Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: MICHELSON MEDICAL RESEARCH FOUNDATION, INC.

A Employer identification number: 95-4551615

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 11755 WILSHIRE BLVD., SUITE 1400

B Telephone number (see instructions): (310) 806-9700

City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90025

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 113,338,486.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,573,145.	3,573,145.		ATCH 1
	4 Dividends and interest from securities	327,184.	327,184.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,628.			
	b Gross sales price for all assets on line 6a 91,628.				
	7 Capital gain net income (from Part IV, line 2)		91,628.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	457,917.	2,776,933.		
	12 **Total.** Add lines 1 through 11	4,449,874.	6,768,890.	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) ATCH 4	10,289.			10,289.
	b Accounting fees (attach schedule) ATCH 5	75,139.	37,569.		37,570.
	c Other professional fees (attach schedule) *	86,018.	86,018.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	136,540.	13,665.		160.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	456,920.	5,171.		1,749.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	764,906.	142,423.		49,768.
	25 Contributions, gifts, grants paid	7,529,622.			7,529,622.
	26 Total expenses and disbursements Add lines 24 and 25	8,294,528.	142,423.	0	7,579,390.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,844,654.			
	b **Net investment income** (if negative, enter -0-)		6,626,467.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,411,666.	11,932,313.	11,932,313.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 27,182,608.	ATCH 9
	Less allowance for doubtful accounts ▶ 449,387.	27,825,401.	26,733,221.	26,733,221.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 10	14,293,663.	15,500,543.	15,500,543.
	c Investments - corporate bonds (attach schedule) ATCH 11	7,296,884.	7,588,738.	7,588,738.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 12	50,569,444.	50,519,205.	50,519,205.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 13)	280,207.	1,064,466.	1,064,466.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	109,677,265.	113,338,486.	113,338,486.
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 (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 14)	783,111.	830,793.	
	23 Total liabilities (add lines 17 through 22)	783,111.	830,793.	
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	108,894,154.	112,507,693.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ [ ] check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	108,894,154.	112,507,693.	
	31 Total liabilities and net assets/fund balances (see instructions)	109,677,265.	113,338,486.	

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	108,894,154.
2	Enter amount from Part I, line 27a	2	-3,844,654.
3	Other increases not included in line 2 (itemize) ▶ ATCH 15	3	7,458,193.
4	Add lines 1, 2, and 3	4	112,507,693.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	112,507,693.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	91,628.
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 (col (b) divided by col (c))
2012	5,415,354.	107,482,679.	0.050384
2011	4,616,978.	108,611,644.	0.042509
2010	4,756,591.	98,794,327.	0.048146
2009	4,835,520.	85,615,450.	0.056480
2008	5,184,723.	94,854,429.	0.054660

2	Total of line 1, column (d)	2	0.252179
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	0.050436
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	113,856,470.
5	Multiply line 4 by line 3	5	5,742,465.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66,265.
7	Add lines 5 and 6	7	5,808,730.
8	Enter qualifying distributions from Part XII, line 4	8	7,579,390.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	66,265.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	66,265.
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	66,265.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 132,610.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 50,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	182,610.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	116,345.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 116,345. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 ▶ KARLIN ASSET MANAGEMENT Telephone no ▶ 310-806-9700			
	Located at ▶ 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA ZIP+4 ▶ 90025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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
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)?	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [ ] No [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X] 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 [X]		
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	X
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? ATCH 16	Yes [X] 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 [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
ATCH 17		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 ▶

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
ATCH 18		75,139.
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	73,946,183.
b	Average of monthly cash balances	1b	15,310,945.
c	Fair market value of all other assets (see instructions)	1c	26,333,197.
d	**Total** (add lines 1a, b, and c)	1d	115,590,325.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	115,590,325.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,733,855.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	113,856,470.
6	**Minimum investment return.** Enter 5% of line 5	6	5,692,824.

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	5,692,824.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	66,265.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	66,265.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,626,559.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,626,559.
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	5,626,559.

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	7,579,390.
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	7,579,390.
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	66,265.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,513,125.

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				5,626,559.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,596,983.	
b Total for prior years 20 11 ,20 10 ,20 09				
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 ▶ $ 7,579,390.				
a Applied to 2012, but not more than line 2a			4,596,983.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,982,407.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,644,152.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	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) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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))

GARY KARLIN MICHELSON, M.D.

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

NOT APPLICABLE

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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 19				
Total . . . . ▶ **3a**				7,529,622.
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		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	3,573,145.	
4 Dividends and interest from securities			14	327,184.	
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	91,628.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	147,515.	
b OID AMORTIZATION			14	310,402.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,449,874.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,449,874.

(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.)

