL9 | 09/12/12 | 88,000 00 | 03/14/13 | 71,244 00 | -16,756.00 |
| 3,750,000 | PIMCO DYNAMIC INCOME FUND SHS | PDI | 05/24/12 | 93,750 00 | 01/18/13 | 113,393 45 | 19,643 45 |
| 1,560,000 | PVR PARTNERS L P COM UNIT REPTG LTD PARTNERSHIP | PVR | 11/09/12 | 36,051 60 | 10/16/13 | 40,523 53 | 4,471 93 |
| 500 000 | REALTY INCOME CORP | O | 03/05/13 | 22,950 00 | 05/23/13 | 25,308 05 | 2,358.05 |
| 500,000 000 | REYNOLDS GROUP ISSUER LLC SR NT 8 25%21 | 761735AF6 | 09/30/13 | 520,718 70 | 11/26/13 | 520,619 00 | -99.70 |
| 150,000 000 | SEALY MATTRESS CO SR SUB NT | 812141AN9 | 06/20/12 | 149,814.50 | 04/22/13 | 150,000 00 | 185 50 |
| 250,000 000 | SLM CORP SR UNSECURED | 78442FEQ7 | 06/12/13 | 243,756 00 | 08/30/13 | 224,994 00 | -18,762 00 |
| 900,000 | SPIRIT REALTY CAPITAL INC | 84860F109 | 09/19/12 | 13,500 00 | 01/18/13 | 15,848 70 | 2,348 70 |
| 100,000 000 | SPRINT CAPITAL CORP NOTE | 852060AT9 | 09/30/13 | 104,225 12 | 12/30/13 | 104,999 08 | 773.96 |
| 500,000 000 | SPRINT NEXTEL CORP NOTES | 852061AS9 | 06/28/13 | 503,658 81 | 10/16/13 | 472,494.00 | -31,164 81 |
| 1,000 000 | SPROTT PHYSICAL GOLD TR UNIT | PHYS | 09/07/12 | 14,840 00 | 01/18/13 | 14,440 17 | -399 83 |
| 200,000 000 | SUPERVALU INC SR NTS | 868536AT0 | 02/14/13 | 203,638.45 | 05/16/13 | 222,494 00 | 18,855 55 |
| 1,000 000 | TARGA RESOURCES PARTNERS LP UNIT LTD PARTNERSHIP INT | NGLS | 11/15/12 | 36,000 00 | 02/11/13 | 41,542 56 | 5,542 56 |
| 110,000 000 | TELECOM ITALIA CAP GTD SR NT 6 %34 | 87927VAM0 | 10/31/12 | 106,364 71 | 09/09/13 | 91,294.00 | -15,070.71 |

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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|-------------|--|-----------|-----------|------------|------------|--------------|--------------------|
| Short Term | | | | | | | |
| 500,000.000 | TELEFONICA EMISIONES S A U GTD SR NT | 87938WAC7 | 07/27/12 | 460,005 45 | 04/19/13 | 570,244 00 | 110,238 55 |
| 50,000.000 | TELEFONICA EMISIONES S A U GTD SR NT | 87938WAC7 | 07/27/12 | 46,000 55 | 06/21/13 | 53,524 45 | 7,523 90 |
| 500,000.000 | TELEFONICA EMISIONES S A U GTD SR NT | 87938WAC7 | 02/14/13 | 542,214 96 | 06/21/13 | 535,244 55 | -6,970 41 |
| 500,000 000 | TESORO CORP | 881609AZ4 | 02/28/13 | 531,982 04 | 06/12/13 | 504,994 00 | -26,988 04 |
| 250,000 000 | UNITED STS STL CORP SENIOR NOTES | 912909AF5 | 08/30/12 | 252,948 20 | 03/21/13 | 259,372 00 | 6,423.80 |
| 250,000.000 | UNITED STS STL CORP SENIOR NOTES | 912909AF5 | 09/05/12 | 253,542 02 | 03/21/13 | 259,372.00 | 5,829 98 |
| 500,000 000 | URBI DESARROLLOS URBANOS S A DE C V REG S | P9592YAD5 | 01/23/13 | 499,006 00 | 09/18/13 | 85,619.00 | -413,387.00 |
| 300,000.000 | US STEEL CORP | 912909AJ7 | 03/27/13 | 313,876 21 | 12/02/13 | 307,119 00 | -6,757 21 |
| 1,449.000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/12/12 | 0 00 | 01/25/13 | 33,681.99 | 33,681 99 |
| 101 000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/12/12 | 0 00 | 01/25/13 | 2,347 74 | 2,347 74 |
| 77 000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/12/12 | 0 00 | 01/25/13 | 1,789 86 | 1,789.86 |
| 102 000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/12/12 | 0 00 | 01/25/13 | 2,370 99 | 2,370 99 |
| 400.000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/13/12 | 0.00 | 01/25/13 | 9,298.00 | 9,298 00 |
| 908.000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/14/12 | 0 00 | 01/25/13 | 21,106.45 | 21,106 45 |
| 271.000 | UTS MOTORS LIQUIDATION COMPANY GUC TR UNITS OF BENEFICIAL | MTLQU | 06/15/12 | 0.00 | 01/25/13 | 6,299.39 | 6,299 39 |
| 1,000.000 | WILLIAMS PARTNERS L P | WPZ | 03/05/13 | 49,140 00 | 11/06/13 | 49,424 13 | 284 13 |



