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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation MAX FACTOR FAMILY FOUNDATION		A Employer identification number 95-6030779	
Number and street (or P O box number if mail is not delivered to street address) 6505 WILSHIRE BOULEVARD NO 1200		B Telephone number (see instructions) (323) 761-8700	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90048		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 12,757,925		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	284,629	235,839		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	336,137			
	b Gross sales price for all assets on line 6a 10,217,350				
	7 Capital gain net income (from Part IV, line 2) . . .		336,137		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	620,766	571,976	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,095	2,547	0	2,548
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	85	0	0	85
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,190	3,595	0	3,595
	22 Printing and publications				
	23 Other expenses (attach schedule).	4,960	2,479	0	2,481
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	17,330	8,621	0	8,709
	25 Contributions, gifts, grants paid	512,500			512,500
	26 Total expenses and disbursements. Add lines 24 and 25	529,830	8,621	0	521,209
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	90,936			
	b Net investment income (if negative, enter -0-)		563,355		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	686,947	2,502,160	2,502,160
	2	Savings and temporary cash investments			
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,445,335	0	0
	b	Investments—corporate stock (attach schedule)	3,402,463	4,589,718	5,384,060
	c	Investments—corporate bonds (attach schedule).	3,673,681	1,483,199	1,501,710
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,866,890	2,591,175	3,369,995
	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)	11,075,316	11,166,252	12,757,925
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	267,309	267,309	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	10,808,007	10,898,943	
	30	Total net assets or fund balances (see page 17 of the instructions)	11,075,316	11,166,252	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,075,316	11,166,252	

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	11,075,316
2	Enter amount from Part I, line 27a	2	90,936
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	11,166,252
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,166,252

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	336,137
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

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 page 18 of 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	648,559	11,317,605	0 057305
2011	583,112	11,573,058	0 050385
2010	548,933	11,712,046	0 046869
2009	557,862	11,505,318	0 048487
2008	446,587	10,988,755	0 040640

2	Total of line 1, column (d).	2	0 243686
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 048737
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,899,197
5	Multiply line 4 by line 3.	5	579,931
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,634
7	Add lines 5 and 6.	7	585,565
8	Enter qualifying distributions from Part XII, line 4.	8	521,209

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		11,267	
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-)		0	
3		Add lines 1 and 2.		11,267	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		11,267	
6		Credits/Payments			
a		2013 estimated tax payments and 2012 overpayment credited to 2013		12,027	
b		Exempt foreign organizations—tax withheld at source			
c		Tax paid with application for extension of time to file (Form 8868)			
d		Backup withholding erroneously withheld			
7		Total credits and payments. Add lines 6a through 6d.		12,027	
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.			
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		760	
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 760 Refunded		0	

Part VII-AStatements Regarding Activities

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		Yes		No	
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b				No	
		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				No	
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0							
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0							
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2				No	
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				No	
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a				No	
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				No	
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		Yes			
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		Yes			
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		Yes			
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				No	
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10				No	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶ACCOUNT MANAGER Telephone no ▶(323) 761-8700 Located at ▶6505 WILSHIRE BLVD SUITE 1200 LOS ANGELES CA ZIP +4 ▶90048			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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	Yes	No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

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?

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
See Additional Data Table				

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

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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	
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	
2	
All other program-related investments. See page 24 of the 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	10,485,849
b	Average of monthly cash balances.	1b	1,594,554
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,080,403
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	12,080,403
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	181,206
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,899,197
6	Minimum investment return. Enter 5% of line 5.	6	594,960

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	594,960
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	11,267
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,267
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	583,693
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	583,693
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	583,693


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	521,209
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	521,209
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	521,209
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				583,693
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.				
c From 2010.				23,888
d From 2011.				20,347
e From 2012.				94,934
f Total of lines 3a through e.	139,169			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 521,209				
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.				521,209
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	62,484			62,484
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	76,685			
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	76,685			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				76,685
e Excess from 2013. . . .				

