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## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>CARRIE ESTELLE DOHENY FOUNDATION</b>                                                                                                                                                                                                                                                   |                                                                                                                                                  | A Employer identification number<br><b>95-6202911</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>707 WILSHIRE BOULEVARD</b>                                                                                                                                                                                               | Room/suite<br><b>4960</b>                                                                                                                        | B Telephone number<br><b>213-488-1122</b>                                                                                                                                    |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>LOS ANGELES, CA 90017</b>                                                                                                                                                                                                        |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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)<br><b>\$ 179,496,308.</b>                                                                                                                                                                                                    | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I. Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                       |  |                                    |                           | <b>N/A</b>              |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                       |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                 |  | <b>30,898.</b>                     | <b>30,941.</b>            |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                             |  | <b>3,215,777.</b>                  | <b>3,148,593.</b>         |                         |                                                             |
| 5a Gross rents                                                                                                                                       |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                        |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                             |  | <b>9,504,144.</b>                  |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                        |  | <b>39,375,292.</b>                 |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                     |  |                                    | <b>10,187,091.</b>        |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                        |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                               |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                          |  |                                    |                           |                         |                                                             |
| b Less: Cost of goods sold                                                                                                                           |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                             |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                      |  | <b>5,568,033.</b>                  | <b>5,574,794.</b>         |                         | <b>STATEMENT 1</b>                                          |
| 12 Total. Add lines 1 through 11                                                                                                                     |  | <b>18,318,852.</b>                 | <b>18,941,419.</b>        |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                               |  | <b>319,233.</b>                    | <b>128,591.</b>           |                         | <b>188,501.</b>                                             |
| 14 Other employee salaries and wages                                                                                                                 |  | <b>257,992.</b>                    | <b>12,900.</b>            |                         | <b>247,190.</b>                                             |
| 15 Pension plans, employee benefits                                                                                                                  |  | <b>141,362.</b>                    | <b>31,612.</b>            |                         | <b>109,750.</b>                                             |
| 16a Legal fees                                                                                                                                       |  |                                    |                           |                         |                                                             |
| b Accounting fees                                                                                                                                    |  | <b>29,000.</b>                     | <b>12,500.</b>            |                         | <b>16,500.</b>                                              |
| c Other professional fees                                                                                                                            |  | <b>1,601,487.</b>                  | <b>1,591,604.</b>         |                         | <b>14,989.</b>                                              |
| 17 Interest                                                                                                                                          |  |                                    |                           |                         |                                                             |
| 18 Taxes                                                                                                                                             |  | <b>243,019.</b>                    | <b>48,375.</b>            |                         | <b>0.</b>                                                   |
| 19 Depreciation and depletion                                                                                                                        |  | <b>8,117.</b>                      | <b>1,466.</b>             |                         |                                                             |
| 20 Occupancy                                                                                                                                         |  | <b>150,058.</b>                    | <b>26,601.</b>            |                         | <b>123,481.</b>                                             |
| 21 Travel, conferences, and meetings                                                                                                                 |  | <b>14,515.</b>                     | <b>2,687.</b>             |                         | <b>11,828.</b>                                              |
| 22 Printing and publications                                                                                                                         |  | <b>10,117.</b>                     | <b>200.</b>               |                         | <b>9,917.</b>                                               |
| 23 Other expenses                                                                                                                                    |  | <b>29,991.</b>                     | <b>7,558.</b>             |                         | <b>22,433.</b>                                              |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                              |  | <b>2,804,891.</b>                  | <b>1,864,094.</b>         |                         | <b>744,589.</b>                                             |
| 25 Contributions, gifts, grants paid                                                                                                                 |  | <b>8,351,704.</b>                  |                           |                         | <b>8,272,706.</b>                                           |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                             |  | <b>11,156,595.</b>                 | <b>1,864,094.</b>         |                         | <b>9,017,295.</b>                                           |
| 27 Subtract line 26 from line 12:                                                                                                                    |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                  |  | <b>7,162,257.</b>                  |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                     |  |                                    | <b>17,077,325.</b>        |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                       |  |                                    |                           | <b>N/A</b>              |                                                             |

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**Part II Balance Sheets**

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

|                                                                                                  |                                                                                                                                          | Beginning of year | End of year    |                       |
|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                  |                                                                                                                                          | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                    | 1 Cash - non-interest-bearing                                                                                                            | 50.               | 50.            | 50.                   |
|                                                                                                  | 2 Savings and temporary cash investments                                                                                                 | 4,142,867.        | 1,302,641.     | 1,302,641.            |
|                                                                                                  | 3 Accounts receivable ▶ 771,438.                                                                                                         |                   |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                                  | 494,971.          | 771,438.       | 771,438.              |
|                                                                                                  | 4 Pledges receivable ▶                                                                                                                   |                   |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                                  |                   |                |                       |
|                                                                                                  | 5 Grants receivable                                                                                                                      |                   |                |                       |
|                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons                                                     |                   |                |                       |
|                                                                                                  | 7 Other notes and loans receivable ▶                                                                                                     |                   |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                                  |                   |                |                       |
|                                                                                                  | 8 Inventories for sale or use                                                                                                            |                   |                |                       |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                                                                                  | 46,738.           | 26,893.        | 26,893.               |
|                                                                                                  | 10a Investments - U.S. and state government obligations STMT 6                                                                           | 10,544,006.       | 7,859,516.     | 7,859,516.            |
|                                                                                                  | b Investments - corporate stock STMT 7                                                                                                   | 50,586,182.       | 58,582,308.    | 58,582,308.           |
|                                                                                                  | c Investments - corporate bonds STMT 8                                                                                                   | 43,773,537.       | 32,238,786.    | 32,238,786.           |
| 11 Investments - land, buildings, and equipment basis ▶                                          |                                                                                                                                          |                   |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                                                                          |                   |                |                       |
| 12 Investments - mortgage loans                                                                  |                                                                                                                                          |                   |                |                       |
| 13 Investments - other STMT 9                                                                    | 59,283,190.                                                                                                                              | 78,710,184.       | 78,710,184.    |                       |
| 14 Land, buildings, and equipment basis ▶ 351,950.                                               |                                                                                                                                          |                   |                |                       |
| Less: accumulated depreciation STMT 10 ▶ 347,458.                                                | 11,062.                                                                                                                                  | 4,492.            | 4,492.         |                       |
| 15 Other assets (describe ▶)                                                                     |                                                                                                                                          |                   |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | 168,882,603.                                                                                                                             | 179,496,308.      | 179,496,308.   |                       |
| <b>Liabilities</b>                                                                               | 17 Accounts payable and accrued expenses                                                                                                 | 599,149.          | 918,747.       |                       |
|                                                                                                  | 18 Grants payable                                                                                                                        | 836,795.          | 915,793.       |                       |
|                                                                                                  | 19 Deferred revenue                                                                                                                      |                   |                |                       |
|                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons                                                              |                   |                |                       |
|                                                                                                  | 21 Mortgages and other notes payable                                                                                                     |                   |                |                       |
|                                                                                                  | 22 Other liabilities (describe ▶)                                                                                                        |                   |                |                       |
| 23 Total liabilities (add lines 17 through 22)                                                   | 1,435,944.                                                                                                                               | 1,834,540.        |                |                       |
| <b>Net Assets or Fund Balances</b>                                                               | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                   |                |                       |
|                                                                                                  | 24 Unrestricted                                                                                                                          | 167,446,659.      | 177,661,768.   |                       |
|                                                                                                  | 25 Temporarily restricted                                                                                                                |                   |                |                       |
|                                                                                                  | 26 Permanently restricted                                                                                                                |                   |                |                       |
|                                                                                                  | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.                         |                   |                |                       |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                                                                      |                   |                |                       |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                                        |                   |                |                       |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                                                                      |                   |                |                       |
|                                                                                                  | 30 Total net assets or fund balances                                                                                                     | 167,446,659.      | 177,661,768.   |                       |
|                                                                                                  | 31 Total liabilities and net assets/fund balances                                                                                        | 168,882,603.      | 179,496,308.   |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 167,446,659. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 7,162,257.   |
| 3 Other increases not included in line 2 (itemize) ▶ <b>MARK TO MARKET ADJUSTMENT</b>                                                                           | 3 | 3,052,852.   |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 177,661,768. |
| 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 | 177,661,768. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENTS                                                                                                          |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 39,375,292.         |                                            | 29,188,201.                                     | 10,187,091.                                  |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 10,187,091.                                                                                     |

|                                                                                                                                                                                 |   |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7                                               | 2 | 10,187,091. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | 3 | N/A         |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2012                                                                 | 8,386,229.                               | 163,478,564.                                 | .051299                                                     |
| 2011                                                                 | 8,313,576.                               | 163,832,152.                                 | .050744                                                     |
| 2010                                                                 | 7,890,085.                               | 154,275,483.                                 | .051143                                                     |
| 2009                                                                 | 6,483,878.                               | 133,892,910.                                 | .048426                                                     |
| 2008                                                                 | 8,213,007.                               | 164,569,269.                                 | .049906                                                     |

|                                                                                                                                                                                                                         |   |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | .251518      |
| 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 | .050304      |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                                                          | 4 | 172,168,274. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 8,660,753.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 170,773.     |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | 8,831,526.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 9,018,548.   |

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

|                                                                                                                                                                                                                                        |    |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    | 1        | 170,773. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    |          |          |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    |          |          |
| 2 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        | 170,773. |
| 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        | 170,773. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |          |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                                    | 6a | 156,330. |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c | 50,000.  |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 206,330. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |          |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  |          |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 | 35,557.  |          |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 35,557. Refunded <input type="checkbox"/> 0.                                                                                  | 11 |          | 0.       |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                               | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                       |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X   |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                                |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                                                                                             |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | X   |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                  |     | X   |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                |     | X   |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?          | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                           | X   |     |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions)                                                                                                                                                                                                                                         |     |     |
| CA                                                                                                                                                                                                                                                                                                                                            |     |     |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                 | X   |     |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                        |     | X   |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         |     | X   |

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

|    |                                                                                                                                                                                                                                                                                                                                                    |                                               |     |   |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                                            | 11                                            |     | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                                           | 12                                            |     | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► WWW.DOHENYFOUNDATION.ORG                                                                                                                                                                                  | 13                                            | X   |   |
| 14 | The books are in care of ► NINA S. SHEPHERD<br>Located at ► FOUNDATION OFFICE, LOS ANGELES, CA                                                                                                                                                                                                                                                     | Telephone no. ► 213-488-1122<br>ZIP+4 ► 90017 |     |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                | 15                                            | N/A |   |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► SEE STATEMENT 11 | 16                                            | X   |   |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                            | 1b  | X  |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                         | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                 |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                       | 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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                   | 4b  | X  |

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 12     |                                                           | 319,233.                                  | 59,251.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| PAMELA THOMAS<br>FOUNDATION OFFICE                            | GRANTS ADMINISTRATOR<br>32.00                             | 71,200.          | 33,780.                                                               | 0.                                    |
| MARGARET MCEACHEN<br>FOUNDATION OFFICE                        | SR. GRANTS ADMINISTRATOR<br>32.00                         | 76,995.          | 4,369.                                                                | 0.                                    |
| MAURNA DESMOND<br>FOUNDATION OFFICE                           | PROGRAM OFFICER<br>32.00                                  | 56,403.          | 8,136.                                                                | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000            | (b) Type of service      | (c) Compensation |
|------------------------------------------------------------------------|--------------------------|------------------|
| PAAMCO<br>19540 JAMBOREE ROAD STE 400, IRVINE, CA 92612                | INVESTMENT<br>MANAGEMENT | 175,263.         |
| PIMCO<br>840 NEWPORT CTR DR, NEWPORT BEACH, CA 92660                   | INVESTMENT<br>MANAGEMENT | 167,091.         |
| MARATHON - 5 UPPER ST MARTINS LANE, LONDON,<br>UNITED KINGDOM          | INVESTMENT<br>MANAGEMENT | 167,085.         |
| OAK HILL ADVISORS - 1114 AVENUE OF THE<br>AMERICAS, NEW YORK, NY 10036 | INVESTMENT<br>MANAGEMENT | 139,422.         |
| LIGHTHOUSE<br>68 FORT ST., GEORGETOWN, CAYMAN ISLANDS                  | INVESTMENT<br>MANAGEMENT | 114,917.         |

Total number of others receiving over \$50,000 for professional services

7

**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

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                                                          |        |
| 3 All other program-related investments. See instructions. |        |
| Total. Add lines 1 through 3                               | 0.     |

Form 990-PF (2013)

**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 | 174,451,535. |
| b | Average of monthly cash balances                                                                            | 1b | 222,756.     |
| c | Fair market value of all other assets                                                                       | 1c | 115,835.     |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 174,790,126. |
| 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  | 174,790,126. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 2,621,852.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 172,168,274. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 8,608,414.   |

**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  | 8,608,414. |
| 2a | Tax on investment income for 2013 from Part VI, line 5                                             | 2a | 170,773.   |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 170,773.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 8,437,641. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 8,437,641. |
| 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  | 8,437,641. |

**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 | 9,017,295. |
| 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  | 1,253.     |
| 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  | 9,018,548. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 170,773.   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 8,847,775. |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7                                                                                                                       |               |                            |             | 8,437,641.  |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2010                                                                                                                                                                | 446,447.      |                            |             |             |
| <b>d</b> From 2011                                                                                                                                                                | 289,348.      |                            |             |             |
| <b>e</b> From 2012                                                                                                                                                                | 382,375.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 1,118,170.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 9,018,548.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount                                                                                                                                     |               |                            |             | 8,437,641.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 580,907.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 1,699,077.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr...                                                                              |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a                                                                                              | 1,699,077.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2010                                                                                                                                                         | 446,447.      |                            |             |             |
| <b>c</b> Excess from 2011                                                                                                                                                         | 289,348.      |                            |             |             |
| <b>d</b> Excess from 2012                                                                                                                                                         | 382,375.      |                            |             |             |
| <b>e</b> Excess from 2013                                                                                                                                                         | 580,907.      |                            |             |             |

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)

**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 address of the person to whom applications should be addressed:**

SEE STATEMENT 13

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

**c Any submission deadlines:**

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution            | Amount                                |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------|---------------------------------------|
| <b>a Paid during the year</b>                                                        |                                                                                                                    |                                      |                                                |                                       |
| SEE STATEMENT - EXHIBIT D                                                            | NONE ARE RELATED                                                                                                   | NONE ARE<br>FOUNDATIONS              | SEE STATEMENT                                  | 8,272,706.                            |
|                                                                                      |                                                                                                                    |                                      |                                                |                                       |
|                                                                                      |                                                                                                                    |                                      |                                                |                                       |
|                                                                                      |                                                                                                                    |                                      |                                                |                                       |
|                                                                                      |                                                                                                                    |                                      |                                                |                                       |
| <b>Total</b>                                                                         |                                                                                                                    |                                      | <b>3a</b>                                      | 8,272,706.                            |
| <b>b Approved for future payment</b>                                                 |                                                                                                                    |                                      |                                                |                                       |
| CONGREGATION OF THE MISSION<br>649 WEST ADAMS BLVD<br>LOS ANGELES, CA 90007          | NONE                                                                                                               | NONE                                 | RECOGNITION OF REV WM<br>PILETIC               | 12,000.                               |
| MOUNT ST. MARY'S<br>10 CHESTER PLACE<br>LOS ANGELES, CA 90007                        | NONE                                                                                                               | NONE                                 | REPAIRS AND<br>MAINTENANCE AT DOHENY<br>CAMPUS | 125,000.                              |
| MARY STAR OF THE SEA HIGH SCHOOL<br>2500 NORTH TAPER AVENUE<br>LOS ANGELES, CA 90731 | NONE                                                                                                               | NONE                                 | DEBT REDUCTION                                 | 100,000.                              |
| <b>Total</b>                                                                         |                                                                                                                    |                                      | <b>3b</b>                                      | SEE CONTINUATION SHEET(S)<br>817,000. |



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

| b If "Yes," complete the following schedule. |                          |                                 |
|----------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization                     | (b) Type of organization | (c) Description of relationship |
| N/A                                          |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |

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.