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Account number
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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|-------------|---|-----------|-----------|------------|------------|--------------|--------------------|
| Long Term | | | | | | | |
| 0.593 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | 9.57 | 12/10/13 | 15.31 | 5.74 |
| 0.074 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | 1.24 | 12/10/13 | 1.92 | 0.68 |
| 0.790 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | 12.73 | 12/10/13 | 20.37 | 7.64 |
| 2,434.134 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | 39,227.70 | 12/20/13 | 62,859.50 | 23,631.80 |
| 3,444.659 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 04/09/08 | 57,398.76 | 12/20/13 | 88,955.45 | 31,556.69 |
| 967.205 | AMERICAN AIRLINES GROUP INC SERIES A CONVERTIBLE PREFERRED | AALCP | 05/05/09 | 11,325.92 | 12/20/13 | 24,977.29 | 13,651.37 |
| 100,000.000 | AVIS BUDGET CAR RENT LLC /AVIS SR NT 9.625%18 | 053773AL1 | 11/09/11 | 100,949.27 | 06/03/13 | 111,814.00 | 10,864.73 |
| 10,000.000 | BANK AMER N A MARKET PARTICIPATION CD LKD TO | 06051A540 | 03/24/09 | 112,860.00 | 01/31/13 | 135,300.00 | 22,440.00 |
| 50,000.000 | CLEAR CHANNEL COMMUNICATIONS SR NT 10.75%16 | 184502887 | 03/27/12 | 41,648.43 | 05/03/13 | 43,181.50 | 1,533.07 |
| 50,000.000 | CLEAR CHANNEL COMMUNICATIONS NT 9%21 | 1845028G6 | 04/23/12 | 46,253.00 | 09/09/13 | 47,187.10 | 934.10 |
| 600,000.000 | CLEAR CHANNEL COMMUNICATIONS NT 9%21 | 1845028G6 | 05/22/12 | 537,006.00 | 09/09/13 | 566,245.20 | 29,239.20 |
| 100,000.000 | CLEAR CHANNEL COMMUNICATIONS NT 9%21 | 1845028G6 | 06/25/12 | 89,751.71 | 09/09/13 | 94,374.20 | 4,622.49 |
| 2,200.000 | COHEN & STEERS SELECT PREFERRED AND INCOME FUND INC | PSF | 11/16/11 | 51,284.22 | 01/18/13 | 61,552.31 | 10,268.09 |
| 500,000.000 | COLT DEFENSE LLC GTD SR NT | 19686TAC1 | 05/04/11 | 431,256.00 | 07/22/13 | 392,496.25 | -38,759.75 |
| 300,000.000 | COLT DEFENSE LLC GTD SR NT | 19686TAC1 | 05/05/11 | 259,956.00 | 07/22/13 | 235,497.75 | -24,458.25 |
| 100,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 02/04/10 | 91,006.00 | 10/29/13 | 0.00 | -91,006.00 |
| 100,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 02/04/10 | 91,006.00 | 10/29/13 | 0.00 | -91,006.00 |
| 400,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 02/08/10 | 364,006.00 | 10/29/13 | 0.00 | -364,006.00 |
| 200,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 03/18/10 | 186,506.00 | 10/29/13 | 0.00 | -186,506.00 |
| 155,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 09/27/10 | 151,572.75 | 10/29/13 | 0.00 | -151,572.75 |
| 170,000.000 | EASTMAN KODAK CO-SR NOTES | 277461AV1 | 02/01/11 | 163,631.00 | 10/29/13 | 0.00 | -163,631.00 |
| 0.886 | EASTMAN KODAK COMPANY COM NEW | KODK | 02/04/10 | N/A | 10/23/13 | 20.82 | N/A.8 |