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

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

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
FOUND ANIMALS	§501(C)(4)	SAME FOUNDER
LEGISLATIVE FUND INC		

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 — Date: 11/15/14 — Title: CFO

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
ROBIN M PAULE		11/15/14		P00358939

Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP — Firm's EIN ▶ 95-4345526

Firm's address ▶ 4550 E. THOUSAND OAKS BLVD, STE 100 WESTLAKE VILLAGE, CA 91362 — Phone no 805-374-8555

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					35,569.	
		SEMGROUP ENERGY PARTNERS (SEC. LIT.) PROPERTY TYPE: SECURITIES				P	VARIOUS	8/20/2013
38,947.							38,947.	
		NATIONAL CITY CORPORATION (SEC. LIT.) PROPERTY TYPE: SECURITIES				P	VARIOUS	9/5/2013
7,885.							7,885.	
		CIT GROUP INC. (SECURITY LITIGATION) PROPERTY TYPE: SECURITIES				P	VARIOUS	9/10/2013
497.							497.	
		BANCORP SOUTH INC. (SECURITY LITIGATION) PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2013
2,825.							2,825.	
		COUNTRYWIDE FINANCIAL CORP (SEC. LIT.) PROPERTY TYPE: SECURITIES				P	VARIOUS	1/9/2013
5,905.							5,905.	
TOTAL GAIN(LOSS)							91,628.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME	434,722.	434,722.	
KARLIN OPPORTUNITY FUND, LLC	307,946.	307,946.	
MMRF INVESTMENT I, LLC	2,830,477.	2,830,477.	
TOTAL	3,573,145.	3,573,145.	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	292,528.	292,528.
HARDING LOEVNER	34,656.	34,656.
TOTAL	327,184.	327,184.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	147,515.	147,515.	
OID AMORTIZATION	310,402.	310,402.	
SUBPART F INCOME FROM IAM SLP LTD		32,311.	
SUBPART F INCOME FROM IAM CREDIT OPPORTUNITIES OFFSHORE FUND, LTD		1,148,751.	
SUBPART F INCOME FROM PALO ALTO HEALTHCARE OFFSHORE LTD		1,137,954.	
TOTALS	457,917.	2,776,933.	

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	10,289.			10,289.
TOTALS	10,289.			10,289.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		75,139.	37,569.		37,570.
	TOTALS	75,139.	37,569.		37,570.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADVISORY FEES	84,632.	84,632.		
CUSTODY FEES	1,386.	1,386.		
TOTALS	86,018.	86,018.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
UNITED STATES TREASURY	115,464.			
FRANCHISE TAX BOARD	7,261.			10.
CA REGISTRY	150.			150.
FOREIGN TAX	13,665.	13,665.		
TOTALS	136,540.	13,665.		160.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE EXPENSE	1,749.			1,749.
BAD DEBT EXPENSE	450,000.			
PORTFOLIO DEDUCTIONS - KOF,LLC	5,171.	5,171.		
TOTALS	456,920.	5,171.		1,749.

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: APARTMENTS AT BOCA
ORIGINAL AMOUNT: 6,000,000.
INTEREST RATE: 10.500000
DATE OF NOTE: 12/02/2011
MATURITY DATE: 09/17/2013
REPAYMENT TERMS: TWO YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED: 1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN: REFINANCE
DESCRIPTION AND FMV OF CONSIDERATION: CASH 6,000,000.

BEGINNING BALANCE DUE .... 6,100,011.

ENDING BALANCE DUE ....

ENDING FAIR MARKET VALUE ....

BORROWER: METROPOLITAN SQUARE
ORIGINAL AMOUNT: 2,250,000.
INTEREST RATE: 12.000000
DATE OF NOTE: 12/02/2011
MATURITY DATE: 12/02/2013
REPAYMENT TERMS: TWO YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED: 1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN: PURCHASE LENDER'S INTEREST OF THE SECURED LOAN
DESCRIPTION AND FMV OF CONSIDERATION: CASH 2,250,000.

BEGINNING BALANCE DUE .... 2,253,750.

ENDING BALANCE DUE ....

ENDING FAIR MARKET VALUE ....

ATTACHMENT 9 (CONT'D)

BORROWER:	OCOTILLO
ORIGINAL AMOUNT:	4,500,000.
INTEREST RATE:	11.500000
DATE OF NOTE:	12/30/2011
MATURITY DATE:	06/19/2013
REPAYMENT TERMS:	TWO YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	REFINANCE
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 4,500,000.

BEGINNING BALANCE DUE .... 4,662,762.

ENDING BALANCE DUE .... ________

ENDING FAIR MARKET VALUE .... ________

BORROWER:	TWIN PEAKS
ORIGINAL AMOUNT:	2,875,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	02/01/2012
MATURITY DATE:	08/06/2014
REPAYMENT TERMS:	TWO YEARS PLUS SIX MONTH EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,875,000.

BEGINNING BALANCE DUE .... 2,875,000.

ENDING BALANCE DUE .... 3,499,218.

ENDING FAIR MARKET VALUE .... 3,499,218.

BORROWER:	2400 MARSHALL
ORIGINAL AMOUNT:	3,000,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	03/05/2012
MATURITY DATE:	06/05/2015
REPAYMENT TERMS:	TWO YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 3,000,000.

BEGINNING BALANCE DUE .... 3,083,690.

ENDING BALANCE DUE .... 3,088,746.

ENDING FAIR MARKET VALUE .... 3,088,746.