**Sign Here**   **CHIEF ADMINISTRATIVE** 

Signature of officer or trustee Date Title

|                              |                                                          |                                                                                     |         |                                                 |                         |
|------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------|---------|-------------------------------------------------|-------------------------|
| Paid<br>Preparer<br>Use Only | Print/Type preparer's name                               | Preparer's signature                                                                | Date    | Check <input type="checkbox"/> if self-employed | PTIN                    |
|                              | PATRICK J BOWLER                                         |  | 9-18-14 |                                                 | P00008092               |
|                              | Firm's name ▶ JENKINS BOWLER LLP                         |                                                                                     |         |                                                 | Firm's EIN ▶ 95-2131722 |
|                              | Firm's address ▶ 626 S LAKE AVENUE<br>PASADENA, CA 91106 |                                                                                     |         |                                                 | Phone no. 626-792-2179  |

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                                  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | PIMCO TOTAL RETURN FUND                          | P                                                | VARIOUS                              | VARIOUS                          |
| b                                                                                                                                    | PIMCO UNCONSTRAINED BOND FUND                    | P                                                | VARIOUS                              | VARIOUS                          |
| c                                                                                                                                    | STW PUBLICALLY TRADED SECURITIES                 | P                                                | VARIOUS                              | VARIOUS                          |
| d                                                                                                                                    | THREE PEAKS PUBLICALLY TRADED SECURITIES         | P                                                | VARIOUS                              | VARIOUS                          |
| e                                                                                                                                    | KENNEDY CAP MGMT PUBLICALLY TRADED SECURITIES    | P                                                | VARIOUS                              | VARIOUS                          |
| f                                                                                                                                    | MARATHON EAFE FUND                               | P                                                | VARIOUS                              | VARIOUS                          |
| g                                                                                                                                    | OPPENHEIMER FUND FROM K-1                        | P                                                | VARIOUS                              | VARIOUS                          |
| h                                                                                                                                    | NTGI RUSSELL 1000 FUND FROM K-1                  | P                                                | VARIOUS                              | VARIOUS                          |
| i                                                                                                                                    | SETTLEMENT GAINS ON PUBLICALLY TRADED SECURITIES | P                                                | VARIOUS                              | VARIOUS                          |
| j                                                                                                                                    | UBP FOCUSED RECOVERY FUND                        | P                                                | VARIOUS                              | VARIOUS                          |
| k                                                                                                                                    | WELLINGTON FROM K-1                              | P                                                | VARIOUS                              | VARIOUS                          |
| l                                                                                                                                    | CBRE CLARION PUBLICALLY TRADED SECURITIES        | P                                                | VARIOUS                              | VARIOUS                          |
| m                                                                                                                                    | PAAMCO FROM K-1                                  | P                                                | VARIOUS                              | VARIOUS                          |
| n                                                                                                                                    | CAPITAL GAINS DIVIDENDS                          |                                                  |                                      |                                  |
| o                                                                                                                                    |                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 133,658.                                   |                                                 | 133,658.                                     |
| b                     | 7,953.                                     |                                                 | 7,953.                                       |
| c                     | 15,200,603.                                | 13,136,336.                                     | 2,064,267.                                   |
| d                     | 6,229,292.                                 | 6,186,345.                                      | 42,947.                                      |
| e                     | 3,566,752.                                 | 2,703,459.                                      | 863,293.                                     |
| f                     | 2,478,660.                                 | 1,593,819.                                      | 884,841.                                     |
| g                     | 218,805.                                   |                                                 | 218,805.                                     |
| h                     | 3,239,159.                                 | 1,601,156.                                      | 1,638,003.                                   |
| i                     | 11,292.                                    |                                                 | 11,292.                                      |
| j                     | 3,430,147.                                 | 1,571,230.                                      | 1,858,917.                                   |
| k                     | -49,884.                                   |                                                 | -49,884.                                     |
| l                     | 2,876,968.                                 | 2,395,856.                                      | 481,112.                                     |
| m                     | 1,967,129.                                 |                                                 | 1,967,129.                                   |
| n                     | 64,758.                                    |                                                 | 64,758.                                      |
| o                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                         |
| a                                                                                           |                                      |                                                 | 133,658.                                                                                                |
| b                                                                                           |                                      |                                                 | 7,953.                                                                                                  |
| c                                                                                           |                                      |                                                 | 2,064,267.                                                                                              |
| d                                                                                           |                                      |                                                 | 42,947.                                                                                                 |
| e                                                                                           |                                      |                                                 | 863,293.                                                                                                |
| f                                                                                           |                                      |                                                 | 884,841.                                                                                                |
| g                                                                                           |                                      |                                                 | 218,805.                                                                                                |
| h                                                                                           |                                      |                                                 | 1,638,003.                                                                                              |
| i                                                                                           |                                      |                                                 | 11,292.                                                                                                 |
| j                                                                                           |                                      |                                                 | 1,858,917.                                                                                              |
| k                                                                                           |                                      |                                                 | -49,884.                                                                                                |
| l                                                                                           |                                      |                                                 | 481,112.                                                                                                |
| m                                                                                           |                                      |                                                 | 1,967,129.                                                                                              |
| n                                                                                           |                                      |                                                 | 64,758.                                                                                                 |
| o                                                                                           |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                   |   |             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Capital gain net income or (net capital loss) ( If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 )                                             | 2 | 10,187,091. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A         |

## 3 Grants and Contributions Approved for Future Payment (Continuation)

323635  
05-01-13

FORM 990-PF OTHER INCOME STATEMENT 1

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP AND LLC INCOME            | 5,691,605.                  | 5,691,605.                        |                               |
| ROYALTY INCOME                        | 10,124.                     | 10,124.                           |                               |
| TRUST INCOME                          | -112,839.                   | -106,078.                         |                               |
| FX GAIN CBRE CLARION                  | 3,139.                      | 3,139.                            |                               |
| FX GAIN FROM OFI K1                   | 844.                        | 844.                              |                               |
| FX GAIN FROM WELLINGTON K1            | -24,840.                    | -24,840.                          |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 5,568,033.                  | 5,574,794.                        |                               |

FORM 990-PF ACCOUNTING FEES STATEMENT 2

| DESCRIPTION                               | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT FEE - JENKINS BOWLER<br>LLP         | 25,000.                      | 12,500.                           |                               | 12,500.                       |
| TAX RETURN REVIEW - JENKINS<br>BOWLER LLP | 4,000.                       | 0.                                |                               | 4,000.                        |
| TO FORM 990-PF, PG 1, LN 16B              | 29,000.                      | 12,500.                           |                               | 16,500.                       |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INV MGMT - AQR                     | 32,432.                      | 32,432.                           |                               | 0.                            |
| INV MGMT - CBRE CLARION            | 67,326.                      | 67,326.                           |                               | 0.                            |
| INV MGMT - DE SHAW                 | 110,562.                     | 110,562.                          |                               | 0.                            |
| INV MGMT - KENNEDY CAPITAL<br>MGMT | 90,898.                      | 90,898.                           |                               | 0.                            |
| INV MGMT - LIGHTHOUSE              | 114,917.                     | 114,917.                          |                               | 0.                            |
| INV MGMT - MARATHON                | 167,085.                     | 167,085.                          |                               | 0.                            |
| INV MGMT - OAK HILL                |                              |                                   |                               |                               |
| ADVISORS                           | 139,422.                     | 139,422.                          |                               | 0.                            |
| INV MGMT - OPPENHEIMER             | 107,873.                     | 107,873.                          |                               | 0.                            |
| INV MGMT - PAAMCO                  | 175,263.                     | 175,263.                          |                               | 0.                            |
| INV MGMT - PIMCO                   | 167,091.                     | 167,091.                          |                               | 0.                            |

|                                          |            |            |         |
|------------------------------------------|------------|------------|---------|
| INV MGMT - STW                           | 22,882.    | 22,763.    | 0.      |
| INV MGMT - THREE PEAKS                   | 31,820.    | 31,820.    | 0.      |
| INV MGMT - THE NORTHERN TRUST            | 10,202.    | 15,424.    | 0.      |
| INV MGMT - UBP                           | 99,942.    | 99,942.    | 0.      |
| INV MGMT - WELLINGTON                    | 68,980.    | 68,980.    | 0.      |
| PASS THROUGH FEES - WELLINGTON K-1       | 9,301.     | 9,301.     | 0.      |
| INV MGMT - WESTERN ASSET                 | 20,337.    | 20,337.    | 0.      |
| INV CONSULTING - WILSHIRE ASSOCIATES     | 92,685.    | 92,685.    | 0.      |
| CUSTODIAL FEES - THE NORTHERN TRUST      | 54,801.    | 54,801.    | 0.      |
| PLANT MAINTENANCE - ASSOCIATED GROUP INC | 1,686.     | 540.       | 1,149.  |
| TAX SOFTWARE - CCH PROSYSTEM             | 653.       | 0.         | 653.    |
| 403(B) PLAN - CLASSIC PLANS USA          | 2,000.     | 240.       | 1,760.  |
| COPIER SERVICE - COMPLETE COPY SYSTEMS   | 395.       | 126.       | 269.    |
| GRANT LIFECYCLE MANAGEMENT CONSULTING    | 3,250.     | 0.         | 3,250.  |
| COMPUTER CONS & MAINT - SOFT POINT MEDIA | 8,415.     | 1,492.     | 6,923.  |
| CABLE SERVICE - TELAMENITY               | 618.       | 198.       | 420.    |
| MISCELLANEOUS FEES                       | 651.       | 86.        | 565.    |
| TO FORM 990-PF, PG 1, LN 16C             | 1,601,487. | 1,591,604. | 14,989. |

FORM 990-PF

TAXES

STATEMENT

4

| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX (ACCRUAL BASIS) | 194,644.                     | 0.                                |                               | 0.                            |
| FOREIGN TAXES                      | 48,375.                      | 48,375.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18        | 243,019.                     | 48,375.                           |                               | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

5

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE                   | 19,852.                      | 6,184.                            |                               | 13,668.                       |
| OFFICE SUPPLIES             | 9,884.                       | 1,374.                            |                               | 8,510.                        |
| STATE FEES                  | 255.                         | 0.                                |                               | 255.                          |
| TO FORM 990-PF, PG 1, LN 23 | 29,991.                      | 7,558.                            |                               | 22,433.                       |

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT

6

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| STW US TREASURY BONDS                            | X             |                | 0.         | 0.                   |
| STW MUNICIPAL BONDS                              |               | X              | 0.         | 0.                   |
| WESTERN ASSET TIPS FUND                          | X             |                | 7,859,516. | 7,859,516.           |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 7,859,516. | 7,859,516.           |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |            |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 7,859,516. | 7,859,516.           |

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT

7

| DESCRIPTION                                       | BOOK VALUE  | FAIR MARKET<br>VALUE |
|---------------------------------------------------|-------------|----------------------|
| KENNEDY CAPITAL MANAGEMENT - SEE STMT - EXHIBIT A | 9,065,140.  | 9,065,140.           |
| MARATHON EAFE FUND                                | 23,298,184. | 23,298,184.          |
| NT RUSSELL 1000 INDEX FUND                        | 17,260,176. | 17,260,176.          |
| CBRE CLARION GLOBAL REITS SEE STMT - EXHIBIT B    | 8,958,808.  | 8,958,808.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B           | 58,582,308. | 58,582,308.          |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| PIMCO TOTAL RETURN FUND III             | 15,192,661. | 15,192,661.       |
| PIMCO UNCONSTRAINED BOND FUND           | 9,980,129.  | 9,980,129.        |
| STW CORPORATE AND ASSET BACKED BONDS    | 0.          | 0.                |
| THREE PEAKS SEE STMT - EXHIBIT C        | 7,065,996.  | 7,065,996.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 32,238,786. | 32,238,786.       |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                                  | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|----------------------------------------------|------------------|-------------|-------------------|
| D.E.SHAW U.S. BROAD MKT CORE ALPHA PLUS FUND | FMV              | 18,954,843. | 18,954,843.       |
| AQR                                          | FMV              | 14,605,833. | 14,605,833.       |
| OPPENHEIMER EMERGING MARKETS FUND            | FMV              | 12,817,362. | 12,817,362.       |
| LIGHTHOUSE DIVERSIFIED FUND                  | FMV              | 8,135,951.  | 8,135,951.        |
| OAK HILL ADVISORS FUND                       | FMV              | 3,631,789.  | 3,631,789.        |
| PAAMCO FUND                                  | FMV              | 10,723,733. | 10,723,733.       |
| UBP ASSET MANAGEMENT FUND                    | FMV              | 2,099,893.  | 2,099,893.        |
| WELLINGTON REAL ASSET FUND                   | FMV              | 7,738,946.  | 7,738,946.        |
| INTEREST IN TRUST                            | FMV              | 1.          | 1.                |
| NOTE                                         | FMV              | 1.          | 1.                |
| OIL INTEREST                                 | FMV              | 1,832.      | 1,832.            |
| TOTAL TO FORM 990-PF, PART II, LINE 13       |                  | 78,710,184. | 78,710,184.       |

|             |                                                |           |    |
|-------------|------------------------------------------------|-----------|----|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 10 |
|-------------|------------------------------------------------|-----------|----|

| DESCRIPTION               | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---------------------------|---------------------|--------------------------|------------|
| CAO TABLE                 | 913.                | 913.                     | 0.         |
| NETWORK FRAME             | 866.                | 866.                     | 0.         |
| CONFERENCE CHAIRS         | 28,740.             | 28,740.                  | 0.         |
| FURNITURE                 | 63,758.             | 63,758.                  | 0.         |
| DESK CHAIRS & ACCESSORIES | 2,098.              | 2,098.                   | 0.         |
| DESK/COMPUTER ACCESSORIES | 109.                | 109.                     | 0.         |
| CABINET                   | 839.                | 839.                     | 0.         |
| SMALL BOOKCASE            | 680.                | 680.                     | 0.         |
| CANON COPIER              | 5,402.              | 5,402.                   | 0.         |

|                                    |          |          |        |
|------------------------------------|----------|----------|--------|
| LEASEHOLD IMPROVEMENTS             | 218,843. | 218,843. | 0.     |
| HP PRINTER                         | 2,223.   | 2,223.   | 0.     |
| PHONE SYSTEM                       | 6,563.   | 6,563.   | 0.     |
| PHONE ROOM PHONE                   | 954.     | 954.     | 0.     |
| 5 DESKTOP COMPUTERS                | 9,838.   | 9,838.   | 0.     |
| SERVER                             | 7,406.   | 4,443.   | 2,963. |
| TELECOMMUTE LAPTOP                 | 1,171.   | 1,137.   | 34.    |
| INTERNET COMPATIBLE PHONES         | 1,547.   | 52.      | 1,495. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 351,950. | 347,458. | 4,492. |

| FORM 990-PF | NAME OF FOREIGN COUNTRY IN WHICH<br>ORGANIZATION HAS FINANCIAL INTEREST | STATEMENT 11 |
|-------------|-------------------------------------------------------------------------|--------------|
|-------------|-------------------------------------------------------------------------|--------------|

## NAME OF COUNTRY

BRAZIL  
CANADA

| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 12 |
|-------------|-----------------------------------------------------------------------------|--------------|
|-------------|-----------------------------------------------------------------------------|--------------|

| NAME AND ADDRESS                          | TITLE AND<br>AVRG HRS/WK             | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|-------------------------------------------|--------------------------------------|-------------------|------------------------------|--------------------|
| ROBERT A. SMITH, III<br>FOUNDATION OFFICE | PRESIDENT, CHAIR, DIRECTOR<br>3.00   | 30,000.           | 0.                           | 0.                 |
| AUSTIN GAVIN<br>FOUNDATION OFFICE         | VICE PRESIDENT, DIRECTOR<br>2.00     | 18,000.           | 0.                           | 0.                 |
| JOSEPH NALLY<br>FOUNDATION OFFICE         | DIRECTOR<br>2.00                     | 18,000.           | 0.                           | 0.                 |
| GEORGE GIBBS<br>FOUNDATION OFFICE         | ADVISORY DIRECTOR (RET 9/13)<br>1.00 | 9,000.            | 0.                           | 0.                 |
| TERRY SEIDLER<br>FOUNDATION OFFICE        | DIRECTOR<br>1.00                     | 12,000.           | 0.                           | 0.                 |

|                                              |                                  |                 |                |           |
|----------------------------------------------|----------------------------------|-----------------|----------------|-----------|
| REV. WM. PILETIC, C.M.<br>FOUNDATION OFFICE  | DIRECTOR<br>1.00                 | 0.              | 0.             | 0.        |
| H. THOMAS BOYLE<br>FOUNDATION OFFICE         | DIRECTOR<br>1.00                 | 12,000.         | 0.             | 0.        |
| MICHAEL S. FEELEY<br>FOUNDATION OFFICE       | DIRECTOR<br>1.00                 | 0.              | 0.             | 0.        |
| NINA S. SHEPHERD<br>FOUNDATION OFFICE        | CAO/CFO/SEC'Y/TREASURER<br>30.00 | 220,233.        | 59,251.        | 0.        |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII |                                  | <u>319,233.</u> | <u>59,251.</u> | <u>0.</u> |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

NINA SHEPHERD  
FOUNDATION OFFICE

---

TELEPHONE NUMBER

---

213-488-1122

---

EMAIL ADDRESS

---

DOHENY@DOHENYFOUNDATION.ORG

---

FORM AND CONTENT OF APPLICATIONS

---

APPLICATION AND GUIDELINES LOCATED ON WEBSITE AT WWW.DOHENYFOUNDATION.ORG

---

ANY SUBMISSION DEADLINES

---

NONE

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

NO GRANTS TO INDIVIDUALS OR NON-U.S. INSTITUTIONS. NO GRANTS FOR PUBLISHING OR PRODUCTION OF BOOKS, TELEVISION, FILMS OR RADIO PROGRAMS, TRAVEL, ADVERTISEMENT OR POLITICAL PURPOSES. NO INDIVIDUAL SCHOLARSHIPS. NO WORK OUTSIDE OF UNITED STATES. VERY FEW GRANTS AWARDED FOR PROGRAMS OUTSIDE OF LOS ANGELES COUNTY.

