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Return of Private Foundation

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

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

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

Name of foundation: **WALLIS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1880 CENTURY PARK EAST**

Room/suite: **950**

City or town, state or province, country, and ZIP or foreign postal code: **LOS ANGELES, CA 90067**

A Employer identification number: **95-6027469**

B Telephone number: **(310) 277-3633**

C If exemption application is pending, check here

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

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

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

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

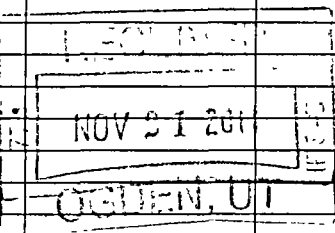
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 14,393,146.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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		67.	67.		STATEMENT 1
4 Dividends and interest from securities		219,078.	204,785.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,155,821.			
b Gross sales price for all assets on line 6a 14,937,663.					
7 Capital gain net income (from Part IV, line 2)			1,155,821.		
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		119,174.	119,174.		STATEMENT 3
12 Total. Add lines 1 through 11		1,494,140.	1,479,847.		
13 Compensation of officers, directors, trustees, etc		48,000.	20,000.		24,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		7,169.	2,366.		932.
b Accounting fees STMT 5		84,000.	67,200.		0.
c Other professional fees STMT 6		152,838.	68,838.		94,000.
17 Interest					
18 Taxes STMT 7		18,718.	565.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,359.	2,680.		2,679.
22 Printing and publications					
23 Other expenses STMT 8		64,752.	11.		2,019.
24 Total operating and administrative expenses. Add lines 13 through 23		380,836.	161,660.		123,630.
25 Contributions, gifts, grants paid		3,835,688.			3,835,688.
26 Total expenses and disbursements. Add lines 24 and 25		4,216,524.	161,660.		3,959,318.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,722,384.			
b Net investment income (if negative, enter -0-)			1,318,187.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,546,490.	2,167,373.	2,167,373.
	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 STMT 9	7,187,910.	3,545,814.	3,540,528.
	b Investments - corporate stock STMT 10	2,589,639.	2,753,527.	2,922,769.
	c Investments - corporate bonds STMT 11	3,348,548.	4,525,606.	4,511,498.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 12	40,000.	0.	0.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 13)	3,095.	978.	1,250,978.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	15,715,682.	12,993,298.	14,393,146.	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,715,682.	12,993,298.	
30 Total net assets or fund balances	15,715,682.	12,993,298.		
31 Total liabilities and net assets/fund balances	15,715,682.	12,993,298.		

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	15,715,682.
2 Enter amount from Part I, line 27a	2	-2,722,384.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,993,298.
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	12,993,298.

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 PUBLICLY TRADED SECURITIES		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 14,937,663.		13,781,842.	1,155,821.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,155,821.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 1,155,821.
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	4,016,457.	18,329,148.	.219129
2011	4,132,580.	19,876,148.	.207917
2010	4,102,426.	24,880,783.	.164883
2009	4,370,057.	28,840,295.	.151526
2008	4,126,201.	29,892,955.	.138033
2 Total of line 1, column (d)			2 .881488
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 .176298
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,134,368.
5 Multiply line 4 by line 3			5 2,668,159.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,182.
7 Add lines 5 and 6			7 2,681,341.
8 Enter qualifying distributions from Part XII, line 4			8 3,959,318.

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	13,182.
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	13,182.
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	13,182.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,000.
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	14,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6.
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	812.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 812. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity... 12 Did the foundation make a distribution to a donor advised fund... 13 Did the foundation comply with the public inspection requirements... 14 The books are in care of MANN, GELON, GLODNEY & AUGENSTEIN... 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041... 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?

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. 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) 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 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? 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? 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.) 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? 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.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?

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)? Yes No **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? Yes No **N/A**

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? Yes No 6b **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? Yes No **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
MICHAEL SACK 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	CFO/DIRECTOR 5.00	16,000.	0.	0.
JEFFREY GLASSMAN 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	SEC'Y/DIRECTOR 5.00	16,000.	0.	0.
BETH WALLIS 1880 CENTURY PARK EAST, 950 LOS ANGELES, CA 90067	PRESIDENT/DIRECTOR 5.00	16,000.	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
MANN, GELON, GLODNEY & AUGENSTEIN, A.P.C. - 1880 CENTURY PARK E #950, LOS ANGELES, CA	ACCOUNTING, TAX & GRANT ADMN SERVICES	168,000.

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	12,963,639.
b	Average of monthly cash balances	1b	1,127,120.
c	Fair market value of all other assets	1c	1,274,082.
d	Total (add lines 1a, b, and c)	1d	15,364,841.
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	15,364,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,134,368.
6	Minimum investment return. Enter 5% of line 5	6	756,718.

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	756,718.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,182.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,182.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	743,536.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	743,536.
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	743,536.

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	3,959,318.
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	3,959,318.
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	13,182.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,946,136.

