Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation
THE KARL KIRCHGESSNER FOUNDATION
C/O KATHY MCGRATH KRAMER

A Employer identification number
68-0530356

Number and street (or P O box number if mail is not delivered to street address): 14431 VENTURA BLVD.
Room/suite: 266

B Telephone number
818-981-6710

City or town, state or province, country, and ZIP or foreign postal code
SHERMAN OAKS, CA 91423

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 19,420,383.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	637,028.	637,028.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	42,818.			
	b Gross sales price for all assets on line 6a 6,562,244.				
	7 Capital gain net income (from Part IV, line 2)		42,818.		
	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				
	12 **Total.** Add lines 1 through 11	679,846.	679,846.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,591.	23,483.		20,108.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	27,547.	22,739.		4,808.
	b Accounting fees STMT 3	92,700.	73,229.		19,471.
	c Other professional fees STMT 4	196,962.	131,730.		65,232.
	17 Interest				
	18 Taxes STMT 5	52,074.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	412,874.	251,181.		109,619.
	25 Contributions, gifts, grants paid	774,613.			774,613.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,187,487.	251,181.		884,232.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-507,641.			
	b **Net investment income** (if negative, enter -0-)		428,665.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2013) 3

11521210 758382 5160 2013.05020 THE KARL KIRCHGESSNER FOUND 5160____1 914

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	37,890.	27,886.	27,886.
	2 Savings and temporary cash investments	71,504.	177,800.	51,360.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	17,721,983.	19,339,529.	19,339,529.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	0.	1,608.	1,608.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,831,377.	19,546,823.	19,420,383.
Liabilities	17 Accounts payable and accrued expenses	38,337.	39,088.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 8)	23,735.	65,817.	
	23 Total liabilities (add lines 17 through 22)	62,072.	104,905.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	17,769,305.	19,441,918.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	17,769,305.	19,441,918.	
	31 Total liabilities and net assets/fund balances	17,831,377.	19,546,823.	

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	17,769,305.
2 Enter amount from Part I, line 27a	2	-507,641.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN IN FAIR VALUE	3	2,180,254.
4 Add lines 1, 2, and 3	4	19,441,918.
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	19,441,918.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY SMITH BARNEY	P	VARIOUS	VARIOUS
b	MORGAN STANLEY SMITH BARNEY	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,170,966.		1,203,742.	-32,776.
b	5,391,278.		5,315,684.	75,594.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-32,776.
b				75,594.
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	42,818.
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). 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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	837,050.	17,870,100.	.046841
2011	865,022.	17,165,043.	.050394
2010	823,522.	17,832,921.	.046180
2009	761,019.	16,361,497.	.046513
2008	841,039.	15,228,427.	.055228

2 **Total** of line 1, column (d)	2	.245156
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	.049031
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,687,993.
5 Multiply line 4 by line 3	5	916,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,287.
7 Add lines 5 and 6	7	920,578.
8 Enter qualifying distributions from Part XII, line 4	8	884,232.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	8,573.
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	8,573.
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	8,573.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,077.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	10,077.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,504.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	1,504.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,NV			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://WWW.KIRCHGESSNERFOUNDATION.ORG

14 The books are in care of ▶ KATHLEEN MCGRATH KRAMER Telephone no. ▶818-981-6710
Located at ▶14431 VENTURA BLVD. #266, SHERMAN OAKS, CA ZIP+4 ▶91423

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	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 **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(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 9		102,650.	0.	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
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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CHRISTINE TUTHILL - 1525 AVIATION BLVD #168, REDONDO BEACH, CA 90278	CONSULTING	57,966.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	18,747,360.
b	Average of monthly cash balances		1b	225,222.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	18,972,582.
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	18,972,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	284,589.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	18,687,993.
6	**Minimum investment return.** Enter 5% of line 5		6	934,400.

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	934,400.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 8,573.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,573.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	925,827.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	925,827.
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	925,827.

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	884,232.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	884,232.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	884,232.

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				925,827.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			870,607.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 884,232.				
a Applied to 2012, but not more than line 2a			870,607.	
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				13,625.
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).)	0.			0.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				912,202.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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				

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

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

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

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

SEE STATEMENT A

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

SEE STATEMENT A

c Any submission deadlines:

SEE STATEMENT A

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

SEE STATEMENT A

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
BLIND CHILDRENS CENTER 4120 MARATHON STREET LOS ANGELES, CA 90029-3584		SCHOOL	TO SUPPORT THE CENTER THERAPEUTIC SERVICES DURING THE 2014-2015 FISCAL YEAR (JULY 2014 - JUNE	10,000.
THE BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVENUE SANTA ANA, CA 92705		SCHOOL	TO SUPPORT THE CENTER BRIGHT VISIONS EARLY CHILDHOOD CENTER, WHICH PROVIDES	45,000.
BOSTON CHILDREN'S HOSPITAL P.O. BOX 414413 BOSTON, MA 02241-4413		HOSPITAL	VISION RESEARCH GRANT.	50,000.
BRAILLE INSTITUTE 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029		SCHOOL	FOR CONTINUED SUPPORT OF ITS ORANGE COUNTY CHILD DEVELOPMENT PROGRAM WHICH PROVIDES CRITICAL EARLY	20,000.
THE CENTER FOR THE PARTIALLY SIGHTED 6101 WEST CENTINELA AVENUE, SUITE 150 CULVER CITY, CA 90230		PUBLIC CHARITY	TO SUPPORT THE CENTER LOW VISION OPTOMETRIC PROGRAM.	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	774,613.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	637,028.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	42,818.	
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)		0.		679,846.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 679,846.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 12/17/14 Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAN O'CONNOR	[signature]	12/10/2014		P00334121

Firm's name ▶ HASKELL & WHITE LLP — Firm's EIN ▶ 33-0310569

Firm's address ▶ 8001 IRVINE CENTER DR, STE 300 IRVINE, CA 92618 — Phone no. 949-450-6200