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2013 DEPRECIATION AND AMORTIZATION REPORT  
FORM 990-PF PAGE 1

990-PF

| Asset No | Description                | Date Acquired | Method | Life  | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|----------------------------|---------------|--------|-------|---------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|------------------------|
| 12       | CAO TABLE                  | 053198SL      |        | 7.00  | 16      | 913.                     |            |                      | 913.                   | 913.                     |                 | 0.                     |
| 13       | NETWORK FRAME              | 100198SL      |        | 7.00  | 16      | 866.                     |            |                      | 866.                   | 866.                     |                 | 0.                     |
| 14       | CONFERENCE CHAIRS          | 040100SL      |        | 10.00 | 16      | 28,740.                  |            |                      | 28,740.                | 28,740.                  |                 | 0.                     |
| 15       | FURNITURE                  | 040100SL      |        | 10.00 | 16      | 63,758.                  |            |                      | 63,758.                | 63,758.                  |                 | 0.                     |
| 17       | DESK CHAIRS & ACCESSORIES  | 040100SL      |        | 5.00  | 16      | 2,098.                   |            |                      | 2,098.                 | 2,098.                   |                 | 0.                     |
| 18       | DESK/COMPUTER ACCESSORIES  | 070100SL      |        | 10.00 | 16      | 109.                     |            |                      | 109.                   | 109.                     |                 | 0.                     |
| 19       | CABINET                    | 090100SL      |        | 10.00 | 16      | 839.                     |            |                      | 839.                   | 839.                     |                 | 0.                     |
| 20       | SMALL BOOKCASE             | 010101SL      |        | 10.00 | 16      | 680.                     |            |                      | 680.                   | 680.                     |                 | 0.                     |
| 21       | CANON COPIER               | 020806SL      |        | 7.00  | 16      | 5,402.                   |            |                      | 5,402.                 | 5,338.                   |                 | 64.                    |
| 22       | LEASEHOLD IMPROVEMENTS     | 040100SL      |        | 10.00 | 16      | 218,843.                 |            |                      | 218,843.               | 218,843.                 |                 | 0.                     |
| 23       | HP PRINTER                 | 050107SL      |        | 5.00  | 16      | 2,223.                   |            |                      | 2,223.                 | 2,223.                   |                 | 0.                     |
| 24       | PHONE SYSTEM               | 050110SL      |        | 5.00  | 16      | 6,563.                   |            | 1,093.               | 5,470.                 | 4,157.                   |                 | 1,313.                 |
| 25       | PHONE ROOM PHONE           | 050110SL      |        | 5.00  | 16      | 954.                     |            | 254.                 | 700.                   | 509.                     |                 | 191.                   |
| 26       | DESKTOP COMPUTERS          | 010111SL      |        | 3.00  | 16      | 9,838.                   |            |                      | 9,838.                 | 6,559.                   |                 | 3,279.                 |
| 27       | SERVER                     | 010111SL      |        | 5.00  | 16      | 7,406.                   |            |                      | 7,406.                 | 2,962.                   |                 | 1,481.                 |
| 28       | TELECOMMUTE LAPTOP         | 020111SL      |        | 3.00  | 16      | 1,171.                   |            |                      | 1,171.                 | 747.                     |                 | 390.                   |
| 39       | INTERNET COMPATIBLE PHONES | 110113SL      |        | 5.00  | 16      | 1,547.                   |            |                      | 1,547.                 |                          |                 | 52.                    |
|          | * TOTAL 990-PF PG 1 DEPR   |               |        |       |         | 351,950.                 |            | 1,347.               | 350,603.               | 339,341.                 | 0.              | 6,770.                 |

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 16

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

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

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

| Enter filer's identifying number, see instructions                            |                                                                                                                          |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| Type or print<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions.<br><b>CARRIE ESTELLE DOHENY FOUNDATION</b>                 |
|                                                                               | Employer identification number (EIN) or<br><b>95-6202911</b>                                                             |
|                                                                               | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>707 WILSHIRE BOULEVARD, NO. 4960</b>        |
|                                                                               | Social security number (SSN)                                                                                             |
|                                                                               | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>LOS ANGELES, CA 90017</b> |

Enter the Return code for the return that this application is for (file a separate application for each return)

 

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

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

**NINA S. SHEPHERD**

- The books are in the care of **FOUNDATION OFFICE - LOS ANGELES, CA 90017**

Telephone No. **213-488-1122**

Fax No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **SEE STATEMENT 16**

|                                                                                                                                                                                                                                      |    |    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | 8a | \$ | 206,330. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 206,330. |
| c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                     | 8c | \$ | 0.       |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **CHIEF ADMINISTRATIVE OFFICER** Date

Form 8868 (Rev. 1-2014)

Carrie Estelle Doheny Foundation  
EIN 95-6202911  
List of Exhibits  
2013 Form 990PF

| <u>Exhibit</u> | <u>Description</u>               | <u>Part #</u> | <u>Line #</u> |
|----------------|----------------------------------|---------------|---------------|
| A              | Kennedy Capital Management stock | II            | Statement 7   |
| B              | CBRE Clarion Global REITS        | II            | Statement 7   |
| C              | Three Peaks Corporate Bonds      | II            | Statement 8   |
| D              | Grants paid during 2013          | XV            | 3a            |

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 10b

KENNEDY CAPITAL MANAGEMENT

| <u>SHARES</u> | <u>DESCRIPTION</u>                         | <u>FAIR MARKET<br/>VALUE</u> |
|---------------|--------------------------------------------|------------------------------|
| 3520          | #REORG/ATMI INC CASH MERGER EFF 04-30-2014 | 106,339.20                   |
| 4393          | ADTRAN INC COM                             | 118,654.93                   |
| 2354          | ANALOGIC CORP COM PAR \$0.05               | 208,470.24                   |
| 8151          | ANGIODYNAMICS INC COM STK                  | 140,115.69                   |
| 4808          | ARTHROCARE CORP COM                        | 193,473.92                   |
| 7954          | BARRETT BILL CORP COM STK                  | 213,008.12                   |
| 1494          | BIO RAD LABS INC CL A                      | 184,673.34                   |
| 10513         | BOSTON PRIVATE FINL HLDGS INC COM          | 132,674.06                   |
| 3221          | BRINKS CO COM STOCK                        | 109,964.94                   |
| 1793          | CAL MAINE FOODS INC COM NEW STK            | 107,992.39                   |
| 3630          | CHILDRENS PL RETAIL STORES INC COM         | 206,801.10                   |
| 13799         | CLOUD PEAK ENERGY INC COM                  | 248,382.00                   |
| 10550         | COMSTOCK RES INC COM NEW COM NEW           | 192,959.50                   |
| 2254          | FARO TECHNOLOGIES INC COM                  | 131,408.20                   |
| 8011          | FINISH LINE INC CL A                       | 225,669.87                   |
| 8351          | FIRSTMERIT CORP COM                        | 185,642.73                   |
| 3800          | HAEMONETICS CORP MASS COM                  | 160,094.00                   |
| 21727         | HARMONIC INC COM                           | 160,345.26                   |
| 3757          | HAYNES INTL INC COM NEW COM NEW            | 207,536.68                   |
| 1970          | HELEN TROY LTD COM STK                     | 97,534.70                    |
| 3105          | HILL ROM HLDGS INC COM STK                 | 128,360.70                   |
| 3001          | INNOPHOS HLDGS INC COM STK                 | 145,848.60                   |
| 6788          | INVESTORS BANCORP INC COM STK              | 173,637.04                   |
| 4230          | JOS A BK CLOTHIERS INC COM                 | 231,507.90                   |
| 6283          | LASALLE HOTEL PPTYS COM SH BEN INT         | 193,893.38                   |
| 5411          | LSB INDS INC COM                           | 221,959.22                   |
| 6890          | MASIMO CORP COM STK                        | 201,394.70                   |
| 6447          | MDU RES GROUP INC COM                      | 196,955.85                   |
| 8067          | MICROSEMI CORP COM                         | 201,271.65                   |
| 7114          | MISTRAS GROUP INC COM                      | 148,540.32                   |
| 3249          | NETGEAR INC COM                            | 107,022.06                   |
| 15032         | NORTHFIELD BANCORP INC DEL COM USD0.01     | 198,422.40                   |
| 11811         | OLD NATL BANCORP IND COM                   | 181,535.07                   |
| 5130          | OPLINK COMMUNICATIONS INC COM NEW          | 95,418.00                    |
| 3683          | OSI SYS INC COM                            | 195,604.13                   |
| 3190          | POST PPTYS INC REIT                        | 144,283.70                   |
| 3959          | POWELL INDS INC COM                        | 265,213.41                   |

KENNEDY CAPITAL MANAGEMENT

1 OF 2

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

FAIR MARKET

VALUE

| <u>SHARES</u> | <u>DESCRIPTION</u>               |            |
|---------------|----------------------------------|------------|
| 3338          | PTC INC COM                      | 118,131.82 |
| 7457          | ROLLINS INC COM                  | 225,872.53 |
| 4070          | SILGAN HLDGS INC COM             | 195,441.40 |
| 3744          | SM ENERGY CO COM                 | 311,163.84 |
| 4421          | STERIS CORP COM                  | 212,429.05 |
| 9294          | SYKES ENTERPRISES INC COM        | 202,702.14 |
| 5910          | THERMON GROUP HLDGS INC          | 161,520.30 |
| 4276          | TRIMBLE NAV LTD COM              | 148,377.20 |
| 3621          | UMB FINL CORP COM STK            | 232,757.88 |
| 6190          | WEST PHARMACEUTICAL SVCS INC COM | 303,681.40 |
| 3550          | WINNEBAGO INDS INC COM           | 97,447.50  |
| 7665          | WOLVERINE WORLD WIDE INC COM     | 260,303.40 |
| 5102          | WOODWARD INC COM                 | 232,702.22 |
| TOTAL         |                                  | 9,065,140  |

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION  
FORM 990-PF  
95-6202911  
2013

PART II, LINE 2b  
CBRE CLARION REITS

| <u>SHARES</u> | <u>DESCRIPTION</u>                                 | <u>FAIR MARKET<br/>VALUE</u> |
|---------------|----------------------------------------------------|------------------------------|
| 1500          | ATRIUM EURP R/EST NPV (REGD)                       | 8,639.75                     |
| 800           | BOARDWALK R/EST IN TRUST UNITS                     | 45,063.53                    |
| 600           | CALLOWAY REAL ESTATE INVESTMENT TR     TRUST UNITS | 14,208.00                    |
| 1100          | RIOCAN REAL ESTATE TRUST UNITS NPV                 | 25,644.24                    |
| 9200          | CHINA OVERSEAS LAND & INVESTMNT HKD0.10            | 25,866.19                    |
| 447           | FONCIERE DES REIT EUR                              | 38,650.47                    |
| 260           | GECINA EUR7.50                                     | 34,404.38                    |
| 531           | ICADE NPV (POST MERGER)                            | 49,513.56                    |
| 2374          | KLEPIERRE EUR1.40                                  | 110,192.17                   |
| 910           | MERCIALYS EUR1                                     | 19,122.50                    |
| 1081          | UNIBAIL-RODAMCO SE EUR5                            | 277,431.30                   |
| 1300          | LEG IMMOBILIEN AG NPV                              | 76,937.84                    |
| 7901          | CHEUNG KONG(HLDGS) NPV                             | 124,724.48                   |
| 20400         | LINK R/EST INVEST NPV                              | 98,925.04                    |
| 38575         | SINO LAND CO NPV                                   | 52,735.13                    |
| 12200         | SUN HUNG KAI PROP NPV                              | 154,747.06                   |
| 11900         | SWIRE PROPERTIES LTD                     HKD1      | 30,080.93                    |
| 12892         | WHARF(HLDGS) NPV                                   | 98,596.89                    |
| 13361         | HONGKONG LAND HLD ORD USD0.10(SINGAPORE REG)       | 78,829.90                    |
| 3             | ACTIVIA PROPERTIES INC COM                         | 23,662.05                    |
| 810           | DAITO TRUST CONST NPV                              | 75,755.67                    |
| 2905          | DAIWA HOUSE INDS NPV                               | 56,245.42                    |
| 22            | GLP J-REIT REIT                                    | 21,517.53                    |
| 3850          | HULIC COMPANY LTD                                  | 56,959.71                    |
| 36            | JAPAN HOTEL REIT I REIT                            | 17,262.74                    |
| 26            | JAPAN REAL ESTATE INVESTMENT CO                    | 139,517.63                   |
| 68            | JAPAN RETAIL FUND REIT                             | 138,581.42                   |
| 10            | KENEDIX OFFICE INVESTMENT CORPORATION              | 47,523.90                    |
| 13816         | MITSUBISHI ESTATE CO LTD                           | 413,408.69                   |
| 11098         | MITSUI FUDOSAN CO LTD NPV                          | 399,656.82                   |
| 12            | NIPPON BUILDING FD REIT                            | 69,872.98                    |
| 5             | NIPPON PROLOGIS RE REIT                            | 47,856.90                    |
| 22            | ORIX JREIT INC REIT                                | 27,566.72                    |
| 3800          | SUMITOMO REALTY & DEVELOPMENT NPV                  | 189,087.10                   |
| 6800          | TOKYO TATEMONO CO NPV                              | 75,566.34                    |
| 36            | UNITED URBAN INVES REIT                            | 51,822.46                    |
| 420           | CORIO NV EUR10                                     | 18,852.42                    |
| 1172          | EUROCOMMERCIAL EURO.50                             | 49,837.59                    |