BORROWER:	VIRGINIAN VILLAGE
ORIGINAL AMOUNT:	2,040,000.
INTEREST RATE:	11.500000
DATE OF NOTE:	05/22/2012
MATURITY DATE:	05/30/2013
REPAYMENT TERMS:	EIGHTEEN MONTHS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	PURCHASE LENDER'S INTEREST OF THE SECURED LOAN
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,040,000.

BEGINNING BALANCE DUE .... 2,090,000.

ENDING BALANCE DUE ....

ENDING FAIR MARKET VALUE ....

ATTACHMENT 9 (CONT'D)

BORROWER:	DOBSON BAY CLUB
ORIGINAL AMOUNT:	2,000,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	09/30/2012
MATURITY DATE:	10/23/2014
REPAYMENT TERMS:	TWO YEARS
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,000,000.

BEGINNING BALANCE DUE .... 2,064,004.

ENDING BALANCE DUE .... 1,773,612.

ENDING FAIR MARKET VALUE .... 1,773,612.

BORROWER:	WESTPOINT
ORIGINAL AMOUNT:	2,125,000.
INTEREST RATE:	12.000000
DATE OF NOTE:	10/25/2012
MATURITY DATE:	10/25/2014
REPAYMENT TERMS:	TWO YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,125,000.

BEGINNING BALANCE DUE .... 2,206,545.

ENDING BALANCE DUE .... 2,927,735.

ENDING FAIR MARKET VALUE .... 2,927,735.

BORROWER:	ION
ORIGINAL AMOUNT:	2,329,639.
INTEREST RATE:	10.500000
DATE OF NOTE:	11/20/2012
MATURITY DATE:	11/20/2015
REPAYMENT TERMS:	THREE YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	REFINANCE
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,329,639.

BEGINNING BALANCE DUE .... 2,329,639.

ENDING BALANCE DUE .... 2,239,923.

ENDING FAIR MARKET VALUE .... 2,239,923.

BORROWER:	IAM
ORIGINAL AMOUNT:	160,000.
INTEREST RATE:	4.000000
DATE OF NOTE:	10/05/2012
MATURITY DATE:	10/04/2015
REPAYMENT TERMS:	PRINCIPAL BALANCE & ACCRUED INT. DUE 10/04/2015
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	WORKING CAPITAL
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 160,000.

BEGINNING BALANCE DUE .... 160,000.

ENDING BALANCE DUE .... 160,000.

ENDING FAIR MARKET VALUE .... 160,000.

BORROWER:	TRAILS OF ASHFORD
ORIGINAL AMOUNT:	6,290,000.
INTEREST RATE:	10.750000
DATE OF NOTE:	10/17/2013
MATURITY DATE:	10/18/2015
REPAYMENT TERMS:	THREE YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUISITION/REFINANCE
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 6,290,000.

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	6,218,969.
ENDING FAIR MARKET VALUE	6,218,969.

BORROWER:	SOUTHGATE
ORIGINAL AMOUNT:	4,900,000.
INTEREST RATE:	10.500000
DATE OF NOTE:	12/12/2013
MATURITY DATE:	04/01/2015
REPAYMENT TERMS:	THREE YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 4,900,000.

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	4,900,000.
ENDING FAIR MARKET VALUE	4,900,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	GRATIOT
ORIGINAL AMOUNT:	2,367,500.
INTEREST RATE:	10.000000
DATE OF NOTE:	12/16/2013
MATURITY DATE:	12/31/2016
REPAYMENT TERMS:	THREE YEARS PLUS ONE YEAR EXTENSION OPTION
SECURITY PROVIDED:	1ST PRIORITY LIEN ON PROPERTY
PURPOSE OF LOAN:	ACQUIRE PROPERTY
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 2,367,500.

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	2,374,405.
ENDING FAIR MARKET VALUE	2,374,405.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	27,825,401.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	27,182,608.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	27,182,608.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRECISION DRILLING CORP	10.	10.
DFA INVT DIMENSIONS GROUP INC	4,897,109.	4,897,109.
HARDING LOEVNER	4,251,597.	4,251,597.
ISHARES MSCI SOUTH AFRICA IDX	1,160,820.	1,160,820.
ISHARES MSCI STH KOREA IND FD	1,336,406.	1,336,406.
ISHRS MSCI MALAYSIA FREE INDFD	1,719,555.	1,719,555.
SINGAPORE FUND	847,928.	847,928.
TAIWAN FUND INC	1,287,118.	1,287,118.
TOTALS	15,500,543.	15,500,543.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB-ATTACHMENT 11A	7,588,738.	7,588,738.
TOTALS	7,588,738.	7,588,738.