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				743,536.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,652,179.			
b From 2009	2,949,770.			
c From 2010	2,887,027.			
d From 2011	3,152,721.			
e From 2012	3,118,842.			
f Total of lines 3a through e	14,760,539.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,959,318.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				743,536.
e Remaining amount distributed out of corpus	3,215,782.			
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:	17,976,321.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	2,652,179.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,324,142.			
10 Analysis of line 9:				
a Excess from 2009	2,949,770.			
b Excess from 2010	2,887,027.			
c Excess from 2011	3,152,721.			
d Excess from 2012	3,118,842.			
e Excess from 2013	3,215,782.			

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		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>			THE FOUNDATION'S PURPOSE OF ALL	
			CONTRIBUTIONS IS TO AID AND PROMOTE	
			CHARITABLE, EDUCATIONAL, SCIENTIFIC	
SEE ATTACHED STATEMENT OF CONTRIBUTIONS	N/A	PUBLIC	AND RELIGIOUS PROJECTS,	3,835,688.
Total				▶ 3a 3,835,688.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

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
FIRST REPUBLIC BANK - GRANT	45.	45.	
FIRST REPUBLIC BANK - OPERATING	3.	3.	
JP MORGAN CHASE	19.	19.	
TOTAL TO PART I, LINE 3	67.	67.	

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
3M CO	597.	0.	597.	597.	
ABERDEEN ASIA PACIFIC	2,159.	0.	2,159.	2,159.	
ACCENTURE LTD	921.	0.	921.	921.	
ALTRIA GROUP INC	488.	0.	488.	488.	
AMERICAN EXPRESS	282.	0.	282.	282.	
AMERISOURCEBERGEN	157.	0.	157.	157.	
ASTRAZENECA PLC	315.	0.	315.	315.	
AT&T INC	432.	0.	432.	432.	
AUTO DATA PROCESSING	65.	0.	65.	65.	
BANK OF NEW YORK MELLON	645.	0.	645.	645.	
BCE INC.	392.	0.	392.	392.	
BOEING CO	63.	0.	63.	63.	
CHEVRON CORP	145.	0.	145.	145.	
CISCO SYSTEMS	226.	0.	226.	226.	
COMERICA INC.	480.	0.	480.	480.	
CONOCOPHILLIPS CORPORATE SECURITIES	87,471.	0.	87,471.	87,471.	
COVIDIEN LIMITED	525.	0.	525.	525.	
DEVON ENERGY	225.	0.	225.	225.	
DFA EMERGING MKTS CORE	1,946.	0.	1,946.	1,946.	
DFA INTL SMALL CAP VALUE	1,037.	0.	1,037.	1,037.	
DFA INTL SMALL CO PORT	1,343.	0.	1,343.	1,343.	
DFA INTL VALUE PORT	3,367.	0.	3,367.	3,367.	

DFA REAL ESTATE	1,445.	0.	1,445.	1,445.
DFA US LARGE CAP VALUE	4,074.	0.	4,074.	4,074.
DFA US MICRO CAP PORT	1,019.	0.	1,019.	1,019.
DFA US SMALL CAP PORT	571.	0.	571.	571.
DFA US SMALL CAP VALUE	913.	0.	913.	913.
DIAGEO PLC	208.	0.	208.	208.
DIAMOND OFFSHORE DRILLING	214.	0.	214.	214.
DOMINION RESOURCES INV	104.	0.	104.	104.
EI DU PONT DE NEMOURS & CO	106.	0.	106.	106.
ELI LILLY & CO	152.	0.	152.	152.
GENERAL ELECTRIC	253.	0.	253.	253.
GENUINE PARTS CO	199.	0.	199.	199.
GLAXOSMITHKLINE	882.	0.	882.	882.
HCP, INC.	194.	0.	194.	194.
HEALTH CARE REIT	207.	0.	207.	207.
HSBC HOLDINGS	367.	0.	367.	367.
ILLINOIS TOOL WORKS	739.	0.	739.	739.
INTEL CORP	157.	0.	157.	157.
JOHNSON & JOHNSON	125.	0.	125.	125.
JP MORGAN CHASE	167.	0.	167.	167.
KIMBERLY-CLARK CORP	275.	0.	275.	275.
KRAFT FOODS	150.	0.	150.	150.
MERCK AND CO	366.	0.	366.	366.
METLIFE INC.	76.	0.	76.	76.
MICROSOFT CORP	362.	0.	362.	362.
NEXTERA ENERGY INC	129.	0.	129.	129.
OMNICON GROUP	460.	0.	460.	460.
PACCAR INC.	140.	0.	140.	140.
PHILIP MORRIS INT	340.	0.	340.	340.
PIMCO FOREIGN	3,303.	0.	3,303.	3,303.
PIMCO SHORT TERM INSTL	3,384.	0.	3,384.	3,384.
POTASH CORP	1,295.	0.	1,295.	1,295.
POWERSHS QQQ TRUST	307.	0.	307.	307.
RAYTHEON CO	297.	0.	297.	297.
ROYAL DUTCH SHELL PLC	229.	0.	229.	229.
SCHLUMBERGER LTD	500.	0.	500.	500.
SCHWAB CASH RESRV #6020	12.	0.	12.	12.
SCHWAB MONEY MKT FUND #5985	23.	0.	23.	23.
SPDR S&P 500	7,635.	0.	7,635.	7,635.
SYSCO CORP	630.	0.	630.	630.
TE CONNECTIVITY LTD	300.	0.	300.	300.

