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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE GIBSON, DUNN & CRUTCHER FOUNDATION		A Employer identification number 95-4301635
Number and street (or P.O. box number if mail is not delivered to street address) 333 SOUTH GRAND AVENUE		B Telephone number (213) 229-7252
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90071		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 965776	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		52613.	52613.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		178665.			
b Gross sales price for all assets on line 6a 2662096.					
7 Capital gain net income (from Part IV, line 2)			178665.		
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		-673.	-673.		Statement 2
12 Total. Add lines 1 through 11		230605.	230605.		
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					
c Other professional fees					
17 Interest					
18 Taxes		975.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		11012.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		11987.	0.		0.
25 Contributions, gifts, grants paid		2111483.			2111483.
26 Total expenses and disbursements. Add lines 24 and 25		2123470.	0.		2111483.
27 Subtract line 26 from line 12		-1892865.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			230605.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1713443.	9760.	9760.
	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 Stmt 6	430056.	413809.	395550.
	b Investments - corporate stock Stmt 7	576314.	428792.	485919.
	c Investments - corporate bonds Stmt 8	67263.	77129.	74547.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	35279.	0.	0.	
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)	2822355.	929490.	965776.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	2822355.	929490.	
	30 Total net assets or fund balances	2822355.	929490.	
	31 Total liabilities and net assets/fund balances	2822355.	929490.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2822355.
2 Enter amount from Part I, line 27a	2	-1892865.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	929490.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	929490.

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 GOLDMAN SACHS	P	Various	Various
b GOLDMAN SACHS	P	Various	Various
c Capital Gains Dividends			
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 1873669.		1789231.	84438.
b 787484.		694200.	93284.
c 943.			943.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			84438.
b			93284.
c			943.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	178665.
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	2121435.	2531702.	.837948
2011	1729778.	3012052.	.574286
2010	1201283.	2959406.	.405920
2009	480798.	2451972.	.196086
2008	30.	1870961.	.000016

2 Total of line 1, column (d)	2	2.014256
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	.402851
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1921124.
5 Multiply line 4 by line 3	5	773927.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2306.
7 Add lines 5 and 6	7	776233.
8 Enter qualifying distributions from Part XII, line 4	8	2111483.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2306.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2306.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2306.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2196.	
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	2196.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	110.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11		

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

N/A

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 ► CHARLES E. WOODHOUSE Telephone no ► (213) 229-7252 Located at ► 333 S. GRAND AVENUE, SUITE 5208, LOS ANGELES, CA ZIP+4 ► 90071-3197			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? ☐ Yes ☒ No If "Yes," list the years ►		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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?

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 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	1667313.
b	Average of monthly cash balances	1b	283067.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1950380.
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	1950380.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1921124.
6	Minimum investment return. Enter 5% of line 5	6	96056.

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	96056.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2306.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2306.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	93750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	93750.
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	93750.

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	2111483.
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	2111483.
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	2306.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2109177.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				93750.
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	359323.			
c From 2010	1055157.			
d From 2011	1585189.			
e From 2012	1999240.			
f Total of lines 3a through e	4998909.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2111483.				
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				93750.
e Remaining amount distributed out of corpus	2017733.			
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	7016642.			
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	7016642.			
10 Analysis of line 9				
a Excess from 2009	359323.			
b Excess from 2010	1055157.			
c Excess from 2011	1585189.			
d Excess from 2012	1999240.			
e Excess from 2013	2017733.			

