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**Return of Private Foundation**

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

**2013**

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

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

Name of foundation: **EDGERTON FOUNDATION**

A Employer identification number: **91-2160742**

Number and street (or P O box number if mail is not delivered to street address): **9454 WILSHIRE BLVD, 4TH FLOOR**

Room/suite: \_\_\_\_\_

B Telephone number: **310-288-4252**

City or town, state or province, country, and ZIP or foreign postal code: **BEVERLY HILLS, CA 90212**

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.  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): **\$ 116,791,440.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		235,854.	235,854.		STATEMENT 1
4 Dividends and interest from securities		970,427.	970,427.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,611,986.			
b Gross sales price for all assets on line 8a		13,476,396.			
7 Capital gain net income (from Part IV, line 2)			8,611,986.		
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		190,977.	190,977.		STATEMENT 3
12 Total. Add lines 1 through 11		10,009,244.	10,009,244.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		81,313.	26,073.		55,240.
c Other professional fees		171,286.	171,286.		0.
17 Interest		68,940.	68,940.		0.
18 Taxes		133,818.	13,818.		0.
19 Depreciation and depletion					
20 Occupancy		13,350.	0.		13,350.
21 Travel, conferences, and meetings		45,330.	0.		45,330.
22 Printing and publications					
23 Other expenses		2,054,569.	1,892,368.		152,842.
24 Total operating and administrative expenses. Add lines 13 through 23		2,568,606.	2,172,485.		266,762.
25 Contributions, gifts, grants paid		4,592,189.			4,592,189.
26 Total expenses and disbursements. Add lines 24 and 25		7,160,795.	2,172,485.		4,858,951.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,848,449.			
b Net investment income (if negative, enter -0-)			7,836,759.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,149,648.	838,257.	838,257.
	2 Savings and temporary cash investments	411,276.	9,277,720.	9,277,720.
	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 STMT 8	30,163,003.	30,871,986.	37,992,162.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	52,726,928.	47,411,926.	68,683,271.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ SECURITY DEPOSITS )	0.	30.	30.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	85,450,855.	88,399,919.	116,791,440.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	190,205.	290,820.	
	23 Total liabilities (add lines 17 through 22)	190,205.	290,820.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	70,990,812.	70,990,812.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	14,269,838.	17,118,287.		
30 Total net assets or fund balances	85,260,650.	88,109,099.		
31 Total liabilities and net assets/fund balances	85,450,855.	88,399,919.		

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	85,260,650.
2 Enter amount from Part I, line 27a	2	2,848,449.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	88,109,099.
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	88,109,099.

**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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e	13,476,396.	4,864,410.	8,611,986.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			8,611,986.	
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	8,611,986.
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	5,196,718.	98,645,193.	.052681
2011	4,153,854.	93,882,903.	.044245
2010	3,990,077.	88,986,351.	.044839
2009	4,105,266.	80,192,774.	.051192
2008	2,183,018.	78,922,605.	.027660
2 Total of line 1, column (d)			.220617
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			.044123
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			107,064,006.
5 Multiply line 4 by line 3			4,723,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)			78,368.
7 Add lines 5 and 6			4,802,353.
8 Enter qualifying distributions from Part XII, line 4			4,858,951.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	78,368.
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	78,368.
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	78,368.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	80,781.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	80,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	160,781.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	82,413.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 82,413. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRADFORD W. EDGERTON, M.D.</u> Telephone no. ► <u>310-288-4272</u> Located at ► <u>9454 WILSHIRE BLVD., 4TH FLOOR, BEVERLY HILLS, CA</u> ZIP+4 ► <u>90212</u>			
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   <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <u>N/A</u>	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 propoganda, 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53 4945-5(d) N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
BRADFORD W. EDGERTON, M.D. 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	PRESIDENT 20.00	0.	0.	0.
LOUISE D. EDGERTON 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212	SECRETARY/TREASURER 20.00	0.	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
GIBSON CAPITAL, LLC - 6600 BROOKTREE COURT, #2200, WEXFORD, PA 15090	INVESTMENT ADVISORY	144,825.
NSBN LLP - 9454 WILSHIRE BLVD, 4TH FLOOR, BEVERLY HILLS, CA 90212	ACCOUNTING SERVICES	65,183.