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD., MAIL STOP #29 LOS ANGELES, CA 90027		HOSPITAL	TO PURCHASE TWO VIDEO CONFERENCING SYSTEMS FOR THE HOSPITAL ARCADIA AND SOUTH BAY SATELLITE OFFICES TO	23,000.
GUIDE DOGS OF THE DESERT P.O. BOX 1692 PALM SPRINGS, CA 92263		SCHOOL	TO LEVERAGE OPERATION EXPENSES FOR ONE TEAM (CLIENT AND GUIDE DOG) FROM THE BIRTH OF THE DOG TO	35,000.
HELEN KELLER INTERNATIONAL/CHILDSIGHT LOS ANGELES 352 PARK AVENUE SOUTH, SUITE 1200 NEW YORK, NY 10010		PUBLIC CHARITY	TO SUPPORT THE VISION CARE SERVICES OF CHILDSIGHT LOS ANGELES DURING THE 2014 - 2015 SCHOOL YEAR.	20,000.
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD. LOS ANGELES, CA 90043		PUBLIC CHARITY	FOR CONTINUING SUPPORT OF JUNIOR BLIND OF AMERICA MISSION TO HELP THOSE WHO ARE BLIND, VISUALLY	30,000.
LOS ANGELES CITY COLLEGE FOUNDATION 855 NORTH VERMONT AVENUE LOS ANGELES, CA 90029		SCHOOL	FOR THE PURCHASE AND IMPLEMENTATION OF SPECIALIZED EQUIPMENT TO SUPPORT VISUALLY IMPAIRED LOS ANGELES	15,000.
MARSHALL B. KETCHUM UNIVERSITY - SOUTHERN CALIFORNIA COLLEGE OF OPTOMETRY 2575 YORBA LINDA BLVD. FULLERTON, CA 92831-1699		SCHOOL	TO HELP ADDRESS THE CHALLENGE OF EARLY DETECTION OF VISION IMPAIRMENT IN SCHOOL-AGED CHILDREN.	15,000.
MEET EACH NEED WITH DIGNITY 10641 N. SAN FERNANDO ROAD PACOIMA, CA 91331		PUBLIC CHARITY	TO PROVIDE SUPPORT OF ITS VISION CLINIC. MEND SPECIFICALLY REQUESTED: $16,000 FOR ONE OPTOMETRIST FOR	35,000.
SABAN COMMUNITY CLINIC 8405 BEVERLY BLVD. LOS ANGELES, CA 90048-3401		PUBLIC CHARITY	FOR CONTINUED SUPPORT OF THE CLINIC AND ITS VISION SERVICES PROGRAM WHICH PROVIDE EYE CARE SERVICES TO	25,000.
SAN DIEGO CENTER FOR THE BLIND 5922 EL CAJON BLVD. SAN DIEGO, CA 92115-3826		PUBLIC CHARITY	TO PROVIDE MONTHLY STIPENDS FOR TWELVE MONTHS FOR UP TO TWO GRADUATE-LEVEL CLINICAL PSYCHOLOGY	15,000.
SOUTHERN CALIFORNIA CONSERVATORY OF MUSIC 6671 BIRCHTON AVENUE WEST HILLS, CA 91307		SCHOOL	TO SUPPORT ITS BRAILLE MUSIC DIVISION OUTREACH PROGRAM, FREE ACCESS TO MUSIC EDUCATION, WHICH	18,000.
Total from continuation sheets				624,613.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. JOSEPH HOSPITAL 1100 WEST STEWART DRIVE ORANGE, CA 92868		HOSPITAL	TO SUPPORT THE ONGOING EFFORTS OF THE HOSPITAL PUENTE A LA SALUD MOBILE VISION CLINIC TOWARD	15,000.
SURGICAL EYE EXPEDITIONS (SEE) INTERNATIONAL 6950 HOLLISTER AVENUE, SUITE 250 SANTA BARBARA, CA 93117		PUBLIC CHARITY 509	FOR CONTINUED SUPPORT OF ITS SANTA BARBARA VISION CARE PROGRAM THAT PROVIDES LOW-INCOME, UNINSURED	20,000.
THERAPEUTIC LIVING CENTERS FOR THE BLIND 7915 LINDLEY AVENUE RESEDA, CA 91335		PUBLIC CHARITY 509	TO SUPPORT THE EXPANSION AND DEVELOPMENT OF THE CENTERS EARLY INTERVENTION PROGRAM -	15,000.
THE UCLA FOUNDATION - UNCLE CLAUDE FUND 10920 WILSHIRE BLVD., SUITE 900 LOS ANGELES, CA 90024		PUBLIC CHARITY 509	TO SUPPORT THE UCLA MOBILE EYE CLINIC.	185,068.
THE UNIVERSITY OF CHICAGO 6030 SOUTH ELLIS AVENUE, ROOM 114 CHICAGO, CA 60637		SCHOOL	VISION RESEARCH GRANT.	50,000.
VALLEY COMMUNITY CLINIC 6801 COLDWATER CANYON AVENUE NORTH HOLLYWOOD, CA 91605		PUBLIC CHARITY	TO SUPPORT THE SALARY AND BENEFITS OF THE CLINIC LICENSED OPTOMETRIST, WHO WILL PROVIDE EYE HEALTH	35,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291		PUBLIC CHARITY	TO SUPPORT THE CLINIC VISION CARE PROGRAM WHICH PROVIDES VISION CARE TO LOW-INCOME, UNINSURED	30,000.
VISION TO LEARN 11611 SAN VICENTE BLVD., SUITE 500 LOS ANGELES, CA 90049		PUBLIC CHARITY	TO PROVIDE APPROXIMATELY 455 FREE EYE EXAMS AND FREE PAIRS OF GLASSES TO FOUR TO FIVE K-5	18,000.
WATTS HEALTHCARE CORPORATION 10300 SOUTH COMPTON AVENUE LOS ANGELES, CA 90002		PUBLIC CHARITY	TO HELP SUSTAIN ITS CLINICAL VISION CARE SERVICES FOR PATIENTS WHO WOULD OTHERWISE LACK ACCESS TO	15,000.
OTHER/MISCELLANEOUS GRANTS		CHARITABLE	OTHER CHARITABLE GIFTS	10,545.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BLIND CHILDRENS CENTER

TO SUPPORT THE CENTER® THERAPEUTIC SERVICES DURING THE 2014-2015 FISCAL YEAR (JULY 2014 - JUNE 2015).

NAME OF RECIPIENT - THE BLIND CHILDREN'S LEARNING CENTER

TO SUPPORT THE CENTER® BRIGHT VISIONS EARLY CHILDHOOD CENTER, WHICH PROVIDES EDUCATIONAL AND SUPPORT SERVICES FOR BLIND AND VISUALLY IMPAIRED CHILDREN THROUGHOUT ORANGE COUNTY. THE PROGRAM HAS BEEN IN EXISTENCE FOR YEARS, BUT WAS RECENTLY RE-BRANDED IN AN EFFORT TO SPREAD AWARENESS ABOUT INCLUSION AND THE BENEFITS OF COMBINING CHILDREN WITH AND WITHOUT DISABILITIES SO THEY CAN LEARN TOGETHER AND FROM ONE ANOTHER.

NAME OF RECIPIENT - BRAILLE INSTITUTE

FOR CONTINUED SUPPORT OF ITS ORANGE COUNTY CHILD DEVELOPMENT PROGRAM WHICH PROVIDES CRITICAL EARLY INTERVENTION SERVICES FOR BLIND AND VISUALLY IMPAIRED INFANTS, TODDLERS, AND PRESCHOOLERS.

NAME OF RECIPIENT - CHILDREN'S HOSPITAL LOS ANGELES

TO PURCHASE TWO VIDEO CONFERENCING SYSTEMS FOR THE HOSPITAL® ARCADIA AND SOUTH BAY SATELLITE OFFICES TO IMPROVE ACCESS TO SPECIALIZED VISION CARE FOR VULNERABLE CHILDREN THROUGH REMOTE TELE-OPHTHALMOLOGY.