THE TRAVELERS CO	90.	0.	90.	90.
TIME WARNER INC	158.	0.	158.	158.
U.S. AND FOREIGN GOVERNMENT SECURITIES	64,944.	0.	64,944.	50,651.
UNILEVER NV	135.	0.	135.	135.
VANGUARD EQUITY INCOME	5,749.	0.	5,749.	5,749.
VANGUARD FTSE ETF	8,308.	0.	8,308.	8,308.
VANGUARD INFO TECHNOLOGY	1,002.	0.	1,002.	1,002.
VANGUARD REIT	1,335.	0.	1,335.	1,335.
VODAFONE GROUP	611.	0.	611.	611.
WAL-MART STORES INC.	329.	0.	329.	329.
WILLIS GROUP HOLDINGS	420.	0.	420.	420.
TO PART I, LINE 4	219,078.	0.	219,078.	204,785.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FILM RIGHTS ROYALTIES	119,124.	119,124.	
BONUS FROM FIRST REPUBLIC BANK	50.	50.	
TOTAL TO FORM 990-PF, PART I, LINE 11	119,174.	119,174.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	7,169.	2,366.		932.
TO FM 990-PF, PG 1, LN 16A	7,169.	2,366.		932.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING FEES	84,000.	67,200.		0.
TO FORM 990-PF, PG 1, LN 16B	84,000.	67,200.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT ADMINISTRATION FEES	84,000.	0.		94,000.
INVESTMENT MANAGEMENT FEES	68,838.	68,838.		0.
TO FORM 990-PF, PG 1, LN 16C	152,838.	68,838.		94,000.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	565.	565.		0.
FEDERAL EXCISE TAXES	18,153.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,718.	565.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	160.	0.		0.
FREIGHT AND DELIVERY	1,481.	0.		1,170.
BANK CHARGES	11.	11.		0.
RETIREMENT DISABILITY PAYMENTS	60,000.	0.		0.

INSURANCE	2,250.	0.	0.
DUES AND SUBSCRIPTIONS	725.	0.	725.
PRINTING AND STATIONERY	125.	0.	124.
TO FORM 990-PF, PG 1, LN 23	64,752.	11.	2,019.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS	X		1,751,475.	1,745,906.
U.S. AGENCIES	X		433,824.	440,545.
STATE AND MUNICIPAL OBLIGATIONS - SEE ATTACHED STMT		X	1,360,515.	1,354,077.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,185,299.	2,186,451.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,360,515.	1,354,077.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,545,814.	3,540,528.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-SEE ATTACHED STMT	2,753,527.	2,922,769.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,753,527.	2,922,769.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STMT	4,525,606.	4,511,498.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,525,606.	4,511,498.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN GOV'T NOTES	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	3,095.	978.	978.
FILM RIGHTS	0.	0.	1,250,000.
TO FORM 990-PF, PART II, LINE 15		978.	1,250,978.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 14

EXPLANATION

THE FOUNDATION TREATED THE FOLLOWING GRANTS TO DONOR ADVISED FUNDS AS QUALIFYING EXPENDITURES BASED UPON THE FACT THAT EACH DONOR FUND ORGANIZATION REQUIRES THAT ALL DONOR ADVISED DISBURSEMENTS QUALIFY AS CHARITABLE DONATIONS UNDER IRC SEC 170 (C) (2) (B):
 CALIFORNIA COMMUNITY FOUNDATION - WALLIS FOUNDATION GLASSMAN FUND - \$200,000
 SAN FRANCISCO FOUNDATION - SACK/WALLIS FUND - \$150,000
 COMMUNITY FOUNDATION OF SANTA CRUZ COUNTY - WALLIS FOUNDATION - \$300,000

WALLIS FOUNDATION**Charitable Contributions**

7/1/13 - 6/30/14

Organization	Date	Amount
Alzheimers Disease & Related Disorders Association 4221 Wilshire Blvd., #400 Los Angeles, CA 90010	07/08/13	2,000.00
American Friends of the Tel Aviv University 9911 W. Pico Blvd. # 1010 Los Angeles, CA 90035	07/08/13	6,000.00
American Jewish University 15600 Mulholland Drive Los Angeles, CA 90077	07/08/13	25,000.00
Angel Flight West, Inc. 3237 Donald Douglas Loop S. Santa Monica, CA 90405	07/08/13	7,500.00
Art Center College of Design 1700 Lida Street Pasadena, CA 91103	07/08/13	25,000.00
Beit T'Shuvah 8831 Venice Blvd. Los Angeles, CA 90034-3740	07/08/13	25,000.00
Boys and Girls Club of San Fernando Valley 11251 Glenoaks Blvd. Pacoima, CA 91331	07/08/13	20,000.00
California Community Foundation - Wallis Foundation Glassman Fund 445 S Figueroa Street, Suite 3400 Los Angeles, CA 90071	07/08/13	200,000.00
Center for Asian Americans United for Self Empowerment, Inc. 260 S. Los Robles Avenue #118 Pasadena, CA 91101	07/08/13	17,000.00
Childhelp, Inc. 1872 Parkview Circle Costa Mesa, CA 92627	07/08/13	5,000.00
Community Advocates, Inc 865 S Figueroa St , # 3339 Los Angeles, CA 90017	07/08/13	10,000.00
Friends of the Expo Center 3980 Bill Robertson Lane, Suite 203 Los Angeles, CA 90037	07/08/13	10,000.00
Gary Sinise Charitable Foundation 12001 Ventura Place, Suite 201 Studio City, CA 91604	07/08/13	10,000.00

