Form **990-PF**

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

WARREN & KATHARINE SCHLINGER FOUNDATION
1250 N LAKEVIEW AVENUE, SUITE B
ANAHEIM, CA 92807

A Employer identification number: 95-4494669
B Telephone number (see the instructions): 714-693-0413
C If exemption application is pending, check here ► [ ]
D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 67,981,486.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3,654.	3,654.		
	4 Dividends and interest from securities	1,475,647.	1,475,647.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	5,853,166.			
	b Gross sales price for all assets on line 6a 37,109,188.				
	7 Capital gain net income (from Part IV, line 2)		5,853,166.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,332,467.	7,332,467.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	1,855.			1,855.
	b Accounting fees (attach sch) SEE ST 2	30,000.			30,000.
	c Other prof fees (attach sch) SEE ST 3	165,149.	165,149.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	86,775.	3,260.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	3,795.	42.		3,404.
	24 Total operating and administrative expenses. Add lines 13 through 23	287,574.	168,451.		35,259.
	25 Contributions, gifts, grants paid PART XV	3,300,000.			3,300,000.
	26 Total expenses and disbursements. Add lines 24 and 25	3,587,574.	168,451.	0.	3,335,259.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,744,893.			
	b Net investment income (if negative, enter -0-)		7,164,016.		
	c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	9,493.	22,461.	22,461.
	2 Savings and temporary cash investments	1,078,867.	4,847,660.	5,044,160.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	17,253,683.	18,103,435.	60,139,385.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	2,524,386.	2,668,284.	2,775,480.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)	1,010,674.		
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	21,877,103.	25,641,840.	67,981,486.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,877,103.	25,641,840.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	21,877,103.	25,641,840.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,877,103.	25,641,840.	

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	21,877,103.
2	Enter amount from Part I, line 27a	2	3,744,893.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	27,483.
4	Add lines 1, 2, and 3	4	25,649,479.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	7,639.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	25,641,840.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	ML #03050 SHORT TERM COVERED	P	VARIOUS	VARIOUS
b	ML #03050 LONG TERM COVERED	P	VARIOUS	VARIOUS
c	ML #03050 LONG TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
d	ML #04J16 LONG TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
e	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS

	(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	29,529,967.		28,414,281.	1,115,686.
b	2,010,893.		2,023,863.	-12,970.
c	601,607.		452,758.	148,849.
d	4,868,702.		365,120.	4,503,582.
e	98,019.			98,019.

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) **or** Losses (from column (h))
a				1,115,686.
b				-12,970.
c				148,849.
d				4,503,582.
e				98,019.

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	5,853,166.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 (column (b) divided by column (c))
2012	2,688,920.	51,310,608.	0.052405
2011	2,719,752.	51,387,440.	0.052926
2010	1,953,703.	48,957,322.	0.039906
2009	2,511,758.	42,050,695.	0.059732
2008	2,860,201.	50,747,471.	0.056361

2	**Total** of line 1, column (d)	2	0.261330
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052266
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	56,460,556.
5	Multiply line 4 by line 3	5	2,950,967.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	71,640.
7	Add lines 5 and 6	7	3,022,607.
8	Enter qualifying distributions from Part XII, line 4	8	3,335,259.

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)

1 a 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 instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b			1	71,640.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	71,640.
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	71,640.
6 Credits/Payments:				
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	83,515.		
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	83,515.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	11,875.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 11,875. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	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
4 a 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	N/A	
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, column (c), and Part XV*	7	X	
8 a 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*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► STACY S SCHLINGER Telephone no. ► 714-693-0413

Located at ► 1250 N LAKEVIEW AVENUE, SUITE B ANAHEIM CA ZIP + 4 ► 92807

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				Yes	No
1 a	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)?			1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐					
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?			1 c		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 ► 20__ , 20__ , 20__ , 20__ .	☐ Yes	☒ 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.)			2 b	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 ► 20__ , 20__ , 20__ , 20__ .					
3 a	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.)*			3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4 a		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?			4 b		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)? (see instructions) ☐ Yes ☒ No

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WARREN G. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	PRESIDENT 0	0.	0.	0.
SARAH L. CHRISMAN 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	CFO 0	0.	0.	0.
NORMAN W. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	SECRETARY 0	0.	0.	0.
MICHAEL S. SCHLINGER 1250 N LAKEVIEW AVENUE, STE B ANAHEIM, CA 92807	V-PRESIDENT 0	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 (see instructions)

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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	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	51,584,552.
b	Average of monthly cash balances	1b	5,735,809.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	57,320,361.
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	57,320,361.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	859,805.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,460,556.
6	**Minimum investment return.** Enter 5% of line 5	6	2,823,028.