STANLEY AND JOYCE BLACK FAMILY
FOUNDATION

Account number
310-51051
Page 72 of 73



| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|------------------|---|-----------|-----------|------------|------------|--------------|--------------------|
| Long Term | | | | | | | |
| 211 733 | EASTMAN KODAK COMPANY COM NEW | KODK | 02/04/10 | N/A | 10/30/13 | 5,233.11 | N/A 8 |
| 211 733 | EASTMAN KODAK COMPANY COM NEW | KODK | 02/04/10 | N/A | 10/30/13 | 5,233.11 | N/A 8 |
| 846.933 | EASTMAN KODAK COMPANY COM NEW | KODK | 02/08/10 | N/A | 10/30/13 | 20,932.43 | N/A 8 |
| 423.466 | EASTMAN KODAK COMPANY COM NEW | KODK | 03/18/10 | N/A | 10/30/13 | 10,466.22 | N/A 8 |
| 328 186 | EASTMAN KODAK COMPANY COM NEW | KODK | 09/27/10 | N/A | 10/30/13 | 8,111.32 | N/A 8 |
| 359.946 | EASTMAN KODAK COMPANY COM NEW | KODK | 02/01/11 | N/A | 10/30/13 | 8,896.28 | N/A 8 |
| 100,000.000 | EL PASO CORP | 28336LBS7 | 12/11/08 | 96,506.00 | 12/12/13 | 100,000.00 | 3,494.00 |
| 15,000.000 | FORD MOTOR COMPANY DEB | 345370BR0 | 03/24/05 | 13,280.00 | 06/21/13 | 16,756.50 | 3,476.50 |
| 99,750.000 | FOREST OIL CORP CONTRA CUSIP | 34699AFB3 | 07/27/12 | 98,754.00 | 11/26/13 | 102,510.08 | 3,756.08 |
| 90,250.000 | FOREST OIL CORP CONTRA CUSIP | 34699AFB3 | 07/27/12 | 89,348.85 | 11/26/13 | 92,747.22 | 3,398.37 |
| 49,000.000 | GENERAL MTRS ACCEP CORP SMARTNOTES | 3704A0TN2 | 04/18/05 | 33,277.00 | 06/21/13 | 48,259.00 | 14,982.00 |
| 500,000.000 | MCCLATCHY CO SR SEC0 NT | 579489AE5 | 10/27/11 | 500,000.00 | 01/17/13 | 547,352.70 | 47,352.70 |
| 70,000.000 | MICHAELS STORES INC SR 11.3 75%16 | 594087AM0 | 10/07/09 | 66,679.20 | 02/27/13 | 72,654.40 | 5,975.20 |
| 100,000.000 | MORGAN STANLEY CALLABLE EQUITY STEP UP NOTE | 61745E2Q3 | 07/28/10 | 100,000.00 | 01/30/13 | 100,000.00 | 0.00 |
| 82,000.000 | PACTIV CORP DEBS | 880394AE1 | 09/29/10 | 75,398.66 | 03/04/13 | 76,258.98 | 860.32 |
| 300,000.000 | PACTIV CORP DEBS | 880394AE1 | 01/10/11 | 278,106.00 | 03/04/13 | 278,996.27 | 890.27 |
| 100,000.000 | PACTIV CORP DEBS | 880394AE1 | 01/21/11 | 92,756.00 | 03/04/13 | 92,998.76 | 242.76 |
| 200,000.000 | PENN VA CORP SR NT | 707882AB2 | 02/28/12 | 202,732.81 | 04/16/13 | 210,377.60 | 7,644.79 |
| 40,000.000 | PUERTO RICO PORTS AUTH REV SPL FACS AMERN AIRLINES SER-A | 745290EB8 | 05/04/10 | 34,346.40 | 04/02/13 | 43,234.00 | 8,887.60 |
| 250,000.000 | R R DONNELLY & SONS CO DEBS | 257867AC5 | 09/17/12 | 263,469.64 | 11/20/13 | 269,994.00 | 6,524.36 |
| 500,000.000 | R R DONNELLY & SONS CO DEBS | 257867AC5 | 09/17/12 | 526,779.45 | 12/11/13 | 539,994.00 | 13,214.55 |