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				
ACLU FOUNDATION OF SOUTHERN CALIFORNIA 1313 W Eighth St. LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	9000.
AIPAC 6310 S San Vicente Blvd LOS ANGELES, CA 90048		PUBLIC CHARITY	CHARITABLE	8333.
ALZHEIMERS ASSOCIATION 225 N Michigan Ave. Fl 17 CHICAGO, IL 60601		PUBLIC CHARITY	CHARITABLE	9000.
AMERICAN CANCER SOCIETY 250 Williams Street NW ATLANTA, GA 30303		PUBLIC CHARITY	CHARITABLE	6000.
AMERICAN FOUNDATION FOR EQUAL RIGHTS 6565 Sunset Blvd, Suite 400 LOS ANGELES, CA 90028		PUBLIC CHARITY	CHARITABLE	12500.
Total	See continuation sheet(s)			2111483.
b Approved for future payment				
None				
Total				0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions. | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

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

**Sign
Here**

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


Signature of officer or trustee

5/15/14
Date

► CFO
Title

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

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY One Battery Park Plaza, 25th Floor NEW YORK, NY 10004		PUBLIC CHARITY	CHARITABLE	7500.
AMERICAN HEART ASSOCIATION GREATER BAY AREA 100 Montgomery Street Suite 1650 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	25000.
AMERICAN DIABETES ASSOCIATION 1701 N Beauregard Street ALEXANDRIA, VA 22311		PUBLIC CHARITY	CHARITABLE	10000.
ASSOCIATION OF CORPORATE COUNSEL 1025 Connecticut Avenue, NW Suite 200 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	6000.
AMERICAN RED CROSS GREATER NEW YORK REGION 520 West 49th Street NEW YORK, NY 10019		PUBLIC CHARITY	CHARITABLE	8000.
BIG BROTHERS BIG SISTERS OF SOUTH TEXAS 202 Baltimore Avenue SAN ANTONIO, TX 78215		PUBLIC CHARITY	CHARITABLE	7000.
BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 800 S. Figueroa Street, Suite 620 LOS ANGELES, CA 90017		PUBLIC CHARITY	CHARITABLE	20000.
BOSTON CHILDREN'S HOSPITAL 300 Longwood Avenue BOSTON, MA 02115		PUBLIC CHARITY	CHARITABLE	5000.
BROOKLYN ACADEMY OF MUSIC 651 Fulton St. BROOKLYN, NY 11217		PUBLIC CHARITY	CHARITABLE	3500.
BRC 156 Fifth Avenue, Suite 1100 NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				2066650.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA SCIENCE CENTER FOUNDATION 700 Exposition Park Drive LOS ANGELES, CA 90037		PUBLIC CHARITY	CHARITABLE	7500.
CALIFORNIA YMCA YOUTH & GOVERNMENT 6928 Owensmouth Avenue, Suite 101 CANOGA PARK, CA 91303		PUBLIC CHARITY	CHARITABLE	15000.
CENTER THEATRE GROUP 601 W. Temple St. LOS ANGELES, CA 90012		PUBLIC CHARITY	CHARITABLE	15000.
CHIPS NETWORK INC. P.O. Box 620733 WOODSIDE, CA 94063		PUBLIC CHARITY	CHARITABLE	12500.
CHRYSLIS 522 S. Main St LOS ANGELES, CA 90013		PUBLIC CHARITY	CHARITABLE	5000.
CITIZENS UNION OF THE CITY OF NEW YORK 299 Broadway NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	15000.
CONSTITUTIONAL RIGHTS FOUNDATION 601 South Kingsley Drive LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	15000.
CURE DECHENNE 1400 Quail Street, Suite 110 NEWPORT BEACH, CA 92660		PUBLIC CHARITY	CHARITABLE	5000.