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	2,823,028.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 71,640.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	71,640.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,751,388.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,751,388.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,751,388.

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	3,335,259.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	3,335,259.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	71,640.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,263,619.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,751,388.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,803,865.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 3,335,259.				
a Applied to 2012, but not more than line 2a			1,803,865.	
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				1,531,394.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,219,994.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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).)

WARREN G. SCHLINGER

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 ► [X] 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 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 STATEMENT 10				
Total			► **3a**	3,300,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,654.	
4 Dividends and interest from securities			14	1,475,647.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,853,166.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				7,332,467.	

13 Total. Add line 12, columns (b), (d), and (e) 13 7,332,467.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c		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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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: [signature] Date: 11-15-2014 Title: VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LORILEE ROBERSON-GRACE	[signature]	11/14/14		P01424339
Firm's name ► GOODRICH, THOMAS, CANNON & REEDS, LLP			Firm's EIN ► 95-2982890	
Firm's address ► 3200 PARK CENTER DR STE 1170 COSTA MESA, CA 92626-7153			Phone no (714) 546-0755	

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 1,855.			$ 1,855.
TOTAL	$ 1,855.	$ 0.	$ 0.	$ 1,855.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 30,000.			$ 30,000.
TOTAL	$ 30,000.	$ 0.	$ 0.	$ 30,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	$ 165,149.	$ 165,149.		
TOTAL	$ 165,149.	$ 165,149.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 83,515.			
FOREIGN TAX	3,260.	$ 3,260.		
TOTAL	$ 86,775.	$ 3,260.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 42.	$ 42.		
DUES	725.			$ 725.
FILING FEES	240.			240.
INSURANCE	2,200.			2,200.
PENALTIES	349.			
SUPPLIES & POSTAGE	239.			239.
TOTAL	$ 3,795.	$ 42.	$ 0.	$ 3,404.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNITED PARCEL SERVICE-CLASS A	COST	$ 1,336,926.	$ 21,546,654.
UNITED PARCEL SERVICE-CLASS B	COST	1,247,928.	20,112,312.
FAIRHOLME FUND	COST	603,466.	715,540.
ISHARES RUSSELL 1000 (VALUE INDEX FUND)	COST	2,063,282.	3,004,023.
LAZARD INTL EQUITY SELCT	COST	1,061,776.	1,320,812.
WILLIAM BLAIR INTL	COST	968,984.	1,145,483.
YACKTMAN FUND	COST	1,030,810.	1,430,042.
CISCO SYSTEMS INC	COST	223,895.	317,721.
CORNING INC	COST	1,344,908.	1,603,800.
FRANCE TELECOM ADR	COST	0.	0.
TRANSOCEAN LTD	COST	468,873.	468,007.
AMERICAN INTERNATIONAL GROUP	COST	454,848.	699,640.
BB&T CORPORATION	COST	0.	0.
BP PLC	COST	0.	0.
COMERICA INC	COST	175,996.	261,470.
CSX CORP	COST	0.	0.
DEVON ENERGY CORP	COST	0.	0.
DU PONT EI NEMOURS	COST	0.	0.
JOHNSON & JOHNSON	COST	0.	0.
MORGAN STANLEY	COST	0.	0.
MYLAN INC	COST	0.	0.
TENNECO INC DEL	COST	0.	0.
AMGEN INC COM	COST	330,405.	455,750.
ANADARKO PETE CORP	COST	549,742.	542,152.
APACHE CORP	COST	297,686.	299,501.
CANADIAN NATRUAL RES LTD	COST	517,480.	534,841.
CENTURYLINK INC SHS	COST	229,355.	239,194.
ENSCO PLC SHS CL A	COST	686,327.	650,423.
FORD MOTOR CO	COST	403,021.	367,620.
GENERAL ELECTRIC	COST	599,968.	763,677.
NETAPP	COST	750,807.	817,040.
NEWMONT MINING CORP	COST	780,715.	645,416.
OCWEN	COST	209,423.	317,451.
PHILLILPS 66	COST	346,850.	407,632.
SOUTHWESTERN ENERGY CO	COST	422,945.	424,371.
US BANCORP	COST	496,871.	590,648.
S & P US PFG (ISHARES)	COST	500,148.	458,165.
	TOTAL	$ 18,103,435.	$ 60,139,385.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES BOND FD	COST	$ 1,991,511.	$ 2,086,889.
LORD ABBETT FLOATING	COST	676,773.	688,591.
	TOTAL	$ 2,668,284.	$ 2,775,480.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 27,483.
TOTAL	$ 27,483.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