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a

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

DEAN FACTOR
6505 WILSHIRE BLVD 1200
LOS ANGELES, CA 90048
(310) 274-8193

b

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

PLEASE REQUEST FORMAL APPLICATION FORM FROM THE MAX FACTOR FAMILY FOUNDATION. GRANT REQUESTS ACCOMPANIED BY A FORMAL APPLICATION WILL BE CONSIDERED FOR FUNDING BY THE FOUNDATION TOGETHER WITH A COPY OF THE ORGANIZATION'S INTERNAL REVENUE SERVICE TAX EXEMPTION DETERMINATION LETTER. THE GRANT EMPHASIS SHALL BE GIVEN TO PROPOSALS WHICH TARGET AREAS OF HEALTH CARE RELATING TO YOUTHS, AGING, RESEARCH AND SCHOLORSHIPS FOR MINORITIES.

c

Any submission deadlines

NONE

d

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

THE MAX FACTOR FAMILY FOUNDATION DOES NOT CONTRIBUTE TO INDIVIDUALS, POLITICAL PARTIES, POLITICAL CANDIDATES, OR POLITICAL PUBLICATIONS, RELIGIOUS ORGANIZATIONS, VETERANS' ORGANIZATIONS (UNLESS FUNDS ARE BEING SOUGHT FOR THE BENEFIT OF THE WHOLE COMMUNITY), LOCAL AGENCIES WHICH ARE PART OF NATIONAL ORGANIZATIONS RECEIVING MAX FACTOR FAMILY FOUNDATION CONTRIBUTIONS, LOCAL LEGAL CENTERS AFFILIATED WITH NATIONAL LEGAL CENTERS TO WHICH MAX FACTOR FAMILY FOUNDATION CONTRIBUTES, MUNICIPAL EMPLOYEE FRATERNAL GROUPS AND/OR FOR "GOOD WILL" OR "COURTESY" ADVERTISING.

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	512,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CREDIT SUISSE - 3291	P	2013-01-09	2013-09-27
CREDIT SUISSE - 3291	P	2011-07-11	2013-11-19
CREDIT SUISSE - 3309	P	2012-03-22	2013-01-31
CREDIT SUISSE - 3309	P	2011-07-11	2013-03-13
CREDIT SUISSE - 3317	P	2012-11-15	2013-02-11
CREDIT SUISSE - 3317	P	2011-08-05	2013-08-14
CREDIT SUISSE - 3325	P	2013-06-03	2013-11-01
CREDIT SUISSE - 2577	P	2012-04-10	2013-03-26
CREDIT SUISSE - 2577	P	2011-07-11	2013-07-25
FIDELITY - 9939	P	2012-07-19	2013-06-28
FIDELITY - 9939	P	2011-06-28	2013-06-28
FIDELITY - 9939	P	2009-04-09	2013-07-12
MERRILL LYNCH-346	P	2013-02-25	2013-04-23
MERRILL LYNCH-346	P	2011-07-11	2012-11-13
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,368		7,189	3,179
170,371		135,469	34,902
13,411		12,160	1,251
71,051		73,652	-2,601
91,706		82,213	9,493
225,599		175,812	49,787
4,781,840		4,570,209	211,631
577,614		540,588	37,026
612,039		556,813	55,226
75,494		76,800	-1,306
28,891		29,403	-512
3,196,332		3,283,091	-86,759
114,388		114,388	0
228,710		223,426	5,284
19,536			19,536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			3,179
			34,902
			1,251
			-2,601
			9,493
			49,787
			211,631
			37,026
			55,226
			-1,306
			-512
			-86,759
			0
			5,284
			19,536


