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

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

O L HALSELL FOUNDATION
3200 PARK CENTER DRIVE #1170
COSTA MESA, CA 92626

A Employer identification number 95-6027266
B Telephone number (see the instructions) (714) 546-0755
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)* ► $ 25,096,098.

J Accounting method: ☐ Cash [X] 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).)*

	Line		(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	55.	55.		
	4	Dividends and interest from securities	550,632.	550,632.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	390,387.			
	b	Gross sales price for all assets on line 6a 1,652,495.				
	7	Capital gain net income (from Part IV, line 2)		390,387.		
	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) SEE STATEMENT 1	1,160,723.	631,956.		
	12	**Total.** Add lines 1 through 11	2,101,797.	1,573,030.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	90,000.	45,000.		25,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	15,500.	10,850.		2,325.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	134,950.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	13,960.	8,303.		5,657.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	254,410.	64,153.		32,982.
	25	Contributions, gifts, grants paid PART XV	1,168,500.			1,168,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,422,910.	64,153.	0.	1,201,482.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	678,887.			
	b	**Net investment income** (if negative, enter -0-)		1,508,877.		
	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	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	1.	-1.	-1.
	2 Savings and temporary cash investments	242,209.	789,329.	789,329.
	3 Accounts receivable ► 64,193.			
	Less: allowance for doubtful accounts ►	64,076.	64,193.	64,193.
	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	10,400.		
	10a Investments – U.S. and state government obligations (attach schedule) STATEMENT 5	204,060.	203,602.	242,068.
	b Investments – corporate stock (attach schedule) STATEMENT 6	8,142,993.	8,583,941.	14,269,401.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	1,423,520.	1,178,472.	1,295,435.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 8	6,884,518.	6,889,641.	8,435,673.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	16,971,777.	17,709,177.	25,096,098.
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 ► SEE STATEMENT 9)	1,073.	59,586.	
	23 **Total liabilities** (add lines 17 through 22)	1,073.	59,586.	
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	16,970,704.	17,649,591.	
	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)	16,970,704.	17,649,591.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,971,777.	17,709,177.	

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	16,970,704.
2	Enter amount from Part I, line 27a	2	678,887.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	17,649,591.
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	17,649,591.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PASS THROUGH ENTITIY	P	VARIOUS	VARIOUS
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	1,652,257.		1,262,108.	390,149.
b	238.			238.
c				
d				
e				

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				390,149.
b				238.
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	390,387.
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	1,066,561.	21,696,473.	0.049158
2011	983,110.	20,413,463.	0.048160
2010	909,746.	18,401,397.	0.049439
2009	822,299.	16,713,664.	0.049199
2008	919,799.	18,745,256.	0.049068

2	**Total** of line 1, column (d)	2	0.245024
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	0.049005
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	24,037,393.
5	Multiply line 4 by line 3	5	1,177,952.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,089.
7	Add lines 5 and 6	7	1,193,041.
8	Enter qualifying distributions from Part XII, line 4	8	1,201,482.

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	15,089.
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	15,089.
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	15,089.
6 Credits/Payments:				
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	10,601.		
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	10,601.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	68.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	4,556.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►	**Refunded** ►		11	

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?	2		X
If 'Yes,' attach a detailed description of the activities			
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	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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 ► GOODRICH, THOMAS, CANNON & REEDS Telephone no. ► 714 546-0755

Located at ► 3200 PARK CENTER DRIVE #1170 COSTA MESA CA ZIP + 4 ► 92626-7153

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		X
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 [X] 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 [X] No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 [X] 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
W DAVID STAUFFER P O BOX 6300 SANTA ANA, CA 92706	PRESIDENT 2.00	30,000.	0.	0.
MORGAN ROACH P O BOX 6300 SANTA ANA, CA 92706	SECRETARY 2.00	30,000.	0.	0.
JAMES SCHRAMM P O BOX 6300 SANTA ANA, CA 92706	TRUSTEE 2.00	30,000.	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	15,436,073.
b	Average of monthly cash balances		1b	981,479.
c	Fair market value of all other assets (see instructions)		1c	7,985,893.
d	**Total** (add lines 1a, b, and c)		1d	24,403,445.
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	24,403,445.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	366,052.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	24,037,393.
6	**Minimum investment return.** Enter 5% of line 5		6	1,201,870.