NAME OF RECIPIENT - GUIDE DOGS OF THE DESERT

TO LEVERAGE OPERATION EXPENSES FOR ONE TEAM (CLIENT AND GUIDE DOG) FROM THE BIRTH OF THE DOG TO POST-GRADUATION.

NAME OF RECIPIENT - JUNIOR BLIND OF AMERICA

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

FOR CONTINUING SUPPORT OF JUNIOR BLIND OF AMERICA® MISSION TO HELP THOSE WHO ARE BLIND, VISUALLY IMPAIRED OR MULTI-DISABLED ACHIEVE INDEPENDENCE THROUGH EARLY INTERVENTION, EDUCATION, REHABILITATION, AND RECREATION SERVICES TO INDIVIDUALS WITH VISION LOSS AND THEIR FAMILIES AT ITS SOUTH LOS ANGELES CAMPUS, AT ITS CAMPGROUND IN THE SANTA MONICA MOUNTAINS, AND IN HOMES ACROSS SOUTHERN CALIFORNIA.

NAME OF RECIPIENT - LOS ANGELES CITY COLLEGE FOUNDATION

FOR THE PURCHASE AND IMPLEMENTATION OF SPECIALIZED EQUIPMENT TO SUPPORT VISUALLY IMPAIRED LOS ANGELES CITY COLLEGE STUDENTS WHO ARE PURSUING A COLLEGE DEGREE OR PROFESSIONAL CERTIFICATE.

NAME OF RECIPIENT - MARSHALL B. KETCHUM UNIVERSITY - SOUTHERN CALIFORNIA COLLEGE OF OPTOMETRY

TO HELP ADDRESS THE CHALLENGE OF EARLY DETECTION OF VISION IMPAIRMENT IN SCHOOL-AGED CHILDREN. FUNDING WILL SPONSOR FIVE CHILDREN® VISION DAY EVENTS THAT WILL SERVE A TOTAL OF AT LEAST 900 CHILDREN WITH COMPREHENSIVE VISION EXAMINATIONS AND PROVIDE GLASSES, AS WELL AS FUN AND ENGAGING EDUCATIONAL ACTIVITIES AND MATERIALS ABOUT THE IMPORTANCE OF VISION HEALTH.

NAME OF RECIPIENT - MEET EACH NEED WITH DIGNITY

TO PROVIDE SUPPORT OF ITS VISION CLINIC. MEND SPECIFICALLY REQUESTED: $16,000 FOR ONE OPTOMETRIST FOR ONE DAY A WEEK FOR 50 WEEKS, $2,000 TO COVER EMPLOYER-PAID TAXES AND WORKER® COMPENSATION, AND $27,000 FOR THE VISION CLINIC® SUPPLIES (FRAMES, PRESCRIPTIONS, ETC.).

NAME OF RECIPIENT - SABAN COMMUNITY CLINIC

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

FOR CONTINUED SUPPORT OF THE CLINIC AND ITS VISION SERVICES PROGRAM WHICH PROVIDE EYE CARE SERVICES TO LOW INCOME, UNDERSERVED INDIVIDUALS IN LOS ANGELES COUNTY. THE FUNDS WILL HELP UNDERWRITE A PORTION OF THE PROGRAM® KEY STAFF, EYEGLASSES, AND OTHER IMPORTANT SUPPLIES DURING THE NEXT FISCAL YEAR (JULY 1, 2014 - JUNE 30, 2015).

NAME OF RECIPIENT - SAN DIEGO CENTER FOR THE BLIND

TO PROVIDE MONTHLY STIPENDS FOR TWELVE MONTHS FOR UP TO TWO GRADUATE-LEVEL CLINICAL PSYCHOLOGY AND/OR MSW INTERNS WHO WILL PROVIDE COUNSELING AND SUPPORT FOR INDIVIDUALS IN ADJUSTING TO VISION LOSS AS WELL AS TO SUPPORT SAN DIEGO CENTER FOR THE BLIND® STAFF WHO WILL PROVIDE THE REQUIRED INDIVIDUAL AND GROUP SUPERVISION FOR THE INTERNS.

NAME OF RECIPIENT - SOUTHERN CALIFORNIA CONSERVATORY OF MUSIC

TO SUPPORT ITS BRAILLE MUSIC DIVISION® OUTREACH PROGRAM, FREE ACCESS TO MUSIC EDUCATION, WHICH PROVIDES FREE WEEKLY INDIVIDUAL AND GROUP MUSIC INSTRUCTION TO BLIND, VISUALLY-IMPAIRED, AND MULTI-DISABLED YOUTHS.

NAME OF RECIPIENT - ST. JOSEPH HOSPITAL

TO SUPPORT THE ONGOING EFFORTS OF THE HOSPITAL® PUENTE A LA SALUD MOBILE VISION CLINIC TOWARD PREVENTION OF VISION LOSS THROUGH EARLY DETECTION AND TREATMENT OF EYE DISEASE FOR LOW-INCOME, UNINSURED, AND UNDERINSURED INDIVIDUALS IN AREAS WHERE HEALTH DISPARITIES AND SOCIOECONOMIC MARKERS DEMONSTRATE THE GREATEST NEED.

NAME OF RECIPIENT - SURGICAL EYE EXPEDITIONS (SEE) INTERNATIONAL

FOR CONTINUED SUPPORT OF ITS SANTA BARBARA VISION CARE PROGRAM THAT

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

PROVIDES LOW-INCOME, UNINSURED INDIVIDUALS OF SANTA BARBARA COUNTY
ACCESS TO COMPREHENSIVE EYE EXAMS, PRESCRIPTION EYEGLASSES, EYE
MEDICATIONS, AND SIGHT-RESTORING SURGERY, ALL FREE OF CHARGE.

NAME OF RECIPIENT - THERAPEUTIC LIVING CENTERS FOR THE BLIND
TO SUPPORT THE EXPANSION AND DEVELOPMENT OF THE CENTERSØEARLY
INTERVENTION PROGRAM - A PROGRAM THAT MAXIMIZES THE CAPABILITIES OF
THOSE WHO ARE BLIND WITH DEVELOPMENTAL DISABILITIES BY APPLYING
COMPREHENSIVE THERAPIES IN THE EARLY YEARS WHEN INTERVENTION CAN HAVE A
TRANSFORMATIVE, LIFELONG IMPACT.

NAME OF RECIPIENT - VALLEY COMMUNITY CLINIC
TO SUPPORT THE SALARY AND BENEFITS OF THE CLINIC® LICENSED
OPTOMETRIST, WHO WILL PROVIDE EYE HEALTH CARE TO 500 NEEDY AND POOR
PATIENTS.