CPR INSTITUTE 575 Lexington Avenue, 21st Floor NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	25000.
CYSTIC FIBROSIS FOUNDATION 2150 S. Towne Centre Pl ANAHEIM, CA 92806		PUBLIC CHARITY	CHARITABLE	16500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAY ONE P.O. Box 1507, Canal Street Station NEW YORK, NY 10013		PUBLIC CHARITY	CHARITABLE	20000.
DISABLED SPORTS USA 451 Hungerford Drive, Suite 100 ROCKVILLE, MD 20850		PUBLIC CHARITY	CHARITABLE	7500.
DISCOVERY SCIENCE CENTER 2500 North Main Street SANTA ANA, CA 92705		PUBLIC CHARITY	CHARITABLE	17500.
DO SOMETHING 19 West 21st Street, 8th Floor NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	15000.
EQUAL JUSTICE WORKS 1730 M Street NW, Suite 1010 WASHINGTON, DC 20036-4511		PUBLIC CHARITY	CHARITABLE	15000.
FASHION INSTITUTE OF DESIGN & MERCHANDISING 919 South Grand Avenue LOS ANGELES, CA 90015		PUBLIC CHARITY	CHARITABLE	9000.
FEDERALIST SOCIETY 1015 18th St NW, Suite 425 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	55000.
FUND FOR MODERN COURTS 100 Centre Street NEW YORK, NY 10013		PUBLIC CHARITY	CHARITABLE	12000.
GILDA'S CLUB NEW YORK CITY 195 W. Houston Street NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	12000.
GOOD SHEPHERD SERVICES 305 7th Avenue, 9th Floor NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	10000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER LOS ANGELES ZOO ASSOCIATION 5333 Zoo Drive LOS ANGELES, LA 90027		PUBLIC CHARITY	CHARITABLE	7500.
HAMPTONS INTERNATIONAL FILM FESTIVAL 3 Newtown Mews, East Hampton NEW YORK, NY 11937		PUBLIC CHARITY	CHARITABLE	15000.
GREATER NEW YORK COUNCILS BOY SCOUTS OF AMERICA 350 Fifth Avenue, Suite 430 NEW YORK, NY 10118-0350		PUBLIC CHARITY	CHARITABLE	7500.
GREENWICH HOUSE 224 West 30th Street, Suite 302 NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	15000.
HUMAN RIGHTS CAMPAIGN 1640 Rhode Island Ave NW WASHINGTON, DC 20036-3278		PUBLIC CHARITY	CHARITABLE	20000.
HUDSON GUILD 441 West 26th Street NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	8000.
IAALS 2060 South Gaylord Way DENVER, CO 80208		PUBLIC CHARITY	CHARITABLE	5000.
HUMAN RIGHTS WATCH 350 Fifth Avenue, 34th floor NEW YORK, NY 10118-3299		PUBLIC CHARITY	CHARITABLE	6250.
INMOTION 100 Broadway, 10th Floor NEW YORK, NY 10005		PUBLIC CHARITY	CHARITABLE	7500.
INTERNATIONAL WOMEN'S MEDIA FOUNDATION 1625 K Street NW, Suite 1275 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	25000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTEL CORP 3100 NE Shute Rd. HILLSBORO, OR 97124		PUBLIC CHARITY	CHARITABLE	15000.
JALBCA 1324 Lexington Avenue, PMB 324 NEW YORK, NY 10128		PUBLIC CHARITY	CHARITABLE	25000.
JAMESTOWN FOUNDATION, INC. 1111 16th Street, NW, Suite 320 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	35000.
JUNIOR ACHIEVEMENT One Education Way COLORADO SPRINGS, CO 80906		PUBLIC CHARITY	CHARITABLE	20500.
JUMPSTART 505 Eighth Avenue, Suite 1100 NEW YORK, NY 10018		PUBLIC CHARITY	CHARITABLE	10000.
LATIN AMERICAN YOUTH CENTER 1419 Columbia Rd. NW WASHINGTON, DC 20009		PUBLIC CHARITY	CHARITABLE	8000.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 Wall Street, 19th Floor NEW YORK, NY 10005		PUBLIC CHARITY	CHARITABLE	25000.