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	1,201,870.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 15,089.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	15,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,186,781.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,186,781.
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	1,186,781.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	1,201,482.
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	1,201,482.
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	15,089.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,186,393.

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				1,186,781.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 5,239.				
c From 2010 7,270.				
d From 2011				
e From 2012 2,935.				
f **Total** of lines 3a through e	15,444.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 1,201,482.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,186,781.
e Remaining amount distributed out of corpus	14,701.			
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	30,145.			
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				0.
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	30,145.			
10 Analysis of line 9:				
a Excess from 2009 5,239.				
b Excess from 2010 7,270.				
c Excess from 2011				
d Excess from 2012 2,935.				
e Excess from 2013 14,701.				

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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines·

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 11				
Total			► **3a**	1,168,500.
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	55.	
4 Dividends and interest from securities			14	550,632.	
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					390,387.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a KINDER MORGAN K-1			14	-14,700.	
b LLC RENTAL INCOME			16	636,918.	
c NATURAL RESOURCES PARTNER			14	2,442.	
d PARTNERSHIP BUSINESS INC	812900	538,860.	16	7,386.	
e PARTNERSHIP EXPENSES	812900	-10,183.			
12 Subtotal. Add columns (b), (d), and (e)		528,677.		1,182,733.	390,387.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	2,101,797.

(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: 5/14/2014 Title: 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: PAUL CANNON	Preparer's signature: Paul Cannon	Date: 5/14/14	Check ☐ if self-employed	PTIN: P00723217
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 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN K-1	$ -14,700.	$ -14,700.	
LLC RENTAL INCOME	636,918.	636,918.	
NATURAL RESOURCES PARTNER	2,442.	2,352.	
PARTNERSHIP BUSINESS INC	546,246.	7,386.	
PARTNERSHIP EXPENSES	-10,183.		
TOTAL	$ 1,160,723.	$ 631,956.	$ 0.

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	$ 15,500.	$ 10,850.		$ 2,325.
TOTAL	$ 15,500.	$ 10,850.	$ 0.	$ 2,325.

STATEMENT 3
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	$ 15,089.			
FED BUSINESS	98,077.			
STATE BUSINESS TAX	21,784.			
TOTAL	$ 134,950.	$ 0.	$ 0.	$ 0.

STATEMENT 4
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	$ 378.	$ 378.		
FOREIGN TAX WITHHOLDING	4,078.	4,078.		
INSURANCE	3,325.	3,325.		
MISCELLANEOUS	53.	53.		
OFFICE SUPPLIES	309.	309.		
TAX/LICENSES	160.	160.		
WEBSITE	5,657.			$ 5,657.
TOTAL	$ 13,960.	$ 8,303.	$ 0.	$ 5,657.

STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GNMA PER SCHEDULE	COST	$ 1,181.	$ 1,519.
U S TREASURIES PER SCHEDULE	COST	102,251.	126,318.
		$ 103,432.	$ 127,837.

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATE OBLIGATIONS PER SCHEDULE	COST	100,170.	114,231.
		$ 100,170.	$ 114,231.
	TOTAL	$ 203,602.	$ 242,068.

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK PER SCHEDULE	COST	$ 7,813,588.	$ 13,509,438.
PREFERRED STOCK PER SCHEDULE	COST	721,300.	719,260.
MUTUAL FUNDS PER SCHEDULE	COST	49,053.	40,703.
	TOTAL	$ 8,583,941.	$ 14,269,401.

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

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER SCHEDULE	COST	$ 1,178,472.	$ 1,295,435.
	TOTAL	$ 1,178,472.	$ 1,295,435.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
FIXED RATE SECURITIES PER SCHEDULE	COST	$ 503,410.	$ 449,780.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 503,410.	$ 449,780.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES

EQUITY IN F.R.A., LP	COST	$ 5,035,245.	$ 5,035,245.
EQUITY IN L.P.S.N., LLC	COST	1,350,986.	2,950,648.
	TOTAL OTHER SECURITIES	$ 6,386,231.	$ 7,985,893.
	TOTAL	$ 6,889,641.	$ 8,435,673.