NAME OF RECIPIENT - VENICE FAMILY CLINIC
TO SUPPORT THE CLINIC® VISION CARE PROGRAM WHICH PROVIDES VISION CARE
TO LOW-INCOME, UNINSURED OR HOMELESS FAMILIES DURING THE UPCOMING
FISCAL YEAR (JULY 1, 2014 - JUNE 30, 2015) AND TO UNDERWRITE THE
CLINIC'S VISION CARE COORDINATOR® EFFORTS.

NAME OF RECIPIENT - VISION TO LEARN
TO PROVIDE APPROXIMATELY 455 FREE EYE EXAMS AND FREE PAIRS OF GLASSES
TO FOUR TO FIVE K-5 LOW-INCOME, TITLE I, ELEMENTARY SCHOOLS BASED ON A
POPULATION OF APPROXIMATELY 3,100 STUDENTS.

NAME OF RECIPIENT - WATTS HEALTHCARE CORPORATION

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO HELP SUSTAIN ITS CLINICAL VISION CARE SERVICES FOR PATIENTS WHO WOULD OTHERWISE LACK ACCESS TO ESSENTIAL EYE CARE.

GRANT MAKING GUIDELINES
OF
THE KARL KIRCHGESSNER FOUNDATION
(As Revised 02/17/11)

1. The Foundation's Purposes

The Karl Kirchgessner Foundation ("Foundation") is a private foundation organized in 1979. The Foundation's purposes are exclusively charitable and are accomplished primarily through support of institutions located in the Southern California area, which are actively engaged in the provision of services in the field of vision.

The Foundation's mission is to assist economically disadvantaged persons, especially those among the young, the elderly, and the disabled. While the Foundation supports a limited amount of eye research, its emphasis is to support activities in the area of eye care, and in helping those with sight problems to be self-sufficient.

2. Eligibility for Grants

2.1 Applicants. The Foundation makes grants only to organizations which are currently qualified as tax-exempt under Internal Revenue Code Section 501 (c)(3) and are not private foundations or supporting organizations. Typical applicants are organizations which seek to help the blind and other vision-impaired individuals to become self-sufficient. Particular consideration is given to applicants from the Southern California area.

2.2 Types of Grants.

The Foundation makes the following types of grants:

2.2.1 Grants to support a specific project or program, or the acquisition by purchase or otherwise of one or more specific items of equipment needed for a project or program.

2.2.2 Grants to provide operating or general support. Such grants are determined on a case-by-case basis.

2.2.3 Grants for seed money to assist in establishing a new project, program or organization, including salary and other operating expenses. Such grants are determined on a case-by-case basis.

Each type of grant described above, and any others actually made by the Foundation, are collectively referred to in these Guidelines as a "Grant".

2.3 Length of Grant. The Foundation considers each year's applicants carefully on the merits of the current applications; accordingly, the fact that the Foundation makes a Grant in one year does not in any way imply that similar Grants will be made in ensuing years. On occasion, the Foundation does make a Grant which can only be completely utilized over more than one fiscal year of the Foundation. Any such Grant will likely require the approval of interim reports before further installment(s) are paid on the Grant.

2.4 Matching Grants. The Foundation strongly encourages applications which incorporate funding through matching grants. The Foundation's Matching Grant Program is described in detail in Section 6 below.

2.5 Non-Discrimination. There are no restrictions on the granting of or use of Grants with respect to race, color, creed, sex, sexual orientation or religion.

2.6 Overhead Restrictions. Grants are restricted to organizations whose projected overhead (indirect expenses) expenses allocable to the Grant being funded is deemed reasonable by the Foundation. In that regard, complete information is required before an application will be approved.

2.7 Excluded Grants. The Foundation does not consider requests from: individuals; private foundations, private operating foundations, or supporting organizations; political or business lobbying organizations or campaigns; or fund-raising campaigns, dinners, banquets, etc. Moreover, the Foundation neither supports nor engages in political activity. It does not attempt to influence legislation or provide support for organizations engaged in such activities.

3. <u>Submission of Grant Applications</u>

3.1 Letter of Intent

3.1.1 An organization or institution desiring to apply for a Grant should first determine, after a careful study of these Guidelines, whether or not its proposal falls within the stated Guidelines and priorities of this Foundation. If so, a brief Letter of Intent containing all contact information, including email address but not accompanied by any supporting materials, should be addressed to the Grants Coordinator of the Foundation, 1525 Aviation Boulevard #168, Redondo Beach, California 90278. This Letter of Intent shall state:

(a) the description of the project or program of the Grant for which funding is desired;

(b) the amount of funding requested;

(c) the time or times when funds are to be provided by this Foundation; and

(d) if any matching or challenge grants will be available or sought by the applicant.

The Letter of Intent should also include a statement that the applicant does and will comply with the requirements set forth in these Guidelines. Applications for research grants are not solicited and, if received by the Foundation, will be evaluated by its Scientific Advisory Board.

3.1.2 The Foundation's fiscal year ends June 30th and Grants are normally funded in June. In order for grant applications to receive adequate consideration, **Letters of Intent to apply for funding should be received by the Foundation by November 1st.** After receipt of such a Letter, the Foundation will advise the applicant whether there is an interest in pursuing the matter and, if so, will request submission of a formal Application, as outlined below.

3.2 Grant Application. If the Foundation requests the submission of a formal and detailed Application, the following information will be required **on or before February 1st** of the applicable year:

3.2.1 The general history and description of the applicant;

3.2.2 The purpose(s) for which the grant is being requested and the manner in which specified goals and tasks will be accomplished (including the qualifications of the applicant's personnel to accomplish its intended objectives, with particular regard to the capabilities and experience of the persons responsible for implementation of the proposal);

3.2.3 The total amount requested from the Foundation; the <u>total</u> budget; an explanation of the specific uses to which Foundation funds would be put; and a statement of the estimated overhead expenses expressed as a percentage of the total direct expenses allocable to the Grant;

3.2.4 If practicable, a breakdown of the grant request into appropriate components, with dollars allocated to each component, and a prioritization of these components. This information will assist our Foundation in determining whether and to what extent a Grant of less than the full amount will be effective for and helpful to the applicant;

3.2.5 A list of other sources of funding for the request detailing amounts received or committed;

3.2.6 The applicant's federal tax identification number;

3.2.7 A copy of the Internal Revenue Service Determination Letter stating that (a) the applicant has Section 501(c)(3) tax-exempt status, and (b) it is not a private foundation. Applicant is to certify that it has no knowledge or notice that these determinations are not still applicable; and

3.2.8 A current financial statement of the applicant, including a copy of the latest balance sheet showing assets and liabilities and the latest income statement showing income and expenses. A copy of the applicant's last federal information return (Form 990) is also required.