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEAN FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
DAVID FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
JENNY FACTOR	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
MICHAEL FIRESTEIN	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				
JON GLASER	TRUSTEE 1 00	0	0	0
6505 WILSHIRE BLVD STE 1200 LOS ANGELES, CA 90048				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALS ASSOCIATION PO BOX 565 AGOURA HILLS,CA 91376	NONE	501(C)3	SUPPORT CHILD CARE MANAGERS WITH DATA DEVICES FOR ALS RESEARCH AND PEOPLE LIVING WITH ALS	10,000
AUTRY NATIONAL CENTER OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES,CA 90027	NONE	501(C)3	SUPPORT THREE PUBLIC PROGRAMS MOSAIC SYMPOSIUM, LEGACIES AND PROSPECTS AND FAITH MEETS 8	25,000
BOYS AND GIRLS CLUB OF HOLLYWOOD 850 NORTH CAHUENGA BLVD HOLLYWOOD,CA 90038	NONE	501(C)3	TO SUPPORT STAFF SALARIES AND CONTINUED EXPANSION OF THE SPREAD LOVE NOT HATE PROGRAM	10,000
CEDARS SANAI MEDICAL CENTER 8700 BEVERLY BLVD 2416 LOS ANGELES,CA 90048	NONE	HOSPITAL	ENDOWED LECTURESHIP IN LUNG DISEASE	20,000
COMMUNITY PARTNERS 1000 N ALAMEDA STREET 240 LOS ANGELES,CA 90012	NONE	501(C)3	SPONSOR OF THE WILDWOODS FOUNDATION TO SUPPORT IMPLEMENTATIONOF THE PROFESSIONAL DEVELOPMENT PROGRAM, OUTSIDE-IN ECOLITERACY FOR TEACHERS	10,000
DISCOVERY EYE FOUNDATION 6222 WILSHIRE BLVD 260 LOS ANGELES,CA 90048	NONE	501(C)3	TO FUND RESEARCH TO DETERMINE THE SUSCEPTIBILITY OF JEWS TO AGE RELATED MACULAR DEGENERATION	15,000
EL NIDO FAMILY CENTERS 10200 SEPULVEDA BLVD 350 MISSION HILLS,CA 91345	NONE	501(C)3	SUPPORT THE CHILD ABUSE PREVENTION, INTERVENTION & TREATMENT PROGRAM	5,000
EMQ FAMILIESFIRST 815 N EL CENTRO AVENUE LOS ANGELES,CA 90038	NONE	501(C)3	TO SUPPORT AFTER SCHOOL PROGRAM FOR AT RISK CHILDREN WITH SEVERE BEHAVIORAL AND EMOTIONAL CHALLANGES	10,000
FOOD FORWARD 7412 FULTON AVE 3 NORTH HOLLYWOOD,CA 91605	NONE	501(C)3	TO SUPPORT LOCALLY GROWN FOOD INITATIVE	20,000
GATEWAYS HOSPITAL AND MENTAL HEALTH CENTER 1891 EFFIE STREET LOS ANGELES,CA 90026	NONE	501(C)3	SUPPORT WELLNESS AND VOCATIONAL TRAINING PROGRAMS TO INDIVIDUALS WITH MENTAL ILLNESS	10,000
HARBOR COMMUNITY CLINIC 593 W 6TH STREET SAN PEDRO,CA 90731	NONE	501(C)3	PURCHASE SUPPLIES AND EQUIPMENT FOR REMODELED EXAMINATION ROOM OF ADULT CLINIC	15,000
HEAL THE BAY 1444 9TH STREET SANTA MONICA,CA 90401	NONE	501(C)3	SUPPORT THE YOUTH ENVIRONMENTAL AND EDUCATION PROGRAM AT THE PIER ACQUARIUM	5,000
JEWISH FAMILY & CHILDRENS SERVICES OF LONG BEACH 3801 E WILLOW STREET LONG BEACH,CA 90815	NONE	501(C)3	TO SUPPORT THE OLDER ADULT SERVICES PROGRAM SERVING AT RISK ELDERLY THROUGH CARE AND MONEY MANAGEMENT, PROTECTIVE SERVICES AND COUNSELING	10,000
JEWISH FEDERATION COUNCIL 6505 WILSHIRE BLVD LOS ANGELES,CA 90048	NONE	501(C)3	LOS ANGELES IMPACT INITIATIVE	225,000
LOS ANGELES JEWISH HOME 7150 TAMPA AVENUE RESEDA,CA 91335	NONE	501(C)3	TO EXPAND THE FINE ARTS AND MUSIC PROGRAMS	30,000
Total  3a				512,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
LOS ANGELES TEAM MENTORING 714 W OLYMPIC BLVD 640 LOS ANGELES, CA 90015	NONE	501(C)3	TO SUPPORT A MENTORING PROGRAM PROVIDING WEENEND SERVICES TO MIDDLE SCHOOL YOUTH THROUGH SUPPLIES, TRANING, TRIPS AND STAFF	7,500
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE SUITE 2800 LOS ANGELES, CA 90045	NONE	501(C)3	TO SUPPORT THE EAST LA COMMUNITY EDUCATION PROJECT OF THE HOME BASE IMMIGRATION RIGHTS CLINIC FOR EDUCATION	10,000
OPICA ADULT DAY CARE CENTER 11759 MISSOURI AVENUE LOS ANGELES, CA 90025	NONE	501(C)3	TO DELIVER THREE DIRECT SERVICE PROGRAMS IN FIVE LOCATIONS	11,000
RED HEN PRESS 1335 N LAKE AVENUE 200 PASADENA, CA 91104	NONE	501(C)3	TO SUPPORT WRITING WORKSHPS AT SCHOOLS IN LA AND PASADENA THROUGH WITS, FUNDING TO PROVIDE BOOKS, AUTHOR STIPENDS AND OTHER EXPENSES	4,000
TIKVAH-ETTA & LAZEAR ISRAEL CENTER 12722 RIVERSIDE DRIVE 105 NORTH HOLLYWOOD, CA 91607	NONE	501(C)3	TO SUPPORT THE JOB AND LIFE SKILLS FOR ADULTS WITH DISABILITIES PROGRAM	20,000
UNIVERSITY OF SOUTHERN CALIFORNIA FILE 52095 LOS ANGELES, CA 90074	NONE	501(C)3	SUPPORT THE ESTABLISHMENT OF A USC MASTERS OF PUBLIC HEALTH PRACTICUM SPONSORSHIP AND THE SCHOOL OF MEDICINE	15,000
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	501(C)3	TO SUPPORT THE SCHOOL FUNCTION PROGRAM THAT BRINGS DOCTORS, SOCIAL WORKERS AND SCHOOLS TOGETHER TO PROVIDE CHILDREN WITH DEVELOPMENT SCREENINGS, DIAGNOSIS AND SERVICES	10,000
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD 202 SANTA MONICA, CA 90405	NONE	501(C)3	TO SUPPORT THE ADAPTATION AND IMPLEMENTATION OF A HUMANE EDUCATION PROGRAM FOR CHILDREN	5,000
WATTS HEALTHCARE CORPORATION 10300 SOUTH COMPTON AVENUE LOS ANGELES, CA 90002	NONE	501(C)3	SUPPORT THE SCHOOL BASED HEALTH CENTER BY PROVIDING MEDICAL, MENTAL-HEALTH AND HEALTH EDUCATION SERVICES TO STUDENTS	10,000
Total  3a				512,500