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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**Part X**

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	104,545,857.
<b>b</b> Average of monthly cash balances	<b>1b</b>	4,148,535.
<b>c</b> Fair market value of all other assets	<b>1c</b>	30.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	108,694,422.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	108,694,422.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,630,416.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	107,064,006.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	5,353,200.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	5,353,200.
<b>2a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	78,368.
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	78,368.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	5,274,832.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b> Add lines 3 and 4	<b>5</b>	5,274,832.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	5,274,832.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,858,951.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,858,951.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	78,368.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	4,780,583.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				5,274,832.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			4,025,115.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,858,951.				
<b>a</b> Applied to 2012, but not more than line 2a			4,025,115.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				833,836.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				4,440,996.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED GRANT SCHEDULE				4,592,189.
<b>Total</b>			<b>▶ 3a</b>	4,592,189.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.





**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 BERNZOTT CAPITAL	P	VARIOUS	VARIOUS
b SUMMIT HEDGE FUND	P	VARIOUS	VARIOUS
c VOYAGER HEDGE FUND	P	VARIOUS	VARIOUS
d K-1: PARK STREET CAPITAL VI, LP	P	VARIOUS	VARIOUS
e K-1: PARK STREET CAPITAL VII, LP	P	VARIOUS	VARIOUS
f K-1: PARK STREET CAPITAL VIII, LP	P	VARIOUS	VARIOUS
g K-1: PARK STREET NRF III, LP	P	VARIOUS	VARIOUS
h K-1: PARK STREET NRF III (AIV), LP	P	VARIOUS	VARIOUS
i K-1: PARK STREET NRF V, LP	P	VARIOUS	VARIOUS
j K-1: CAPITAL DYNAMICS IV, LP	P	VARIOUS	VARIOUS
k K-1: CAPITAL DYNAMICS V, LP	P	VARIOUS	VARIOUS
l K-1: HRJ CAPITAL VC V (FOREIGN) LP	P	VARIOUS	VARIOUS
m K-1: PRIVATE EQUITY INV FUND IV, LP	P	VARIOUS	VARIOUS
n K-1: RCP FUND II, LP	P	VARIOUS	VARIOUS
o K-1: RCP FUND III, LP	P	VARIOUS	VARIOUS

(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 1,500,091.		974,486.	525,605.
b 6,000,000.		3,864,866.	2,135,134.
c 3,496.		14,992.	<11,496.>
d 963,731.			963,731.
e 346,712.			346,712.
f 498,502.			498,502.
g 99,311.			99,311.
h 15,653.			15,653.
i		10,066.	<10,066.>
j 621,361.			621,361.
k 394,429.			394,429.
l 4,534.			4,534.
m 1,068.			1,068.
n 604,233.			604,233.
o 430,849.			430,849.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			525,605.
b			2,135,134.
c			<11,496.>
d			963,731.
e			346,712.
f			498,502.
g			99,311.
h			15,653.
i			<10,066.>
j			621,361.
k			394,429.
l			4,534.
m			1,068.
n			604,233.
o			430,849.