4. **Grant Review Procedure**

4.1 Criteria. This Foundation utilizes and weighs the following criteria, among others, in examining grant applications:

4.1.1 The stability and integrity of the applicant;

4.1.2 The focus of the Grant, including its significance relative to the operations of the applicant;

4.1.3 The capabilities and experience of the persons responsible for the implementation of the proposed Grant;

4.1.4 Whether the proposed Grant will duplicate or work in conjunction with similar Grants, and whether the proposal will meet a demonstrated need;

4.1.5 The extent of governmental, public or private support, if any;

4.1.6 The anticipated short- and long-term results of the Grant request; and

4.1.7 Whether there is a need for future financial support, including consideration of continued support from the Foundation, the community or other funding sources.

4.2 Notice to Applicants. The proposal will first be analyzed by the Grants Committee which will then make its recommendations to the Board of Directors of the Foundation. The Foundation may propose that an on-site visit be scheduled. Applicants whose proposals are accepted will be notified, and receive their funding, in June. When an application has been acted upon by the Foundation, such action is final. If an application has been rejected, it will not be carried over for future consideration. The applicant may later make a new application which must not be merely a request to reinstate the prior application.

5. Post-Grant Reporting Requirements

5.1 Generally. After a Grant has been made, the Foundation may request interim evaluation/progress reports at intervals of not less than every six months during the period that Grant funds are being utilized, and a final report when the Grant funds have been completely expended or the purposes for which the Grant was made have been accomplished, whichever is later. The Foundation will supply forms for these reports. Reports should be addressed to the Grants Coordinator of the Foundation, 1525 Aviation Boulevard #168, Redondo Beach, California 90278.

5.2 Notice of Changes. It is a condition of each Grant that the Foundation be immediately notified in writing should circumstances change regarding the Grant or its purposes.

5.3 Additional Information. After any report has been received and reviewed, the Foundation reserves the right to request additional information of specific interest and concern. In some cases, an on-site visit may be requested.

6. Matching Grant Program

6.1 Generally. The Foundation has made a commitment to a Matching Grant Program which allows it to better utilize its limited resources to provide support to the greatest number of worthy organizations. In addition, the Foundation believes that its promise of a matching grant will empower its Grantee organizations to successfully secure grant commitments from other grant organizations. If an organization indicates a desire to be considered for a matching grant in its Letter of Intent, it will likely increase its chances of receiving a grant award from the Foundation. In some cases, the Foundation may award both a regular grant and a matching grant to an organization.

6.2 Forms of Matching Grants.

The Foundation offers two forms of matching grants:

6.2.1 The first form of matching grant is called a "Matching Grant" and is an offer to a grantee organization to pay a stated amount to the grantee organization on the condition that the grantee organization is able to provide evidence that it has raised matching funds of the full amount requested from fresh sources within a specified period of time. If the grantee organization fails to raise the full amount requested, it will not receive any matching funds from the Foundation.

6.2.2 The second form of matching grant is called a "Challenge Grant" and is an offer made to a grantee organization to match funds raised from fresh sources within a specified period of time up to a specified amount. If the grantee organization fails to raise the full amount requested, it will still receive matching funds from the Foundation equal to the amount received from fresh sources.

6.3 Indication of Interest in Matching Grant Program. An organization desiring to apply for a matching grant should so indicate in its Letter of Intent. The Letter of Intent should include the amount of the matching grant request.

6.4 Supplemental Information in Grant Application. If an organization is invited to submit a Grant Application for a matching grant, then in addition to the information requested in Paragraph 3.2. above, the organization will also be asked to provide (i) a brief description of how the organization expects to secure the matching funds from fresh sources in an amount equal to the matching grant, and (ii) a statement that the organization expects that it will be able to provide evidence of the procurement of such matching funds prior to April 30 of the current grant year.

6.5 Review of Matching Grant Request. The Foundation will review matching grant requests as part of its general review of grant proposals. In addition to the criteria used to review regular grants, as set forth in Paragraph 4.1 above, the Foundation will also consider any evidence that the organization has provided which indicates a likelihood that the organization will be successful in procuring matching funds from fresh sources prior to April 30.

6.6 Conditions of Matching Grant. Except as otherwise indicated, an organization which receives a matching grant will be subject to all of the terms and conditions applicable to Grantees as set forth in these Guidelines.

7. **<u>Relationship with Grant Recipients</u>**

The Foundation desires to be a partner with its Grantees. Accordingly, Grant recipients are encouraged to send the Grants Coordinator of the Foundation, 1525 Aviation Boulevard #168, Redondo Beach, California 90278, newsletters and other mailings of interest on a regular basis so that the Foundation may better perform its functions while the Grantees carry on their valuable work.

* * * *

This document constitutes grant making policies and procedures which are subject to periodic review and modification by the Foundation.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	637,028.	0.	637,028.	637,028.	
TO PART I, LINE 4	637,028.	0.	637,028.	637,028.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,547.	22,739.		4,808.
TO FM 990-PF, PG 1, LN 16A	27,547.	22,739.		4,808.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	61,225.	52,753.		8,472.
CPA FEES	31,475.	20,476.		10,999.
TO FORM 990-PF, PG 1, LN 16B	92,700.	73,229.		19,471.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSULTING FEES	89,453.	89,453.		0.
CONSULTANT FEES	61,509.	10,402.		51,107.
G&A FEES	37,500.	31,875.		5,625.
PROFESSIONAL FEES	8,500.	0.		8,500.
TO FORM 990-PF, PG 1, LN 16C	196,962.	131,730.		65,232.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT YEAR TAX PROVISION	52,074.	0.		0.
TO FORM 990-PF, PG 1, LN 18	52,074.	0.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	19,339,529.	19,339,529.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,339,529.	19,339,529.

FORM 990-PF	OTHER ASSETS	STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAXES RECEIVABLE	0.	1,608.	1,608.
TO FORM 990-PF, PART II, LINE 15	0.	1,608.	1,608.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
TAXES PAYABLE	1,523.	0.
DEFERRED TAX LIABILITY	22,212.	65,817.
TOTAL TO FORM 990-PF, PART II, LINE 22	23,735.	65,817.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KARL F. KRAMER 2101 CRESTVIEW DRIVE LAGUNA BEACH, CA 92651	SENIOR VICE PRESIDENT/DIRE 7.00	33,750.	0.	0.
ROBERT HUBER 6290 NORTH PASEO VALDEAR TUCSON, AZ 85750	PRESIDENT/DIRECTOR 10.00	42,000.	0.	0.
KATHLEEN MCGRATH KRAMER 14867 ROUND VALLEY DRIVE SHERMAN OAKS, CA 91403	VICE PRESIDENT/TREASURER/D 10.00	26,900.	0.	0.
MICHAEL KRAMER 14867 ROUND VALLEY DRIVE SHERMAN OAKS, CA 91403	DIRECTOR 2.00	0.	0.	0.
GEORGE LETTENEY 915 S. SPAULDING AVENUE LOS ANGELES, CA 90036	DIRECTOR 1.00	0.	0.	0.
FLORENCIA MURPHY 28920 BARDELL DRIVE AGOURA HILLS, CA 91301	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		102,650.	0.	0.