LATINO JUSTICE PRLDEF 99 Hudson Street 14th Floor NEW YORK, NY 10013-2815		PUBLIC CHARITY	CHARITABLE	8500.
LAW FOUNDATION OF SILICON VALLEY 152 N Third Street, 3rd Floor SAN JOSE, CA 95112		PUBLIC CHARITY	CHARITABLE	10000.
LAWYERS WITHOUT BORDERS UK 59 Elm Street, Suite 105 NEW HAVEN, CT 06510		PUBLIC CHARITY	CHARITABLE	20000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAWYERS ALLIANCE FOR NEW YORK 171 Madison Avenue, 6th Floor NEW YORK, NY 10016		PUBLIC CHARITY	CHARITABLE	10000.
LEGAL AID FOUNDATION OF COLORADO 1900 Grant Street, Suite 1112 DENVER, CO 80203		PUBLIC CHARITY	CHARITABLE	11600.
LEGAL AID FOUNDATION OF LOS ANGELES 1102 Crenshaw Boulevard LOS ANGELES, CA 90019		PUBLIC CHARITY	CHARITABLE	60000.
LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 Montgomery Street, Suite 600 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	21300.
LEGAL AID SOCIETY 199 Water Street NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	160000.
LEGAL MOMENTUM 395 Hudson Street NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	15000.
LEUKEMIA & LYMPHOMA SOCIETY 6033 West Century Blvd, Suite 300 LOS ANGELES, CA 90045		PUBLIC CHARITY	CHARITABLE	10000.
LEGAL AID CENTER OF SOUTHERN NEVADA 725 E. Charleston Blvd. LAS VEGAS, NV 89104		PUBLIC CHARITY	CHARITABLE	7000.
LONG ISLAND CHILDREN'S MUSEUM 11 Davis Avenue GARDEN CITY, NY 11530		PUBLIC CHARITY	CHARITABLE	7500.
LOS ANGELES BALLET 11755 Exposition Boulevard LOS ANGELES, CA 90064		PUBLIC CHARITY	CHARITABLE	20000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEGAL SERVICES NYC 40 Worth Street, Suite 606 NEW YORK, NY 10013		PUBLIC CHARITY	CHARITABLE	10000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 South Grand Avenue LOS ANGELES, CA 90012-3034		PUBLIC CHARITY	CHARITABLE	65000.
LINCOLN CENTER FOR THE PERFORMING ARTS, INC. 10 Lincoln Center Plaza NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	5000.
MELANOMA RESEARCH ALLIANCE 1101 New York Avenue, NW, Suite 620 WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	5000.
MEXICAN AMERICAN BAR FOUNDATION P.O. Box 862127 LOS ANGELES, CA 90086-2127		PUBLIC CHARITY	CHARITABLE	15000.
MINORITY CORPORATE COUNSEL 1111 Pennsylvania Avenue, NW WASHINGTON, DC 20004		PUBLIC CHARITY	CHARITABLE	12500.
MOUNT SAINT MARY'S COLLEGE 12001 Chalon Rd. LOS ANGELES, CA 90049		PUBLIC CHARITY	CHARITABLE	10000.
MOUNT SINAI HOSPITAL 5 E 98th St #7 NEW YORK, NY 10029		PUBLIC CHARITY	CHARITABLE	7500.
MUSE/IQUE 300 E. Green St, 3rd Floor PASADENA, CA 91101		PUBLIC CHARITY	CHARITABLE	10000.
NATIONAL ACADEMY FOUNDATION BENEFIT OFFICE 218 West 40th Street, 5th Floor NEW YORK, NY 10018		PUBLIC CHARITY	CHARITABLE	12000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL ASIAN PACIFIC AMERICAN BAR ASSOCIATION 1612 K Street NW, Suite 1400 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	15000.
NATIONAL ASSOCIATION FOR THE URBAN DEBATE LEAGUE 322 S. Michigan Avenue, Suite 500 CHICAGO, IL 60604		PUBLIC CHARITY	CHARITABLE	10000.
NATIONAL ASSOCIATION OF CORPORATE DIRECTORS 2001 Pennsylvania Ave, NW, Suite 500 WASHINGTON, DC 20006		PUBLIC CHARITY	CHARITABLE	7500.