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	
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	

**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 K-1: RCP FUND IV, LP	P	VARIOUS	VARIOUS
b K-1: RCP FUND V, LP	P	VARIOUS	VARIOUS
c K-1: RCP FUND VII, LP	P	VARIOUS	VARIOUS
d K-1: RCP SECONDARY OPP FUND II, LP	P	VARIOUS	VARIOUS
e K-1: POMONA CAPITAL VIII, LP	P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 363,536.			363,536.
b 188,585.			188,585.
c 189,692.			189,692.
d 10,316.			10,316.
e 173,195.			173,195.
f 1,067,102.			1,067,102.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			363,536.
b			188,585.
c			189,692.
d			10,316.
e			173,195.
f			1,067,102.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	8,611,986.
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

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK ( 2 ACCOUNTS)	292.	292.	
FIDELITY	54,062.	54,062.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	2,863.	2,863.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	4,413.	4,413.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	795.	795.	
K-1 - PARK STREET CAPITAL FUND VI, LP	12,167.	12,167.	
K-1 - PARK STREET CAPITAL FUND VII, LP	17,321.	17,321.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	23,917.	23,917.	
K-1 - PARK STREET CAPITAL FUND X, LP	2,054.	2,054.	
K-1 - PARK STREET CAPITAL NRF III, LP	3,078.	3,078.	
K-1 - PARK STREET CAPITAL NRF V, LP	751.	751.	
K-1 - POMONA CAPITAL VIII LP	17,594.	17,594.	
K-1 - PRIVATE EQUITY INV. FUND IV, LP	2,452.	2,452.	
K-1 - RCP FUND II, LP	19,072.	19,072.	
K-1 - RCP FUND III, LP	18,682.	18,682.	
K-1 - RCP FUND IV, LP	31,180.	31,180.	
K-1 - RCP FUND V, LP	21,857.	21,857.	
K-1 - RCP FUND VII, LP	2,943.	2,943.	
K-1 - RCP FUND VIII, LP	346.	346.	
K-1 - RCP SECONDARY OPPORTUNITY FUND II, LP	15.	15.	
TOTAL TO PART I, LINE 3	235,854.	235,854.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNZOTT CAPITAL ADVISOR	52,159.	0.	52,159.	52,159.	
CHARLES SCHWAB	126,364.	126,364.	0.	0.	
FIDELITY	1,385,875.	940,738.	445,137.	445,137.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	23,448.	0.	23,448.	23,448.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	926.	0.	926.	926.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	915.	0.	915.	915.	
K-1 - PARK STREET CAPITAL FUND VI, LP	77,035.	0.	77,035.	77,035.	
K-1 - PARK STREET CAPITAL FUND VII, LP	33,758.	0.	33,758.	33,758.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	41,634.	0.	41,634.	41,634.	
K-1 - PARK STREET CAPITAL FUND X, LP	624.	0.	624.	624.	
K-1 - PARK STREET CAPITAL NRF III, LP	323.	0.	323.	323.	
K-1 - PARK STREET CAPITAL NRF V, LP	321.	0.	321.	321.	
K-1 - POMONA CAPITAL VIII, LP	27,050.	0.	27,050.	27,050.	
K-1 - PRIVATE EQUITY INV. FUND IV, LP	17,154.	0.	17,154.	17,154.	
K-1 - RCP FUND II, LP	30,123.	0.	30,123.	30,123.	
K-1 - RCP FUND III, LP	42,157.	0.	42,157.	42,157.	
K-1 - RCP FUND IV, LP	106,141.	0.	106,141.	106,141.	
K-1 - RCP FUND V, LP	57,977.	0.	57,977.	57,977.	
K-1 - RCP FUND VII, LP	10,761.	0.	10,761.	10,761.	
K-1 - RCP FUND VIII, LP	26.	0.	26.	26.	
K-1 - RCP SECONDARY OPP FUND II, LP	2,758.				

		0.	2,758.	2,758.
TO PART I, LINE 4	2,037,529.	1,067,102.	970,427.	970,427.