Investment Detail - Fixed Income

CMO & Asset Backed Securities	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
AMERICAN HOME MOR 6.2%36	**300,000.0000**	**62.0565**	**139,626.55**
REMIC DUE 06/25/36 -062A-D CUSIP 02660YAU6 MOODY'S. Ca S&P. CCC FACTOR= 749996937 REMAIN PRIN=$224,999 08	300,000 0000	61.3820	138,109 13
BANC AMER FDG 0.3568%36	**1,445,000.0000**	**72.7357**	**366,412.97**
REMIC DUE 10/20/36 D - SER 06HA - CUSIP 05950PAU7 MOODY'S Caa3 S&P CCC FACTOR= .348622461 REMAIN PRIN=$503,759 46	1,445,000 0000	48 4999	244,323 33
BANC AMER FDG 20 5.75%37	**1,545,000.0000**	**89.9350**	**270,763.17**
REMIC DUE 01/25/37 -071B- CUSIP: 05951FBQ6 MOODY'S. Caa2 S&P D FACTOR= 194864340 REMAIN PRIN=$301,065 41	1,545,000 0000	84 6666	254,901 87

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
BANC AMER FDG 20 6.25%36	**385,000.0000**	**98.3836**	**44,974.04**
REMIC DUE 08/25/36	385,000 0000	97 7215	44,671 38
-066-			
CUSIP. 05950RAB5			
MOODY'S Caa1 S&P. CC			
FACTOR= 118734910			
REMAIN PRIN=$45,712 94			
BANC AMER FDG 200 6%37	**700,000.0000**	**89.8417**	**615,583.48**
REMIC DUE 07/25/37	636,726 0700	48 7425	303,788 54
-075-	6,383 1800	100 0000	6,248.10
CUSIP 059523BJ8	3,215.5400	100.0000	3,147 50
MOODY'S Caa3 S&P D	3,231 6100	100 0000	3,163 22
FACTOR= .978838300	3,247 7900	100 0000	3,179 06
REMAIN PRIN=$685,186 81	3,264 0100	100 0000	3,194.94
	3,280.3400	100.0000	3,210 92
	3,296.7400	100.0000	3,226 98
	3,313 2200	100 0000	3,243 11
	3,329 8100	100 0000	3,259 34
	3,346 4400	100.0000	3,275 63
	3,363 1700	100 0000	3,292 00
	3,379 9900	100.0000	3,308.46
	3,396 8900	100 0000	3,325 01
	3,413 8600	100 0000	3,341 61
	3,160 7900	100 0000	3,093 90
	3,612 2500	100.0000	3,535 81

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
	2,490.2500	100 0000	2,437 55
	742 2800	100 0000	726 57
	966 9700	100 0000	946 51
	2,416 0400	100 0000	2,364 91
	422 7600	100 0000	413 82
Cost Basis			*365,723 49*
CHL MTG PASSTHRU 6%37	**130,000.0000**	**91.2032**	**76,676.60**
REMIC DUE 03/25/37	130,000 0000	76 4374	64,262 68
-071-			
CUSIP 170255AR4			
S&P· D			
FACTOR= 646709806			
REMAIN PRIN=$84,072 27			
CITI MTG SEC SER 6%36	**94,000.0000**	**99.9837**	**93,984.68**
REMIC DUE 06/25/36	94,000 0000	86 5000	81,310 00
-063-			
CUSIP 17310BAN4			
MOODY'S· B1			
FACTOR=1 000000000			
REMAIN PRIN=$94,000 00			

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
CITI MTG SEC T 20 6%36 REMIC DUE 04/25/36 -062- CUSIP 17310AAM8 MOODY'S B1 FACTOR=1 000000000 REMAIN PRIN=$110,000 00	**110,000.0000** 110,000 0000	**99.6378** 89.7500	**109,601.58** 98,725.00
CSMC MBS TR 20 5.9889%37 REMIC DUE 02/25/37 -071A-D CUSIP 126378AG3 MOODY'S. Caa3 S&P D FACTOR= 789358525 REMAIN PRIN=$351,264 54	**445,000.0000** 445,000 0000	**65.5800** 56 1918	**230,359.29** 197,382 17
CWABS, INC. 5.1247%36 REMIC DUE 02/25/36 -0511-D CUSIP 126670CK2 MOODY'S Caa2 S&P. CCC FACTOR=1 000000000 REMAIN PRIN=$205,000 00	**205,000.0000** 205,000 0000	**81.7861** 48 5000	**167,661.51** 99,425 00

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
CWMBS INC. 6%36 REMIC DUE 04/25/36 -06J2- CUSIP 126694H50 S&P. D FACTOR= 520496133 REMAIN PRIN=$67,664 50	**130,000.0000** 130,000.0000	**89.9001** 77.0000	**60,830.45** 52,101 67
CWMBS INC. 4.5%35 REMIC DUE 09/25/35 -05J3- CUSIP 12669G4V0 S&P CC FACTOR= .372805251 REMAIN PRIN=$91,337.29	**245,000.0000** 245,000 0000	**91.8151** 77 2499	**83,861.42** 70,558 04
CWMBS INC. 5.5%34 REMIC DUE 12/26/34 -04J8- CUSIP 12669GDU2 S&P B- FACTOR= 927319641 REMAIN PRIN=$90,877 32	**98,000.0000** 98,000 0000	**100.1002** 91 5000	**90,968.38** 89,670 00