Organization	Date	Amount
The Harold Pump Foundation 13636 Ventura Blvd., Suite 416 Sherman Oaks, CA 91423	07/08/13	100,000.00
Jewish Homes for the Aging of Greater L.A. 7150 Tampa Avenue Reseda, CA 91335	07/08/13	50,000.00
L.A.'s Best 200 N Spring Street, M120 Los Angeles, CA 90012	07/08/13	10,000.00
Los Angeles Youth Network PO Box 988 Los Angeles, CA 90078	07/08/13	5,000.00
Los Angeles Philharmonic Association 151 S. Grand Avenue Los Angeles, CA 90012-3042	07/08/13	55,000.00
Los Angeles Sports & Entertainment Commission 333 S. Hope Street, 18th Floor Los Angeles, CA 90071	07/08/13	35,000.00
Loyola Marymount University - Law School 919 Albany Street Los Angeles, CA 90015-1211	07/08/13	12,500.00
Loyola Marymount University 7900 Loyola Blvd. Los Angeles, CA 90045-8375	07/08/13	25,000.00
Marianne Frostig Center of Educational Therapy 971 N. Altadena Drive Pasadena, CA 91107	07/08/13	2,500.00
Mirman School for Gifted Children 16180 Mulholland Drive Los Angeles, CA 90049	07/08/13	5,000.00
Music Center of Los Angeles County, The 135 North Grand Avenue, #422 Los Angeles, CA 90012	07/08/13	3,000.00
New Community Jewish High School 7353 Valley Circle Blvd. West Hills, CA 91304	07/08/13	10,000.00
New York University 25 West 4th Street, Fourth Floor New York, NY 10012	07/08/13	5,000.00
Pacific Council on International Policy 801 S. Figueroa Street Los Angeles, CA 90017	07/08/13	10,000.00

Organization	Date	Amount
Peer Health Exchange, Inc. 300 S. Grand Avenue, 32nd Floor Los Angeles, CA 90071	07/08/13	5,000.00
RX for Reading PO Box 491190 Los Angeles, CA 90049	07/08/13	50,000.00
Skirball Cultural Center 2701 North Sepulveda Blvd. Los Angeles, CA 90049	07/08/13	25,000.00
St. Mark's School Altadena, Inc. 1050 East Altadena Drive Altadena, CA 91001	07/08/13	2,500.00
UCLA Foundation - Athletic Department 100 JD Morgan Center, Box 951639 Los Angeles, CA 90095-1639	07/08/13	5,000.00
UCLA Foundation - School of Public Affairs 3250 School of Public Affairs Building, Box 951656 Los Angeles, CA 90095-1656	07/08/13	20,000.00
USC - Pat C. Haden Hall of Champions 3501 Watt Way, HER 203A Los Angeles, CA 90089-0602	07/08/13	5,000.00
USC - General Scholarship Endowment Fund University Park Campus, ADM 160, MC 4017 Los Angeles, CA 90089-4017	07/08/13	30,000.00
USC - Davis School of Gerontology 3715 McClintock Avenue Los Angeles, CA 90089	07/08/13	10,000.00
West Coast Sports Medicine Foundation 1200 Rosecrans Avenue #101 Manhattan Beach, CA 90266	07/08/13	25,000.00
West Side Food Bank 1710 22nd Street Santa Monica, CA 90404	07/08/13	5,000.00
United States Committee Sports for Israel, Inc. / Maccabi USA 1926 Aren Street, #4R Philadelphia, PA 19103	07/08/13	50,000.00
Nature Conservancy of California 201 Mission Street, 4th Floor San Francisco, CA 94105	07/10/13	250,000.00
Nature Conservancy of California 201 Mission Street, 4th Floor San Francisco, CA 94105	07/10/13	50,000.00

Organization	Date	Amount
Community Foundation of Santa Cruz County -Wallis Foundation - Santa Cruz County 7807 Soquel Drive Aptos, CA 95003	07/11/13	200,000.00
Aids Emergency Fund 12 Grace Street, Suite 300 San Francisco, CA 94103	08/05/13	10,000.00
American Conservatory Theatre 30 Grant Avenue San Francisco, CA 94108-5800	08/05/13	10,000.00
Asian Art Museum Foundation of San Francisco 200 Larkin Street San Francisco, CA 94102	08/05/13	50,000.00
Cal Performances 101 Zellerbach Hall, #4800, University of California Berkeley, CA 94720	08/05/13	15,000.00
California Academy of Sciences 55 Music Concourse Dr. San Francisco, CA 94118-4501	08/05/13	25,000.00
California Food Policy Advocates 436 14th St., #1220 San Francisco, CA 94612	08/05/13	20,000.00
California Pacific Medical Center Foundation - Coming Home Hospice 2015 Steiner Street San Francisco, CA 94115	08/05/13	10,000.00
Cazadero Performing Arts Camp P.O. Box 7908 Berkeley, CA 94707	08/05/13	5,000.00
Classical Public Radio Network, LLC 201 Third Street, Suite 1200 San Francisco, CA 94103	08/05/13	25,000.00
Community Awareness & Treatment Service 1171 Mission Street San Francisco, CA 94103	08/05/13	5,000.00
Community Music Center 544 Capp Street San Francisco, CA 94110	08/05/13	10,000.00
Corporation of the Fine Arts Museums of San Francisco - General Purposes Golden Gate Park, 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	08/05/13	30,000.00
Tribal Media Corp., Inc. 3250 Wilshire Blvd., #1250 Los Angeles, CA 90010	08/05/13	20,000.00