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FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - PARK STREET CAPITAL FUND VII, LP	792.	792.	
K-1 - RCP FUND II, LP	14,444.	14,444.	
K-1 - PARK STREET CAPITAL FUND VI, LP	845.	845.	
K-1 - PARK STREET CAPITAL FUND VI, LP	10,659.	10,659.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	1,204.	1,204.	
K-1 - PRIVATE EQUITY INV FUND	34.	34.	
K-1 - RCP FUND III, LP	1,671.	1,671.	
K-1 - RCP FUND IV, LP	546.	546.	
K-1 - PARK STREET CAPITAL NRF III, LP	49,116.	49,116.	
K-1 - PARK STREET CAPITAL NRF III, LP	8.	8.	
K-1 - PARK STREET CAPITAL FUND VII, LP	38,544.	38,544.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	17,398.	17,398.	
K-1 - PARK STREET CAPITAL NRF III, LP	3,325.	3,325.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	1,462.	1,462.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	8,414.	8,414.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	4,612.	4,612.	
K-1 - RCP FUND V, LP	1,648.	1,648.	
K-1 - RCP FUND V, LP	46.	46.	
K-1 - PARK STREET CAPITAL NRF V, LP	3,494.	3,494.	
K-1 - RCP FUND II, LP	2.	2.	
K-1 - RCP FUND VII, LP	745.	745.	
K-1 - PARK STREET CAPITAL FUND X, LP	446.	446.	
K-1 - POMONA CAPITAL VIII, LP	1,636.	1,636.	
K-1 - PARK STREET CAPITAL NRF V, LP	28,765.	28,765.	
MISCELLANEOUS INCOME	1,038.	1,038.	
K-1 - POMONA CAPITAL VIII, LP	83.	83.	
TOTAL TO FORM 990-PF, PART I, LINE 11	190,977.	190,977.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	81,313.	26,073.		55,240.
TO FORM 990-PF, PG 1, LN 16B	81,313.	26,073.		55,240.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	171,286.	171,286.		0.
TO FORM 990-PF, PG 1, LN 16C	171,286.	171,286.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,954.	5,954.		0.
STATE TAXES FROM K-1S	7,864.	7,864.		0.
FEDERAL TAXES	120,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	133,818.	13,818.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS & PUBLICATIONS	3,090.	0.		3,090.
COMPUTER SUPPLIES	5,258.	1,052.		4,206.
CONSULTING	26,500.	0.		26,500.
DUES	990.	0.		990.
INSURANCE	6,498.	0.		6,498.

EDGERTON FOUNDATION

91-2160742

INTERNET SERVICES	7,754.	1,551.	6,203.
LICENSE AND PERMITS	309.	0.	309.
MEALS	9,902.	0.	9,902.
OFFICE EXPENSE	2,024.	0.	2,024.
OUTSIDE SERVICES	42,037.	0.	42,037.
POSTAGE AND DELIVERY	500.	0.	500.
TELEPHONE	6,060.	0.	6,060.
NON-DEDUCTIBLE EXPENSES FROM			
K-1S	9,359.	0.	0.
BANK CHARGES	1,791.	0.	1,791.
STORAGE	1,776.	0.	1,776.
UTILITIES	175.	0.	175.
DEDUCTIONS - PORTFOLIO FROM			
PASSTHROUGH K-1S	1,593,339.	1,593,339.	0.
DEDUCTIONS - OTHER FROM			
PASSTHROUGH K-1S	296,426.	296,426.	0.
AUTO EXPENSES	72.	0.	72.
ADVERTISING & PROMOTIONS	2,887.	0.	2,887.
GRANT COMPLIANCE			
VERIFICATION	37,822.	0.	37,822.
TO FORM 990-PF, PG 1, LN 23	<u>2,054,569.</u>	<u>1,892,368.</u>	<u>152,842.</u>