INCOME TIMING DIFFERENCES	$ 7,639.
TOTAL	$ 7,639.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE BOYS & GIRLS AID SOCIETY OF LA CNTY 760 W. MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE	EXEMPT	GENERAL SUPPORT	$ 2,000.
AMERICAN INST OF CHEMICAL ENGINEERS 3 PARK AVENUE NEW YORK, NY 10016	NONE	EXEMPT	GENERAL SUPPORT	1,000.
AMERICAN RED CROSS P.O. BOX 91087 PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	10,000.
BIENVENIDES CHILDREN CENTER 205 PALM STREET ALTADENA, CA 91001	NONE	EXEMPT	GENERAL SUPPORT	1,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CALIFORNIA INSTITUTE OF TECHNOLOGY PRESIDENTS OFFICE PASADENA, CA 91125	NONE	EXEMPT	GENERAL SUPPORT SCHOLARSHIP PROGRAM	$ 500,000.
CARMEL BACH FESTIVAL P.O. BOX 575 CARMEL-BY-THE-SEA, CA 93921	NONE	EXEMPT	GENERAL SUPPORT	15,000.
CHEMICAL HERITAGE FOUNDATIONS 315 CHESTNUT STREET PHILADELPHIA, PA 19106	NONE	EXEMPT	GENERAL SUPPORT	50,000.
THE CLAREMONT INSTITUTE 250 W. FIRST STREET, SUITE 330-3042 CLAREMONT, CA 91711	NONE	EXEMPT	GENERAL SUPPORT	5,000.
COLEMAN CHAMBER MUSIC ASSOC 202 S. LAKE AVENUE, SUITE 201 PASADENA, CA 91101	NONE	EXEMPT	GENERAL SUPPORT	25,000.
GEORGE MASON UNIVERSITY FOUNDATION 4400 UNIVERSITY DRIVE, MS 1A3 FAIRFAX, VA 22030	NONE	EXEMPT	GENERAL SUPPORT	10,000.
GRAND CANYON TRUST 2601 N. FORT VALLEY ROAD FLAGSTAFF, AZ 86001	NONE	EXEMPT	GENERAL SUPPORT	5,000.
HOUSE EAR INSTITUTE 2100 W. THIRD STREET LOS ANGELES, CA 90057	NONE	EXEMPT	GENERAL SUPPORT	30,000.
HUNTINGTON MEMORIAL HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	10,000.
HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE	EXEMPT	GENERAL SUPPORT	25,000.
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMOUNT AVENUE PASADENA, CA 91105	NONE	EXEMPT	GENERAL SUPPORT	5,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
KCET PUBLIC TELEVISION 4401 SUNSET BLVD. LOS ANGELES, CA 90027	NONE	EXEMPT	GENERAL SUPPORT	$ 1,500.
KUSC PUBLIC BROADCASTING UNIVERSITY PARK LOS ANGELES, CA 90089	NONE	EXEMPT	GENERAL SUPPORT	1,500.
LOS ANGELES OPERA 135 N. GRAND AVENUE LOS ANGELES, CA 90012	NONE	EXEMPT	GENERAL SUPPORT	10,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S. GRAND AVENUE LOS ANGELES, CA 90012	NONE	EXEMPT	GENERAL SUPPORT	10,000.
MAYFLOWER CONGREGATIONAL CHURCH P.O. BOX 2212 LAGUNA HILLS, CA 92654	NONE	EXEMPT	GENERAL SUPPORT	10,000.
METHODIST HOSPITAL FOUNDATION 300 W. HUNTINGTON DRIVE ARCADIA, CA 91006	NONE	EXEMPT	GENERAL SUPPORT	4,000.
MONTEREY SYMPHONY P.O. BOX 3965 CARMEL, CA 93921	NONE	EXEMPT	GENERAL SUPPORT	2,000.
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK ROAD, SUITE 600 SPRINGFIELD, VA 22160	NONE	EXEMPT	GENERAL SUPPORT	12,000.
OMEGA BOYS CLUB P.O. BOX 884463 SAN FRANCISCO, CA 94188	NONE	EXEMPT	GENERAL SUPPORT	20,000.
ONEONTA CONGREGATIONAL CHURCH 1515 GARFIELD AVENUE SOUTH PASADENA, CA 91030	NONE	EXEMPT	GENERAL SUPPORT	40,000.
PARENTS TELEVISION COUNCIL 707 WILSHIRE BLVD., SUITE 1950 LOS ANGELES, CA 90017	NONE	EXEMPT	GENERAL SUPPORT	4,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PASADENA CONSERVATORY OF MUSIC 845 ATCHISON STREET PASADENA, CA 91104	NONE	EXEMPT	GENERAL SUPPORT	$ 2,000.
PASADENA EDUCATION FOUNDATION 351 S. HUDSON PASADENA, CA 91109	NONE	EXEMPT	GENERAL SUPPORT	5,000.
PASADENA SYMPHONY 2500 E. COLORADO BLVD., SUITE 260 PASADENA, CA 91107	NONE	EXEMPT	GENERAL SUPPORT	10,000.
PILGRIM PLACE 660 AVERY ROAD CLAREMONT, CA 91710	NONE	EXEMPT	GENERAL SUPPORT	7,500.
SAVE THE REDWOODS LEAGUE 114 SANSOME STREET, ROOM 1200 SAN FRANCISCO, CA 94104	NONE	EXEMPT	GENERAL SUPPORT	10,000.
SCHLINGER CHRISMAN FOUNDATION 426 ENNISBROOK DRIVE SANTA BARBARA, CA 93108	FNDTN OF PRESIDENTS CHILD	EXEMPT	GENERAL SUPPORT	600,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVENUE CLAREMONT, CA 91711	NONE	EXEMPT	SCHOLARSHIP FUND	7,500.
SIGMA XI, SCIENTIFIC RESEARCH SOCIETY 99 ALEXANDER DRIVE RESEARCH TRIANGLE PK, NC 27709	NONE	EXEMPT	GENERAL SUPPORT	1,000.
TAU BETA PI ASSOCIATION P.O. BOX 2697 KNOXVILLE, TN 37901	NONE	EXEMPT	GENERAL SUPPORT	1,000.
THE LEADERSHIP INSTITUTE 1101 N. HIGHLAND STREET ARLINGTON, VA 22201	NONE	EXEMPT	GENERAL SUPPORT	10,000.
THE SCHLINGER FAMILY FOUNDATION YORBA LINDA YORBA LINDA, CA 92686	FNDTN OF PRESIDENTS CHILD	EXEMPT	GENERAL SUPPORT	600,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UC BERKLEY-CHEMSITRY & CHEMICAL ENGINEER 200 CALIFORNIA HALL #1500 BERKLEY, CA 94720	NONE	EXEMPT	THE CHEMICAL ENGINEER CHAIR ENDOWMENT	$ 60,000.
UC BERKLEY-HAAS SCHOOL OF BUSINESS 5540 STUDENT SERVICES, #1900 BERKLEY, CA 94720	NONE	EXEMPT	GENERAL SUPPORT	50,000.
UC SANTA BARBARA-CHEMICAL ENGINEERING UCSB - DEPT OF CHEMICAL ENGINEERING SANTA BARBARA, CA 93106	NONE	EXEMPT	GENERAL SUPPORT	60,000.
UNION STATION FOUNDATION 412 S. RAYMOND AVENUE PASADENA, CA 94405	NONE	EXEMPT	GENERAL SUPPORT	5,000.
UC SAN FRANCISCO 44 MONTGOMERY STREET, SUITE 2200 SAN FRANCISCO, CA 94104	NONE	EXEMPT	GENERAL SUPPORT	50,000.
VILLA ESPERANZA 2116 E. VILLA STREET PASADENA, CA 91107	NONE	EXEMPT	GENERAL SUPPORT	5,000.
WASATCH BACK COUNTRY RESCUE P.O. BOX 920095 SNOWBIRD, UT 84092	NONE	EXEMPT	GENERAL SUPPORT	10,000.
YOUNG AMERICANS FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NONE	EXEMPT	GENERAL SUPPORT	10,000.
BOYS AND GIRLS CLUB OF NORTH TAHOE P.O. BOX 1617 KINGS BEACH, CA 96143	NONE	EXEMPT	GENERAL SUPPORT	50,000.
CHILDREN GIVING GIFTS, INC. 2322 N. BATAVIA STREET SUITE 108 ORANGE, CA 92865	NONE	EXEMPT	GENERAL PURPOSE	35,000.

**STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
U.C. REGENTS-YOUNG ENTREPRENEUR 545 STUDENT SERVICE BUILDING BERKELEY, CA 94720	NONE	501(C)(3)	GENERAL PURPOSE	$ 30,000.
ASPCA 520 EIGHTH AVENUE, 7TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT	GENERAL PURPOSE	20,000.
BEAR LEAGUE P.O. BOX 393 HOMEWOOD, CA 96141	NONE	EXEMPT	GENERAL PURPOSE	25,000.
FIRST GRADUATE P.O. BOX 29415 SAN FRANCISCO, CA 94129	NONE	EXEMPT	GENERAL PURPOSE	10,000.
MAMMOTH LAKES FOUNDATION 100 COLLEGE PARKWAY MAMMOTH LAKES, CA 93546	NONE	EXEMPT	GENERAL PURPOSE	20,000.
BOYS & GIRLS CLUB OF OAKLAND 3300 HIGH STREET OAKLAND, CA 94619	NONE	EXEMPT	GENERAL PURPOSE	20,000.
PASADENA CITY COLLEGE FOUNDATION, INC 1570 E COLORADO BLVD, ROOM D203 PASADENA, CA 91106	NONE	EXEMPT	GENERAL PURPOSE	10,000.
NORTHERN LIGHT SCHOOL 3710 DORISA AVENUE OAKLAND, CA 94605	NONE	EXEMPT	GENERAL PURPOSE	75,000.
BOYS AND GIRLS CLUB OF THE DIABLO VALLEY 1301 ALHAMBRA AVE MARINEZ, CA 94553	NONE	EXEMPT	GENERAL PURPOSE	10,000.
CONTRA COSTA INTERFAITH HOUSING 3164 PUTMAN BLVD, SUITE C WALNUT CREEK, CA 94597	NONE	EXEMPT	GENERAL PURPOSE	5,000.
ANIMAL RESCUE FOUNDATION PO BOX 30215 WALNUT CREEK, CA 94598		EXEMPT	GENERAL SUPPORT	100,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COMMUNITY CONCERN FOR CATS PO BOX 3795 WALNUT CREEK, CA 94598		EXEMPT	GENERAL SUPPORT	$ 30,000.
CRAFT COMMUNITY CARE CENTER, INC. 710 BLACK DIAMOND STREET PITTSBURG, CA 94565		EXEMPT	GENERAL SUPPORT	15,000.
FRIENDS OF THE OBSERVATORY 12100 WILSHIRE BLVD STE 1150 LOS ANGELES, CA 90025		EXEMPT	GENERAL SUPPORT	2,000.
HUMAN OUTREACH PROJECT PO BOX 920133 SNOWBIRD, UT 84092		EXEMPT	GENERAL SUPPORT	30,000.
SANTA BARBARA CENTER FOR PERFORMING ARTS 1214 STATE STREET SANTA BARBARA, CA 93101		EXEMPT	GENERAL SUPPORT	500,000.
			TOTAL	$ 3,300,000.