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
CWMBS INC. 5.5%35	**101,000.0000**	**90.5634**	**89,996.35**
REMIC DUE 10/25/35	66,000.0000	79.5000	51,625 21
-0521-	35,000 0000	76 5000	26,343.91
CUSIP: 126694CZ9			
MOODY'S Caa2			
FACTOR= 983899620			
REMAIN PRIN=$99,373 86			
Cost Basis			*77,969.12*
CWMBS INC. 5.5%35	**215,000.0000**	**92.6193**	**195,691.09**
REMIC DUE 11/25/35	130,000 0000	76.8476	98,175 93
-0526-	85,000 0000	73.0000	60,977.96
CUSIP· 126694MN5			
S&P CC			
FACTOR= 982722948			
REMAIN PRIN=$211,285 43			
Cost Basis			*159,153.89*
DEUTSCHE ALT-B 0.3546%36	**840,000.0000**	**58.7876**	**164,485.97**
REMIC DUE 12/25/36	840,000 0000	44 9145	125,669 67
-06AR4-D			
CUSIP. 25150PAB5			
MOODY'S. Caa3 S&P CCC			
FACTOR= 333091722			
REMAIN PRIN=$279,797 05			

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
GS MTG SEC CORP 5.5%21	**217,000.0000**	**94.5088**	**24,345.69**
REMIC DUE 01/25/21 -062F- CUSIP. 362334DS0 S&P. D FACTOR= 118710759 REMAIN PRIN=$25,760 23	217,000.0000	94.4999	24,343.41
GSAA HOME EQUITY 6.5%37	**130,000.0000**	**76.9125**	**50,490.00**
REMIC DUE 11/25/37 -0710- CUSIP 3622NDAC8 S&P. D FACTOR= 504969471 REMAIN PRIN=$65,646 03	130,000 0000	69.5000	45,624.01
GSR MTG LOAN 200 6.25%36	**85,000.0000**	**84.7268**	**46,376.53**
REMIC DUE 08/25/36 -067F- CUSIP 36298NAW4 MOODY'S Caa3 S&P. D FACTOR= 643959424 REMAIN PRIN=$54,736 55	85,000.0000	83 0000	45,431.34

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
HSI ASSET SEC 0.5346%36	**125,000.0000**	**81.5734**	**101,966.75**
REMIC DUE 01/25/36	125,000.0000	61.2500	76,562 50
-06OPT2-D CUSIP 40430HEA2 MOODY'S Ba2 S&P BB+ FACTOR=1 000000000 REMAIN PRIN=$125,000 00			
INDYMAC MBS IN 4.6438%35	**255,000.0000**	**85.7885**	**76,245.62**
REMIC DUE 09/25/35	255,000.0000	72.1250	64,102.01
-05AR15- CUSIP 45660LVM8 MOODY'S Caa2 S&P: CCC FACTOR= .348534395 REMAIN PRIN=$88,876 27			
INDYMAC MBS INC. 6%36	**360,000.0000**	**90.9537**	**108,457.68**
REMIC DUE 05/25/36	360,000 0000	66 0462	78,756 79
-06A2- CUSIP. 45661EBT0 MOODY'S. Caa3 S&P NR FACTOR= 331235920 REMAIN PRIN=$119,244 93			

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
JP MORGAN MTG 2 5.875%21	**100,000.0000**	**99.9260**	**13,917.41**
REMIC DUE 06/25/21 -06S2- CUSIP. 46628YBB5 MOODY'S Caa1 FACTOR= 139277154 REMAIN PRIN=$13,927 72	100,000 0000	89 7602	12,501 55
MASTR ADJ RATE 2.5913%35	**800,000.0000**	**93.2218**	**177,543.03**
REMIC DUE 02/25/35 -05ARM1- CUSIP 576433XE1 MOODY'S Caa1 S&P B- FACTOR= .238065333 REMAIN PRIN=$190,452 27	800,000 0000	74.5604	142,002 07
MORGAN STANLEY M 5.75%35	**135,000.0000**	**90.3401**	**89,452.81**
REMIC DUE 12/25/35 -0510- CUSIP 61748HRT0 MOODY'S Caa3 S&P. D FACTOR= 733465450 REMAIN PRIN=$99,017 84	135,000 0000	72 7500	72,035 50

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
MORGAN STANLEY MT 5.5%36	**630,000.0000**	**82.1663**	**344,492.51**
REMIC DUE 02/25/36 -062- CUSIP. 61748HVU2 MOODY'S Caa3 S&P. D FACTOR= 665496076 REMAIN PRIN=$419,262 53	630,000 0000	68.0000	285,098 55
MORGAN STANLEY MT 5.5%47	**504,000.0000**	**97.1425**	**69,135.71**
REMIC DUE 02/25/47 -076XS-D CUSIP: 61751JAB7 MOODY'S B3 S&P CCC FACTOR= 141209070 REMAIN PRIN=$71,169 37	504,000 0000	80 9999	57,647 17
MORGAN STANLEY 0.5546%35	**115,000.0000**	**85.1441**	**97,915.72**
REMIC DUE 11/25/35 -05HE6-D CUSIP. 61744CVX1 MOODY'S. B1 S&P BB FACTOR=1 000000000 REMAIN PRIN=$115,000.00	115,000.0000	60 7500	69,862.50