RESTATED BYLAWS

OF

THE KARL KIRCHGESSNER FOUNDATION,
a Nevada Nonprofit Public Benefit Corporation

ARTICLE I.

OFFICES

SECTION 1. Principal Executive Office. The principal executive office of the corporation is located at 1900 Avenue of the Stars, Suite 2100, Los Angeles, California. The Board of Directors (herein called the "Board") are hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2. Other Offices. Branch or subordinate offices may at any time be established by the Board at any place or places.

ARTICLE II.

OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be:

SECTION 1. General Purposes. The general purposes of the corporation are to collect and receive contributions and to dispose of funds exclusively for charitable, religious, scientific, literary, educational and such other purposes as are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

SECTION 2. Specific and Primary Purposes. The specific and primary purposes are exclusively charitable, and shall principally include support of clinical services, primarily to the disadvantaged, and medical research and education. These purposes may be accomplished, without limitation, in the following manner:

(a) Funding for the establishment and/or support of programs for providing disadvantaged persons with medical and clinical services, particularly the elderly, the young and the handicapped.

(b) General support for and grants to organizations devoted to medical research and education in the field of vision.

Subject to the restrictions and limitations hereinafter set forth, the corporation shall apply its entire income and principal permanently, irrevocably and exclusively to such corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, religious, scientific, literary and educational purposes, which, at the time of distribution, shall be exempt from taxation under Section 501(c)(3) of the Code, and under the relevant provisions of any applicable state tax laws, or corresponding provisions of any subsequent federal or state tax laws, and contributions to which shall be deductible by taxpayers as charitable contributions, gifts, bequests or transfers under the then applicable provisions of the Code and any applicable state tax laws; provided, however, that no part of the net earnings of such organizations shall inure to the benefit of any private shareholder or individual, except as permitted by law, and provided, further, that no substantial part of the activities of such organizations is carrying on propaganda or otherwise attempting to influence legislation, and provided, further, that such organizations do not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III.

NONPROFIT AND NONPARTISAN ACTIVITIES

This corporation has been formed under the Nevada Revised Statutes for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV.

DEDICATION OF ASSETS

SECTION 1. Dedication of Assets During Existence. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and is organized solely for nonprofit purposes. All of the property of this corporation is irrevocably dedicated to charitable, religious, scientific, literary or educational purposes and no part of the net earnings, net income or assets of this corporation shall ever inure to the benefit of any Director or Officer thereof, or to the benefit of any private individual, except as permitted by law.

SECTION 2. Dedication of Assets on Dissolution. Upon the dissolution or winding-up of this corporation, any and all funds and assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be paid or distributed exclusively to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c) of the Code and the relevant provisions of any applicable state tax laws. In no event shall any funds, property or assets of the corporation as shall exist upon the winding-up and dissolution of this corporation be paid directly or indirectly to any Director or Officer of the corporation or to any person related to such Director or Officer, but shall be disbursed only in accordance with the limitations set forth above.

ARTICLE V.

MEMBERSHIP

The corporation shall have no members.

ARTICLE VI.

DIRECTORS

SECTION 1. Corporate Powers. Subject to the provisions of the Articles of Incorporation, of these Bylaws, and of the Nevada Revised Statutes, as they may exist from time to time, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company or other person or committee however composed, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all Officers, agents, and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or with these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor as are not inconsistent with law, with the Articles of Incorporation or with these Bylaws.

(c) To adopt, make, and use a corporate seal.

(d) To invest and reinvest the property of the corporation from time to time on hand in such manner as the Board deems advantageous, whether or not the investments are of a character which would be permitted by law for similar funds if held by trustees. To the extent practicable, said property shall be maintained as a perpetual fund, the income from which shall be applied to promote the purposes of the corporation.

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(f) To change the principal executive office or principal business office from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency or country and to conduct business within or outside the State of Nevada; and to designate any place within or outside the State of Nevada for the holding of meetings of the Board.

SECTION 2. Duties. A Director shall perform the duties of a Director, including, without limitation, duties as a member of any committee of the Board on which a Director may serve, and the election, selection or nomination of Directors, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director is entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data, that are prepared or presented by:

(a) One or more Directors, Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters prepared or presented;

(b) Counsel, public accountants or other persons as to matters reasonably believed to be within the preparer or presenter's professional or expert competence; or

(c) A committee upon which the Director relying thereon does not serve, established in accordance with Nevada Revised Statutes 82.206 as to matters within the committee's designated authority and matters on which the committee is reasonably believed to merit confidence, but a Director is not entitled to rely on such information, opinions, reports, books of account or statements if he has knowledge concerning the matter in question that would cause reliance thereon to be unwarranted.

Amended 9-5-13

SECTION 3. *Action of Board. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors present at the time of a vote shall be the act of the Board of Directors.*

SECTION 4. *Number and Categories of Directors; Election and Term of Office.*

(a) *Number of Directors. The number of directors shall be not less than five (5) nor more than nine (9) with the exact number to be determined from time to time by the Board.*

(b) *Family Director. The Board shall include one (1) Family Director. Karl F. Kramer, Jr. is serving as the current Family Director. His successors shall be elected in the manner provided in Section 4(c)(iii) below.*

(c) Election of Directors.

(i) Notice of Intention. *Each person who would like to be considered for election to the Board shall be required to deliver written notice of his or her intention to the President or Secretary by first class mail, facsimile transmission or electronic transmission at least one (1) month prior to the Board meeting at which he or she will be considered for election to the Board.*

Amended 9-5-13

(ii) Election by Board. *Directors shall be elected by the Board.*

(iii) Family Director. *Each successor to the Family Director named in Section 4(b) shall be a descendant of Karl F. Kramer, Sr or the spouse of a descendant of Karl F. Kramer, Sr. nominated by a majority of the Family Director Panel. The Family Director Panel shall initially consist of Karl F. Kramer, Jr., Diana Kramer, and Michael Kramer. Each member of the Family Director Panel shall have the authority to appoint his or her own successor as a member of the Family Director Panel who must either be a descendant of Karl F. Kramer, Sr. or the spouse of a descendant of Karl F. Kramer, Sr. The nominated Family Director shall be subject to election by the Board. If the Board does not elect the individual nominated as provided in this Section (4)(c)(iii), then another individual shall be nominated by the Family Director Panel for consideration by the Board. If no person shall have been nominated and elected to serve as Family Director as provided above, then the remaining Directors then in office shall designate an individual to serve as such Family Director.*

(d) Term. *Unless otherwise determined at the time of election, each Director shall serve for a three-year term. A Director's term may also end as provided in Section 5 below. The terms of the Directors shall be staggered so that each year the terms of approximately one-third (1/3) of the Directors shall expire.*

SECTION 5. Removal and Vacancies.

(a) Removal of Director.