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERNZOTT CAPITAL ADVISORS - COMMON STOCK	3,346,585.	4,489,250.
CHARLES SCHWAB - COMMON STOCK	3,143,673.	4,829,844.
T. ROWE PRICE	2,500.	3,657.
FAIRHOLME FUND	2,442.	4,360.
HOTCHKIS & WILEY ALL CAP VALUE	2,886,530.	4,197,033.
DFA U.S. SMALL CAP VALUE	2,939,290.	3,984,778.
DFA REAL ESTATE SECURITIES	1,986,657.	2,582,287.
PARNASSUS SMALL CAP FUND	3,000,000.	3,426,056.
PIMCO REAL ESTATE REAL RETURN STRATEGY	2,973,035.	2,750,025.
BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND	3,664,169.	3,343,243.
DFA U.S. LARGE CAP VALUE	3,000,035.	4,683,503.
PIMCO COMMODITY REAL RETURN STRATEGY INS.	3,927,070.	3,698,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>30,871,986.</u>	<u>37,992,162.</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUMMIT PRIVATE INV.	COST	6,932,913.	10,941,894.
VOYAGER ADVANTAGE	COST	3,695.	824.
CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	COST	3,709,631.	3,998,611.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CAPITAL VENTURES IV, L.P.	COST	<1,353,145.>	0.
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES IV	COST	508,611.	0.
PARK STREET CAPITAL VI, LP	COST	4,721,245.	5,290,388.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VI, L.P.	COST	<1,544,096.>	0.
SUSPENDED LOSSES - PARK ST. VI	COST	612,824.	0.
RCP FUND II, LP	COST	1,156,976.	1,432,013.
SUSPENDED LOSSES - RCP FUND II	COST	358,461.	0.
RCP FUND III, LP	COST	2,046,595.	2,940,130.
BOOK/TAX DIFFERENCE - RCP FUND III, L.P.	COST	<1,306.>	0.
SUSPENDED LOSSES - RCP FUND III	COST	427,926.	0.
PARK STREET CAPITAL VII, LP	COST	5,181,671.	5,530,064.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VII, L.P.	COST	<1,507,723.>	0.
SUSPENDED LOSSES - PARK ST. VII	COST	328,918.	0.
PRIVATE EQUITY INV FUND IV, LP	COST	3,330,710.	3,397,515.
BOOK/TAX DIFFERENCE - PRIVATE EQUITY INV. FUND IV, L.P.	COST	<1,272,822.>	0.
SUSPENDED LOSSES - PRIVATE EQUITY IV	COST	519,916.	0.
RCP FUND IV, LP	COST	2,882,465.	5,763,683.
BOOK/TAX DIFFERENCE - RCP FUND IV, L.P.	COST	14,076.	0.
SUSPENDED LOSSES - RCP FUND IV	COST	717,590.	0.
RCP FUND V, LP	COST	4,069,375.	6,182,573.
BOOK/TAX DIFFERENCE - RCP FUND V, L.P.	COST	<4,756.>	0.
SUSPENDED LOSSES - RCP FUND V	COST	222,375.	0.
PARK STREET CAPITAL NRF III, LP	COST	2,875,552.	3,019,939.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF III, L.P.	COST	<611,275.>	0.
SUSPENDED LOSSES - PARK STREET NRF III, L.P.	COST	<76,905.>	0.
PARK STREET CAPITAL VIII, LP	COST	6,382,170.	6,997,158.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VIII, L.P.	COST	<3,093,592.>	0.
SUSPENDED LOSSES - PARK ST. VIII	COST	89,823.	0.
CAPITAL DYNAMICS CHAMPION VENTURES V, LP	COST	3,890,009.	4,157,586.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	<1,979,493.>	0.