CBRE CLARION REITS

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 2b  
CBRE CLARION REITS

| <u>SHARES</u> | <u>DESCRIPTION</u>                        | <u>FAIR MARKET<br/>VALUE</u> |
|---------------|-------------------------------------------|------------------------------|
| 10590         | NIEUWE STEEN EURO.46                      | 67,125.46                    |
| 20200         | ASCENDAS R/EST INV NPV (REIT)             | 35,197.21                    |
| 70100         | CAPITACOMMERCIAL NPV (REIT)               | 80,504.51                    |
| 7690          | CAPITALAND LTD NPV                        | 18,454.54                    |
| 11682         | CAPITAMALL TRUST NPV (REIT)               | 17,625.70                    |
| 24400         | CAPITAMALLS ASIA L NPV                    | 37,877.40                    |
| 5100          | FRASERS CENTREPOIN TRUST                  | 7,109.14                     |
| 51900         | GLOBAL LOGISTIC PR NPV                    | 118,795.34                   |
| 50600         | MAPLETREE GREATER NPV REG'S               | 33,663.87                    |
| 3118          | CASTELLUM AB NPV                          | 48,595.86                    |
| 2068          | HUFVUDSTADEN AB SER'A'NPV                 | 27,739.26                    |
| 500           | PSP SWISS PROPERTY CHF0.10 (REGD)         | 42,446.73                    |
| 7045          | BRITISH LAND CO ORD GBP0.25               | 73,393.49                    |
| 1850          | DERWENT LONDON ORD GBP0.05                | 76,448.36                    |
| 8678          | GREAT PORTLAND ESTATES ORD GBP0.125       | 86,093.89                    |
| 11435         | HAMMERSON ORD GBP0.25                     | 95,074.88                    |
| 11238         | LAND SECURITIES GP ORD GBP0.10            | 179,335.65                   |
| 9200          | SAFESTORE HLDGS ORD GBP0.01               | 24,532.37                    |
| 1740          | #REORG/BRE PPTYS INC ESSEX PROPERTY TRUST | 95,195.40                    |
| 1000          | AMERICAN HOMES 4 RENT COMMON STOCK        | 16,200.00                    |
| 645           | AVALONBAY CMNTYS REIT                     | 76,258.35                    |
| 3800          | BIOMED RLTY TR INC COM                    | 68,856.00                    |
| 4100          | BRANDYWINE RLTY TR SH BEN INT NEW REIT    | 57,769.00                    |
| 2300          | BRIXMOR PPTY GROUP INC COM                | 46,759.00                    |
| 1134          | BSTN PPTYS INC                            | 113,819.58                   |
| 6200          | DDR CORP COM                              | 95,294.00                    |
| 2900          | DOUGLAS EMMETT INC COM REIT               | 67,541.00                    |
| 7100          | DUKE RLTY CORP COM NEW REIT               | 106,784.00                   |
| 3051          | EQTY RESDNTL EFF 5/15/02                  | 158,255.37                   |
| 470           | ESSEX PPTY TR REIT                        | 67,449.70                    |
| 500           | EXTENDED STAY AMER INC PAIRED SHS         | 13,130.00                    |
| 190           | FEDERAL RLTY INVT TR SH                   | 19,267.90                    |
| 7494          | GENERAL GROWTH PPTYS INC NEW COM          | 150,404.58                   |
| 1200          | HCP INC COM REIT                          | 43,584.00                    |
| 3500          | HEALTH CARE REIT INC COM                  | 187,495.00                   |
| 2500          | HEALTHCARE RLTY TR                        | 53,275.00                    |
| 2500          | HEALTHCARE TR AMER INC CL A               | 24,600.00                    |
| 1500          | HIGHWOODS PPTYS INC COM                   | 54,255.00                    |
| 4000          | HILTON WORLDWIDE HLDGS INC COM            | 89,000.00                    |
| 13129         | HOST HOTELS & RESORTS INC REIT            | 255,227.76                   |
| 2500          | KILROY RLTY CORP COM                      | 125,450.00                   |

CBRE CLARION REITS

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 2b  
CBRE CLARION REITS

| <u>SHARES</u> | <u>DESCRIPTION</u>                        | <u>FAIR MARKET<br/>VALUE</u> |
|---------------|-------------------------------------------|------------------------------|
| 5200          | KIMCO RLTY CORP COM                       | 102,700.00                   |
| 4800          | LEXINGTON RLTY TR COM                     | 49,008.00                    |
| 3420          | LIBERTY PPTY TR SH BEN INT                | 115,835.40                   |
| 2562          | MACERICH CO REIT                          | 150,876.18                   |
| 1200          | PEBBLEBROOK HOTEL TR COM STK              | 36,912.00                    |
| 1900          | POST PPTYS INC REIT                       | 85,937.00                    |
| 5409          | PROLOGIS INC COM                          | 199,862.55                   |
| 669           | PUB STORAGE COM                           | 100,697.88                   |
| 1800          | RAMCO-GERSHENSON PPTYS TR COM             | 28,332.00                    |
| 2400          | SENIOR HSG PPTYS TR SH BEN INT SH BEN INT | 53,352.00                    |
| 2201          | SIMON PROPERTY GROUP INC COM              | 334,904.16                   |
| 1868          | SL GREEN RLTY CORP COM STK                | 172,565.84                   |
| 800           | STARWOOD HOTELS & RESORTS WORLDWIDE INC   | 63,560.00                    |
| 4100          | STRATEGIC HOTELS & RESORTS INC COM        | 38,745.00                    |
| 3000          | SUNSTONE HOTEL INVS INC NEW COM           | 40,200.00                    |
| 770           | TANGER FACTORY OUTLET CTRS INC COM        | 24,655.40                    |
| 990           | TAUBMAN CTRS INC COM                      | 63,280.80                    |
| 5631          | UDR INC COM STK                           | 131,483.85                   |
| 654           | VENTAS INC REIT                           | 37,461.12                    |
| 1969          | VORNADO RLTY TR COM                       | 174,827.51                   |
| 1600          | WEYERHAEUSER CO COM                       | 50,512.00                    |
| 92280         | DEXUS PROPERTY GP NPV (STAPLED)           | 82,971.09                    |
| 27800         | FEDERATION LIMITED                        | 58,198.77                    |
| 21513         | GOODMAN GROUP NPV (STAPLED UNITS)         | 91,036.44                    |
| 14025         | INVESTA OFFICE FD UNITS NPV (STAPLED)     | 39,273.57                    |
| 88735         | MIRVAC GROUP STAPLED SECURITIES           | 133,369.76                   |
| 17100         | STOCKLAND NPV (STAPLED)                   | 55,227.64                    |
| 4486          | WESTFIELD GROUP NPV STAPLED UNITS         | 40,495.20                    |
| 23249         | WESTFIELD RETAIL T UNITS NPV (STAPLED)    | 61,775.16                    |
| TOTAL         |                                           | <u>8,958,808</u>             |

CBRE CLARION REITS

3 OF 3

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

## PART II, LINE 10c

## THREE PEAKS BONDS

| <u>PAR</u><br><u>VALUE</u> | <u>DESCRIPTION</u>                                            | <u>FAIR</u><br><u>MARKET</u> |
|----------------------------|---------------------------------------------------------------|------------------------------|
| 45000                      | KODIAK OIL & GAS CORP 5.5 DUE 01-15-2021                      | 44,887.50                    |
| 40000                      | PVTPL TELESAT CDA / TELESAT LLC SR NT 6 DUE 05-15-2017        | 41,600.00                    |
| 75000                      | PVTPL SENSATA TECHNOLOGIES B V SR NT 6.5 DUE 05-15-2019 BEO   | 80,437.50                    |
| 20000                      | PVTPL XP B V / NXP FDG LLC 5.75 DUE 02-15-2021                | 20,900.00                    |
| 55000                      | #REORG/NETFLIX INC MAND EXCHANGE NETFLIXINC EFF 02-03-2014    | 55,687.50                    |
| 40000                      | AMSURG CORP 5.625 DUE 11-30-2020 REG                          | 41,600.00                    |
| 50000                      | ATLAS PIPELN 6.625% DUE 10-01-2020                            | 52,250.00                    |
| 90000                      | B&G FOODS INC 4.625% DUE 06-01-2021                           | 86,400.00                    |
| 40000                      | BALL CORP 5 DUE 03-15-2022                                    | 39,600.00                    |
| 60000                      | BERRY PLASTICS 9.5% DUE 05-15-2018                            | 64,350.00                    |
| 45000                      | BONANZA CREEK 6.75 DUE 04-15-2021                             | 47,137.50                    |
| 115000                     | CB RICHARD ELLIS SVCS INC 6.625 DUE 10-15-2020/02-15-2011 REG | 123,050.00                   |
| 110000                     | CCO HLDGS LLC / 6.5% DUE 04-30-2021                           | 113,025.00                   |
| 90000                      | CDW LLC / CDW FIN 8.5 DUE 04-01-2019                          | 99,450.00                    |
| 70000                      | CHS / CMNTY HLTH 8% DUE 11-15-2019                            | 75,950.00                    |
| 35000                      | CINEMARK USA INC 5.125% DUE 12-15-2022                        | 33,862.50                    |
| 140000                     | CINEMARK USA INC 7.375% DUE 06-15-2021                        | 154,700.00                   |
| 25000                      | CLEARWATER PAPER CORP SR NT 7.125 11-1-2018                   | 26,687.50                    |
| 25000                      | CONSTELLATION BRANDS INC 6 DUE 05-01-2022 REG                 | 26,687.50                    |
| 25000                      | CONTL RES INC 5 DUE 09-15-2022                                | 25,968.75                    |
| 25000                      | CORRECTIONS CORP 4.125% DUE 04-01-2020                        | 24,500.00                    |
| 65000                      | COVANTA HLDG CORP 7.25% DUE 12-01-2020                        | 70,960.11                    |
| 40000                      | CRESTWOOD MIDSTREAM PARTNERS LP /CRESTWOOD MIDST 6 12-15-2020 | 41,200.00                    |
| 35000                      | CROWN AMERS LLC / 6.25% DUE 02-01-2021                        | 37,975.00                    |
| 95000                      | DEL MONTE CORP 7.625 DUE 02-15-2019                           | 98,681.25                    |
| 30000                      | DELUXE CORP 7 DUE 03-15-2019                                  | 32,100.00                    |
| 50000                      | DENBURY RES INC 8.25% DUE 02-15-2020                          | 55,062.50                    |
| 140000                     | DISH DBS CORP 4.25% DUE 04-01-2018                            | 142,800.00                   |
| 60000                      | DISH DBS CORP 5.125% DUE 05-01-2020                           | 60,150.00                    |
| 25000                      | DREAMWORKS 6.875% DUE 08-15-2020                              | 26,437.50                    |
| 50000                      | EQUINIX INC 4.875 DUE 04-01-2020                              | 49,750.00                    |
| 30000                      | EQUINIX INC 7% DUE 07-15-2021                                 | 32,775.00                    |
| 30000                      | FID NATL 5 DUE 03-15-2022                                     | 30,637.50                    |
| 40000                      | GEO GROUP INC 5.875% DUE 01-15-2022                           | 39,700.00                    |
| 70000                      | GEO GROUP INC SR NT 6.625 2-15-2021                           | 74,025.00                    |
| 85000                      | GRAPHIC PACKAGING 4.75% DUE 04-15-2021                        | 84,150.00                    |

THREE PEAKS BONDS

1 OF 4

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 10c

THREE PEAKS BONDS

| <u>PAR</u><br><u>VALUE</u> | <u>DESCRIPTION</u>                                                   | <u>FAIR</u><br><u>MARKET</u> |
|----------------------------|----------------------------------------------------------------------|------------------------------|
| 50000                      | GRAPHIC PACKAGING 7.875% DUE 10-01-2018                              | 54,250.00                    |
| 35000                      | HANGER ORTHOPEDIC 7.125% DUE 11-15-2018                              | 37,450.00                    |
| 25000                      | HCA HLDGS INC 5.875% DUE 03-15-2022                                  | 25,812.50                    |
| 105000                     | HCA HLDGS INC 7.75% DUE 05-15-2021                                   | 114,712.50                   |
| 40000                      | HERTZ CORP 6.75% DUE 04-15-2019                                      | 43,100.00                    |
| 50000                      | HERTZ CORP 7.375% DUE 01-15-2021                                     | 54,875.00                    |
| 10000                      | HILAND PARTNERS LP 7.25% DUE 10-01-2020                              | 10,725.00                    |
| 25000                      | HILTON WORLDWIDE 5.625% DUE 10-15-2021                               | 25,937.50                    |
| 50000                      | HORNBECK OFFSHORE 5.875 DUE 04-01-2020                               | 51,625.00                    |
| 14000                      | HOST MARRIOTT L P SR NT SER Q 6.75% DUE 06-01-2016/06-01-2013        | 14,201.74                    |
| 35000                      | HUGHES SATELLITE 6.5% DUE 06-15-2019                                 | 37,887.50                    |
| 20000                      | HUGHES SATELLITE 7.625% DUE 06-15-2021                               | 22,300.00                    |
| 130000                     | INTELSAT JACKSON HLDGS S A 7.25 DUE 10-15-2020/10-15-2015 REG        | 142,187.50                   |
| 40000                      | IRON MOUNTAIN INC 8.375% DUE 08-15-2021                              | 43,100.00                    |
| 30000                      | LAMAR MEDIA CORP 5.875 SNR NT DUE 02-01-2022                         | 30,750.00                    |
| 25000                      | LENDER PROCESSING 5.75 DUE 04-15-2023                                | 25,875.00                    |
| 60000                      | LEVI STRAUSS & CO 7.625% DUE 05-15-2020                              | 65,850.00                    |
| 25000                      | LIMITED BRANDS INC 6.625% DUE 04-01-2021                             | 27,437.50                    |
| 15000                      | LIN TELEVISION CORP 6.375 01-15-2021                                 | 15,600.00                    |
| 30000                      | MARKWEST ENERGY 6.5% DUE 08-15-2021                                  | 32,250.00                    |
| 75000                      | MARKWEST ENERGY 6.75% DUE 11-01-2020                                 | 81,375.00                    |
| 65000                      | MPT OPER 6.875 DUE 05-01-2021                                        | 69,550.00                    |
| 35000                      | MUELLER WTR PRODS 7.375% DUE 06-01-2017                              | 35,875.00                    |
| 115000                     | NATL CINEMEDIA LLC 7.875% DUE 07-15-2021                             | 126,500.00                   |
| 25000                      | NCR CORP NEW 5% DUE 07-15-2022                                       | 23,781.25                    |
| 65000                      | NIELSEN FIN LLC / NIELSEN FIN CO 4.5 DUE 10-01-2020                  | 63,212.50                    |
| 25000                      | NIELSEN FIN LLC/CO 7.75 10-15-2018                                   | 27,000.00                    |
| 35000                      | OASIS PETE INC NEW 6.5% DUE 11-01-2021                               | 37,450.00                    |
| 30000                      | OSHKOSH CORP 8.25% DUE 03-01-2017                                    | 31,538.10                    |
| 35000                      | OSHKOSH CORP 8.5% DUE 03-01-2020                                     | 38,675.00                    |
| 45000                      | PHILLIPS VAN 7.375% DUE 05-15-2020                                   | 49,556.25                    |
| 25000                      | PINNACLE ENTMT INC 8.75% DUE 05-15-2020                              | 27,562.50                    |
| 70000                      | PINNACLE FOODS FIN 4.875% DUE 05-01-2021                             | 66,150.00                    |
| 30000                      | PVTPL ACTIVISION BLIZZARD 5.625 DUE 09-15-2021 BEO                   | 31,050.00                    |
| 30000                      | PVTPL ALLIANT TECHSYSTEMS INC SR NT 5.25 DUE 10-01-2021 BEO          | 30,075.00                    |
| 30000                      | PVTPL ANTERO RES FIN CORP SR NT 144A 5.375 DUE 11-01-2021/11-05-2013 | 30,300.00                    |
| 90000                      | PVTPL ARAMARK CORP 5.75 DUE 03-15-2020                               | 94,050.00                    |
| 20000                      | PVTPL CHURCHILL DOWNS INC SR NT 5.375 DUE 12-15-2021                 | 20,350.00                    |
| 195000                     | PVTPL HAWK ACQUISITION SUB INC 4.25 BDS 10/15/20 USD2000144A         | 188,662.50                   |