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

STATE INCOME TAX	$ 7,784.
BUSINESS INCOME TAX	46,614.
EXCISE TAXES PAYABLE	5,188.
TOTAL	$ 59,586.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	O L HALSELL FOUNDATION
CARE OF:	DAVID STAUFFER
STREET ADDRESS:	P O BOX 6300
CITY, STATE, ZIP CODE:	SANTA ANA, CA 92707
TELEPHONE:	714 546 0755
E-MAIL ADDRESS:	
FORM AND CONTENT:	A LETTER ON THE ORGANIZATIONS LETTERHEAD OUTLINING THE REASON FOR THE REQUEST. REQUESTERS SHOULD INCLUDE LATEST FINANCIAL STATEMENTS AND EXEMPT STATUS QUALIFICATION
SUBMISSION DEADLINES:	FIRST MONDAY OF NOVEMBER
RESTRICTIONS ON AWARDS:	GRANTS ARE RESTRICTED TO PROGRAMS IN ORANGE COUNTY, PREFERABLY BENEFITTING YOUTH

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AGE WELL SENIOR SERVICES 24300 EL TORO ROAD, BLDG A,S LAGUNA WOODS, CA 92637	NONE	PC	OPERATING FUNDS	$ 50,000.
ALZHEIMERS ASSOCIATION ORANGE COUNTY 17771 COWAN, SUITE 200 IRVINE, CA 92614	NONE	PC	OPERATING FUNDS	25,000.
ALZHEIMERS FAMILY SERVICES CENTER 9451 INDIANAPOLIS AVENUE HUNTINGTON BEACH, CA 92646	NONE	PC	OPERATING FUNDS	15,000.
BOWERS MUSUEM 2002 NORTH MAIN STREET SANTA ANA, CA 92706	NONE	PC	AFTER SCHOOL LEARNING CENTER	2,500.
BOY SCOUTS OF AMERICA ORANGE CTY COUNCIL 1211 E DYER ROAD SANTA ANA, CA 92705	NONE	PC	CAMPING SCHOLARSHIP	5,000.
BOY SCOUTS OF AMERICA ORANGE CTY COUNCIL 1211 E DYER ROAD SANTA ANA, CA 92705	NONE	PC	CAPITAL CAMPAIGN	50,000.
BOYS AND GIRLS CLUB OF LA HABRA 1211 E FAHRINGER WAY LA HABRA, CA 90631	NONE	PC	OPERATING FUNDS	7,500.
BOYS AND GIRLS CLUB OF CAPISTRANO VALLEY 1 VIA POSIVA SAN JUAN CAPISTRANO, CA 92675	NONE	PC	OPERATING FUNDS	7,500.
BOYS AND GIRLS CLUB HUNGTINGTON VALLEY 16582 BROOKHURST STREET FOUNTAIN VALLEY, CA 92708	NONE	PC	OPERATING FUNDS	7,500.
BOYS AND GIRLS CLUB OF LAGUNA BEACH 1085 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PC	SCHOOL READINESS PROGRAM	7,500.

STATEMENT 11 (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
BOYS AND GIRLS CLUB OF SANTA ANA 250 N GOLDEN CIRCLE #104 SANTA ANA, CA 92705	NONE	PC	CAMPING SCHOLARSHIP	$ 5,000.
BOYS AND GIRLS CLUB OF SANTA ANA 250 N GOLDEN CIRCLE #104 SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	70,000.
BOYS AND GIRLS CLUB OF STANTON 11050 CEDAR STREET STANTON, CA 90680	NONE	PC	OPERATING FUNDS	20,000.
BOYS AND GIRLS CLUB OF THE HARBOR AREA P O BOX 10297 COSTA MESA, CA 92627	NONE	PC	OPERATING FUNDS	7,500.
BOYS AND GIRLS CLUB OF THE SOUTH COAST A P O BOX 3042 SAN CLEMENTE, CA 92674	NONE	PC	OPERATING FUNDS	7,500.
BOYS AND GIRLS CLUB OF ANAHEIM P O BOX 350 ANAHEIM , CA 92815	NONE	PC	OPERATING FUNDS	7,500.
BOYS TOWN OF CA 2223 E WELLINGTON AVENUE SUITE 350 SANTA ANA, CA 92701	NONE	PC	OPERATING FUNDS	7,500.
CASA 1585 E 17TH STREET, SUITE 214 SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	10,000.
CHAPMAN UNIVERSITY DODGE COLLEGE OF FILM ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PC	INDUSTRY INSIDERS CAMPAIGN	5,000.
CHAPMAN UNIVERSITY DODGE COLLEGE OF FILM ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PC	INDUSTRY INSIDERS CAMPAIGN	35,000.