EDGERTON FOUNDATION

91-2160742

SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	238,286.	0.
HRJ CAPITAL VC V (FOREIGN), LP	COST	890,159.	989,317.
BOOK/TAX DIFFERENCE - HRJ CAPITAL VC V (FOREIGN), L.P.	COST	<402,989.>	0.
SUSPENDED LOSSES - HRJ CAPITAL VC V(FOREIGN)	COST	125,881.	0.
RCP FUND VII, LP	COST	1,224,600.	1,433,983.
SUSPENDED LOSSES - RCP FUND VII LP	COST	<3,884.>	0.
PARK STREET CAPITAL NRF V, LP	COST	1,297,097.	1,323,863.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF V, LP	COST	22,316.	0.
PARK STREET CAPITAL X, LP	COST	2,255,471.	2,458,794.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL X, LP	COST	<158,682.>	0.
SUSPENDED LOSSES - PARK STREET X, LP	COST	4,584.	0.
RCP FUND VIII, LP	COST	501,664.	489,545.
RCP SECONDARY OPP FUND II	COST	513,016.	517,239.
SUSPENDED LOSSES - PARK STREET CAPITAL NRF V, LP	COST	<5,342.>	0.
SUSPENDED LOSSES - RCP FUND VIII, LP	COST	528.	0.
RCP FUND IX, LP	COST	30,000.	30,000.
PARK STREET CAPITAL XI, LP	COST	250,000.	265,160.
POMONA CAPITAL VIII, LP	COST	1,495,066.	1,522,992.
BOOK/TAX DIFFERENCE - POMONA CAPITAL VIII	COST	<426,377.>	0.
SUSPENDED LOSSES - POMONA CAPITAL VIII	COST	22,118.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>47,411,926.</u>	<u>68,683,271.</u>

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS PAYABLE	190,205.	290,820.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>190,205.</u>	<u>290,820.</u>