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
MORGAN STANLEY 5.7634%47	**520,000.0000**	**64.3101**	**267,434.68**
REMIC DUE 01/25/47 -073XS-D CUSIP. 61752RAM4 MOODY'S. Ca S&P. CCC FACTOR= 799714905 REMAIN PRIN=$415,851 75	520,000 0000	55 8270	232,157 61
PHH ALT MTG SER 2 6%37	**455,000.0000**	**85.7914**	**177,373.93**
REMIC DUE 02/25/37 -071B- CUSIP· 69337BAH7 MOODY'S NR S&P D FACTOR= 454396152 REMAIN PRIN=$206,750 25	455,000 0000	65 7639	135,967 04
RALI SER 2006- 0.3546%36	**1,510,000.0000**	**75.1698**	**297,199.79**
REMIC DUE 07/25/36 -06QA6-D CUSIP 74922MAA9 MOODY'S Caa3 FACTOR= 261835272 REMAIN PRIN=$395,371 26	1,510,000 0000	41.0000	162,102 23

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
RES ACCREDIT L 3.5312%35	**900,000.0000**	**82.0909**	**284,788.82**
REMIC DUE 09/25/35 -05QA10- CUSIP 761118GD4 MOODY'S. Caa3 S&P D FACTOR= 385465404 REMAIN PRIN=$346,918 86	900,000 0000	70 1726	243,442 01
RES ACCREDIT L 3.5339%35	**1,040,000.0000**	**79.2004**	**323,730.24**
REMIC DUE 09/25/35 -05QA10- CUSIP 761118GE2 MOODY'S Caa3 S&P D FACTOR= 393027155 REMAIN PRIN=$408,748.24	1,040,000 0000	63 9046	261,209 30
RES ACCREDIT LOA 5.75%35	**90,825.0000**	**83.6785**	**85,149.08**
REMIC DUE 09/25/35 -05QS13- CUSIP 761118HE1 MOODY'S Caa3 S&P. D FACTOR=1 120367940 REMAIN PRIN=$101,757 42	90,825 0000	79 9192	81,323 78

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
RES ACCREDIT LOAN 6%35	**545,000.0000**	**83.8842**	**99,316.22**
REMIC DUE 12/25/35 -05QS17- CUSIP. 761118PZ5 MOODY'S. Caa3 S&P NR FACTOR= 217241867 REMAIN PRIN=$118,396 82	545,000 0000	83 7499	99,157 33
RES ACCREDIT LOAN 5.5%35	**150,000.0000**	**84.5767**	**41,150.60**
REMIC DUE 09/25/35 -05QS13- CUSIP 761118GX0 MOODY'S Caa3 S&P NR FACTOR= 324365126 REMAIN PRIN=$48,654 77	150,000 0000	80 9253	39,374 05
RESIDENTIAL ASSET 6%37	**140,000.0000**	**77.0742**	**75,742.55**
REMIC DUE 07/25/37 -07A7- CUSIP 76114QAC9 S&P D FACTOR= 701944650 REMAIN PRIN=$98,272 25	140,000 0000	74 3709	73,086 03

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
RESIDENTIAL ASSET 6.5%36	**515,000.0000**	**77.7495**	**132,364.60**
REMIC DUE 09/25/36	515,000 0000	70 5000	120,022 69
-06A10- CUSIP 76113LAD9 MOODY'S NR S&P NR FACTOR= 330572725 REMAIN PRIN=$170,244 95			
RFMSI SER 2006-S 6.25%36	**450,000.0000**	**90.1837**	**48,851.87**
REMIC DUE 08/25/36	450,000 0000	86 6941	46,961 63
-06S7- CUSIP. 74958AAC8 MOODY'S· Caa2 S&P· NR FACTOR= 120376204 REMAIN PRIN=$54,169 29			
RFMSI SER 2006-S 6.25%36	**730,000.0000**	**90.0027**	**434,619.81**
REMIC DUE 09/25/36	730,000 0000	78 0625	376,961 00
-06S9- CUSIP 749577AA0 MOODY'S Caa2 S&P. D FACTOR= 661501936 REMAIN PRIN=$482,896 41			

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
RFMSI SER 2006-S1 6%36	**100,000.0000**	**89.8614**	**55,229.84**
REMIC DUE 10/25/36	100,000 0000	79.4446	48,827.60
-06S10-			
CUSIP: 74958DAF5			
S&P D			
FACTOR= 614611422			
REMAIN PRIN=$61,461 14			
RFMSI SER 2007-S2 6%37	**235,000.0000**	**90.0919**	**140,255.91**
REMIC DUE 02/25/37	235,000 0000	79.6250	123,960 94
-07S2-			
CUSIP 749583AB6			
MOODY'S NR S&P D			
FACTOR= 662472070			
REMAIN PRIN=$155,680 94			
RFMSI SER 2007-S2 6%37	**350,000.0000**	**90.0919**	**208,891.79**
REMIC DUE 02/25/37	150,000 0000	87 0000	86,452.61
-07S2-	200,000 0000	81.0000	107,320 46
CUSIP· 749583AE0			
MOODY'S NR S&P D			
FACTOR= 662472068			
REMAIN PRIN=$231,865 22			
Cost Basis			*193,773 07*