Organization	Date	Amount
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	08/05/13	20,000.00
Pacific Prde Foundation, Inc 126 E Haley #A11 Santa Barbara, CA 93101-2342	08/05/13	25,000.00
Philharmonia Baroque Orchestra 180 Redwood Street #200 San Francisco, CA 94102	08/05/13	75,000.00
Positive Resource Center 785 Market Street, 10th Floor San Francisco, CA 94103	08/05/13	25,000.00
Project Open Hand 730 Polk Street San Francisco, CA 94109	08/05/13	30,000.00
Saint Anthony Dining Room 150 Golden Gate Avenue San Francisco, CA 94102	08/05/13	30,000.00
San Francisco Aids Foundation 1035 Market Street, Suite 400 San Francisco, CA 94103	08/05/13	5,000.00
San Francisco Ballet 455 Franklin Street San Francisco, CA 94102	08/05/13	50,000.00
San Francisco Classical Voice 201 Third Street, Suite 1200 San Francisco, CA 94103	08/05/13	5,000.00
San Francisco Conservatory of Music 50 Oak Sreet San Francisco, CA 94102	08/05/13	15,000.00
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	08/05/13	30,000.00
San Francisco Foudation / Sack-Wallis Fund 225 Bush Street, #500 San Francisco, CA 94104-4224	08/05/13	150,000.00
San Francisco Performances 500 Sutter Street #710 San Francisco, CA 94102	08/05/13	60,000.00
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132-1098	08/05/13	15,000.00

Organization	Date	Amount
Sheriff's Youth Foundation 4700 Ramona Blvd., 4th Floor Monterey Park, CA 91754-2169	08/05/13	25,000.00
Southern California Grantmakers 1000 North Alameda Street #230 Los Angeles, CA 90012	08/05/13	3,188.00
Young Audiences of Northern California 125-A Stillman Street San Francisco, CA 94107	08/05/13	1,000.00
International Foundation for Electoral Systems 1850 K Street, NW, 5th Floor Washington, DC 20006	08/16/13	5,000.00
Los Angeles Chamber Orchestra Society, Inc. 350 S. Figueroa Street, # 183 Los Angeles, CA 90071	08/16/13	1,000.00
Pasadena Tournament of Roses Foundation 391 S. Orange Grove Blvd. Pasadena, CA 91105	08/16/13	5,000.00
Augusta Levy Learning Center PO Box 6711 - 99 North Maine Street Wheeling, WV 26003	08/22/13	25,000.00
Casa Serena, Inc. 1515 Bath Street Santa Barbara, CA 93101	08/22/13	5,000.00
Community Foundation of Santa Cruz County -Wallis Foundatlon - Santa Cruz County 7807 Soquel Drive Aptos, CA 95003	08/22/13	100,000.00
Santa Barbara Education Foundation 720 Santa Barbara Street Santa Barbara, CA 93101	08/22/13	35,000.00
Santa Barbara Marine Mammal Center 389 N. Hope Avenue Santa Barbara, CA 93110-1572	08/22/13	35,000.00
Santa Barbara Maritime Museum 113 Harbor Way #190 Santa Barbara, CA 93109	08/22/13	5,000.00
Yolo Basin Foundation P.O. Box 943 Davis, CA 95617	08/22/13	25,000.00
Girls Today Women Tomorrow 1505 East First Street Los Angeles, CA 90033	09/23/13	5,000.00

Organization	Date	Amount
Catholic Charities of the Diocese of Fresno 825 Chester Avenue Bakersfield, CA 93301	10/25/13	5,000.00
Creative Visions Foundation 18820 Pacific Coast Highway, Suite 201 Malibu, CA 90265	10/25/13	5,000.00
Serenity Trauma Foundation 881 Alma Real Drive, Suite 218 Pacific Palisades, CA 90272	10/25/13	5,000.00
Women's Guild Cedar-Sinai Medical Center 8700 Beverly Blvd., Suite 2416 Los Angeles, CA 90048	10/25/13	25,000.00
Conservation Research & Education Opportunities 6044 1st Avenue NW Seattle, WA 98107-2007	11/05/13	50,000.00
Desert Aids Project P O. Box 2890 Palm Springs, CA 92263-2890	11/05/13	50,000.00
Pets Are Wonderful Support/LA 1150 South Hope Street, Suite A Los Angeles, CA 90015	11/05/13	50,000.00
Second Harvest Food Bank Santa Cruz County 800 Ohlone Parkway Watsonville, CA 95076-7005	11/05/13	25,000.00
University of Hawaii Foundation 2444 Dole Street, Bachmann 105 Honolulu, HI 96822-2330	11/05/13	25,000.00
Wright State University Foundation, Inc. 1640 Colonel Glenn Highway Dayton, OH 45435	11/05/13	5,000.00
Food On Foot, Inc. 415 Crescent Drive Beverly Hills, CA 90210	11/12/13	2,500.00
Jewish Homes for the Aging of Greater L.A. 7150 Tampa Avenue Reseda, CA 91335	11/12/13	5,000.00
Ronald McDonald House Charities 3800 Kilroy Airport Way, Suite 200 Long Beach, CA 90806	11/12/13	10,000.00
Tony La Russa's Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	11/12/13	20,000.00

