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

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

2013

For calendar year 2013, or tax year beginning 5/01, 2013, and ending 4/30, 2014

RCL FOUNDATION
6055 E. WASHINGTON BLVD., #430
COMMERCE, CA 90040

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 2,562,210.** J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

A	Employer identification number 95-3387067	► <input type="checkbox"/>
B	Telephone number (see the instructions) 323-838-9357	► <input type="checkbox"/>
C	If exemption application is pending, check here	► <input type="checkbox"/>
D	1 Foreign organizations, check here	► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation	► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here	► <input type="checkbox"/>
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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,861.	43,861.	43,861.	
	5a Gross rents				
	b Net rental income or (loss)	63,621.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	530,141.			
	7 Capital gain net income (from Part IV, line 2)		63,621.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	107,482.	107,482.	43,861.		
13 Compensation of officers, directors, trustees, etc.	45,000.		9,000.	36,000.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits	13,831.		2,766.	11,065.	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other prof fees (attach schedule)	13,615.	13,615.			
17 Interest					
18 Taxes (attach schedule)(see instrs)	8,449.		1,750.	6,699.	
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 3	454.		91.	363.	
24 Total operating and administrative expenses. Add lines 13 through 23	81,349.	13,615.	13,607.	54,127.	
25 Contributions, gifts, grants paid Part XV	53,750.			53,750.	
26 Total expenses and disbursements. Add lines 24 and 25	135,099.	13,615.	13,607.	107,877.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-27,617.				
b Net investment income (if negative, enter -0-)		93,867.			
c Adjusted net income (if negative, enter -0-)			30,254.		

Sally

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing		14,001.	15,921.	15,921.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch) ► 1,418,479.				
	Less: allowance for doubtful accounts ►		1,452,822.	1,418,479.	1,418,479.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)				
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)		1,016,510.	1,021,313.	1,127,810.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) ►		2,483,333.	2,455,713.	2,562,210.
L I A B I L I T I E S	17 Accounts payable and accrued expenses		178.	175.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22) ►		178.	175.	
N E T A S S E T S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		2,483,155.	2,455,538.	
	30 Total net assets or fund balances (see instructions) ►		2,483,155.	2,455,538.	
	31 Total liabilities and net assets/fund balances (see instructions) ►		2,483,333.	2,455,713.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,483,155.
2 Enter amount from Part I, line 27a	2	-27,617.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,455,538.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,455,538.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a publicly traded securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 530,141.		466,520.	63,621.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					63,621.
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	63,621.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	75,368.	2,474,141.	0.030462
2011	111,880.	2,496,910.	0.044807
2010	127,703.	2,546,648.	0.050146
2009	138,413.	2,574,997.	0.053753
2008	94,886.	2,631,071.	0.036064

2 Total of line 1, column (d) 2 0.215232

3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.043046

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 2,529,567.

5 Multiply line 4 by line 3 5 108,888.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 939.

7 Add lines 5 and 6 7 109,827.

8 Enter qualifying distributions from Part XII, line 4 8 107,877.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: (attach copy of letter if necessary- see instrs)	1	1,877.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	1,877.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	1,877.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6	
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	6 a	3,000.
6	Credits/Payments	6 b	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 c	
b	Exempt foreign organizations - tax withheld at source	6 d	
c	Tax paid with application for extension of time to file (Form 8868)	7	3,000.
d	Backup withholding erroneously withheld	8	6.
7	Total credits and payments Add lines 6a through 6d	9	0.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	10	1,117.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	11	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 1,117. Refunded		

Part VII-A **Statements Regarding Activities**

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1 a		X	
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b		X	
1 c	Did the foundation file Form 1120-POL for this year?	Yes	No
1 c		X	
1 d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	Yes	No
1 d		X	
1 e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	Yes	No
1 e		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2		X	
3	If 'Yes,' attach a detailed description of the activities	Yes	No
3		X	
4 a	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	Yes	No
4 a		X	
4 b	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 b		N/A	
5	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
5		X	
6	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	Yes	No
6		X	
7	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
7		X	
8 a	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
8 a		X	
8 b	Enter the states to which the foundation reports or with which it is registered (see instructions) CA	Yes	No
8 b		X	
9	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	Yes	No
9		X	
10	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	Yes	No
10		X	
11	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
11		X	

Part VIIA 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)	<input type="checkbox"/> 11	<input type="checkbox"/>	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input type="checkbox"/>	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X	<input type="checkbox"/>
14	The books are in care of ► <u>ANGELA TAN</u> Located at ► <u>6055 E. WASHINGTON, #430, COMMERCE, CA</u>	Telephone no ► <u>323-838-9357</u>	ZIP + 4 ► <u>90040</u>	<input type="checkbox"/> N/A
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	<input type="checkbox"/> 15	<input type="checkbox"/> N/A	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	<input type="checkbox"/> 16	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VIIB 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.				
1 a	During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
1 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input type="checkbox"/> N/A		
1 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"/>	<input type="checkbox"/> 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)): <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
2 a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u> . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
2 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	<input type="checkbox"/> N/A		
3 a	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			
3 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			
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