NATIONAL LEGAL AID & DEFENDER ASSOCIATION 1140 Connecticut Ave NW # 900 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	9000.
NATIONAL BAR ASSOCIATION 1225 11th Street, NW WASHINGTON, DC 20001		PUBLIC CHARITY	CHARITABLE	10000.
NEW ALTERNATIVES FOR CHILDREN INC. 37 W. 26th St #6 NEW YORK, NY 10010		PUBLIC CHARITY	CHARITABLE	7500.
NEW YORK CITY BALLET 20 Lincoln Center NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	10000.
NYC & COMPANY FOUNDATION 810 7th Ave. #3 NEW YORK, NY 10019		PUBLIC CHARITY	CHARITABLE	12000.
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 West 30th Street, 11th Floor NEW YORK, NY 10001		PUBLIC CHARITY	CHARITABLE	35000.
OFFICE OF THE APPELLATE DEFENDER 11 Park Place Ste 1601 NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	12500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORANGE COUNTY BUSINESS COUNCIL 2 Park Plaza, Suite 100 IRVINE, CA 92614		PUBLIC CHARITY	CHARITABLE	10000.
OUTWARD BOUND P.O. Box 62161 BALTIMORE, MD 21264-2161		PUBLIC CHARITY	CHARITABLE	10000.
PARTNERSHIP FOR CHILDREN'S RIGHTS 271 Madison Avenue, 17th Floor NEW YORK, NY 10016		PUBLIC CHARITY	CHARITABLE	7500.
PASADENA SYMPHONY ASSOCIATION 117 East Colorado Blvd, Ste 200 PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	5000.
PHOENIX HOUSE 1297 East Fruit Street SANTA ANA, CA 92701		PUBLIC CHARITY	CHARITABLE	7500.
PRO BONO PARTNERSHIP 237 Mamaroneck Avenue, Suite 300 WHITE PLAINS, NY 10605		PUBLIC CHARITY	CHARITABLE	10000.
PUBLIC COUNSEL 610 South Ardmore Avenue LOS ANGELES, CA 90005		PUBLIC CHARITY	CHARITABLE	35000.
PUBLIC LAW CENTER 601 W Civic Center Dr SANTA ANA, CA 92701		PUBLIC CHARITY	CHARITABLE	10000.
PUENTE LEARNING CENTER 501 South Boyle Avenue LOS ANGELES, CA 90033		PUBLIC CHARITY	CHARITABLE	5000.
RENS BASKETBALL 162 West 56th Street, Suite 405 NEW YORK, NY 10019		PUBLIC CHARITY	CHARITABLE	20000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROBIN HOOD FOUNDATION 826 Broadway, 9th Floor NEW YORK, NY 10003		PUBLIC CHARITY	CHARITABLE	15000.
ROOSEVELT INSTITUTE 570 Lexington Avenue, 5th Floor NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	10000.
SUPREME COURT HISTORICAL SOCIETY 224 East Capitol Street WASHINGTON, DC 20003		PUBLIC CHARITY	CHARITABLE	7000.
SILICON VALLEY CAMPAIGN FOR LEGAL SERVICES P.O. Box 848 SAN JOSE, CA 95106-3848		PUBLIC CHARITY	CHARITABLE	10000.
SIMON WIESENTHAL CENTER 1399 Roxbury Dr. LOS ANGELES, CA 90035		PUBLIC CHARITY	CHARITABLE	25000.
STREET LAW 1010 Wayne Avenue, Suite 870 SILVER SPRING, MD 20910		PUBLIC CHARITY	CHARITABLE	10000.
SURVIVOR'S FUND 6206 NW Barry Rd. KANSAS CITY, MO 64154		PUBLIC CHARITY	CHARITABLE	8500.
THE ALLIANCE FOR CHILDREN'S RIGHTS 3333 Wilshire Blvd Suite 550 LOS ANGELES, CA 90010		PUBLIC CHARITY	CHARITABLE	15000.
THE ATLANTIC COUNCIL OF THE UNITED STATES 1030 15th St, NW WASHINGTON, DC 20005		PUBLIC CHARITY	CHARITABLE	10000.
THE COLBURN SCHOOL 200 South Grand Avenue LOS ANGELES, CA 90012		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BOYS AND GIRLS CLUB OF AMERICA 1275 Peachtree Street, NE ATLANTA, GA 30309-3506		PUBLIC CHARITY	CHARITABLE	20000.