Organization	Date	Amount
UNLV Foundation - Rebel Athletics 4505 Maryland Parkway, Box 450030 / Mail Stop 0030 Las Vegas, NV 89154-0001	11/12/13	5,000.00
Westcoast Sports Associates P.O. Box 1705 Manhattan Beach, CA 90267	11/12/13	5,000.00
Los Angeles Biomedical Research Institute at Harbor-UCLA Medical Center 1124 W. Carson Street Torrance, CA 90502	11/15/13	5,000.00
Chrysalis Center 1853 Lincoln Blvd. Santa Monica, CA 90404	12/24/13	2,000.00
Exceptional Minds 13400 Riverside Drive, Suite 211 Sherman Oaks, CA 91423	12/24/13	10,000.00
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	12/24/13	12,000.00
Los Angeles Junior Chamber of Commerce 244 S. San Pedro Street, #210 Los Angeles, CA 90012	12/24/13	6,000.00
Los Angeles Master Chorale 135 North Grand Avenue Los Angeles, CA 90012	12/24/13	10,000.00
Professional Baseball Scouts Foundation 5010 N. Parkway Calabasas, #201 Calabasas, CA 91302	12/24/13	10,000.00
Santa Barbara Vintners Foundation 27 S. La Patera Lane Santa Barbara, CA 93117	12/24/13	10,000.00
American Bach Soloists 44 Page St., #504 San Francisco, CA 94102-5973	02/07/14	5,000.00
Asian Art Museum Foundation of San Francisco 200 Larkin St. San Francisco, CA 94102	02/07/14	10,000.00
Berkeley Repertory Theatre 2025 Addison St. Berkeley, CA 94704	02/07/14	25,000.00
Berkeley Symphony Orchestra 1942 University Ave., #207 Berkeley, CA 94704	02/07/14	5,000.00

Organization	Date	Amount
Chanticleer 44 Page St., #604 San Francisco, CA 94102	02/07/14	5,000.00
Coleman Advocates For Children & Youth 459 Vienna St. San Francisco, CA 94112	02/07/14	5,000.00
Corporation of the Fine Arts Museums of San Francisco: Computer Imaging Project Golden Gate Park, 50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	02/07/14	50,000.00
Friends and Foundation of the San Francisco Public Library 710 Van Ness Ave. San Francisco, CA 94102	02/07/14	10,000.00
Friends of the Urban Forest 1007 General Kennedy Ave., #1 San Francisco, CA 94129	02/07/14	5,000.00
General Assistance Advocacy Project 276 Golden Gate Ave. San Francisco, CA 94102	02/07/14	5,000.00
Glide Foundation 330 Ellis St. San Francisco, CA 94102	02/07/14	30,000.00
Healthright 360 P.O. Box 29917 San Francisco, CA 94129	02/07/14	15,000.00
Hebrew Home for Aged Disabled 302 Silver Ave. San Francisco, CA 94112-1596	02/07/14	10,000.00
KQED, Inc. 2601 Mariposa St. San Francisco, CA 94110-1400	02/07/14	20,000.00
Larkin Street Youth Services 1138 Sutter St. San Francisco, CA 94109	02/07/14	5,000.00
Los Angeles Opera 135 North Grand Ave. Los Angeles, CA 90012	02/07/14	20,000.00
Magic Theatre 38 Fort Mason San Francisco 94123	02/07/14	5,000.00
Merola Opera Program 301 Van Ness Ave. San Francisco, CA 94102	02/07/14	10,000.00

Organization	Date	Amount
Metropolitan Opera Association, Inc. - Save the Met Broadcasts Campaign Lincoln Center New York, NY 10023	02/07/14	50,000.00
Museum of Performance & Design 893-B Folsom St. San Francisco 94107	02/07/14	5,000.00
Naral Pro-Choice America Foundation 1156 15th St., N.W., #710 Washington, D.C. 20005	02/07/14	5,000.00
Planned Parenthood Shasta/Diablo 2185 Pacheco St. Concord, CA 94520	02/07/14	5,000.00
River Garden Hebrew Home 11401 Old St. Augustine Rd. Jacksonville, FL 32258	02/07/14	10,000.00
San Francisco Opera Association War Memorial Opera House, 301 Van Ness Avenue San Francisco, CA 94102	02/07/14	50,000.00
San Francisco Symphony Davies Symphony Hall, 201 Van Ness Avenue San Francisco, CA 94102	02/07/14	50,000.00
Shakespeare San Francisco P.O. Box 460937 San Francisco, CA 94146	02/07/14	5,000.00
Shanti Project 730 Polk St. San Francisco, CA 94109	02/07/14	5,000.00
The Peony Project PO Box 7128 Santa Monica, CA 90406	02/13/14	2,500.00
Vista Del Mar Child and Family Services 3200 Motor Avenue Los Angeles, CA 90036	02/13/14	2,500.00
West Angeles Community Development Corporation 6028 Crenshaw Blvd. Los Angeles, CA 90043	02/13/14	3,000.00
Elkhorn Slough Foundation PO Box 267 Moss Landing, CA 95039	03/11/14	125,000.00
Native Animal Rescue 1855 17th Avenue Santa Cruz, CA 95062	03/11/14	45,000.00