(i) *Any Director may be removed by the unanimous vote of the other Directors then in office.*

(ii) *Any Director who is absent without reasonable cause or excuse from two consecutive meetings of the Board may be removed upon vote of the Board.*

(iii) *Any Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty may be removed upon vote of the Board.*

(b) Vacancies.

(i) *Any Director may resign effective upon giving written notice to the Chairman of the Board, if any, the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation.*

Amended 9-5-13

(ii) *A vacancy in the Board shall be deemed to exist if a Director's term ends as described in Section 4(d).*

(iii) *A vacancy or vacancies in the Board shall be deemed to exist if the authorized number of Directors is increased or if a Director is removed under Section 5(a).*

(iv) *A vacancy in the position of the Family Director shall be filled as provided in Section 4(c)(iii).*

(v) *Unless the Board is required to fill a vacancy in order to meet the minimum number of Directors required under Section 4(a), the Board shall determine whether or not to fill any vacancy in the Board other than the Family Director.*

(vi) *No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term.*

SECTION 6. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or outside of Nevada which has been designated from time to time by the Board. Whenever a place other than the principal executive office of the corporation is designated by the Board as the place at which a meeting is to be held, written notice thereof shall be sent to all Directors at least ten (10) but no more than sixty (60) days prior to such meeting. In the absence of any such designation, meetings of the Board shall be held at the corporation's principal executive office.

SECTION 7. Annual Meeting. The Board shall hold an annual meeting for the purpose of organization, election of Directors and Officers and the transaction of other business. Annual meetings of the Board shall be held pursuant to notice in the manner provided in Section 8(b) below on such day and at such time as may be determined each year by the Board.

SECTION 8. Special Meetings.

(a) Persons Authorized to Call. A special meeting of the Board may be called for any lawful purpose at any time by the Chairman of the Board, the President, or the Secretary or by any two (2) Directors.

(b) Contents of Notice and Manner of Giving Notice. The notice of a special meeting shall state the time, place and purpose for the meeting. Notice of special meetings of the Board shall be given by the Secretary, at least ten (10) days but not more than sixty (60) days prior to the meeting, personally, by first-class mail, by telephone, by facsimile transmission, by electronic transmission or by other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, notice shall be deemed to have been given if: (i) notice is sent to that Director by first-class mail, by facsimile transmission or by another form of written communication to the corporation's principal office; (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located; or (iii) notice is published electronically. Notice shall be deemed to have been given at the time when the notice is delivered personally, deposited in the mail, or sent by facsimile transmission or other means of written communication. Any Director may waive notice of any meeting by a writing signed by him, or his duly authorized attorney, either before or after the meeting.

SECTION 9. Quorum. A majority of the then serving Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made at a meeting duly held at which a quorum is present shall be an act of the Board unless a greater number is required by law, or by the Articles or these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by law, the Articles or these Bylaws.

SECTION 10. Participation in Meetings by Remote Conferencing. Directors may participate in any meeting through use of a conference telephone or any other form of communication, so long as all Directors participating in such meeting can hear one another and are able to effectively communicate and a quorum, as defined in Section 9 of this Article, is present in person or by remote conferencing. A Director participating in a meeting by remote conferencing shall be deemed to be physically present for purposes of determining whether a quorum is present at any meeting.

SECTION 11. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors who is not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. Adjournment and Notice of Rescheduled Meetings. A majority of the Directors present at a meeting of the Board, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of the rescheduled meeting shall be given to the Directors as provided in Section 8(b) of this Article. At the rescheduled meeting, the Board may transact any business that might have been transacted at the original meeting.

SECTION 13. Compensation and Reimbursement of Expenses. Directors and members of committees of the Board may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board, to be reasonable and necessary to carrying out the corporation's exempt purposes so long as such compensation and reimbursement of expenses is not excessive.

SECTION 14. Action Without Meeting. Any action permitted to be taken by the Board at a properly noticed and convened meeting may be taken without a meeting if a majority of the Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same effect as a majority vote of the Board at a properly noticed and convened meeting and shall be filed with the minutes of the proceedings of the Board.

SECTION 15. Committees. The Board may create one or more committees, each consisting of two or more persons as selected by the Board, at least one of whom is a Director, and delegate to such committees any of the authority of the Board except as set forth in subparagraphs (a) through (h) below. No such committee may:

(a) Approve any action for which the Nevada Revised Statutes require Board approval;

(b) Amend, alter or repeal these Bylaws;

(c) Elect, appoint, or remove any member of any such committee or any Director or Officer of the corporation;

(d) Amend or repeal the Articles, adopt a plan or merger or a plan of consolidation with another corporation;

(e) Authorize the sale, lease or exchange of all of the property and assets of the corporation;

(f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor;

(g) Adopt a plan for the distribution of the assets of the corporation; or

(h) Amend, alter or repeal any resolution of the Board unless it provides by its terms that it may be amended, altered or repealed by a committee.

Any such committee must be appointed by resolution adopted by a majority of the authorized number of Directors then in office and may be designated by such name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Each committee chair and each committee member shall serve for a one-year term commencing with the effective date of such election and concluding with the later of (i) the end of the corporation's fiscal year and (ii) the election and qualification of a successor. If a committee chair or committee member ceases to serve due to death, resignation, incapacity or removal, he or she may be replaced by a successor elected by a vote of the majority of the Board to serve for the balance of his or her predecessor's term.

SECTION 16. Advisory Board. The Board may appoint an Advisory Board consisting of a number to be determined by the Board from time to time. The Board shall have the power to appoint whomever they desire to be members of the Advisory Board but special consideration shall be given to descendants of Karl F. Kramer, Sr. and spouses of descendants of Karl F.

Kramer, Sr. The term of office, removal, and manner in which vacancies are filled shall be determined by the Board from time to time. The Advisory Board members appointed pursuant to these Bylaws shall have no decision-making authority. Their responsibilities shall be determined by the Board from time to time.

(a) Members of the Advisory Board shall be invited to attend meetings of the Board. If the Advisory Board members desire, they may hold separate meetings of the Advisory Board, with the understanding that no discussions held at such meetings shall in any way be construed as binding upon, or directing the activity of, the Board or Officers of the corporation. Minutes of any such meetings shall be prepared and distributed to all Advisory Board members and the Board.

(b) Advisory Board members shall be entitled to such compensation for their services as the Board shall determine from time to time. Travel expenses incurred by Advisory Board members in connection with attendance at meetings of the Board shall be reimbursed. Advisory Board members may be entitled to reimbursement for such other expenses as may be fixed or determined by the Board. All payments to Advisory Board members shall be made only if they are reasonable and necessary to carrying out the corporation's exempt purposes and are not excessive.

ARTICLE VII.

OFFICERS

SECTION 1. Officers. The Officers of the corporation shall be a President, a Secretary, and a Treasurer. The Treasurer may also be referred to as the Chief Financial Officer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article.