THE FULFILLMENT FUND 6100 Wilshire Blvd. LOS ANGELES, CA 90048		PUBLIC CHARITY	CHARITABLE	10000.
THE JEWISH FEDERATION OF GREATER LOS ANGELES 6505 Wilshire Blvd. LOS ANGELES, CA 90048		PUBLIC CHARITY	CHARITABLE	25000.
THE OTHER BAR FOUNDATION 235 Montgomery Street, 17th floor SAN FRANCISCO, CA 94101		PUBLIC CHARITY	CHARITABLE	5000.
THE HISTORICAL SOCIETY OF THE COURTS OF THE STATE OF NEW YORK 140 Grand Street, Suite 701 WHITE PLAINS, NY 10601		PUBLIC CHARITY	CHARITABLE	5000.
THE UNIT SCHOLARSHIP FUND P.O. Box 73338 FORT BRAGG, NC 28307		PUBLIC CHARITY	CHARITABLE	7500.
THE JEWISH THEOLOGICAL SEMINARY 3080 Broadway NEW YORK, NY 10027		PUBLIC CHARITY	CHARITABLE	13000.
THEATRE FOR A NEW AUDIENCE 154 Christopher St. Suite #3D NEW YORK, NY 10014		PUBLIC CHARITY	CHARITABLE	8000.
THE LUSTGARTEN FOUNDATION 1111 Stewart Avenue BETHPAGE, NY 11714		PUBLIC CHARITY	CHARITABLE	60000.
TIPPING POINT 220 Montgomery Street, #850 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MARRIOTT FOUNDATION FOR PEOPLE WITH DISABILITIES 10400 Fernwood Road, Department 52 BETHESDA, MD 20817		PUBLIC CHARITY	CHARITABLE	15000.
TOURETTE SYNDROME ASSOCIATION 42-40 Bell Boulevard BAYSIDE, NY 11361		PUBLIC CHARITY	CHARITABLE	10000.
THE MAYOR'S FUND TO ADVANCE NEW YORK CITY 253 Broadway, 8th Floor NEW YORK, NY 10007		PUBLIC CHARITY	CHARITABLE	10000.
THE NATIONAL WOMEN'S LAW CENTER 11 Dupont Circle, NW #800 WASHINGTON, DC 20036		PUBLIC CHARITY	CHARITABLE	10000.
TULSA UNITED WAY 1430 South Boulder TULSA, OK 74119		PUBLIC CHARITY	CHARITABLE	7000.
UJA FEDERATION OF NEW YORK 130 East 59th Street NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	13000.
UNITED CELEBRAL PALSY OF ORANGE COUNTY 230 Commerce IRVINE, CA 92602		PUBLIC CHARITY	CHARITABLE	7000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 15th St SW WASHINGTON, DC 20024		PUBLIC CHARITY	CHARITABLE	15000.
THE URBAN JUSTICE CENTER 123 William Street 16th Floor NEW YORK, NY 10038		PUBLIC CHARITY	CHARITABLE	8000.
TINA'S WISH 31 West 52nd Street, Suite 4-22 NEW YORK, NY 10019		PUBLIC CHARITY	CHARITABLE	15000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
USC GOULD SCHOOL OF LAW 699 Exposition Boulevard LOS ANGELES, CA 90089		PUBLIC CHARITY	CHARITABLE	25000.
VOGEL ALCOVE 7557 Rambler Road, Suite 262 DALLAS, TX 75231		PUBLIC CHARITY	CHARITABLE	7500.
VOLUNTEER LAWYERS FOR THE ARTS 1 E. 53rd St. NEW YORK, NY 10022		PUBLIC CHARITY	CHARITABLE	8000.
WESTERN CENTER ON LAW & POVERTY 3701 Wilshire Blvd. Suite 208 LOS ANGELES, CA 90010		PUBLIC CHARITY	CHARITABLE	15000.
WESTERN JUSTICE CENTER FOUNDATION 55 South Grand Avenue PASADENA, CA 91105		PUBLIC CHARITY	CHARITABLE	25000.
WOLF TRAP FOUNDATION 1551 Trap Road VIENNA, VA 22182		PUBLIC CHARITY	CHARITABLE	6500.
YMCA OF GREATER NEW YORK 5 West 63rd Street, 2nd Floor NEW YORK, NY 10023		PUBLIC CHARITY	CHARITABLE	10000.
WHIRLPOOL COLLECTIVE IMPACT FUND 2000 North M-63 BENTON HARBOR, MI 49022		PUBLIC CHARITY	CHARITABLE	7500.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
GOLDMAN SACHS - DIVIDENDS	24841.	943.	23898.	23898.	
GOLDMAN SACHS - INTEREST	28715.	0.	28715.	28715.	
To Part I, line 4	53556.	943.	52613.	52613.	