RBC Wealth Management

A Division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC



INVESTMENT ACCESS ACCOUNT STATEMENT WITH 2013 ANNUAL STATEMENT

Account number
310-51051
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| QUANTITY | DESCRIPTION | SYMBOL | OPEN DATE | NET COST | CLOSE DATE | NET PROCEEDS | REALIZED GAIN/LOSS |
|------------------------------------|---------------------------------------|-----------|-----------|------------|------------|--------------|--------------------|
| Long Term | | | | | | | |
| 200,000.000 | R R DONNELLY & SONS CO DEBS | 257867AC5 | 09/17/12 | 210,708.74 | 12/12/13 | 215,995.20 | 5,286.46 |
| 50,000.000 | R R DONNELLY & SONS CO DEBS | 257867AC5 | 12/04/12 | 51,705.72 | 12/12/13 | 53,998.80 | 2,293.08 |
| 350,000.000 | REPUBLIC OF VENEZUELA | 922646BL7 | 04/14/10 | 283,943.50 | 03/07/13 | 335,994.00 | 52,050.50 |
| 200,000.000 | RITE AID CORP SR SECD NT | 767754BV5 | 11/14/08 | 156,506.00 | 02/05/13 | 207,996.00 | 51,490.00 |
| 50,000.000 | RITE AID CORP SR SECD NT | 767754BV5 | 03/03/09 | 36,500.00 | 02/05/13 | 51,999.00 | 15,499.00 |
| 50,000.000 | RITE AID CORP SR SECD NT | 767754BV5 | 08/21/09 | 49,950.00 | 02/05/13 | 51,999.00 | 2,049.00 |
| 400,000.000 | RR DONNELLY & SONS CO SENIOR NOTES | 257867AY7 | 03/20/12 | 411,241.70 | 05/22/13 | 443,494.00 | 32,252.30 |
| 1,000.000 | SOUTHWESTERN ENERGY CO | SWN | 08/04/08 | 33,123.25 | 01/25/13 | 34,449.72 | 1,326.47 |
| 300,000.000 | SPRINT CAPITAL CORP NOTE | 852060AT9 | 03/27/12 | 267,006.00 | 12/30/13 | 314,997.23 | 47,991.23 |
| 150,000.000 | SPRINT CAPITAL CORP NOTE | 852060AT9 | 04/16/12 | 132,756.00 | 12/30/13 | 157,498.62 | 24,742.62 |
| 100,000.000 | SPRINT CAPITAL CORP NOTE | 852060AT9 | 07/27/12 | 100,731.55 | 12/30/13 | 104,999.08 | 4,267.53 |
| 65,000.000 | TENNECO PACKAGING INC DEB | 880394AB7 | 09/17/10 | 57,729.60 | 03/04/13 | 60,285.14 | 2,555.54 |
| 100,000.000 | TENNECO PACKAGING INC DEB | 880394AB7 | 01/07/11 | 90,646.00 | 03/04/13 | 92,746.36 | 2,100.36 |
| 1,000.000 | THL CR INC | TCRD | 09/20/12 | 14,090.00 | 10/30/13 | 16,601.30 | 2,511.30 |
| 100,000.000 | TRAVELPORT LLC / HLDGS INC SR NT | 89421EAB9 | 05/20/11 | 97,381.00 | 03/25/13 | 99,623.00 | 2,242.00 |
| 200,000.000 | TRAVELPORT LLC / HLDGS INC SR NT | 89421EAB9 | 05/25/11 | 192,006.00 | 03/25/13 | 199,246.00 | 7,240.00 |
| 500,000.000 | UNITED STS STL CORP SENIOR NOTES | 912909AF5 | 09/05/12 | 506,550.94 | 11/21/13 | 523,744.00 | 17,193.06 |
| Long Term Subtotal | | | | | | | -568,400.20 |
| TOTAL REALIZED GAIN OR LOSS | | | | | | | -827,386.26 |

A - Certain cost basis information is not available for this tax lot, therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

B - Corporate action is pending for this tax lot, therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

G - Tax lot was received as a gift.

The Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2003

| Date | Check # | Name | Amount |
|------------|---------|--------------------------------------|-----------|
| 01/03/2013 | 7128 | New Directions, Inc | 1,000 00 |
| 01/11/2013 | 7129 | American Diabetes Association | 1,000 00 |
| 01/11/2013 | 7130 | Beit T'Shuvah | 10,000 00 |
| 01/14/2013 | 7131 | Chabad's Children of Chernobyl | 18,000 00 |
| 01/17/2013 | 7132 | Media Line Ltd | 2,500 00 |
| 01/23/2013 | 7133 | Friends of Jewish Renewal in Poland | 15,000 00 |
| 01/23/2013 | 7134 | Yeshivas Chasidai Belz-Belz | 1,000 00 |
| 01/23/2013 | 7135 | ABC's | 1,000 00 |
| 01/23/2013 | 7136 | American Friends of Meir Panim | 15,000 00 |
| 01/23/2013 | 7137 | Stop Cancer | 5,000 00 |
| 01/23/2013 | 7138 | Ava's Heart | 5,000 00 |
| 01/23/2013 | 7139 | Bienvenidos | 1,000 00 |
| 01/23/2013 | 7140 | Jewish World Watch | 5,000 00 |
| 01/30/2013 | 7144 | The Jewish Federation | 5,000 00 |
| 01/31/2013 | 7145 | IAPA | 10,000 00 |
| 02/01/2013 | 7151 | American Friends of Magen David Adom | 15,000 00 |
| 02/01/2013 | 7146 | Maccabi USA / JLTV | 25,000 00 |
| 02/06/2013 | 7152 | LACPCA | 675 00 |
| 02/06/2013 | 7153 | Women's Guild | 75 00 |
| 02/06/2013 | 7154 | Heritage Retreats | 100 00 |
| 02/20/2013 | 7157 | JVS | 1,000 00 |
| 02/26/2013 | 7160 | Bnai Zion Foundation, Inc | 180 00 |
| 02/28/2013 | 7162 | U C Regents | 25,000 00 |
| 03/04/2013 | 7165 | The Jewish Federation | 25,000 00 |
| 03/06/2013 | 7167 | Cedars-Sinai | 1,500 00 |
| 03/06/2013 | 7168 | Cedars-Sinai | 1,500 00 |
| 03/07/2013 | 7169 | The Chai Center | 10,000 00 |
| 03/07/2013 | 7170 | FELNET | 35,000 00 |
| 03/07/2013 | 7171 | Beverly Hills Police Foundation | 1,000 00 |
| 03/07/2013 | 7172 | REPORT INC | 1,000 00 |
| 03/07/2013 | 7174 | Shriners Hospitals for Children | 50 00 |
| 03/08/2013 | 7175 | This World The Jewish Values Network | 25,000 00 |
| 03/19/2013 | 7178 | Crisis Response Team | 5,000 00 |
| 03/19/2013 | 7179 | St Jude Children's Research Hospital | 18 00 |
| 03/20/2013 | 7180 | Jews for Judaism | 7,500 00 |
| 03/20/2013 | 7181 | Temple of the Arts | 6,250 00 |
| 03/20/2013 | 7182 | Amer Friends of Tel Aviv University | 10,000 00 |
| 03/21/2013 | 7183 | Didi Hirsch Mental Health Services | 1,000 00 |
| 03/28/2013 | 7185 | The Jewish Journal | 10,000 00 |
| 03/28/2013 | 7186 | Circle of Burn Foundation | 2,500 00 |

The Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2003

| Date | Check # | Name | Amount |
|------------|---------|--|-----------|
| 03/28/2013 | 7187 | Cedars-Sinai Medical Center | 180 00 |
| 03/29/2013 | 7189 | Magbit Foundation | 1,000 00 |
| 04/01/2013 | 7193 | TPRF | 5,000 00 |
| 04/01/2013 | 7194 | Crohn's & Colitis Foundation | 1,000 00 |
| 04/03/2013 | 7195 | United in Harmony | 2,500 00 |
| 04/04/2013 | 7196 | ABC's | 500 00 |
| 04/04/2013 | 7197 | JVS | 10,000 00 |
| 04/05/2013 | 7198 | Chabad | 1,250 00 |
| 04/08/2013 | 7199 | JETS | 50,000 00 |
| 04/11/2013 | 7200 | Jewish Life | 5,000 00 |
| 04/15/2013 | 7201 | UCLA Foundation | 1,000 00 |
| 04/15/2013 | 7202 | Race to Erase MS | 10,000 00 |
| 04/16/2013 | 7203 | Exceptional Children's Foundation | 1,000 00 |
| 04/16/2013 | 7204 | Malibu Ballet & Performing Arts Society | 1,000 00 |
| 04/17/2013 | 7206 | National Jewish Medical Center | 2,500 00 |
| 04/18/2013 | 7207 | Get on The Bus | 1,000 00 |
| 04/18/2013 | 7208 | Disabled Veterans National Foundation | 150 00 |
| 04/19/2013 | 7210 | UCLA Foundation | 1,000 00 |
| 04/22/2013 | 7212 | LINK | 5,000 00 |
| 04/22/2013 | 7213 | Pediatric Cancer Research Foundation | 250 00 |
| 04/22/2013 | 7214 | American Society for Yad Vashem | 10,000 00 |
| 04/22/2013 | 7215 | ASUCLA | 500 00 |
| 04/25/2013 | 7216 | Jewish Life Foundation | 10,000 00 |
| 04/25/2013 | 7217 | National Council of Jewish Women | 500 00 |
| 05/01/2013 | 7218 | JFLA | 25,000 00 |
| 05/02/2013 | 7222 | CRE Outreach | 2,000 00 |
| 05/02/2013 | 7223 | Yeshiva Gedolah of Los Angeles | 28,000 00 |
| 05/06/2013 | 7224 | City of Hope | 5,000 00 |
| 05/08/2013 | 7226 | Hillel at UCLA | 12,500 00 |
| 05/08/2013 | 7228 | The Gambino Medical & Science Foundation | 2,000 00 |
| 05/09/2013 | 7229 | Center for Health Care Rights | 1,500 00 |
| 05/09/2013 | 7230 | OPCC | 2,500 00 |
| 05/09/2013 | 7231 | LANLT | 25,000 00 |
| 05/10/2013 | 7232 | Leo Sullivan Multimedia Foundation | 1,000 00 |
| 05/22/2013 | 7235 | Temple Beth Am | 6,000 00 |
| 05/22/2013 | 7237 | Music Center | 1,000 00 |
| 05/22/2013 | 7238 | Yad Yisroel | 1,000 00 |
| 05/22/2013 | 7239 | Aish Los Angeles | 1,000 00 |
| 05/31/2013 | 7240 | Jewish Life | 10,000 00 |
| 06/04/2013 | 7245 | JETS | 50,000 00 |

The Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2003

| <u>Date</u> | <u>Check #</u> | <u>Name</u> | <u>Amount</u> |
|-------------|----------------|--|---------------|
| 06/04/2013 | 7246 | The Chai Center | 5,000 00 |
| 06/05/2013 | 7247 | Neuro Muscular Disease Foundation | 10,000 00 |
| 06/05/2013 | 7248 | Amer Friends of The Jaffa Institute | 25,000 00 |
| 06/05/2013 | 7249 | Amer Friends of Tel Aviv University | 25,000 00 |
| 06/05/2013 | 7250 | Concern Foundation | 2,100 00 |
| 06/05/2013 | 7251 | The Maple Counseling Center | 1,600 00 |
| 06/06/2013 | 7252 | American Friends of IDC | 25,000 00 |
| 06/12/2013 | 7253 | University Synagogue | 5,000 00 |
| 06/12/2013 | 7254 | Friends of Jewish Renewal in Poland | 10,000 00 |
| 06/13/2013 | 7255 | Catholic Education Foundation | 100 00 |
| 06/14/2013 | 7256 | Beverly Hills Jewish Community | 10,000 00 |
| 06/17/2013 | 7257 | ORT America | 1,909 00 |
| 06/17/2013 | 7258 | Pardes Inst of Jewish Studies | 1,000 00 |
| 06/17/2013 | 7259 | OPCC | 1,000 00 |
| 06/19/2013 | 7260 | Gateway Arts Foundation | 2,500 00 |
| 06/20/2013 | 7261 | JEM Center | 25,000 00 |
| 06/20/2013 | 7262 | Hillel at UCLA | 12,500 00 |
| 07/03/2013 | 7268 | The Rape Foundation | 1,000 00 |
| 07/17/2013 | 7269 | Pelotonia | 1,000 00 |
| 08/01/2013 | 7271 | The Guardians | 300 00 |
| 08/01/2013 | 7272 | Zimmer Children's Museum | 5,000 00 |
| 08/09/2013 | 7277 | Friends of Israel Defense Forces | 80 00 |
| 08/20/2013 | 7278 | Joe Torre Safe At Home Foundation | 1,500 00 |
| 08/21/2013 | 7279 | Jewish Life | 5,000 00 |
| 08/21/2013 | 7280 | Beverly Hills Firemen's Association | 500 00 |
| 08/21/2013 | 7281 | Chabad of the Valley | 800 00 |
| 08/21/2013 | 7282 | Epilepsy Foundation | 180 00 |
| 08/22/2013 | 7284 | CECI | 5,000 00 |
| 08/23/2013 | 7285 | Wells Bring Hope | 250 00 |
| 08/23/2013 | 7286 | Saint Sophia Cathedral | 1,820 00 |
| 08/23/2013 | 7287 | Sheriff's Youth Foundation | 1,000 00 |
| 08/23/2013 | 7288 | Doctors Without Borders | 100 00 |
| 08/23/2013 | 7289 | American Jewish University | 250 00 |
| 08/26/2013 | 7290 | Children Sure House Foundation | 14,000 00 |
| 08/26/2013 | 7291 | Beth Shirah | 250 00 |
| 08/27/2013 | 7292 | The Chai Center | 10,000 00 |
| 08/28/2013 | 7293 | The Guardians | 1,500 00 |
| 08/28/2013 | 7294 | ORT America | 1,500 00 |
| 08/28/2013 | 7295 | ORT America | 279 00 |
| 08/28/2013 | 7301 | Brent Shapiro Found for Drug Awareness | 1,000 00 |

The Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2003

| <u>Date</u> | <u>Check #</u> | <u>Name</u> | <u>Amount</u> |
|-------------|----------------|---|---------------|
| 08/28/2013 | 7297 | Hadassah Medical Relief Assn | 5,000 00 |
| 08/28/2013 | 7298 | Foundation for Camp Max Straus | 5,000 00 |
| 08/28/2013 | 7299 | National Vietnam Veterans Foundation | 150 00 |
| 08/28/2013 | 7300 | AARP Foundation | 12 00 |
| 09/06/2013 | 7305 | Children's Hospital Los Angeles | 200,000 00 |
| 09/06/2013 | 7306 | Career Transition for Dancers | 1,500 00 |
| 09/06/2013 | 7307 | W Annenberg Ctr for Performing Arts | 25,000 00 |
| 09/06/2013 | 7308 | Friends of Israel Defense Forces | 50,000 00 |
| 09/09/2013 | 7309 | JETS | 50,000 00 |
| 09/13/2013 | 7313 | United States Holocaust Memorial Museum | 195 00 |
| 09/13/2013 | 7311 | Bienvenidos | 250 00 |
| 09/17/2013 | 7314 | American Red Cross | 500 00 |
| 09/18/2013 | 7315 | International Medical Corps | 1,000 00 |
| 09/18/2013 | 7317 | The Jeffrey Foundation | 180 00 |
| 09/23/2013 | 7319 | Pepperdine University | 625 00 |
| 09/23/2013 | 7320 | 1939 Club | 1,000 00 |
| 09/25/2013 | 7321 | Jill Black Zalben | 317 00 |
| 09/26/2013 | 7325 | Pro Hermanos del Anciano | 5,000 00 |
| 09/26/2013 | 7326 | Jewish Life | 10,000 00 |
| 09/27/2013 | 7328 | Neuro Muscular Disease Foundation | 25,000 00 |
| 09/27/2013 | 7329 | UC Board of Regents | 1,000 00 |
| 10/03/2013 | 7330 | Los Angeles Jewish Home | 180 00 |
| 10/04/2013 | 7334 | The Beverly Hills Theatre Guild | 400 00 |
| 10/04/2013 | 7335 | AIPAC | 10,000 00 |
| 10/04/2013 | 7336 | The Belizean Women's Wellness Foundation | 2,500 00 |
| 10/04/2013 | 7337 | Wells Bring Hope | 5,600 00 |
| 10/10/2013 | 7338 | Friends of Jewish Renewal in Poland | 18,000 00 |
| 10/11/2013 | 7339 | Beverly Hills Police Officers Association | 5,500 00 |
| 10/16/2013 | 7340 | Rabbi David Baron | 10,000 00 |
| 10/16/2013 | 7341 | PEF Israel Endowment Funds, Inc | 25,000 00 |
| 10/16/2013 | 7342 | JFLA | 25,000 00 |
| 10/16/2013 | 7343 | Congregation Beth Israel | 1,800 00 |
| 10/16/2013 | 7344 | Los Angeles Jewish Home | 1,000 00 |
| 10/16/2013 | 7345 | Ronald Reagan Presidential Foundation | 25,000 00 |
| 10/16/2013 | 7346 | Anti Defamation League | 25,000 00 |
| 10/17/2013 | 7347 | Los Angeles Museum of the Holocaust | 10,000 00 |
| 10/23/2013 | 7350 | Hirshberg Foundation | 1,200 00 |
| 10/29/2013 | 7351 | Cedars-Sinai | 10,000 00 |
| 10/29/2013 | 7352 | Chabad of California | 180 00 |
| 11/04/2013 | 7356 | Jewish Life | 10,000.00 |