# Edgerton Foundation

## Grants

July 2013 to June 30, 2014

Recipient Name	Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
Alliance Theatre	1280 Peachtree St N E , Atlanta, GA, 30309	Public Charity	Public Support of Organization Mission	None	74,000 00
American Blues Theatre	1016 N dearborn Street, Chicago, IL 60610	Public Charity	Public Support of Organization Mission	None	7,000 00
American Repertory Theatre	64 Brattle St , Cambridge, MA, 02138	Public Charity	Public Support of Organization Mission	None	53,000 00
Arena Stage	1101 6th St , S W Washington, DC 20024	Public Charity	Public Support of Organization Mission	None	94,000 00
Atlantic Theater Compnay	76 Ninth Ave #537, New York, NY 10011	Public Charity	Public Support of Organization Mission	None	26,000 00
Bereavement Center of Westchester	Development Department 69 Main Street, Tuckahoe, NY, 10707	Public Charity	Public Support of Organization Mission	None	1,000 00
California Art Club	75 South Grand Ave Pasadena, CA 91105	Public Charity	Public Support of Organization Mission	None	1,500 00
California Community Foundation	445 S Figueroa Street Suite 3400, Los Angeles, CA, 90071	Public Charity	Public Support of Organization Mission	None	1,760,000 00
Carey Institute of Ecosystem Studies	P O Box AB, Milbrook, NY 12545	Public Charity	Public Support of Organization Mission	None	3,000 00
Catalytic Diplomacy	5615 Warwick Place , Chevy Chase, MD, 20815	Public Charity	Public Support of Organization Mission	None	10,000 00
Center Theatre Group	601 West Temple Street , Los Angeles, CA, 90012	Public Charity	Public Support of Organization Mission	None	82,400 00
Dallas Theater	2400 Flora Street Dallas, TX 75201	Public Charity	Public Support of Organization Mission	None	60,000 00
Denver Center Theatre Co	1101 13th St , Denver, CO, 80204	Public Charity	Public Support of Organization Mission	None	12,000 00
Episcopal Schol of Los Angeles	6325 Santa Monica Blvd Los Angeles, CA 90038	Public Charity	Public Support of Organization Mission	None	5,000 00
Foxcroft School	P O 5555 , Middleburg, VA, 20118	Public Charity	Public Support of Organization Mission	None	11,000 00
Friends of Old Croton Aqueduct	PO 182 , Hastings on Hudson, NY, 10706	Public Charity	Public Support of Organization Mission	None	1,000 00
Friends Peace Team	C/O Kathy Wright 1001 Park Ave , St Louis, MO, 63104	Public Charity	Public Support of Organization Mission	None	2,000 00
Geffen Playhouse	10886 Le Conte Ave Los Angeles, CA 90024	Public Charity	Public Support of Organization Mission	None	88,500 00
Geva Theater	75 Woodbury Blvd Rochester, NY 14607	Public Charity	Public Support of Organization Mission	None	17,000 00
Goodman Theatre	170 North Dearborn , Chicago, IL, 60601	Public Charity	Public Support of Organization Mission	None	50,000 00
Harvard-Westlake School	700 North Fanning Road Los Angeles, CA 90077	Public Charity	Public Support of Organization Mission	None	51,500 00
Hastings on Hudson Public Library	7 Maple Ave , Hasting on Hudson, NY, 10706	Public Charity	Public Support of Organization Mission	None	3,000 00
International Medical Corps	1919 Santa Monica Blvd Suite 400 , Santa Monica, CA, 90404	Public Charity	Public Support of Organization Mission	None	258,000 00
La Jolla Playhouse	P O Box 12039 La Jolla, CA 92039	Public Charity	Public Support of Organization Mission	None	13,000 00
LACMA	5905 Wilshire Blvd , Los Angeles, CA, 90036	Public Charity	Public Support of Organization Mission	None	40,000 00
Les Amies	3278 Primera Place Los Angeles, CA 90068	Public Charity	Public Support of Organization Mission	None	2,000 00
Lincoln Center Theater	150 West 65th Street New York, NY 10023	Public Charity	Public Support of Organization Mission	None	38,000 00
Los Angeles Philharmonic Association	151 South Grand Avenue , Los Angeles, CA, 90012	Public Charity	Public Support of Organization Mission	None	161,950 00
Magic Theater	Fort Mason Center Bldg D, San Francisco, CA 94123	Public Charity	Public Support of Organization Mission	None	21,000 00
Manhattan Theatre Club	311 W 43rd Street 8th Floor , New York, NY, 10036	Public Charity	Public Support of Organization Mission	None	111,000 00
Music Center	135 North Grand Ave , Los Angeles, CA, 90012	Public Charity	Public Support of Organization Mission	None	27,500 00
National Corporation Theater Fund	505 Eighth Ave Suite 2303 New York, NY 10018	Public Charity	Public Support of Organization Mission	None	328,000 00
New Hampshire Foundation	37 Pleasant St , Concord, NH, 03301	Public Charity	Public Support of Organization Mission	None	11,000 00
New Jersey Repertory Co	179 Broadway, Long Branch, NJ 07740	Public Charity	Public Support of Organization Mission	None	14,000 00
New York City Center	130 West 56th Street , New York, NY, 10019	Public Charity	Public Support of Organization Mission	None	4,000 00
Northlight Theatre	9501 Skokie Blvd Skokie, IL 60077	Public Charity	Public Support of Organization Mission	None	15,000 00