Organization	Date	Amount
Ohio Bird Sanctuary P.O. Box 453 Bellville, OH 44813	03/11/14	30,000.00
Alzheimers Disease & Related Disorders Association 4221 Wilshire Blvd., #400 Los Angeles, CA 90010	04/23/14	5,000.00
Children's Nature Institute 1910 Magnolia Avenue, Suite 403 Los Angeles, CA 90007	04/23/14	1,000.00
Los Angeles Police Foundation 515 S. Flower Street, Suite 1680 Los Angeles, CA 90071	04/23/14	25,000.00
Share, Inc. PO Box 1342 Beverly Hills, CA 90213-1342	04/23/14	10,000.00
United States Holocaust memorial Museum 9911 W Pico Blvd., Suite 1490 Los Angeles, CA 90035	04/23/14	5,000.00
Alzheimers Disease & Related Disorders Association 4221 Wilshire Blvd., #400 Los Angeles, CA 90010	05/16/14	2,000.00
First Christian Church of Downey 10909 South New Street Downey, CA 90241	05/16/14	5,000.00
Jewish Graduate Student Initiative 8812 West Pico Blvd., #211 Los Angeles, CA 90035	05/16/14	4,000.00
Music Center of Los Angeles County, The 135 North Grand Avenue, #422 Los Angeles, CA 90012	05/16/14	5,000.00
St. Joseph Center 204 Hampton Drive Venice, CA 90291	05/16/14	10,000.00
Serenity Trauma Foundation 881 Alma Real Drive, Suite 218 Pacific Palisades, CA 90272	05/16/14	5,000.00
Cabrillo College Foundation - Stroke Center 6500 Soquel Drive Aptos, Ca 95003	05/30/14	25,000.00
Community Initiatives - Fund for People in Parks 354 Pine Street, Suite 700 San Francisco, CA 94104	05/30/14	100,000.00

Organization	Date	Amount
Conservation Research & Education Opportunities 6044 1st Avenue NW Seattle, WA 98107-2007	05/30/14	100,000.00
Foundation for Santa Barbara City College, The 721 Cliff Drive Santa Barbara, Ca 93109-2394	05/30/14	10,000.00
Save the Redwoods League 114 Sansome St., # 1200 San Francisco, CA 94104	05/30/14	25,000.00
Conservation Research & Education Opportunities 6044 1st Avenue NW Seattle, WA 98107-2007	06/11/14	15,000.00
Dog Adoption & Welfare Group - Medical Fund P.O. Box 92210 Santa Barbara, CA 93190-2210	06/11/14	15,000.00
Dog Adoption & Welfare Group - Training Fund P.O. Box 92210 Santa Barbara, CA 93190-2210	06/11/14	10,000.00
TOTAL DISTRIBUTED		\$ 3,835,688.00