THREE PEAKS BONDS

2 OF 4

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 10c

THREE PEAKS BONDS

| <u>PAR</u><br><u>VALUE</u> | <u>DESCRIPTION</u>                                                    | <u>FAIR</u><br><u>MARKET</u> |
|----------------------------|-----------------------------------------------------------------------|------------------------------|
| 20000                      | PVTPL IAC / INTERACTIVECORP 4.875 DUE 11-30-2018/11-15-2013           | 20,450.00                    |
| 15000                      | PVTPL KINDER MORGAN INC DEL SR NT 5 DUE 02-15-2021                    | 14,774.79                    |
| 10000                      | PVTPL KINDER MORGAN INC DEL NT 5.625% DUE 11-15-2023/11-05-2013 BEO   | 9,682.37                     |
| 65000                      | PVTPL LIVE NATION ENTMT INC SR NT 7 09-01-2020                        | 70,525.00                    |
| 10000                      | PVTPL NCR ESCROW CORP SR NT 5.875 DUE 12-15-2021                      | 10,187.50                    |
| 10000                      | PVTPL PRESTIGE BRANDS INC SR NT 5.375 DUE 12-15-2021                  | 10,100.00                    |
| 30000                      | PVTPL SABINE PASS LIQUEFACTION LLC SR 5.625% DUE 02-01-2021 BEO       | 29,325.00                    |
| 25000                      | PVTPL SEALED AIR CORP 6.5 BDS 12-01-2020USD100                        | 26,875.00                    |
| 20000                      | PVTPL SERVICE CORP INTL SR NT 144A 5.375% DUE 01-15-2022/07-01-2013   | 20,250.00                    |
| 75000                      | PVTPL SIRIUS XM RADIO INC SR NT 144A 4.25% DUE 05-15-2020/05-16-2013  | 70,875.00                    |
| 20000                      | PVTPL SIRIUS XM RADIO INC SR NT 144A 4.625% DUE 05-15-2023/05-16-2013 | 18,100.00                    |
| 20000                      | PVTPL SR NT 144A 4.75% DUE 11-15-2021/05-10-2013 BEO                  | 18,300.00                    |
| 25000                      | PVTPL VALEANT PHARMACEUTICALS INTL GTD 10-01-2020/09-28-2010          | 26,937.50                    |
| 10000                      | PVTPL WILLIAM CARTER CO BD 144A 5.25% DUE 08-15-2021/08-12-2013       | 10,150.00                    |
| 35000                      | PVTPL WMG ACQUISITION CORP SR SECD NT6% DUE 01-15-2021/11-01-2012     | 36,356.25                    |
| 20000                      | QVC INC 5.125% DUE 07-02-2022                                         | 19,782.14                    |
| 25000                      | RANGE RES CORP 6.75% DUE 08-01-2020                                   | 27,062.50                    |
| 30000                      | RESOLUTE ENERGY CORP 8.5 05-01-2020                                   | 31,650.00                    |
| 65000                      | RHP HOTEL PPTYS LP 5% DUE 04-15-2021                                  | 64,187.50                    |
| 65000                      | ROSETTA RES INC 5.625% DUE 05-01-2021                                 | 64,837.50                    |
| 65000                      | SALLY HLDGS LLC 6.875 DUE 11-15-2019                                  | 71,825.00                    |
| 30000                      | SBA 8.25% DUE 08-15-2019                                              | 32,175.00                    |
| 30000                      | SCOTTS MIRACLE-GRO 7.25% DUE 01-15-2018                               | 31,200.00                    |
| 40000                      | SERVICE CORP INTL 4.5% DUE 11-15-2020                                 | 38,600.00                    |
| 115000                     | SERVICE CORP INTL 7% DUE 05-15-2019                                   | 123,050.00                   |
| 95000                      | SESI L L C 6.375 DUE 05-01-2019                                       | 101,412.50                   |
| 80000                      | SESI L L C 7.125 DUE 12-15-2021                                       | 89,200.00                    |
| 55000                      | SILGAN HLDGS INC 5 DUE 04-01-2020                                     | 54,312.50                    |
| 70000                      | SM ENERGY CO 6.625% DUE 02-15-2019                                    | 74,375.00                    |
| 245000                     | STARZ LLC / STARZ FIN CORP 5 DUE 09-15-2019                           | 250,512.50                   |
| 85000                      | STATER BROS HLDGS 7.375 DUE 11-15-2018                                | 89,887.50                    |
| 35000                      | STATER BROS HLDGS 7.75% DUE 04-15-2015                                | 35,088.20                    |
| 75000                      | STEWART 6.5% DUE 04-15-2019                                           | 79,500.00                    |
| 90000                      | SUNGARD DATA SYS 7.375 SR NT DUE 11-15-2018                           | 95,287.50                    |
| 45000                      | SUNGARD DATA SYS INC SR NT 7.625 DUE 11-15-2020                       | 49,050.00                    |
| 55000                      | TARGA RES PARTNERS LP/ TARGA RES PARTNERS FIN SR NT 7.875 10-15-2018  | 59,125.00                    |
| 85000                      | TELEFLEX INC 6.875% DUE 06-01-2019                                    | 89,250.00                    |
| 30000                      | TESORO CORP FORMERLY TESORO PETE CORP T 5.375 DUE 10-01-2022          | 30,375.00                    |
| 85000                      | TREEHOUSE FOODS 7.75% DUE 03-01-2018                                  | 89,037.50                    |

THREE PEAKS BONDS

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CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION

FORM 990-PF

95-6202911

2013

PART II, LINE 10c

THREE PEAKS BONDS

| <u>PAR</u><br><u>VALUE</u> | <u>DESCRIPTION</u>                               | <u>FAIR</u><br><u>MARKET</u> |
|----------------------------|--------------------------------------------------|------------------------------|
| 75000                      | TW TELECOM HLDGS 5.375 DUE 10-01-2022            | 73,687.50                    |
| 90000                      | UTD RENTALS N AMER 8.375% DUE 09-15-2020         | 100,350.00                   |
| 70000                      | UTD RENTALS N AMER 9.25% DUE 12-15-2019          | 78,050.00                    |
| 40000                      | VIASAT INC 6.875 DUE 06-15-2020                  | 42,300.00                    |
| 45000                      | VWR FDG INC 7.25% DUE 09-15-2017                 | 48,262.50                    |
| 35000                      | WESTERN REFNG INC 6.25 DUE 04-01-2021            | 35,262.50                    |
| 85000                      | WHITING PETE CORP 5% DUE 03-15-2019              | 86,912.50                    |
| 40000                      | WHITING PETE CORP 5.75% DUE 03-15-2021           | 41,400.00                    |
| 150000                     | WHITING PETE CORP SR SUB NT 6.5 DUE 10-01-2018   | 159,375.00                   |
| 70000                      | WOLVERINE WORLD 6.125 DUE 10-15-2020             | 74,900.00                    |
| 60000                      | WYNN LAS VEGAS LLC 7.75% DUE 08-15-2020          | 67,350.00                    |
| 70000                      | WYNN LAS VEGAS LLC/CORP 5.375 DUE 03-15-2022 BEO | 70,700.00                    |
| TOTAL                      |                                                  | <u>7,065,996</u>             |

THREE PEAKS BONDS

4 OF 4

**MARRIE ESTELLE DOHENY FOUNDATION**  
**RETURN OF PRIVATE FOUNDATION**  
**FORM 990-PF**  
**2013**

**PART XV LINE 3a**  
**GRANTS PAID**

| Organization Legal Name                         | Street Address                | City         | State | Foundation Status | Purpose of Grant                                               | Amount       |
|-------------------------------------------------|-------------------------------|--------------|-------|-------------------|----------------------------------------------------------------|--------------|
| A Place Called Home                             | 2830 S. Central Ave.          | Los Angeles  | CA    | PC                | Bridge to the Future (BTF)                                     | \$12,000.00  |
| Alexandria House                                | 426 South Alexandria Ave.     | Los Angeles  | CA    | PC                | General Operating Support                                      | \$18,000.00  |
| Alliance for Housing and Healing                | 825 Colorado Boulevard        | Los Angeles  | CA    | PC                | General Operating                                              | \$25,000.00  |
| Alpha North America                             | 22275 Half Day Road Suite 185 | Bannockburn  | IL    | PC                | Faithbased Reentry Initiative - California Institute for Women | \$45,000.00  |
| Alverno High School                             | 200 N. Michillinda Avenue     | Sierra Madre | CA    | PC                | 2013 High School Scholarship Program                           | \$32,000.00  |
| American Diabetes Association                   | 611 Wilshire Blvd., Suite 900 | Los Angeles  | CA    | PC                | 25th Annual Latino Health Fair                                 | \$7,500.00   |
| Archdiocese of L A/ Cardinal's Award Dinner     | 3424 Wilshire Blvd.           | Los Angeles  | CA    | PC                | Cardinal's Awards                                              | \$10,000.00  |
| Archdiocese of L A/ House of Prayer for Priests | 3424 Wilshire Boulevard       | Los Angeles  | CA    | PC                | general operating support for the House of Prayer              | \$3,000.00   |
| Archdiocese of LA/ Inner City Schools           | 3424 Wilshire Blvd.           | Los Angeles  | CA    | PC                | Repairs to Inner-City Schools                                  | \$350,000.00 |

MARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION  
FORM 990-PF  
2013

PART XV LINE 3a  
GRANTS PAID

| Organization Legal Name                                | Street Address                   | City          | State | Foundation Status | Purpose of Grant                                    | Amount      |
|--------------------------------------------------------|----------------------------------|---------------|-------|-------------------|-----------------------------------------------------|-------------|
| Archdiocese of LA/ Ofc. of Restorative Justice         | 2049 Santa Fe Ave.               | Los Angeles   | CA    | PC                | General Operating                                   | \$60,000.00 |
| Ascending Lights Leadership Network                    | P.O. Box 27790                   | Los Angeles   | CA    | PC                | Support for academic mentoring component of program | \$45,000.00 |
| Ascension Elementary School                            | 500 West 111th Place             | Los Angeles   | CA    | PC                | Elementary School Program 2013                      | \$28,000.00 |
| Assumption Elementary School                           | 3016 Winter Street               | Los Angeles   | CA    | PC                | Elementary School Program 2013                      | \$28,000.00 |
| Avenues Crisis Pregnancy Clinic of Southern California | 1911 West Glenoaks Blvd, Suite A | Glendale      | CA    | PC                | Hollywood Ultrasound Nurse                          | \$15,000.00 |
| Bellarmino-Jefferson High School                       | 465 E. Olive Ave.                | Burbank       | CA    | PC                | 2013 High School Scholarship Program                | \$29,000.00 |
| Beyond Shelter                                         | 340 N. Madison Avenue            | Los Angeles   | CA    | PC                | Assistance to Skid Row Families Program             | \$5,000.00  |
| Bishop Alemany High School                             | 11111 N. Alemany Drive           | Mission Hills | CA    | PC                | 2013 High School Scholarship Program                | \$28,000.00 |
| Bishop Amat Memorial High School                       | 14301 Fairgrove Avenue           | La Puente     | CA    | PC                | 2013 High School Scholarship Program                | \$31,000.00 |

GARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION  
FORM 990-PF  
2013

PART XV LINE 3a  
GRANTS PAID

| Organization Legal Name                                          | Street Address                    | City         | State | Foundation Status | Purpose of Grant                                | Amount      |
|------------------------------------------------------------------|-----------------------------------|--------------|-------|-------------------|-------------------------------------------------|-------------|
| Bishop Conaty High School-<br>Our Lady of Loretto High<br>School | 2900 West<br>Pico Boulevard       | Los Angeles  | CA    | PC                | 2013 High School<br>Scholarship Program         | \$39,000.00 |
| Bishop Montgomery High<br>School                                 | 5430 Torrance<br>Blvd             | Torrance     | CA    | PC                | 2013 High School<br>Scholarship Program         | \$32,000.00 |
| Bishop Mora Salesian High<br>School                              | 960 South<br>Soto Street          | Los Angeles  | CA    | PC                | 2013 High School<br>Scholarship Program         | \$41,000.00 |
| Blessed Sacrament<br>Elementary School                           | 6641 Sunset<br>Boulevard          | Hollywood    | CA    | PC                | Elementary School<br>Program 2013               | \$28,000.00 |
| Blind Childrens Center                                           | 4120<br>Marathon<br>Street        | Los Angeles  | CA    | PC                | Literacy Program                                | \$8,500.00  |
| Boy Scouts of America,<br>O.C. Council                           | 1211 E. Dyer<br>Rd.               | Santa Ana    | CA    | PC                | Learning for Life<br>Program                    | \$8,500.00  |
| Boy Scouts of America,<br>W.L.A. Cnty. Council                   | 16525<br>Sherman Way,<br>Unit C-8 | Van Nuys     | CA    | PC                | Camperships                                     | \$10,000.00 |
| Boys & Girls Club of Santa<br>Monica                             | 1220 Lincoln<br>Boulevard         | Santa Monica | CA    | PC                | BGCSM St. Anne School<br>Branch                 | \$5,000.00  |
| Boys & Girls Club of Venice                                      | 2232 Lincoln<br>Boulevard         | Los Angeles  | CA    | PC                | Gang Prevention<br>Through Targeted<br>Outreach | \$10,000.00 |

**CARRIE ESTELLE DOHENY FOUNDATION**

**RETURN OF PRIVATE FOUNDATION**

**FORM 990-PF**

**2013**

**PART XV LINE 3a**

**GRANTS PAID**

| <b>Organization Legal Name</b>            | <b>Street Address</b>       | <b>City</b>   | <b>State</b> | <b>Foundation Status</b> | <b>Purpose of Grant</b>               | <b>Amount</b> |
|-------------------------------------------|-----------------------------|---------------|--------------|--------------------------|---------------------------------------|---------------|
| Braille Institute of America              | 741 N. Vermont Avenue       | Los Angeles   | CA           | PC                       | Los Angeles Child Development Program | \$6,000.00    |
| Brothers Helpers                          | 215 Foothill Blvd.          | La Canada     | CA           | PC                       | General Operating                     | \$5,000.00    |
| Camp Ronald McDonald                      | 1250 Lyman Place            | Los Angeles   | CA           | PC                       | General Operating                     | \$5,000.00    |
| Campus Crusade for Christ                 | 16 Technology Dr, Suite 205 | Irvine        | CA           | PC                       | Cru - Meal Packing & Feeding Program  | \$5,000.00    |
| Cantwell Sacred Heart of Mary High School | 329 North Garfield Avenue   | Montebello    | CA           | PC                       | 2013 High School Scholarship Program  | \$39,000.00   |
| Caregivers                                | 1765 Goodyear               | Ventura       | CA           | PC                       | General Operating                     | \$7,500.00    |
| Carmel of St.Teresa                       | 215 East Alhambra Road      | Alhambra      | CA           | PC                       | Christmas Contribution                | \$18,000.00   |
| CASA of Los Angeles                       | 201 Center Plaza Drive,     | Monterey Park | CA           | PC                       | Transition Age Youth Advocacy Project | \$20,000.00   |
| Casa Teresa, Inc.                         | P.O. Box 429                | Orange        | CA           | PC                       | Emergency Maternity Shelter           | \$100,000.00  |

**GRANTS PAID**

**4 OF 33**

**CARRIE ESTELLE DOHENY FOUNDATION**

**RETURN OF PRIVATE FOUNDATION**

**FORM 990-PF**

**2013**

**PART XV LINE 3a  
GRANTS PAID**

| <b>Organization Legal Name</b>          | <b>Street Address</b>                | <b>City</b>  | <b>State</b> | <b>Foundation Status</b> | <b>Purpose of Grant</b>                             | <b>Amount</b> |
|-----------------------------------------|--------------------------------------|--------------|--------------|--------------------------|-----------------------------------------------------|---------------|
| Casa Youth Shelter                      | 10911 Reagan Street                  | Los Alamitos | CA           | PC                       | Broad Based Professional Counseling Program         | \$30,000.00   |
| Cathedral High School                   | 1253 Bishops Road                    | Los Angeles  | CA           | PC                       | 2013 High School Scholarship Program                | \$35,000.00   |
| Catholic Big Brothers Big Sisters, Inc. | 1530 James M. Woods Boulevard        | Los Angeles  | CA           | PC                       | Inner City Catholic School Mentoring                | \$46,000.00   |
| Catholic Charities of Los Angeles       | 1531 James M. Wood Boulevard         | Los Angeles  | CA           | PC                       | General Operating                                   | \$80,000.00   |
| Catholic Education Foundation           | 3424 Wilshire Boulevard, Third Floor | Los Angeles  | CA           | PC                       | Tuition Awards Program                              | \$25,000.00   |
| Catholic Education Foundation           | 3424 Wilshire Boulevard, Third Floor | Los Angeles  | CA           | PC                       | Catholic Elementary School Website Project, Phase 4 | \$62,500.00   |
| Catholic University of America          | 620 Michigan Avenue, NE              | Washington   | DC           | PC                       | Dissertation Support                                | \$10,000.00   |
| Catholic Youth Organization             | 1531 James M. Wood Blvd              | Los Angeles  | CA           | PC                       | CYO Web Maintenance & General Operating             | \$15,000.00   |
| Central City Community Outreach         | PO Box 13273                         | Los Angeles  | CA           | PC                       | General Operating                                   | \$12,000.00   |