# Edgerton Foundation Grants

July 2013 to June 30, 2014

Recipient Name	Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Recipient Relationship	Amount
Occidental College	1600 Campus Road , Los Angeles, CA, 90041	Public Charity	Public Support of Organization Mission	None	165,500 00
Old Globe Theatre	PO Box 122171 , San Diego, CA, 92112-2171	Public Charity	Public Support of Organization Mission	None	146,000 00
Olney Theatre Center	2001 Olney-Sandy Spring Road, Olney, MD 20832	Public Charity	Public Support of Organization Mission	None	47,000 00
Oregon Shakespeare Festival	PO Box 158 , Ashland, OR, 97520	Public Charity	Public Support of Organization Mission	None	207,500 00
Pacific Council on International Policy	801 S Figueroa St Suite 1130, Los Angeles, CA, 90017	Public Charity	Public Support of Organization Mission	None	112,000 00
Peromance Network	120 E Huron Street Ann Arbor, MI 48104	Public Charity	Public Support of Organization Mission	None	13,000 00
Portland Stage Company	PO Box 1458 , Portland, ME, 04104	Public Charity	Public Support of Organization Mission	None	9,000 00
Primary Stages	307 W 38th Street #1510 New York, NY 10018	Public Charity	Public Support of Organization Mission	None	16,000 00
Princeton Environmental Institute	Princeton University, Princeton, NJ 08544	Public Charity	Public Support of Organization Mission	None	73,000 00
Robert M. Hoffman Foundation Cancer	7917 Ostrow Street, San Diego, CA 92111	Public Charity	Public Support of Organization Mission	None	1,000 00
Salt Lake Acting Co	168 W 500 North, Salt Lake City, UT 84103	Public Charity	Public Support of Organization Mission	None	12,000 00
San Jose Repertory	101 Paseo De San Antonio San Jose, CA 95113	Public Charity	Public Support of Organization Mission	None	32,000 00
Santa Monica Baykeeper	120 Broadway, Suite 105 , Santa Monica, CA, 90401	Public Charity	Public Support of Organization Mission	None	30,900 00
Seattle Repertory Theatre	155 Mercer Street P O Box 900923 Seattle, WA 98109	Public Charity	Public Support of Organization Mission	None	12,000 00
Shakespeare & Company	70 Kemble Street Lenox, MA 01240	Public Charity	Public Support of Organization Mission	None	11,000 00
South Coast Repertory	655 Town Center Drive , Costa Mesa, CA, 92626	Public Charity	Public Support of Organization Mission	None	30,000 00
Southern Cal Grantmakers	1000 N Alameda #230 , Los Angeles, CA, 90012	Public Charity	Public Support of Organization Mission	None	7,650 00
Steppenwolf Theatre Co	758 W North Ave 4th Fl, Chicago, IL, 60610	Public Charity	Public Support of Organization Mission	None	18,000 00
The Arboretum	301 N Baldwin Avenue , Arcadia, CA, 91007-2697	Public Charity	Public Support of Organization Mission	None	5,000 00
The Painted Turtle	17000 Elizabeth Lake Road, Lake Hughes, CA 93532	Public Charity	Public Support of Organization Mission	None	1,000 00
Theatre Communications Group	520 8th Avenue, 24th Floor , New York, NY, 10018-4156	Public Charity	Public Support of Organization Mission	None	82,400 00
Victory Gardens	2257 N Lincoln Ave , Chicago, IL, 60614-3717	Public Charity	Public Support of Organization Mission	None	29,000 00
Vineyard Theater	108 East 15th Street, New York, NY 10003	Public Charity	Public Support of Organization Mission	None	32,000 00
Virginia Organizing Project	703 Concord Ave Charlottesville, VA 22903	Public Charity	Public Support of Organization Mission	None	41,889 00
				<b>TOTAL</b>	<b>4,592,189.00</b>

E1240

Form **8868**  
(Rev. January 2014)

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

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

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

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

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>EDGERTON FOUNDATION</b>	Employer identification number (EIN) or <b>91-2160742</b>
	Number, street, and room or suite no. If a P O box, see instructions. <b>9454 WILSHIRE BLVD, 4TH FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BEVERLY HILLS, CA 90212</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

**BRADFORD W. EDGERTON, M.D.**

• The books are in the care of ► **9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212**  
Telephone No. ► **310-288-4272** 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  
►  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	\$ <b>160,781.</b>
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	\$ <b>80,781.</b>
c <b>Balance due.</b> 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	\$ <b>80,000.</b>

**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

X

E12PO

Form **8868**  
(Rev. January 2014)

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	EDGERTON FOUNDATION	91-2160742
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions	9454 WILSHIRE BLVD, 4TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BEVERLY HILLS, CA 90212	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

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 7004	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

BRADFORD W. EDGERTON, M.D.

• The books are in the care of ► **9454 WILSHIRE BLVD., 4TH FLOOR - BEVERLY HILLS, CA 90212**  
Telephone No. ► **310-288-4272** 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 **MAY 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

►  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	\$	0.
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	\$	0.
c	<b>Balance due.</b> 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

X