STATEMENT 11 (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
CHOC FOUNDATION 455 S MAIN STREET ORANGE , CA 92868	NONE	SO I	OPERATING FUNDS	$ 35,000.
COUNCIL ON AGING ORANGE COUNTY 1971 E 4TH STREET SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	15,000.
DENTAL CARE FOR CHILDREN 14785 JEFFREY ROAD, SUITE 112 IRVINE, CA 92618	NONE	PC	OPERATING FUNDS	16,000.
DISCOVERY SCIENCE CENTER 2500 N MAIN STREET SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS 10,000 CAPITAL 20,000	30,000.
EDDIE NASH FOUNDATION 1717 W ORANGEWOOD AVENUE UNIT I ORANGE , CA 92868	NONE	PC	OPERATING FUNDS	25,000.
FAMILIES FORWARD 9221 IRVINE BLVD IRVINE, CA 92618	NONE	PC	CAPITAL CAMPAIGN	5,000.
GIRL SCOUTS OF ORANGE COUNTY 9500 TOLEDO WAY, SUITE 100 IRVINE, CA 92618	NONE	PC	CAMPING SCHOLARSHIP	5,000.
GIRL SCOUTS OF ORANGE COUNTY 9500 TOLEDO WAY, SUITE 100 IRVINE, CA 92618	NONE	PC	OPERATING FUNDS	50,000.
GOODWILL INDUSTRIES 410 N FAIRVIEW SANTA ANA, CA 92703	NONE	PC	ATEC PROGRAM	20,000.
HABITAT FOR HUMANITY OF ORANGE COUNTY 2200 S RITCHEY SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	5,000.
HUMAN OPTIONS P O BOX 53745 IRVINE, CA 92619	NONE	PC	SERVICE PROGRAMS FOR BATTERED WOMEN AND CHILDREN	20,000.