## CARRIE ESTELLE DOHENY FOUNDATION

## RETURN OF PRIVATE FOUNDATION

PART XV LINE 3a  
GRANTS PAIDFORM 990-PF  
2013

| Organization Legal Name         | Street Address               | City         | State | Foundation Status | Purpose of Grant                                                                    | Amount      |
|---------------------------------|------------------------------|--------------|-------|-------------------|-------------------------------------------------------------------------------------|-------------|
| Centro Latino for Literacy      | 1709 West 8th Street Suite A | Los Angeles  | CA    | PC                | General Operating                                                                   | \$18,000.00 |
| Challengers Boys & Girls Club   | 5029 S. Vermont Avenue       | Los Angeles  | CA    | PC                | St. Odilia School Satellite Expansion Project                                       | \$5,000.00  |
| Chaminade College Preparatory   | 10210 Oakdale Ave.           | Chatsworth   | CA    | PC                | 2013 High School Scholarship Program                                                | \$26,000.00 |
| Child SHARE                     | 1544 West Glenoaks Blvd.     | Glendale     | CA    | PC                | General Operating                                                                   | \$24,000.00 |
| Children's Dental Center        | 300 East Buckthorn Street    | Inglewood    | CA    | PC                | Community Outreach Program at Catholic Schools                                      | \$15,000.00 |
| Children's Hospital Los Angeles | 4650 Sunset Blvd., #29       | Los Angeles  | CA    | PC                | Catholic Ministry within the Spiritual Care Department                              | \$5,000.00  |
| CHOC Foundation for Children    | 1201 W. La Veta Ave.         | Orange       | CA    | PC                | Catholic Chaplaincy for Children with Complex, Chronic Illnesses and Their Families | \$20,000.00 |
| Christian Outreach in Action    | 515 East 3rd Street          | Long Beach   | CA    | PC                | General Operating                                                                   | \$10,000.00 |
| Chrysalis                       | 1853 Lincoln Blvd            | Santa Monica | CA    | PC                | General Operating Support                                                           | \$32,000.00 |

ARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION

PART XV LINE 3a  
GRANTS PAID

FORM 990-PF  
2013

| Organization Legal Name                    | Street Address                    | City        | State | Foundation Status | Purpose of Grant                         | Amount      |
|--------------------------------------------|-----------------------------------|-------------|-------|-------------------|------------------------------------------|-------------|
| Claris Health                              | 11500 W. Olympic Blvd., Suite 560 | Los Angeles | CA    | PC                | General Operating                        | \$20,000.00 |
| Congregation of the Mission                | 13663 Rider Trail North           | Earth City  | MO    | PC                | Masses for Mr. & Mrs. Doheny             | \$5,000.00  |
| Congregation of the Mission/De Paul Center | 1105 Bluff Road                   | Montebello  | CA    | PC                | Vincentian Residence Roof Replacement    | \$92,996.00 |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic   | 649 W. Adams Boulevard            | Los Angeles | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION  
FORM 990-PF  
2013

PART XV LINE 3a  
GRANTS PAID

| Organization Legal Name                  | Street Address                | City              | State | Foundation Status | Purpose of Grant                         | Amount      |
|------------------------------------------|-------------------------------|-------------------|-------|-------------------|------------------------------------------|-------------|
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Congregation of the Mission/Rev. Piletic | 649 W. Adams Boulevard        | Los Angeles       | CA    | PC                | Congregation of the Mission/Rev. Piletic | \$1,000.00  |
| Cornelia Connelly High School            | 2323 West Broadway            | Anaheim           | CA    | PC                | 2013 High School Scholarship Program     | \$28,000.00 |
| Council on Foundations                   | 2121 Crystal Drive, Suite 700 | Arlington         | VA    | PC                | Membership Renewal                       | \$17,010.00 |
| Counseling Partners of Los Angeles       | 15865 Asilomar Blvd           | Pacific Palisades | CA    | PC                | General Operating                        | \$5,000.00  |

CARRIE ESTELLE DOHENY FOUNDATION  
RETURN OF PRIVATE FOUNDATION  
FORM 990-PF  
2013

PART XV LINE 3a  
GRANTS PAID

| Organization Legal Name           | Street Address                   | City        | State | Foundation Status | Purpose of Grant                              | Amount       |
|-----------------------------------|----------------------------------|-------------|-------|-------------------|-----------------------------------------------|--------------|
| Covenant House California         | 1325 N. Western Avenue           | Hollywood   | CA    | PC                | Shelter and Spiritual Ministry                | \$25,000.00  |
| Crespi Carmelite High School      | 5031 Alonzo Avenue               | Encino      | CA    | PC                | 2013 High School Scholarship Program          | \$28,000.00  |
| Crespi Carmelite High School      | 5031 Alonzo Avenue               | Encino      | CA    | PC                | Technology and Resource Center                | \$50,000.00  |
| Crossroads, Inc.                  | P.O. Box 15                      | Claremont   | CA    | PC                | General Operating                             | \$10,000.00  |
| Damien High School                | 2280 Damien Ave.                 | La Verne    | CA    | PC                | Support for Student Success                   | \$18,000.00  |
| Divine Saviour Elementary School  | 624 Cypress Avenue               | Los Angeles | CA    | PC                | Elementary School Challenge                   | \$28,000.00  |
| Doheny Eye Institute              | 1450 San Pablo St., Ste 3025     | Los Angeles | CA    | PC                | the infrastructure to support vision research | \$500,000.00 |
| Doheny Eye Institute              | 1450 San Pablo Street, DEI- 3050 | Los Angeles | CA    | PC                | In Memorium of Stephen J. Ryan, MD            | \$25,000.00  |
| Dolores Mission Elementary School | 170 South Gless Street           | Los Angeles | CA    | PC                | Elementary School Program 2013                | \$28,000.00  |

**JARRIE ESTELLE DOHENY FOUNDATION**

**RETURN OF PRIVATE FOUNDATION**

**FORM 990-PF**

**2013**

**PART XV LINE 3a**

**GRANTS PAID**

| <b>Organization Legal Name</b>      | <b>Street Address</b>      | <b>City</b>    | <b>State</b> | <b>Foundation Status</b> | <b>Purpose of Grant</b>                     | <b>Amount</b> |
|-------------------------------------|----------------------------|----------------|--------------|--------------------------|---------------------------------------------|---------------|
| Don Bosco Technical Institute       | 1151 San Gabriel Blvd.     | Rosemead       | CA           | PC                       | 2013 High School Scholarship Program        | \$33,000.00   |
| Door of Hope                        | PO Box 90455               | Pasadena       | CA           | PC                       | General Operating                           | \$10,000.00   |
| Downtown Women's Center             | 422 South San Pedro Street | Los Angeles    | CA           | PC                       | Education and Workforce Development Program | \$45,000.00   |
| Easter Seals of Southern California | 1570 East 17th Street      | Santa Ana      | CA           | PC                       | Adult Day Services for Seniors              | \$14,000.00   |
| Eastmont Community Center           | 701 S Hoefner Ave          | Los Angeles    | CA           | PC                       | General Operating                           | \$5,000.00    |
| Elev8-X, Inc.                       | 1028 N Lake Ave, STE 207   | Pasadena       | CA           | PC                       | Program Support                             | \$10,000.00   |
| Epiphany Catholic Elementary School | 10915 Michael Hunt Drive   | South El Monte | CA           | PC                       | Elementary School Program 2013              | \$28,000.00   |
| Estrella Del Mar de LA/Regis House  | 2212 Beverly Blvd.         | Los Angeles    | CA           | PC                       | General Operating                           | \$18,000.00   |
| Exceptional Children's Foundation   | 8740 W. Washington Blvd.   | Culver City    | CA           | PC                       | Developmental Activity Center Program       | \$7,000.00    |

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|-----------------------------------------------------|---------------------------------------|-----------------|-------|-------------------|---------------------------------------|-------------|
| FADICA/Fdn. & Donors Int. in Cath. Activities, Inc. | 1350 Connecticut Avenue NW, Suite 825 | Washington      | DC    | PC                | Membership Dues                       | \$7,500.00  |
| Family Hope dba Elizabeth House                     | P.O. Box 94077                        | Pasadena        | CA    | PC                | Alumni Services Outreach Program      | \$12,000.00 |
| Fellowship of Catholic University Students          | 603 Park Point Drive, Suite 200       | Genesee         | CO    | PC                | California Campus Expansion           | \$10,000.00 |
| Finding The Way Publications                        | 7547 Zelzah Avenue                    | Reseda          | CA    | PC                | General Operating                     | \$5,000.00  |
| Flintridge Sacred Heart Academy                     | 440 St. Katherine Drive               | La Canada       | CA    | PC                | 2013 High School Scholarship Program  | \$28,000.00 |
| Food Finders, Incorporated                          | 2301 E. 28th Street, # 303            | Signal Hill     | CA    | PC                | General Operating                     | \$10,000.00 |
| Food Forward                                        | 7412 Fulton Ave. #3                   | North Hollywood | CA    | PC                | General Operating                     | \$5,000.00  |
| Foodbank of Southern California                     | 1444 San Francisco Avenue             | Long Beach      | CA    | PC                | Brown Bag Network Program For Seniors | \$25,000.00 |
| Foothill Family Services                            | 2500 E. Foothill Blvd., Suite 300     | Pasadena        | CA    | PC                | Zero through Five Services            | \$7,500.00  |

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|-----------------------------------------|------------------------------|-----------------|-------|-------------------|-----------------------------------------------|-------------|
| Franciscan School of Theology           | 4050 Mission Avenue          | Oceanside       | CA    | PC                | Scholarships for laity                        | \$12,000.00 |
| Get On The Bus                          | 6400 Laurel Canyon Boulevard | North Hollywood | CA    | PC                | Bus Sponsorships for So. LA                   | \$10,000.00 |
| Good Shepherd Center for Homeless Women | 1650 Rockwood St.            | Los Angeles     | CA    | PC                | Languille Emergency Programs                  | \$26,000.00 |
| Good Shepherd Shelter                   | 2561 W. Venice Blvd.         | Los Angeles     | CA    | PC                | general operating-- elementary school program | \$35,000.00 |
| Grandparents as Parents, Inc.           | 22048 Sherman Way, #217      | Canoga Park     | CA    | PC                | General Operating                             | \$5,000.00  |
| Guardian Angel Elementary School        | 10919 Norris Avenue          | Pacoima         | CA    | PC                | Elementary School Program 2013                | \$28,000.00 |
| Harvest Home, Inc.                      | 2118 Wilshire Blvd. PMB 358  | Santa Monica    | CA    | PC                | Harvest Home General Operating Expenses       | \$14,000.00 |
| Hollywood Prayer Network                | 1760 North Gower Street      | Hollywood       | CA    | PC                | General Operating                             | \$5,000.00  |
| Holy Family High School                 | 400 East Lomita Avenue       | Glendale        | CA    | PC                | 2013 High School Scholarship Program          | \$35,000.00 |

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|--------------------------------------------|--------------------------------------------|-------------|-------|-------------------|---------------------------------------------------|-------------|
| Holy Innocents Elementary School           | 2500 Pacific Avenue                        | Long Beach  | CA    | PC                | Elementary School Program 2013                    | \$28,000.00 |
| Holy Name of Jesus Elementary School       | 1955 W. Jefferson Blvd.                    | Los Angeles | CA    | PC                | Elementary School Program 2013                    | \$28,000.00 |
| Holy Spirit Elementary School              | 1418 South Burnside Avenue                 | Los Angeles | CA    | PC                | Elementary School Program 2013                    | \$28,000.00 |
| Homeboy Industries                         | 130 W. Bruno St.                           | Los Angeles | CA    | PC                | General Operating                                 | \$50,000.00 |
| Hope Again                                 | 5121 West Sunset Boulevard                 | Los Angeles | CA    | PC                | Giving a "Hand Up" to Hollywood Homeless Moms     | \$35,000.00 |
| Hospitaller Foundation of California, Inc. | 2468 S. St. Andrews Place                  | Los Angeles | CA    | PC                | Patient Beds                                      | \$25,000.00 |
| House of Blessing                          | 1250 Leighton Avenue                       | Los Angeles | CA    | PC                | General Operating                                 | \$15,000.00 |
| Housing Works                              | 1277 N. Wilcox Ave.                        | Los Angeles | CA    | PC                | Mobile Integrated Service Team                    | \$10,000.00 |
| Ignatian Volunteer Corps                   | LMU Extension, University Hall, Suite 1863 | Los Angeles | CA    | PC                | Expansion of Human Services for Needs of the Poor | \$8,000.00  |

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|--------------------------------------------|---------------------------------|-------------|--------------|--------------------------|------------------------------------------|---------------|
| Imagine Los Angeles, Inc.                  | 5455 Wilshire Blvd., Suite 1001 | Los Angeles | CA           | PC                       | Mentorship Program                       | \$7,500.00    |
| Immaculate Conception Elementary School    | 830 Green Avenue                | Los Angeles | CA           | PC                       | Elementary School Challenge Program 2013 | \$28,000.00   |
| Immaculate Conception Elementary School    | 830 Green Avenue                | Los Angeles | CA           | PC                       | Recognition of Mary Ann Murphy           | \$10,000.00   |
| Immaculate Conception Elementary School    | 830 Green Avenue                | Los Angeles | CA           | PC                       | Donation by Mr. Feeley                   | \$3,000.00    |
| Immaculate Heart High School               | 5515 Franklin Avenue            | Los Angeles | CA           | PC                       | 2013 High School Scholarship Program     | \$29,000.00   |
| Immaculate Heart of Mary Elementary School | 1055 N. Alexandria Ave.         | Los Angeles | CA           | PC                       | Elementary School Program 2013           | \$28,000.00   |
| Immaculate Heart of Mary Elementary School | 1055 N. Alexandria Ave.         | Los Angeles | CA           | PC                       | Transitional Kindergarten Room Fund      | \$20,000.00   |
| InterVarsity Christian Fellowship          | 6400 Schroeder Rd.              | Madison     | WI           | PC                       | Los Angeles Urban Project                | \$6,000.00    |
| Jesuit Restorative Justice Initiative      | 8501 Washington Blvd            | Culver City | CA           | PC                       | General Operating                        | \$15,000.00   |

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|-----------------------------------------------------|-----------------------------------------------------|---------------|-------|-------------------|---------------------------------------------------------|-------------|
| Jesuit School of Theology of Santa Clara University | Jesuit School of Theology of Santa Clara University | Berkeley      | CA    | PC                | Scholarships                                            | \$14,000.00 |
| Jesuit Volunteer Corps                              | 801 Saint Paul Street                               | Baltimore     | MD    | PC                | Jesuit Volunteer Program in Los Angeles                 | \$30,000.00 |
| John Tracy Clinic                                   | 806 West Adams Boulevard                            | Los Angeles   | CA    | PC                | Parent-Infant Program                                   | \$25,000.00 |
| Journey House, Inc.                                 | 1232 N. Los Robles Ave.                             | Pasadena      | CA    | PC                | General Operating                                       | \$10,000.00 |
| Junipero Serra High School                          | 14830 South Van Ness Ave.                           | Gardena       | CA    | PC                | 2013 High School Scholarship Program                    | \$40,000.00 |
| Kids' Community Clinic of Burbank                   | 400 W. Elmwood Ave.                                 | Burbank       | CA    | PC                | Dental Screenings for Low Income Area Parochial Schools | \$7,500.00  |
| La Reina High School                                | 106 West Janss Road                                 | Thousand Oaks | CA    | PC                | 2013 High School Scholarship Program                    | \$28,000.00 |
| La Salle High School                                | 3880 East Sierra Madre Blvd.                        | Pasadena      | CA    | PC                | 2013 High School Scholarship Program                    | \$32,000.00 |
| Ladies of Charity of St. Vincent de Paul            | 2131 W. 3rd Street, Seton Hall                      | Los Angeles   | CA    | PC                | Holiday Food Certificates to the Poor                   | \$14,000.00 |