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par / Units Purchased	Market Price / Cost Per Unit	Market Value / Cost Basis
STRUCTURED ADJ 2.7644%35	**2,000,000.0000**	**91.5628**	**258,878.84**
REMIC DUE 12/25/35 -0522- CUSIP. 863579F52 S&P. NR FACTOR= 141366821 REMAIN PRIN=$282,733 64	2,000,000 0000	72 8453	205,958 41
STRUCTURED ASSET 5.11%35	**181,000.0000**	**86.5179**	**152,631.84**
REMIC DUE 07/25/35 -051-D CUSIP. 86359DKT3 MOODY'S Caa3 S&P D FACTOR= .974676742 REMAIN PRIN=$176,416 49	181,000 0000	56.5000	99,675 32
WAMU MTG PASST 2.4199%36	**690,000.0000**	**97.7840**	**49,404.96**
REMIC DUE 10/25/36 -06AR12- CUSIP 93363NAA3 S&P D FACTOR= 073224040 REMAIN PRIN=$50,524 59	690,000 0000	82 3749	41,619.63

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
WAMU MTG PASSTHRU 5.5%35	**135,000.0000**	**95.1726**	**88,945.18**
REMIC DUE 08/25/35	135,000 0000	87 2600	81,550 40
-056-			
CUSIP 92922FX94			
MOODY'S Caa2 S&P. CCC			
FACTOR= 692271907			
REMAIN PRIN=$93,456 71			
WELLS FARGO MBS S 6%36	**250,000.0000**	**94.4465**	**85,453.09**
REMIC DUE 06/25/36	250,000 0000	73 9999	66,953 53
-067-			
CUSIP 94982XAE2			
MOODY'S Caa2			
FACTOR= 361911097			
REMAIN PRIN=$90,477.77			
WELLS FARGO MBS S 6%37	**330,000.0000**	**90.5560**	**178,222.82**
REMIC DUE 07/25/37	130,000 0000	87 7500	68,033.45
-0710-	200,000 0000	87.4520	104,311 50
CUSIP 949837BB3			
MOODY'S Caa2 S&P NR			
FACTOR= 596392467			
REMAIN PRIN=$196,809 51			
Cost Basis			*172,344 95*

Investment Detail - Fixed Income (continued)

CMO & Asset Backed Securities (continued)	Par Units Purchased	Market Price Cost Per Unit	Market Value Cost Basis
WELLS FARGO MBS S 6%37	**225,000.0000**	**95.2707**	**101,284.81**
REMIC DUE 08/25/37 -0711- CUSIP 94985WAP6 MOODY'S. Caa1 S&P. NR FACTOR= 472500694 REMAIN PRIN=$106,312 66	225,000 0000	99 2499	105,515 31
Total CMO & Asset Backed Securities	71,985,825.0000		7,688,738.26

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KARLIN OPPORTUNITY FUND LLC		
GREENLIGHT CAPITAL OFFSHORE	3,094,329.	3,094,329.
KENSICO OFFSHORE FUND LTD.	7,947,287.	7,947,287.
PALO ALTO HEALTHCARE OFFSHORE	8,786,340.	8,786,340.
PARK WEST	7,039,887.	7,039,887.
QFR VICTORIA	3,145,904.	3,145,904.
IAM CREDIT OPPORTUNITIES OFFSH	19,990,391.	19,990,391.
IAM SLP LTD	515,067.	515,067.
TOTALS	50,519,205.	50,519,205.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEREST RECEIVABLE	230,420.	230,420.
DUE FROM BLUEGOLD GLOBAL FUND		
CAPITAL GAIN DIST. RECEIVABLE	19,271.	19,271.
PREPAID EXCISE TAX	89,876.	89,876.
DUE FROM KOF, LLC	53,218.	53,218.
DUE FROM CALMWATER	671,681.	671,681.
TOTALS	1,064,466.	1,064,466.

ATTACHMENT 14

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED FEDERAL EXCISE TAXES	195,884.
EXCISE TAX PAYABLE	
DEFERRED REVENUE	412,055.
TENANT IMPROVEMENT RESERVE	222,854.
TOTALS	830,793.

ATTACHMENT 15

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN	7,330,840.
PRIOR PERIOD ADJUSTMENT TO DEFERRED TAXES - NO TAX EFFECT	127,353.
TOTAL	7,458,193.

ATTACHMENT 16

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: FOUND ANIMALS FOUNDATION INC
GRANTEE'S ADDRESS: P.O. BOX 66370
CITY, STATE & ZIP: LOS ANGELES, CA 90066
GRANT DATE: 12/19/2012
GRANT AMOUNT: 4,800,000.
GRANT PURPOSE: BENEFIT OF ANIMALS THROUGH MULTIPLE ANIMAL WELFARE PROGRAMS, INCLUDING THE...SEE ATTACHMENT 16.1
AMOUNT EXPENDED: 4,800,000.
ANY DIVERSION? NO
DATES OF REPORTS: 01/29/2013
VERIFICATION DATE: 01/29/2013
RESULTS OF VERIFICATION:
VERIFICATION CONFIRMED THAT $4,800,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION.