FORM 990-PF, PART XV, LINE 3A

IN ADDITION TO PUBLIC CHARITIES, THE FOUNDATION GRANTED MONIES TO TWO RELATED FOUNDATIONS TOTALING $1,200,000 IN 2013. A QUALIFYING DEDUCTION IS CLAIMED FOR THIS AMOUNT UNDER IRC SECTION 4942(G)(3)(A) BASED ON THE RECIPIENT ORGANIZATIONS' DISTRIBUTION FROM CORPUS TO PUBLIC CHARITIES WITHIN THE PRESCRIBED TIME PERIOD.

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

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	Name of exempt organization or other filer, see instructions. WARREN & KATHARINE SCHLINGER FOUNDATION	Employer identification number (EIN) or 95-4494669
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions GOODRICH, THOMAS, CANNON & REEDS, LLP 3200 PARK CENTER DR STE 1170	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. COSTA MESA, CA 92626-7153	

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-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 (section 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.

- The books are in care of ▶ STACY S SCHLINGER
  Telephone No. ▶ 714-693-0413 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 11/15, 20 14.

5 For calendar year 2013, or other tax year beginning ______, 20 __, and ending ______, 20 __.

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 REQUIRED TO GATHER THE INFORMATION NECESSARY 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	$ 71,495.
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	$ 83,515.
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 ▶