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|-----------------------------------|-------------------------|-------------|-------|-------------------|-------------------------------------------------------------------------------------|-------------|
| Las Familias del Pueblo           | 307 East Seventh Street | Los Angeles | CA    | PC                | After-school and out-of-school program for impoverished children of garment workers | \$30,000.00 |
| Library Foundation of Los Angeles | 630 West Fifth Street   | Los Angeles | CA    | PC                | Story Telling and Reading Program (STAR)                                            | \$10,000.00 |
| LIFEisSoCalGOOD, Inc.             | 301 North Lake Avenue   | Pasadena    | CA    | PC                | Christian Service 4LIFE                                                             | \$5,000.00  |
| Little Sisters of the Poor        | 2100 S. Western Ave.    | San Pedro   | CA    | PC                | General Operating                                                                   | \$17,000.00 |
| Little Sisters of the Poor        | 2100 S. Western Ave.    | San Pedro   | CA    | PC                | General Operating                                                                   | \$17,000.00 |
| Little Sisters of the Poor        | 2100 S. Western Ave.    | San Pedro   | CA    | PC                | General Operating                                                                   | \$17,000.00 |
| Little Sisters of the Poor        | 2100 S. Western Ave.    | San Pedro   | CA    | PC                | General Operating                                                                   | \$17,000.00 |
| Little Sisters of the Poor        | 2100 S. Western Ave.    | San Pedro   | CA    | PC                | Christmas Contribution                                                              | \$10,000.00 |
| Los Angeles Child Guidance Clinic | 3031 S. Vermont Ave.    | Los Angeles | CA    | PC                | Early Intervention and Community Wellness (EICW) Programs                           | \$6,000.00  |

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| Los Angeles Conservation Corps | 605 W. Olympic Boulevard       | Los Angeles    | CA    | PC                | General Operating                                                                 | \$15,000.00  |
| Los Angeles House of Ruth      | P.O . Box 33288                | Los Angeles    | CA    | PC                | Transitional Shelter Program                                                      | \$35,000.00  |
| Los Angeles Regional Food Bank | 1734 Esat 41st Street          | Los Angeles    | CA    | PC                | General Operating                                                                 | \$32,000.00  |
| Los Angeles Team Mentoring     | 714 W. Olympic Blvd, Suite 640 | Los Angeles    | CA    | PC                | TeamWorks Mentoring Program & Leadership Camp                                     | \$10,000.00  |
| Louisville High School         | 22300 Mullholland Drive        | Woodland Hills | CA    | PC                | 2013 High School Scholarship Program                                              | \$33,000.00  |
| Loyola High School             | 1901 Venice Blvd               | Los Angeles    | CA    | PC                | 2013 High School Scholarship Program                                              | \$35,000.00  |
| Loyola High School             | 1901 Venice Blvd               | Los Angeles    | CA    | PC                | Alumni Marriage Retreat                                                           | \$3,000.00   |
| Loyola Marymount University    | 1 LMU Drive                    | Los Angeles    | CA    | PC                | scholarship and professional development support for PLACE Corps and CAST Program | \$100,000.00 |
| Loyola Marymount University    | 1 LMU Drive                    | Los Angeles    | CA    | PC                | Carrie Estelle Doheny Foundation Scholarships                                     | \$50,000.00  |

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|---------------------------------------------------------|-------------------------------------|--------------|--------------|--------------------------|-------------------------------------------------------------|---------------|
| Making The Right Connections, Inc.                      | 3250 Wilshire Boulevard, Suite 1010 | Los Angeles  | CA           | PC                       | Making the Right Connections                                | \$15,000.00   |
| Marianists                                              | 4425 West Pine Blvd.                | St. Louis    | MO           | PC                       | Marianist Care Centers                                      | \$20,000.00   |
| Marianne Frostig Center of Ed. Therapy                  | 971 N. Altadena Drive               | Pasadena     | CA           | PC                       | Transitional Kindergarten for Catholic Schools              | \$10,000.00   |
| Mary Health of the Sick Convalescent & Nursing Hospital | 2929 Theresa Drive                  | Newbury Park | CA           | PC                       | Medi-Cal Funding Gap for Low-Income Elderly                 | \$15,000.00   |
| Mary Immaculate Elementary School                       | 10390 Remick Avenue                 | Pacoima      | CA           | PC                       | Elementary School Program 2013                              | \$28,000.00   |
| Mary Star of the Sea High School                        | 2500 North Taper Ave.               | San Pedro    | CA           | PC                       | 2013 High School Scholarship Program                        | \$36,000.00   |
| Marycrest Manor, Inc.                                   | 10664 St. James Drive               | Culver City  | CA           | PC                       | Safe Environment for Cognitively-Impaired Residents Project | \$100,000.00  |
| Marymount High School                                   | 10643 Sunset Boulevard              | Los Angeles  | CA           | PC                       | 2013 High School Scholarship Program                        | \$29,000.00   |
| Maryvale                                                | 7600 E. Graves Avenue               | Rosemead     | CA           | PC                       | General Operating                                           | \$4,000.00    |

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|----------------------------|----------------------------|-------------|-------|-------------------|---------------------------------------------------------------------------|-------------|
| Maryvale                   | 7600 E. Graves Avenue      | Rosemead    | CA    | PC                | General Operating                                                         | \$4,000.00  |
| Maryvale                   | 7600 E. Graves Avenue      | Rosemead    | CA    | PC                | General Operating                                                         | \$4,000.00  |
| Maryvale                   | 7600 E. Graves Avenue      | Rosemead    | CA    | PC                | General Operating                                                         | \$4,000.00  |
| Maryvale                   | 7600 E. Graves Avenue      | Rosemead    | CA    | PC                | Christmas Contribution                                                    | \$15,000.00 |
| Mater Dei High School      | 1202 West Edinger Avenue   | Santa Ana   | CA    | PC                | 2013 High School Scholarship Program                                      | \$26,000.00 |
| Mayfield Senior School     | 500 Bellefontaine Street   | Pasadena    | CA    | PC                | 2013 High School Scholarship Program                                      | \$30,000.00 |
| MEND, Inc.                 | 10641 N. San Fernando Road | Pacoima     | CA    | PC                | General Operating                                                         | \$78,000.00 |
| Mercy House Living Centers | P.O. Box 1905              | Santa Ana   | CA    | PC                | Bethany House                                                             | \$16,000.00 |
| Monastery of the Angels    | 1977 Carmen Avenue         | Los Angeles | CA    | PC                | Sister in care facility and elderly Sisters' extraordinary dentistry care | \$4,000.00  |

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|-------------------------------------|--------------------|-------------|-------|-------------------|---------------------------------------------------------------------------|--------------|
| Monastery of the Angels             | 1977 Carmen Avenue | Los Angeles | CA    | PC                | Sister in care facility and elderly Sisters' extraordinary dentistry care | \$4,000.00   |
| Monastery of the Angels             | 1977 Carmen Avenue | Los Angeles | CA    | PC                | Sister in care facility and elderly Sisters' extraordinary dentistry care | \$4,000.00   |
| Monastery of the Angels             | 1977 Carmen Avenue | Los Angeles | CA    | PC                | Sister in care facility and elderly Sisters' extraordinary dentistry care | \$4,000.00   |
| Monastery of the Angels             | 1977 Carmen Avenue | Los Angeles | CA    | PC                | Christmas Contribution                                                    | \$5,000.00   |
| Mother of Sorrows Elementary School | 100 W. 87th Place  | Los Angeles | CA    | PC                | Elementary School Program 2013                                            | \$28,000.00  |
| Mount St. Mary's College            | 10 Chester Place   | Los Angeles | CA    | PC                | 2013 Doheny Campus Repairs                                                | \$125,000.00 |
| Mount St. Mary's College            | 10 Chester Place   | Los Angeles | CA    | PC                | Appreciation gift for principal's breakfast                               | \$5,000.00   |
| Mount St. Mary's College            | 10 Chester Place   | Los Angeles | CA    | PC                | Scholarships for 2013-2014                                                | \$50,000.00  |
| Nativity Elementary School          | 944 W. 56th Street | Los Angeles | CA    | PC                | Elementary School Challenge                                               | \$28,000.00  |

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|-----------------------------------------------|------------------------|--------------|--------------|--------------------------|-------------------------------------------|---------------|
| Neighborhood Homework House                   | P. O. Box 0993         | Azusa        | CA           | PC                       | General Operating                         | \$5,000.00    |
| Notre Dame Academy                            | 2851 Overland Avenue   | Los Angeles  | CA           | PC                       | 2013 High School Scholarship Program      | \$34,000.00   |
| Notre Dame High School                        | Notre Dame High School | Sherman Oaks | CA           | PC                       | Technology Infrastructure Upgrade Project | \$25,000.00   |
| Notre Dame High School                        | 13645 Riverside Drive  | Sherman Oaks | CA           | PC                       | 2013 High School Scholarship Program      | \$27,000.00   |
| Oasis of Hollywood                            | 1725 Ivar              | Hollywood    | CA           | PC                       | General Operating                         | \$8,500.00    |
| OPCC Ocean Park Community Center              | 1453 16th Street       | Santa Monica | CA           | PC                       | Interim Housing and Wellness Program      | \$12,000.00   |
| Options United                                | 690 Vista del Sol      | Camarillo    | CA           | PC                       | Pro-life Call Center                      | \$10,000.00   |
| Orthopaedic Foundation                        | 403 West Adams         | Los Angeles  | CA           | SO I                     | The Children's Care Fund                  | \$10,000.00   |
| Our Lady Help of Christians Elementary School | 2024 Darwin Avenue     | Los Angeles  | CA           | PC                       | Elementary School Challenge               | \$28,000.00   |

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|----------------------------------------------|---------------------------------|-------------|-------|-------------------|---------------------------------------------------|-------------|
| Our Lady of Guadalupe Elementary School (LA) | 436 North Hazard                | Los Angeles | CA    | PC                | Elementary School Challenge                       | \$28,000.00 |
| Our Lady of Guadalupe Elementary School (RH) | 4522 Browne Avenue              | Los Angeles | CA    | PC                | Elementary School Program 2013                    | \$28,000.00 |
| Our Lady of Guadalupe Elementary School (RH) | 4522 Browne Avenue              | Los Angeles | CA    | PC                | Curriculum Support                                | \$3,800.00  |
| Our Lady of Lourdes Elementary School        | 315 South Eastman Ave.          | Los Angeles | CA    | PC                | Elementary School Challenge                       | \$28,000.00 |
| Our Lady of Refuge Catholic School           | 5210 E. Los Coyotes Diagonal    | Long Beach  | CA    | PC                | Tuition Assistance Program for General Operations | \$20,000.00 |
| Our Lady of Talpa Elementary School          | 411 South Evergreen Avenue      | Los Angeles | CA    | PC                | Elementary School Program 2013                    | \$28,000.00 |
| Outreach Concern, Inc.                       | 2030 East 4th Street, Suite 237 | Santa Ana   | CA    | PC                | General Operating                                 | \$30,000.00 |
| Pacific Clinics                              | 800 S Santa Anita Ave           | Arcadia     | CA    | PC                | Food for the Homeless Mentally Ill                | \$5,000.00  |
| Paraclete High School                        | 42145 Thirtieth Street West     | Lancaster   | CA    | PC                | 2013 High School Scholarship Program              | \$30,000.00 |

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| PATH (People Assisting The Homeless)   | 340 N. Madison Avenue       | Los Angeles   | CA    | PC                | PATHWAYS - A 195-bed transitional housing program   | \$5,000.00  |
| Pomona Catholic School                 | 533 W. Holt Avenue          | Pomona        | CA    | PC                | Scholarships                                        | \$20,000.00 |
| Precious Blood Elementary School       | 307 S. Occidental Boulevard | Los Angeles   | CA    | PC                | Elementary School Program 2013                      | \$28,000.00 |
| Pregnancy Counseling Center            | 10211 Sepulveda Blvd.       | Mission Hills | CA    | PC                | General Operating                                   | \$5,000.00  |
| Prevencion y Rescate                   | 1100 W. Manchester Blvd.    | Los Angeles   | CA    | PC                | General Operating                                   | \$5,000.00  |
| Prison Fellowship Ministries           | 44180 Riverside Parkway     | Lansdowne     | VA    | PC                | Angel Tree Programs in So. CA                       | \$12,000.00 |
| Providence High School                 | 511 S. Buena Vista Street   | Burbank       | CA    | PC                | 2013 High School Scholarship Program                | \$27,000.00 |
| Providence Little Company of Mary Fdn. | 1300 West 7th Street        | San Pedro     | CA    | PC                | PLCM Partners for Healthy Kids Mobile Pediatric Van | \$32,000.00 |
| Proyecto Pastoral at Dolores Mission   | 135 N. Mission Road         | Los Angeles   | CA    | PC                | General Operating                                   | \$82,000.00 |

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|---------------------------------------------|-----------------------------------|-----------------|--------------|--------------------------|-----------------------------------------------|---------------|
| PUENTE Learning Center                      | 501 S. Boyle Avenue               | Los Angeles     | CA           | PC                       | General Operating                             | \$100,000.00  |
| Ramona Convent Secondary School             | 1701 W. Ramona Road               | Alhambra        | CA           | PC                       | 2013 High School Scholarship Program          | \$29,000.00   |
| Reading is Fundamental of So. CA, Inc.      | 7250 Bandini Boulevard, Suite 209 | Los Angeles     | CA           | PC                       | Motivational Reading Program                  | \$6,000.00    |
| Resurrection Elementary School              | 3360 E. Opal St.                  | Los Angeles     | CA           | PC                       | Elementary School Program 2013                | \$28,000.00   |
| Sacred Heart Elementary School              | 2109 Sichel Street                | Los Angeles     | CA           | PC                       | Elementary School Program 2013                | \$28,000.00   |
| Sacred Heart High School                    | 2111 North Griffin Avenue         | Los Angeles     | CA           | PC                       | 2013 High School Scholarship Program          | \$37,000.00   |
| Saint John's Health Center Foundation       | 2121 Santa Monica Blvd            | Santa Monica    | CA           | PC                       | Partnerships For Families (PFF): Birth To One | \$15,000.00   |
| Saint Sebastian Sports Project              | PO Box 1711                       | Manhattan Beach | CA           | PC                       | Saint Sebastian Sports Project                | \$7,000.00    |
| Salesian Boys and Girls Club of Los Angeles | 3218 Wabash Avenue                | Los Angeles     | CA           | PC                       | Emergency repairs                             | \$50,000.00   |

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|---------------------------------------------|---------------------------------------------|-------------|-------|-------------------|--------------------------------------|-------------|
| Salesian Boys and Girls Club of Los Angeles | 3218 Wabash Avenue                          | Los Angeles | CA    | PC                | Camperships for Disadvantaged Youths | \$16,000.00 |
| Salesian Boys and Girls Club of Los Angeles | 3218 Wabash Avenue                          | Los Angeles | CA    | PC                | General Operating                    | \$65,000.00 |
| Salvation Army                              | Southern California Divisional Headquarters | Long Beach  | CA    | PC                | Camperships for Mt. Crags & Gilmore  | \$16,000.00 |
| Salvation Army                              | So. California Divisional Headquarters      | Long Beach  | CA    | PC                | Los Angeles Holiday Food Pantries    | \$15,000.00 |
| San Gabriel Mission High School             | 254 S. Santa Anita Street                   | San Gabriel | CA    | PC                | 2013 High School Scholarship Program | \$38,000.00 |
| San Gabriel Mission High School             | 254 S. Santa Anita Street                   | San Gabriel | CA    | PC                | Door Replacement Project             | \$10,000.00 |
| San Miguel Elementary School                | 2270 East 108th St.                         | Los Angeles | CA    | PC                | Elementary School Challenge          | \$28,000.00 |
| Santa Isabel Elementary School              | 2424 Whittier Boulevard                     | Los Angeles | CA    | PC                | Elementary School Program 2013       | \$28,000.00 |
| Santa Teresita Elementary School            | 2646 E. Zonal Avenue                        | Los Angeles | CA    | PC                | Elementary School Challenge          | \$28,000.00 |