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
ISHARES S7P GSCI COMMODITY-INDEXED TRUST K-1	-673.	-673.	
Total to Form 990-PF, Part I, line 11	-673.	-673.	

Form 990-PF	Taxes	Statement	3
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Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INTERNAL REVENUE SERVICE - EXCISE TAX	623.	0.		0.
FOREIGN TAXES	352.	0.		0.
To Form 990-PF, Pg 1, ln 18	975.	0.		0.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT FEES	10623.	0.		0.	
BANK CHARGES - CHECKING ACCOUNT	144.	0.		0.	
MISCELLANEOUS EXPENSES	245.	0.		0.	
To Form 990-PF, Pg 1, ln 23	11012.	0.		0.	

Footnotes

Statement 5

PURSUANT TO REGULATION SEC.301.6104(d)-1, THE UNDERSIGNED FOUNDATION MANAGER FOR THE GIBSON, DUNN & CRUTCHER FOUNDATION CERTIFIES THAT PURSUANT TO SEC. 6104(d) OF THE INTERNAL REVENUE CODE RELATING TO PUBLIC INSPECTION OF PRIVATE FOUNDATIONS' ANNUAL REPORTS, THE ANNUAL RETURN FOR THE YEAR ENDING DECEMBER 31, 2013 IS AVAILABLE FOR PUBLIC INSPECTION BY ANY INTERESTED CITIZEN WHO REQUESTS IT AT THE FOUNDATION'S PRINCIPAL OFFICE LOCATED AT 333 SOUTH GRAND AVENUE, LOS ANGELES, CALIFORNIA 90071, TELEPHONE (213) 229-7000, BEGINNING ON MAY 15, 2014.

Charles E. Woodhouse

FOUNDATION MANAGER FOR THE GIBSON DUNN & CRUTCHER FOUNDATION

Form 990-PF	U.S. and State/City Government Obligations	Statement	6
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
GOVERNMENT OBLIGATIONS	X		413809.	395550.
Total U.S. Government Obligations			413809.	395550.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			413809.	395550.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
EQUITY SECURITIES	428792.	485919.
Total to Form 990-PF, Part II, line 10b	428792.	485919.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
CORPORATE OBLIGATIONS	77129.	74547.
Total to Form 990-PF, Part II, line 10c	77129.	74547.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
PRIVATE EQUITY INVESTMENTS	COST	0.	0.
Total to Form 990-PF, Part II, line 13		0.	0.

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	
KENNETH M. DORAN 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	PRESIDENT 2.00	0.	0.	0.
DEAN J. KITCHENS 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	SECRETARY 2.00	0.	0.	0.
CHARLES E. WOODHOUSE 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
RANDY M. MASTRO 200 PARK AVENUE NEW YORK, NY 101660193	DIRECTOR 2.00	0.	0.	0.
THEODORE J. BOUTROUS, JR. 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	DIRECTOR 2.00	0.	0.	0.
THOMAS H. DUPREE JR. 1050 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.