TY 2013 Accounting Fees Schedule

Name: MAX FACTOR FAMILY FOUNDATION

EIN: 95-6030779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,095	2,547	0	2,548

TY 2013 Distribution from Corpus Election

Name: MAX FACTOR FAMILY FOUNDATION

EIN: 95-6030779

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),
THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR
QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY
PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE
OUT OF CORPUS.SIGNED: _____NAME
AND TITLE:_____

**TY 2013 Investments Corporate
Bonds Schedule**

Name: MAX FACTOR FAMILY FOUNDATION
EIN: 95-6030779

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,483,199	1,501,710

**TY 2013 Investments Corporate
Stock Schedule****Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	4,589,718	5,384,060

TY 2013 Investments Government Obligations Schedule

Name: MAX FACTOR FAMILY FOUNDATION

EIN: 95-6030779

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule**Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CREDIT SUISSE PRIVATE EQUITY	AT COST	417,505	646,097
ALTERNATIVE INVESTMENTS	AT COST	0	0
ALKEON GROWTH OFFSHORE	AT COST	1,000,000	1,145,088
DOUBLELINE OPPORTUNISTIC INCOME LP	AT COST	594,698	999,838
DORCHESTER CAPITAL SECONDARIES	AT COST	56,437	56,437
LK OPPORTUNITIES FUND	AT COST	222,535	222,535
THOROFARE ASSET BASED LENDING FUND II	AT COST	300,000	300,000

TY 2013 Other Expenses Schedule**Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STORAGE EXPENSES	1,740	870	0	870
ADMINISTRATIVE FEES	1,459	729	0	730
INSURANCE	1,761	880	0	881

TY 2013 Taxes Schedule**Name:** MAX FACTOR FAMILY FOUNDATION**EIN:** 95-6030779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0	0	10
REGISTRY OF CHARITABLE TRUST	75	0	0	75