SECTION 2. Election of Officers. Unless otherwise determined at the time of election, the Officers of the corporation, shall be elected by the Board for a one-year term commencing with the effective date of such election. Unless otherwise determined by the Board, each Officer's term shall conclude with the later of (i) the end of the corporation's fiscal year and (ii) the election and qualification of a successor.

SECTION 3. Subordinate Officers. The Board may elect, or may empower the President to appoint, such other Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 4. Removal of Officers. Any Officer may be removed, either with or without cause, by the Board at any time. An Officer who was not elected by the Board may also be removed by any Officer upon whom such power of removal has been conferred by the Board.

Any removal of an Officer shall be without prejudice to the rights, if any, of the removed Officer under any contract of employment.

SECTION 5. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board; however, such resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of notice of such resignation or at any later time specified therein; and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

SECTION 7. Responsibilities of Officers.

(a) Chairman of the Board. The Chairman of the Board, if there shall be such an Officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. If there is no President, the Chairman of the Board shall, in addition, be the Chief Executive Officer of this corporation and shall have the powers and duties prescribed in Section 7(b) of this Article.

(b) President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an Officer, the President shall be the General Manager and Chief Executive Officer of the corporation and shall have, subject to the control of the Board, general supervision, direction, and control over the business and Officers of the corporation. The President shall, in the absence of the Chairman of the Board, or if there be none, preside at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

(c) Vice President. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

(d) Secretary. The Secretary shall have the following duties:

(i) Books of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office of the corporation and such other place as the Board may order, a book of minutes of all meetings and actions of the Board, and the committees of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board meetings and committee meetings, and the proceedings thereof.

(ii) Records of Directors. The Secretary shall keep, or cause to be kept, at the principal executive office of the corporation and such other place as the Board may order, a record of the corporation's Directors, showing the names of all Directors and their addresses.

(iii) Notices, Seals and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of any committees of the Board required by these Bylaws or by law to be given. The Secretary shall keep the seal of the corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

(e) Treasurer. The Treasurer shall have the following duties:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall at all times be open to inspection by any Director.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall cause all moneys and other valuables to be deposited in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the Board whenever they request it an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

(iii) Bond. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board, as the case may be, for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

(iv) Duties of President. In the absence or disability of the President, and if there be no Vice Presidents or if no Vice Presidents are present and available, the Treasurer shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

SECTION 8. Compensation and Reimbursement of Expenses. Officers may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board, to be reasonable and necessary to carrying out the corporation's exempt purposes so long as such compensation and reimbursement of expenses is not excessive.

ARTICLE VIII.

RECORDS AND REPORTS

SECTION 1. Maintenance of Corporate Records. The corporation shall keep the following records in its principal executive office:

(a) A copy of the corporation's Articles of Incorporation and all amendments thereto certified by the Nevada Secretary of State;

(b) A copy of these Bylaws and all amendments thereto certified by an Officer of the corporation;

(c) Minutes in written form of the proceedings of the Board and committees of the Board; and

(d) A record of its Directors, giving their names and addresses.

(e) Directors' Inspection Rights of Corporate Records. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. Inspection by a Director may be made in person, by an agent or by an attorney, and the right of inspection includes the right to copy and make extracts of documents but the Director must bear the cost thereof.

SECTION 2. Endorsement of Documents; Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any one or more Officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 3. Representation of Shares of other Corporations. The President or any other Officer or Officers authorized by the Board or the President is authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by such Officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said Officer.

ARTICLE IX.

INDEMNIFICATION AND INSURANCE

SECTION 1. Discretionary Indemnification in Actions by Third Parties. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that the person is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person:

(a) Is not liable pursuant to Nevada Revised Statutes 78.138; or

(b) Acted in good faith and in a manner which he or she reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to Nevada Revised Statutes 78.138 or did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation , or that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that the conduct was unlawful.

SECTION 2. Discretionary Indemnification in Actions by or on Behalf of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person:

(a) Is not liable pursuant to Nevada Revised Statutes 78.138; or

(b) Acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation.

Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

SECTION 3. Exercise of Discretion. Any discretionary indemnification pursuant to Section 1 or Section 2 of this Article may be made by the corporation only as authorized in the specific case upon a determination by the Board or by independent legal counsel in a written opinion that indemnification of the Director, Officer, employee or agent is proper in the circumstances. In making such determination, the Board shall seek to indemnify a Director, Officer, employee or agent of the corporation to the fullest extent permitted under Nevada Nonprofit Corporations law.

SECTION 4. Mandatory Indemnification. To the extent that a Director, Officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and Section 2 of this Article, or in defense of any claim issue or matter therein, the corporation shall indemnify him or her against expenses, including attorneys' fees, actually and reasonable incurred by him or her in connection with the defense.

SECTION 5. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is ultimately determined that the agent is entitled to be indemnified by the corporation under this Article.

SECTION 6. Contractual Rights Of Nondirectors And Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons, who are other than Directors and Officers of the corporation or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against the person and liability and expenses incurred by the person in his or her capacity as a Director, Officer, employee or agent, or arising out of his or her status as such, whether or not the corporation has the authority to indemnify such person against such liability and expenses. Notwithstanding the foregoing, the corporation shall not maintain insurance on behalf of any person if the maintenance of such insurance would subject the corporation to excise tax under the Code.

ARTICLE X.

EMERGENCY BYLAWS

SECTION 1. Modified Notice. During any emergency resulting from an attack on the United States or on a locality in which the corporation customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board cannot readily be convened for action, a meeting of the Board may be called by any Director or Officer. Such notice may be given only to such of the Directors as it may be feasible to reach at the time and by such means as may be feasible at the time.

SECTION 2. Modified Quorum for Action. The Directors in attendance at such a meeting shall constitute a quorum. If Directors are in attendance at the meeting, the Officers or other persons designated on a list approved by the Board, before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any such meeting, be deemed to be Directors for purposes of such meeting.

SECTION 3. Modified Succession and Move of Principal Office. The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, as the case may be, either before or during any such emergency, may, effective in the emergency, change the principal executive office or designate several alternative offices or authorize the Officers so to do.

ARTICLE XI.

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nevada Revised Statutes, as such laws shall exist from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes a natural person, corporation, partnership, joint venture, trust or other entity.

ARTICLE XII.

AMENDMENT

These Bylaws may be amended or repealed by the approval of the majority of the then authorized and acting Directors.

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

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* ·

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE KARL KIRCHGESSNER FOUNDATION C/O KATHY MCGRATH KRAMER	68-0530356
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 14431 VENTURA BLVD., NO. 266	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SHERMAN OAKS, CA 91423	

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

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

- The books are in the care of ▶ KATHLEEN MCGRATH KRAMER
  14431 VENTURA BLVD. #266 - SHERMAN OAKS, CA 91423
  Telephone No. ▶ 818-981-6710 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 FEBRUARY 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2013 , and ending JUN 30, 2014 .

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	$ 8,569.
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	$ 10,077.
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.