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**PART XV LINE 3a**

**GRANTS PAID**

| <b>Organization Legal Name</b>                                           | <b>Street Address</b>  | <b>City</b> | <b>State</b> | <b>Foundation Status</b> | <b>Purpose of Grant</b>               | <b>Amount</b> |
|--------------------------------------------------------------------------|------------------------|-------------|--------------|--------------------------|---------------------------------------|---------------|
| Santa Teresita, Inc.                                                     | 819 Buena Vista Street | Duarte      | CA           | PC                       | Santa Teresita Campus Upgrade Project | \$125,000.00  |
| Santa Teresita, Inc.                                                     | 819 Buena Vista Street | Duarte      | CA           | PC                       | Santa Teresita Campus Upgrade Project | \$125,000.00  |
| School on Wheels, Inc.                                                   | P.O. Box 23371         | Ventura     | CA           | PC                       | General Operating                     | \$10,000.00   |
| Servants of Mary, Ministers to the Sick                                  | 2131 W. 27th Street    | Los Angeles | CA           | PC                       | General Operating                     | \$14,000.00   |
| Sisters of Social Service                                                | 4316 Lanai Road        | Encino      | CA           | PC                       | Camp Mariastella Summer Girl's Camp   | \$16,000.00   |
| Sisters of Social Service                                                | 4316 Lanai Road        | Encino      | CA           | PC                       | Christmas Contribution                | \$5,000.00    |
| Sisters of St. Joseph Ministerial Services DBA St. Joseph Worker Program | 11999 Chalon Road      | Los Angeles | CA           | PC                       | St. Joseph Worker Program Start-Up    | \$5,000.00    |
| Society of St. Vincent de Paul                                           | 210 N. Avenue 21       | Los Angeles | CA           | PC                       | Camperships for Underprivileged Youth | \$20,000.00   |
| Society of St. Vincent de Paul                                           | 210 N. Avenue 21       | Los Angeles | CA           | PC                       | Circle V Ranch Camp - Chapel Upgrades | \$20,000.00   |

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ARRIE ESTELLE DOHENY FOUNDATION  
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| Organization Legal Name                          | Street Address                       | City         | State | Foundation Status | Purpose of Grant               | Amount       |
|--------------------------------------------------|--------------------------------------|--------------|-------|-------------------|--------------------------------|--------------|
| Society of St. Vincent de Paul Council of Orange | 1505 E. 17th St.                     | Santa Ana    | CA    | PC                | Camperships                    | \$10,000.00  |
| Southern California Grantmakers                  | 1000 North Alameda Street, Suite 230 | Los Angeles  | CA    | PC                | Membership Renewal             | \$8,900.00   |
| St. Agnes Elementary School                      | 1428 W. Adams Boulevard              | Los Angeles  | CA    | PC                | Elementary School Program 2013 | \$28,000.00  |
| St. Aloysius Elementary School                   | 2023 East Nadeau Street              | Los Angeles  | CA    | PC                | Elementary School Program 2013 | \$28,000.00  |
| St. Alphonsus Elementary School                  | 552 S. Amalia Ave.                   | Los Angeles  | CA    | PC                | Elementary School Challenge    | \$21,000.00  |
| St. Anne Mission Elementary School               | 2015 Colorado Avenue                 | Santa Monica | CA    | PC                | Elementary School Program 2013 | \$28,000.00  |
| St. Anne's Maternity Home                        | 155 North Occidental Boulevard       | Los Angeles  | CA    | PC                | General Operating Support      | \$3,000.00   |
| St. Anne's Maternity Home                        | 155 North Occidental Boulevard       | Los Angeles  | CA    | PC                | General Operating              | \$80,000.00  |
| St. Anne's Maternity Home                        | 155 North Occidental Boulevard       | Los Angeles  | CA    | PC                | Capital Campaign               | \$100,000.00 |

MARRIE ESTELLE DOHENY FOUNDATION  
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| Organization Legal Name                        | Street Address              | City          | State | Foundation Status | Purpose of Grant                                 | Amount      |
|------------------------------------------------|-----------------------------|---------------|-------|-------------------|--------------------------------------------------|-------------|
| St. Anthony Elementary School                  | 855 E. 5th Street           | Long Beach    | CA    | PC                | Elementary School Program 2013                   | \$28,000.00 |
| St. Anthony High School                        | 620 Olive Avenue            | Long Beach    | CA    | PC                | 2013 High School Scholarship Program             | \$35,000.00 |
| St. Barnabas Senior Services                   | 675 South Carondelet Street | Los Angeles   | CA    | PC                | Adult Day Health Care Program (ADHC)             | \$15,000.00 |
| St. Bernard High School                        | 9100 Falmouth Avenue        | Playa del Rey | CA    | PC                | 2013 High School Scholarship Program             | \$31,000.00 |
| St. Camillus Catholic Center for Pastoral Care | 1911 Zonal Avenue           | Los Angeles   | CA    | PC                | FT Chaplain for Emergency Room at LAC+USC Center | \$35,000.00 |
| St. Cecilia Elementary School                  | 4224 S. Normandie Avenue    | Los Angeles   | CA    | PC                | Elementary School Program 2013                   | \$28,000.00 |
| St. Charles Catholic Church & Mission          | PO Box 28                   | San Carlos    | AZ    | PC                | General Operating                                | \$4,000.00  |
| St. Charles Catholic Church & Mission          | PO Box 28                   | San Carlos    | AZ    | PC                | General Operating                                | \$4,000.00  |
| St. Charles Catholic Church & Mission          | PO Box 28                   | San Carlos    | AZ    | PC                | General Operating                                | \$4,000.00  |

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| Organization Legal Name                  | Street Address          | City                 | State | Foundation Status | Purpose of Grant                     | Amount      |
|------------------------------------------|-------------------------|----------------------|-------|-------------------|--------------------------------------|-------------|
| St. Charles Catholic Church & Mission    | PO Box 28               | San Carlos           | AZ    | PC                | General Operating                    | \$4,000.00  |
| St. Charles Catholic Church & Mission    | PO Box 28               | San Carlos           | AZ    | PC                | Christmas Contribution               | \$5,000.00  |
| St. Columbkille Elementary School        | 145 West 64th Street    | Los Angeles          | CA    | PC                | Elementary School Program 2013       | \$28,000.00 |
| St. Eugene Elementary School             | 9521 S. Haas Ave.       | Los Angeles          | CA    | PC                | Elementary School Challenge 2013     | \$28,000.00 |
| St. Frances X. Cabrini Elementary School | 1428 West Imperial Hwy. | Los Angeles          | CA    | PC                | Elementary School Program 2013       | \$28,000.00 |
| St. Francis Center                       | 1835 South Hope Street  | Los Angeles          | CA    | PC                | Campership Program                   | \$20,000.00 |
| St. Francis Center                       | 1835 South Hope Street  | Los Angeles          | CA    | PC                | General Operating                    | \$40,000.00 |
| St. Francis High School                  | 200 Foothill Boulevard  | La Canada Flintridge | CA    | PC                | 2013 High School Scholarship Program | \$30,000.00 |
| St. Francis Home                         | 1718 West Sixth Street  | Santa Ana            | CA    | PC                | General Operating                    | \$7,000.00  |

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| Organization Legal Name                  | Street Address                | City          | State | Foundation Status | Purpose of Grant                                     | Amount       |
|------------------------------------------|-------------------------------|---------------|-------|-------------------|------------------------------------------------------|--------------|
| St. Francis Medical Center Foundation    | 3630 East Imperial Highway    | Lynwood       | CA    | SO I              | General Operating Support                            | \$50,000.00  |
| St. Francis of Assisi Elementary School  | 1550 Maltman Ave.             | Los Angeles   | CA    | PC                | New Pilot Learning Program-Multi-Age STREAM learning | \$15,000.00  |
| St. Genevieve High School                | 13967 Roscoe Boulevard        | Panorama City | CA    | PC                | 2013 High School Scholarship Program                 | \$37,000.00  |
| St. Gertrude the Great Catholic School   | 6824 Toler Avenue             | Bell Gardens  | CA    | PC                | General Operating Support                            | \$20,000.00  |
| St. Ignatius of Loyola Elementary School | 6025 Monte Vista Street       | Los Angeles   | CA    | PC                | Elementary School Program 2013                       | \$28,000.00  |
| St. John Bosco High School               | 13640 S. Bellflower Boulevard | Bellflower    | CA    | PC                | 2013 High School Scholarship Program                 | \$30,000.00  |
| St. John Chrysostom Elementary School    | 530 East Florence Ave.        | Inglewood     | CA    | PC                | Elementary School Program 2013                       | \$28,000.00  |
| St. John's Seminary                      | 5012 Seminary Road            | Camarillo     | CA    | PC                | St. Joseph Dormitory Renovation                      | \$100,000.00 |
| St. Joseph Center                        | 204 Hampton Drive             | Venice        | CA    | PC                | General Operating                                    | \$48,000.00  |

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| Organization Legal Name                  | Street Address                | City             | State | Foundation Status | Purpose of Grant                          | Amount      |
|------------------------------------------|-------------------------------|------------------|-------|-------------------|-------------------------------------------|-------------|
| St. Joseph High School                   | 5825 N. Woodruff Avenue       | Lakewood         | CA    | PC                | 2013 High School Scholarship Program      | \$29,000.00 |
| St. Joseph Hospital of Orange            | 1100 West Stewart Drive       | Orange           | CA    | PC                | Caring for Women with Maternal Depression | \$10,000.00 |
| St. Joseph's Health & Retirement Center  | 2464 E. Ojai Ave.             | Ojai             | CA    | PC                | Roof Installation                         | \$20,000.00 |
| St. Lawrence Brindisi Elementary School  | 10044 Compton Ave.            | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Lucy Church - Marian Outreach Center | 2344 Cota Avenue              | Long Beach       | CA    | PC                | General Operating Support                 | \$10,000.00 |
| St. Malachy Elementary School            | 1200 East 81st Street         | Los Angeles      | CA    | PC                | Elementary School Challenge               | \$28,000.00 |
| St. Mary Elementary School               | 416 South St. Louis Street    | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Mary's Academy                       | 701 E. Grace Avenue           | Inglewood        | CA    | PC                | 2013 High School Scholarship Program      | \$37,000.00 |
| St. Mary's Academy                       | Inglewood 701 E. Grace Avenue | Inglewood        | CA    | PC                | Development Department Support            | \$20,000.00 |
| St. Michael Elementary School            | Inglewood 1027 W. 87th Street | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Monica Catholic High School          | 725 California Ave.           | Santa Monica     | CA    | PC                | 2013 High School Scholarship Program      | \$34,000.00 |
| St. Odilia Elementary School             | 5300 S. Hooper St.            | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Paul Elementary School               | 1908 S. Bronson Ave.          | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Paul High School                     | 9635 Greenleaf Avenue         | Santa Fe Springs | CA    | PC                | 2013 High School Scholarship Program      | \$33,000.00 |
| St. Pius X - St. Matthias Academy        | 7851 Gardendale St            | Downey           | CA    | PC                | 2013 High School Scholarship Program      | \$38,000.00 |
| St. Raphael Catholic School              | 942 West 70th Street          | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Thomas the Apostle Elementary School | 2632 West 15th Street         | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |
| St. Turibius Elementary School           | 1524 Essex Street             | Los Angeles      | CA    | PC                | Elementary School Program 2013            | \$28,000.00 |

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| Organization Legal Name                            | Street Address                  | City         | State | Foundation Status | Purpose of Grant                                         | Amount       |
|----------------------------------------------------|---------------------------------|--------------|-------|-------------------|----------------------------------------------------------|--------------|
| St. Vincent de Paul Church                         | 621 West Adams Boulevard        | Los Angeles  | CA    | PC                | Christmas Contribution                                   | \$10,000.00  |
| St. Vincent Medical Center                         | 2131 West Third Street          | Los Angeles  | CA    | PC                | Community Diabetes Education Program                     | \$100,000.00 |
| St. Vincent Senior Citizen Nutrition Program, Inc. | 2131 W. 3rd Street              | Los Angeles  | CA    | PC                | General Operating for Safety Net Meals                   | \$25,000.00  |
| Starfish Stories Inc./DBA: The Francisco Homes     | P.O. Box 7190                   | Los Angeles  | CA    | PC                | Case Management                                          | \$5,000.00   |
| Stillpoint Family Resources                        | P.O. Box 5103                   | West Hills   | CA    | PC                | Counseling for disadvantaged and special needs families  | \$10,000.00  |
| Sts. Peter and Paul Elementary School              | 706 Bay View Ave.               | Wilmington   | CA    | PC                | Elementary School Program 2013                           | \$28,000.00  |
| Sts. Peter and Paul Elementary School              | 706 Bay View Ave.               | Wilmington   | CA    | PC                | Field of Dreams - Sports Field & Kindergarten Playground | \$20,000.00  |
| Stuart M. Ketchum Downtown YMCA                    | 410 S. Hope Street              | Los Angeles  | CA    | PC                | Youth & Family Health Initiative                         | \$10,000.00  |
| Taller San Jose                                    | 801 North Broadway              | Santa Ana    | CA    | PC                | Construction Training Academy                            | \$30,000.00  |
| The Children's Lifesaving Foundation               | 1112 Montana Avenue             | Santa Monica | CA    |                   | Camp4All Summer Enrichment Program                       | \$10,000.00  |
| Thomas House Temporary Shelter                     | P.O.Box 2737                    | Garden Grove | CA    | PC                | General Operating                                        | \$10,000.00  |
| UCLA UniCamp (Univ. Camps Inc.)                    | 900 Hilgard Avenue, Suite 301   | Los Angeles  | CA    | PC                | Camperships for disadvantaged youth                      | \$5,000.00   |
| Union Rescue Mission                               | 545 South San Pedro St.         | Los Angeles  | CA    | PC                | Mothers' & Childrens' Program                            | \$26,000.00  |
| Union Station Homeless Services                    | 825 E. Orange Grove Blvd.       | Pasadena     | CA    | PC                | Meals Program                                            | \$12,000.00  |
| United Friends of the Children                     | 1055 Wilshire Blvd., Suite 1955 | Los Angeles  | CA    | PC                | A Pathways to Independence for Foster Youth              | \$5,000.00   |
| University of San Diego                            | 5998 Alcala Park                | San Diego    | CA    | PC                | Summer Undergraduate Research Program                    | \$50,000.00  |
| Urban Compass                                      | 11100 S. Central Ave.           | Los Angeles  | CA    | PC                | General Operating                                        | \$25,000.00  |
| Valley Family Center                               | 302 S. Brand Boulevard          | San Fernando | CA    | PC                | Victims of Domestic Violence Program                     | \$30,000.00  |
| Venice Family Clinic                               | 604 Rose Ave.                   | Venice       | CA    | PC                | Prenatal Nutrition Education                             | \$15,000.00  |

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| Organization Legal Name                     | Street Address                        | City                | State | Foundation Status | Purpose of Grant                                | Amount         |
|---------------------------------------------|---------------------------------------|---------------------|-------|-------------------|-------------------------------------------------|----------------|
| Verbum Dei High School                      | 11100 South Central Avenue            | Los Angeles         | CA    | PC                | 2013 High School Scholarship Program            | \$42,000.00    |
| Villanova Preparatory School                | 12096 North Ventura Avenue            | Ojai                | CA    | PC                | The Villanova Promise                           | \$15,000.00    |
| Vision To Learn                             | 11611 San Vicente Boulevard Suite 500 | Los Angeles         | CA    | PC                | General Operating                               | \$10,000.00    |
| Wellness Works                              | 540 West Broadway                     | Glendale            | CA    | PC                | Veteran Welcome Center in honor of George Gibbs | \$10,000.00    |
| Westside Food Bank                          | 1710 22nd Street                      | Santa Monica        | CA    | PC                | Food Purchases                                  | \$35,000.00    |
| Westside Infant Family Network              | 5721 W. Slauson Ave., Suite 200       | Los Angeles         | CA    | PC                | General Operating                               | \$30,000.00    |
| WISEPlace                                   | 1411 North Broadway                   | Santa Ana           | CA    | PC                | Steps to Independence                           | \$10,000.00    |
| World Impact, Inc.                          | 2001 S. Vermont Avenue                | Los Angeles         | CA    | PC                | Urban Youth Summer Camp                         | \$10,000.00    |
| YMCA/ San Gabriel Valley Family             | 1603 S. Stimson Ave.                  | Hacienda Heights    | CA    | PC                | Family Resource Center                          | \$9,000.00     |
| YMCA/East, Mid and West Valley Family YMCAs | 18810 Vanowen Street                  | Reseda              | CA    | PC                | YMCA Summer Resident Camp                       | \$6,000.00     |
| Young Life South Bay                        | 6101 Monero Drive                     | Rancho Palos Verdes | CA    | PC                | Campership                                      | \$6,000.00     |
| YWCA of Santa Monica                        | 2019 Fourteenth Street                | Santa Monica        | CA    | PC                | Housing and Education Program                   | \$5,000.00     |
|                                             |                                       |                     |       |                   |                                                 | \$8,272,706.00 |