GRANTEE'S NAME: FOUND ANIMALS FOUNDATION INC
GRANTEE'S ADDRESS: P.O. BOX 66370
CITY, STATE & ZIP: LOS ANGELES, CA 90066
GRANT DATE: VAR
GRANT AMOUNT: 6,200,000.
GRANT PURPOSE: BENEFIT OF ANIMALS THROUGH MULTIPLE ANIMAL WELFARE PROGRAMS, INCLUDING THE...SEE ATTACHMENT 16.1
AMOUNT EXPENDED: 6,200,000.
ANY DIVERSION? NO
DATES OF REPORTS: 01/31/2014
VERIFICATION DATE: 02/07/2014
RESULTS OF VERIFICATION:
VERIFICATION CONFIRMED THAT $6,200,000 WAS SPENT TOWARD THE GRANT PURPOSE WITH NO DIVERSION.

Michelson Prize and Grants in Reproductive Biology, the microchipping program, the adoption program, the spay/neuter program and others, towards Found Animals Foundation's purpose of reducing euthanasia rates in Los Angeles area animal shelters.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY KARLIN MICHELSON, M.D. 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	DIRECTOR, PRESIDENT	0	0	0
DAVID COHEN 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	SECRETARY/CFO	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 18

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
HOLTHOUSE CARLIN & VAN TRIGT 4550 E. THOUSAND OAKS BLVD. SUITE 100 WESTLAKE VILLAGE, CA 91362	TAX AND ACCOUNTING	75,139.
TOTAL COMPENSATION		75,139.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUND ANIMALS FOUNDATION, INC P O BOX 66370 LOS ANGELES, CA 90066	SAME SUBSTANTIAL CONTRIBUTOR PF	BENEFIT OF ANIMALS THROUGH MULTIPLE ANIMAL WELFARE PROGRAMS, INCLUDING THE MICHELSON PRIZE AND GRANTS IN REPRODUCTIVE BIOLOGY, THE MICROCHIPPING PROGRAM, ADOPTION PROGRAMS, SPAY/NEUTER PROGRAMS AND OTHERS TOWARD FOUND ANIMALS FOUNDATION'S PURPOSE OF REDUCING EUTHANASIA RATES IN LOS ANGELES AREA ANIMAL SHELTERS	6,200,000
UNIVERSITY OF PENNSYLVANIA THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, 433 FRANKLIN BUILDING PHILADELPHIA, PA 19104-6205	NONE PC	MICHELSON FOUNDATION AND BUSINESS PLAN COMPETITION FUNDING	75,000
UNIVERSITY OF SOUTHERN CALIFORNIA THE USC VITERBI SCHOOL OF ENGINEERING LOS ANGELES, CA 90089-1450	NONE PC	TO PROVIDE SUPPORT FOR THE VITERBI STARTUP GARAGE	30,000
ALBERT B SABIN VACCINE INSTITUTE INC 2000 PENNSYLVANIA AVE , NW, STE 7100 WASHINGTON, DC 20006	NONE PC	TO PROVIDE SUPPORT FOR SCHISTOSOMIASIS VACCINE AND NTD SPECIAL ENVOY INITIATIVES	1,000,000
PARALYZED VETERANS RESEARCH FOUNDATION 801 EIGHTEENTH STREET, NW WASHINGTON, DC 20006	NONE PC	GENERAL PURPOSE	98,302.
PHYSICIANS COMMITTEE FOR RESPONSIBLE MEDICINE 5100 WISCONSIN AVE, NW #400 WASHINGTON, DC 20016	NONE PC	GENERAL PURPOSE	125,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
U S FUND FOR UNICEF 125 MAIDEN LANE, 11TH FLOOR NEW YORK, NY 10038-4912	NONE PC	GENERAL PURPOSE	500
AMERICAN CANCER SOCIETY 500 N VICTORY BLVD BURBANK, CA 91502	NONE PC	SUPPORT CANCER RESEARCH	820
		TOTAL CONTRIBUTIONS PAID	7,529,622

ATTACHMENT 19

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions MICHELSON MEDICAL RESEARCH FOUNDATION, INC.	Employer identification number (EIN) or 95-4551615
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 11755 WILSHIRE BLVD., SUITE 1400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

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

- The books are in the care of ▶ KARLIN ASSET MANAGEMENT

Telephone No ▶ 310 806-9700 FAX No ▶ 310 806-9291

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 13 or

▶ [ ] tax year beginning ____________, 20___, and ending ____________, 20___

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 182,610.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 132,610.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 50,000.

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

- 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 MICHELSON MEDICAL RESEARCH FOUNDATION, INC.	Employer identification number (EIN) or 95-4551615
File by the due date for filing your return See instructions.	Number, street, and room or suite no If a P O box, see instructions 11755 WILSHIRE BLVD., SUITE 1400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ KARLIN ASSET MANAGEMENT
  Telephone No ▶ 310 806-9700 Fax No ▶ 310 806-9291
- 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 NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN, AS THE TAXPAYERS ARE IN THE COURSE OF HAVING A FINANCIAL STATEMENT AUDIT PREPARED. THE TAX RETURNS CANNOT BE FINALIZED UNTIL THAT AUDIT IS COMPLETE.

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	$ 182,610.
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	$ 182,610.
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 ▶ Stephanie Wilkinson Title ▶ CPA Date ▶ 7/17/14