The Stanley and Joyce Black Family Foundation
Contributions Given
12/31/2003

| Date | Check # | Name | Amount |
|------------|---------|--|---------------------|
| 11/06/2013 | 7357 | Union Rescue Mission | 1,000 00 |
| 11/06/2013 | 7358 | American Heart Association | 150 00 |
| 11/11/2013 | 7359 | New Renaissance Foundation | 25,000 00 |
| 11/11/2013 | 7360 | Iranian American Jewish Federation | 25,000 00 |
| 11/12/2013 | 7361 | Heritage Retreats | 1,000 00 |
| 11/12/2013 | 7362 | Anti Defamation League | 1,000 00 |
| 11/12/2013 | 7363 | Boston Children's Hospital | 100 00 |
| 11/12/2013 | 7364 | Veterans' Holiday Celebration Inc | 500 00 |
| 11/12/2013 | 7365 | David Lynch Foundation | 4,000 00 |
| 11/18/2013 | 7368 | Rotary Club of Beverly Hills | 2,500 00 |
| 11/18/2013 | 7369 | Rotary Club of Beverly Hills | 750 00 |
| 11/19/2013 | 7370 | The Chai Center | 5,000 00 |
| 11/19/2013 | 7371 | PBSF | 7,500 00 |
| 11/20/2013 | 7372 | Los Angeles Philharmonic Association | 5,500 00 |
| 11/20/2013 | 7373 | City of Hope | 1,500 00 |
| 11/20/2013 | 7374 | Wounded Warrior Project | 45 00 |
| 11/21/2013 | 7376 | ORT America | 20,000 00 |
| 11/21/2013 | 7377 | Idylwild Arts Foundation | 180 00 |
| 11/21/2013 | 7378 | American Cancer Society | 180 00 |
| 12/12/2013 | 7383 | The Gambino Medical & Science Foundation | 250 00 |
| 12/12/2013 | 7385 | Friends of Israel Defense Forces | 1,000 00 |
| 12/12/2013 | 7386 | Covenant House | 14 00 |
| 12/12/2013 | 7387 | National Center For Jewish Films | 1,000 00 |
| 12/12/2013 | 7388 | Concern Foundation | 2,500 00 |
| 12/12/2013 | 7389 | Philanthropy Round Table | 500 00 |
| 12/12/2013 | 7390 | LANLT | 1,500 00 |
| 12/12/2013 | 7391 | Jewish Family Service of Los Angeles | 1,500 00 |
| 12/12/2013 | 7392 | The Links Foundation Inc | 250 00 |
| 12/12/2013 | 7393 | Jack and Jill of America Inc | 500 00 |
| 12/12/2013 | 7394 | Boys & Girls Club of Placer County | 1,200 00 |
| 12/12/2013 | 7395 | David Lynch Foundation | 25,000 00 |
| 12/12/2013 | 7396 | Charity Navigator | 2,500 00 |
| 12/13/2013 | 7397 | American Red Cross | 2,500 00 |
| 12/13/2013 | 7398 | New Directions, Inc | 1,500 00 |
| 12/13/2013 | 7399 | Saint Sophia Cathedral | 300 00 |
| 12/13/2013 | 7400 | The Social Justice Learning Institute | 1,500 00 |
| 12/16/2013 | 7401 | Gateway Arts Foundation | 2,500 00 |
| 12/18/2013 | 7402 | JEM Center | 25,000 00 |
| | | | <u>1,553,704 00</u> |

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

B5605

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

| | | |
|---|---|--|
| Type or print | Name of exempt organization or other filer, see instructions THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION | Employer identification number (EIN) or 95-4259961 |
| | Number, street, and room or suite no. If a P.O. box, see instructions C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLR | Social security number (SSN) |
| File by the due date for filing your return. See instructions | City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90212 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

04

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STANLEY BLACK

- The books are in the care of ► **433 N. CAMDEN DR #1070 - BEVERLY HILLS, CA 90210**

Telephone No ► **(310) 278-5333**

Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014

, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► ☒ calendar year **2013** or

► ☐ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

| | | | | |
|----|--|----|----|---------|
| 3a | If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 45,340. |
| b | If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 25,840. |
| c | Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 19,500. |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

COPY

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

☒

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| Type or print | Name of exempt organization or other filer, see instructions | Enter filer's identifying number |
|---|--|--|
| | THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION | Employer identification number (EIN) or 95-4259961 |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P O box, see instructions C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLR | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

07

| Application Is For | Return Code | Application Is For | Return Code |
|---|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STANLEY BLACK

- The books are in the care of ► **433 N. CAMDEN DR #1070 - BEVERLY HILLS, CA 90210**

Telephone No. ► **(310) 278-5333**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2013** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

| | | | |
|---|----|----|----|
| 3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 0. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 0. |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

B56.05

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| Enter filer's identifying number, see instructions | |
|---|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. THE STANLEY AND JOYCE BLACK FAMILY FOUNDATION |
| | Employer identification number (EIN) or 95-4259961 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. C/O NSBN LLP - 9454 WILSHIRE BLVD 4TH FLR |
| | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212 |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| Application Is For | Return Code | Application Is For | Return Code | |
|--|-------------|--------------------|-----------------------------------|----|
| Form 990 or Form 990-EZ | 01 | COPY | | |
| Form 990-BL | 02 | | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

STANLEY BLACK

• The books are in the care of **433 N. CAMDEN DR #1070 - BEVERLY HILLS, CA 90210**
Telephone No **(310) 278-5333** Fax No ☐

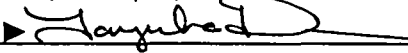
• If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**
- 5 For calendar year **2013**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

| | | | |
|--|----|----|---------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 19,500. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 19,500. |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0. |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **5/12/14**

X