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

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

5 b 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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH LEIMBACH 26708 EASTVALE RD. P.V.P., CA 90274	Secretary 1.00	0.	0.	0.
REGINA LEIMBACH 3258 MARTINGALE DR. PALOS VERDES, CA	President 1.00	0.	0.	0.
ANGELA TAN 2958 SAN PASQUAL PASADENA, CA	Treasurer 12.00	45,000.	0.	0.
-----	-----	-----	-----	-----

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

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

Total number of other employees paid over \$50,000

0

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

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

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

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	<u>STUDENT GRANT TO GABRIELLA KAPP</u>	
	-----	5,000.
2	<u>STUDENT GRANT TO ANNABELLE NASH</u>	
	-----	2,500.
3	<u>STUDENT GRANT TO T. HASSANALLY</u>	
	-----	5,000.
4	<u>GRANT FOR TUTORING AT RISK STUDENTS</u>	
	-----	12,500.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1 a	1,113,383.
b Average of monthly cash balances	1 b	18,538.
c Fair market value of all other assets (see instructions)	1 c	1,436,167.
d Total (add lines 1a, b, and c)	1 d	2,568,088.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,568,088.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	38,521.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,529,567.
6 Minimum investment return Enter 5% of line 5	6	126,478.

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	126,478.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	1,877.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	1,877.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	124,601.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	124,601.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	124,601.

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	1 a	107,877.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	107,877.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	107,877.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				124,601.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	10,504.			
c From 2010	1,209.			
d From 2011				
e From 2012				
f Total of lines 3a through e	11,713.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 107,877.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				107,877.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	11,713.			11,713.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				5,011.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (2013)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 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 of the person to whom applications should be addressed:

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 5				
Total				► 3a 53,750.
<i>b Approved for future payment</i>				
Total BAA				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				43,861.	63,621.
13 Total. Add line 12, columns (b), (d), and (e)				43,861.	107,482.

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

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column(b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column(d) the value of the goods, other assets, or services received.

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

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

~~Signature of officer or trustee~~

12/10/2014
Date

SECRETARY

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	[REDACTED]		[REDACTED]	[REDACTED]	
	Firm's name ►	[REDACTED]		Firm's EIN ► [REDACTED]	
	Firm's address ►	[REDACTED]		Phone no [REDACTED]	

BAA

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or Print	Name of exempt organization or other filer, see instructions RCL FOUNDATION	Employer identification number (EIN) or 95-3387067
File by the due date for filing your return. See instructions	Number, street, and room or suite number If a P O box, see instructions 6055 E. WASHINGTON BLVD., #430	Social security number (SSN) COMMERCER, CA 90040

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

04

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

- The books are in the care of ► **ANGELA TAN**

Telephone No ► **323-838-9357**

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **12/15**, 20 **14**, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year **20** or
- tax year beginning **5/01**, 20 **13**, and ending **4/30**, 20 **14**.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a \$ 1,877.
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	3b \$ 3,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$ 0.

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

Statement 1
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
investment fees	\$ 13,615.	\$ 13,615.	\$ 0.	\$ 0.
Total	<u>\$ 13,615.</u>	<u>\$ 13,615.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Invest Tax	\$ 4,809.		\$ 962.	\$ 3,847.
Foreign Tax on Investment Income	75.		75.	
Franchise Tax	10.		2.	8.
Payroll Taxes	3,555.		711.	2,844.
Total	<u>\$ 8,449.</u>	<u>\$ 0.</u>	<u>\$ 1,750.</u>	<u>\$ 6,699.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adminstrative Fees	\$ 454.		\$ 91.	\$ 363.
Total	<u>\$ 454.</u>	<u>\$ 0.</u>	<u>\$ 91.</u>	<u>\$ 363.</u>

Statement 4
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: RCL FOUNDATION

Care Of:

ANGELA TAN

Street Address:

6055 E. WASHINGTON BLVD., #430

City, State, Zip Code:

COMMERCE, CA 90040

Telephone:

E-Mail Address:

SEE ATTACHED APPLICATION

Form and Content:

NONE

Submission Deadlines:

Restrictions on Awards: PREFER TO FOCUS ON EDUCATIONAL GRANTS

RCL FOUNDATION

95-3387067

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
UNIVERSITY OF SOUTHERN CA UNIVERSITY PARK LOS ANGELES, CA 90089-1147,	NONE		DONATION	\$ 1,250.
LITTLE SISTER OF THE POOR TORRANCE, CA,	NONE		DONATION	3,450.
DIDI HIRSCH COMM MENTAL HEALTH 4760 S. SEPULVEDA BLVD CULVER CITY, CA,	NONE		DONATION	300.
USC CATHOLIC CENTER 3207 UNIVERSITY AVE., LOS ANGELES, CA. 90007,	NONE		DONATION	10,000.
PENINSULAR COMM CHILDRENS HOSP P.O. BOX 7000-PCCCH ROLLING HILLS ESTATES, CA.,	NONE		DONATION	2,150.
PENINSULAR EDUCATIONAL FOUNDATION P.O. BOX 2632 PVP, CA 90274	NONE		DONATION	2,125.
SPINAL CORD SOCIETY 4902 BELLEVUE SOQUEL, CA 95073	NONE		DONATION	500.
MENLO CHARITY HORSE SHOW ATHERTON, CA	NONE		DONATION	500.
VISTA FOR CHILDREN REDONDO BEACH, CA	NONE		DONATION	750.
TORRANCE MEMORIAL HOME HEALTH & HOSPICE TORRANCE, CA	NONE		DONATION	1,125.
GABRIELLA KAPP 233 EDELEN AVE., LOS GATOS, CA 95030	NONE		STUDENT GRANT	5,000.
L.A. BIOMEDICAL RESH INST. 1124 WEST CARSON TORRANCE, CA	NONE		DONATION	300.
EDELBROCK FAMILY FOUNDATION TORRANCE, CA	NONE		DONATION	500.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
SKULL & DAGGER SOCIETY DOWNEY, CA	NONE		DONATION	\$ 550.
JOHN WAYNE CANCER INST SANTA MONICA, CA	NONE		DONATION	500.
THE LA. CLN (MELAN-IMMUN) SANTA MONICA BLVD SANTA MONICA, CA	NONE		DONATION	500.
STANFORD ONCOLOGY LOS ANGELES, CA	NONE		DONATION	250.
NATIONAL CHARITY LEAGUE IRVINE, CA	NONE		DONATION	4,000.
TIFFANIE HASSANALLY RANCHO PALOS VERDES, CA 90275	NONE		STUDENT GRANT	5,000.
ANNABELLE NASH VALLEY VILLAGE, CA 91607	NONE		STUDENT GRANT	2,500.
R. RICARDO HONOLULU, HI	NONE		TUTORING SERVICE	12,500.

Total \$ 53,750.

DECLARATION OF PUBLICATION

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

ATTN ANGELA TAN

RCL FOUNDATION
6055 E WASHINGTON BLVD STE 430
COMMERCE CA 90040

AVAILABILITY OF ANNUAL RETURN
RCL FOUNDATION

NOTICE OF AVAILABILITY OF ANNUAL RETURN

Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the year ending April 30, 2014 of the RCL FOUNDATION, a private foundation, is available for public inspection by any interested citizen who requests it at the foundation's principal office located at 6055 E Washington Blvd, Suite 430, Commerce, CA 90040, Attn: Angela Tan, telephone (323) 838-9357, beginning on the date of this publication and for 180 days thereafter during normal business hours.

The principal manager of the foundation is Regina Lembach, President
CN906010 FDN 53 Dec 8, 2014



The undersigned says

I am over the age of 18 years and a citizen of the United States. I am not a party to and have no interest in this matter. I am a principal clerk of the LOS ANGELES BULLETIN*, a newspaper of general circulation in the City of Los Angeles, the Judicial District of Los Angeles, the County of Los Angeles, and the State of California, as adjudicated in Los Angeles Superior Court Case No. BS014387. The notice, a printed copy of which appears hereon, was published on the following date(s): Dec 8, 2014.

I declare under penalty of perjury that the foregoing is true and correct. Executed at Los Angeles, California on 12/08/14

signature

Los Angeles Bulletin
P.O. Box 60859
Los Angeles, Ca 90060

Phone (213) 346-0033
Fax (213) 687-3886

Cust. Num.: 004000

Control Num.: 906010

Cust. Ref. Num.: FDN 53



APPLICATION FOR EDUCATIONAL GRANT OR LOAN
FROM
RCL FOUNDATION

1. Name: _____
2. Social Security Number (optional): _____
3. Mailing Address: Street _____
City _____ State _____ ZIP _____
4. Permanent Address: Street _____
City _____ State _____ ZIP _____
5. Telephone: (_____) _____
6. Birthdate: _____
7. Current School: _____
8. Current Major: _____
9. Year in School: _____
10. Periods for which Financial Assistance is desired:
From _____ To _____
11. School(s) you plan to attend during such period:

12. Major(s) during such period:

13. Career Goal(s):

14. Expected Graduation Date: _____ Degree: _____
15. Grade Point Average: _____ (If A not equal 4.0, explain)

Date _____ Signature _____

Please include transcripts through most recently completed courses, letters of recommendation (optional), if any, and a short statement of reasons for this application (optional), and any other material which may be relevant toward consideration of this application.

Please also include a budget to include reasonable living costs and all other anticipated scholarships, grants, and loans.