STATEMENT 11 (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
ILLUMINATION FOUNDATION 2691 RICHTER AVENUE, SUITE 107 IRVINE, CA 92606	NONE	PC	OPERATING FUNDS	$ 5,000.
KIDSINGERS 3947 E LAPALMA AVENUE ANAHEIM, CA 92807	NONE	PC	OPERATING FUNDS	30,000.
KIWANIS LAND OF GARDEN GROVE 9840 LARSON AVENUE GARDEN GROVE, CA 92844	NONE	PC	OPERATING FUNDS	25,000.
KRISTIE'S FOUNDATION 3176 PULLMAN STREET, SUITE 102 COSTA MESA, CA 92626	NONE	PC	OPERATING FUNDS	25,000.
LAUREL HOUSE P O BOX 3182 TUSTIN, CA 92781	NONE	PC	OPERATING FUNDS	5,000.
MARIPOSA WOMEN AND FAMILY CENTER 812 W TOWN AND COUNTRY ROAD ORANGE, CA 92868	NONE	PC	COMMUNITY COUNSELING PROGRAM	15,000.
MISSION HOSPITAL FOUNDATION 27700 MEDICAL CENTER ROAD MISSION VIEJO , CA 92691	NONE	PC	NEUROSCIENCE AND SPINAL INSTITUTE	30,000.
NATIONAL FOOTBALL FOUNDATION 12532 LEMONA LANE SANTA ANA, CA 92705	NONE	PC	SCHOLARSHIP FUND	10,000.
ORANGE COUNTY MULTIPLE SCLEROSIS SOCIETY 3000-C AIRWAY, SUITE 100 COSTA MESA, CA 92626	NONE	PC	OPERATING FUNDS	5,000.
ORANGE COUNTY WALK TO REMEMBER 151 KALMUS DRIVE, SUITE L-4 COSTA MESA, CA 92626	NONE	PC	OPERATING FUNDS	5,000.
OCAAC 225 W CARL KARCHER WAY ANAHEIM, CA 92801	NONE	PC	OPERATING FUNDS	40,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
OLIVE CREST 2130 E FOURTH STREET, SUITE 2 SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	$ 30,000.
ORANGE COAST INTERFAITH SHELTER 1963 WALLACE AVENUE COSTA MESA, CA 92627	NONE	PC	OPERATING FUNDS	10,000.
ORANGE COUNTY MUSICAL ARTS 12671 BUARO STREET GARDEN GROVE, CA 92840	NONE	PC	OPERATING FUNDS	15,000.
ORANGE COUNTY SCHOOL OF THE ARTS 1010 N MAN STREET SANTA ANA, CA 92701	NONE	PC	F.F. WIND ENSEMBLE TRAVEL	10,000.
ORANGE COUNTY YOUTH SYMPHONY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PC	OPERATING FUNDS	5,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E 17TH STREET SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	15,000.
PROJECT ACCESS 3900 BIRCH STREET, SUITE 113 NEWPORT BEACH, CA 92660	NONE	PC	OPERATING FUNDS	10,000.
RAISE FOUNDATION 1920 E WARNER AVENUE, SUITE A SANTA ANA, CA 92705	NONE	PC	OPERATING FUNDS	10,000.
SADDLEBACK MEMORIAL FOUNDATION 24451 HEALTH CENTER DRIVE LAGUNA HILLS, CA 92653	NONE	SO I	ATRIUM COMMITTMENT	50,000.
SALVATION ARMY ORANGE COUNTY 10200 PIONEER ROAD TUSTIN, CA 92872	NONE	PC	CAMPING SCHOLARSHIP	5,000.

STATEMENT 11 (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
SALVATION ARMY ORANGE COUNTY 10200 PIONEER ROAD SANTA ANA, CA 92872	NONE	PC	OPERATING FUNDS	$ 50,000.
SECOND HARVEST FOOD BANK ORANGE 8014 MARINE WAY IRVINE, CA 92618	NONE	PC	OPERATING FUNDS	20,000.
SENIOR SERVICES 1200 N KNOLLWOOD CIRCLE ANAHEIM, CA 92801	NONE	PC	OPERATING FUNDS	25,000.
SOUTH COUNTY OUTREACH 26776 VISTA TERRACE LAKE FOREST, CA 92630	NONE	PC	OPERATING FUNDS	5,000.
ST JOSEPH HOSPITAL FOUNDATION 1100 W STEWART DRIVE ORANGE, CA 92868	NONE	SO I	CAPITAL CAMPAIGN	15,000.
THE WOODEN FLOOR 1810 N MAIN STREET SANTA ANA, CA 92706	NONE	PC	OPERATING FUNDS	30,000.
WOMAN SAGE 5319 UNIVERSITY DRIVE, SUITE 6 IRVINE, CA 92612	NONE	PC	OPERATING FUNDS	10,000.
WORKING WARDROBES 3030 PULLMAN STREET, SUITE A COSTA MESA, CA 92626	NONE	PC	OPERATING FUNDS	30,000.
WTLC P O BOX 6103 ORANGE, CA 92863	NONE	PC	CAPITAL - SECURITY SYSTEM	15,000.
YMCA OF ORANGE 146 N GRAND STREET ORANGE, CA 92866	NONE	PC	CAMPING SCHOLARSHIP	5,000.
YMCA OF WEST COUNTY 2300 UNIVERSITY DRIVE NEWPORT BEACH, CA 92660	NONE	PC	CAMPING SCHOLARSHIP	5,000.
YMCA OF ORANGE COUNTY 2300 UNIVERSITY DRIVE NEWPORT BEACH, CA 92660	NONE	PC	OPERATING FUNDS	25,000.
			TOTAL	$ 1,168,500.