WALLIS FOUNDATION
FORM 199, EIN. 95-6027469
CORPORATE STOCKS & FUNDS
08/30/14

SYMBOL	STOCK NAME	Y/E NO OF SHARES	BEGINNING YEAR BOOK VALUE	Y/E BOOK VALUE	Y/E FMV
MO	ALTRIA GROUP INC.	0	11,315.50	0.00	0.00
AZN	ASTRAZENECA PLC	0	17,366.61	0.00	0.00
T	AT&T INC	0	15,293.88	0.00	0.00
BCE	BCE INC	0	15,511.02	0.00	0.00
BA	BOEING CO	0	8,551.54	0.00	0.00
CVX	CHEVRON CORP	0	12,925.22	0.00	0.00
CSCO	CISCO SYSTEMS	0	14,193.43	0.00	0.00
COP	CONOCOPHILLIPS	0	12,171.46	0.00	0.00
DEO	DIAGEO PLC	0	9,186.77	0.00	0.00
DO	DIAMOND OFFSHORE	0	14,955.85	0.00	0.00
D	DOMINION RESOURCES	0	8,638.98	0.00	0.00
DD	DUPONT DE NEMOURS & CO	0	9,920.68	0.00	0.00
LLY	ELI LILLY & CO	0	15,341.90	0.00	0.00
GE	GENERAL ELECTRIC	0	21,210.00	0.00	0.00
GPC	GENUINE PARTS CO	0	8,974.90	0.00	0.00
HCP	HCP, INC	0	11,578.51	0.00	0.00
HCN	HEALTH CARE REIT INC	0	13,607.22	0.00	0.00
HBC	HSBC HOLDINGS	0	11,104.87	0.00	0.00
INTC	INTEL CORP	0	13,918.95	0.00	0.00
JNJ	JOHNSON & JOHNSON	0	13,380.07	0.00	0.00
JPM	JP MORGAN CHASE	0	10,659.75	0.00	0.00
KMB	KIMBERLY-CLARK CORP	0	8,885.80	0.00	0.00
KFT	KRAFT FOODS INC	0	6,085.80	0.00	0.00
MRK	MERK AND CO	0	14,941.99	0.00	0.00
MET	METLIFE INC.	0	12,583.69	0.00	0.00
MSFT	MICROSOFT CORP	0	13,475.35	0.00	0.00
NEE	NEXTERA ENERGY	0	11,705.67	0.00	0.00
PM	PHILIP MORRIS INTL	0	10,465.20	0.00	0.00
RTN	RAYTHEON CO	0	16,495.57	0.00	0.00
RDS	ROYAL DUTCH SHELL	0	18,443.77	0.00	0.00
TRV	THE TRAVELERS CO	0	7,964.86	0.00	0.00
UN	UNILEVER NV	0	10,769.20	0.00	0.00
VOD	VODAFONE GROUP	0	13,845.30	0.00	0.00
MMM	3M CO	0	8,424.85	0.00	0.00
CAN	ACCENTURE LTD	0	31,187.29	0.00	0.00
AXP	AMERICAN EXPRESS	0	15,788.28	0.00	0.00
ABC	AMERISOURCEBERGEN	0	22,321.40	0.00	0.00
BK	BANK OF NEW YORK MELLON	0	50,343.88	0.00	0.00
BRKB	BERKSHIRE HATHAWAY	0	41,406.82	0.00	0.00
CTAS	CINTAS CORP	0	22,071.08	0.00	0.00
CMA	COMERICA INC	0	33,818.28	0.00	0.00
COV	COVIDIEN PLC NEW	0	41,328.77	0.00	0.00
DANO	DANONE SPONS ADR	0	36,476.88	0.00	0.00
DVN	DEVON ENERGY CORP	0	62,908.35	0.00	0.00
EXPD	EXPEDITORS INTL	0	42,214.23	0.00	0.00
GSK	GLAXOSMITHKLINE	0	37,977.34	0.00	0.00
ITW	ILLINOIS TOOL WORKS	0	44,139.58	0.00	0.00
MSFT	MICROSOFT CORP	0	31,445.95	0.00	0.00
NSRG	NESTLE S A	0	23,769.73	0.00	0.00
OMC	OMNICOM GROUP	0	38,659.08	0.00	0.00
PCAR	PACCAR INC	0	29,437.79	0.00	0.00
POT	POTASH CORP	0	57,949.53	0.00	0.00
SLB	SCHLUMBERGER LTD	0	45,181.98	0.00	0.00
SYI	SYSCO CORP	0	30,719.82	0.00	0.00
TEL	TE CONNECTIVITY LTD	0	27,438.69	0.00	0.00
TWX	TIME WARNER INC	0	21,484.16	0.00	0.00
WMT	WAL-MART STORES INC	0	37,045.39	0.00	0.00
WSH	WILLIS GROUP	0	26,401.14	0.00	0.00
MMM	3M CO	0	64,423.94	0.00	0.00
EGFI	EDGEWOOD GROWTH FUND	0	326,855.51	0.00	0.00
DODF	DODGE & COX INTL	0	154,911.60	0.00	0.00
IGNI	IVY GLOBAL NATL RESOURCE	0	239,682.93	0.00	0.00
MINI	MFS INTL VALUE	0	62,979.19	0.00	0.00
AAPI	ABERDEEN ASIA PACIFIC	0	478,080.58	0.00	0.00
PFORX	PIMCO FOREIGN BOND	12,250.236	0.00	130,000.00	133,405.07
PTSHX	PIMCO SHORT TERM INSTL	48,424.518	0.00	477,964.05	478,918.48
DFCEX	DFA EMERGING MKTS CORE	7,802.083	0.00	157,390.24	162,263.33
DISVX	DFA INTL SMALL CAP VALUE	2,244.277	0.00	45,284.75	49,216.99
DFISX	DFA INTL SMALL CO PORT	3,287.513	0.00	64,000.00	67,131.02
DFIVX	DFA INTL VALUE PORT	4,009.874	0.00	78,371.29	80,995.41
DFREX	DFA REAL ESTATE	1,796.792	0.00	51,000.00	54,370.93
DFLVX	DFA US LARGE CAP VALUE	7,138.493	0.00	213,029.81	240,495.83
DFSCX	DFA US MICRO CAP PORT	5,504.653	0.00	109,342.81	112,074.74
DFSTX	DFA US SMALL CAP PORT	1,729.551	0.00	52,563.38	55,103.48
DFSVX	DFA US SMALL CAP VALUE	4,568.272	0.00	159,498.32	168,889.02
VEIRX	VANGUARD EQUITY INCOME	3,293.415	0.00	203,520.44	218,057.01
QQQ	POWERSHS QQQ	360.000	0.00	29,895.79	33,807.80
SPY	SPDR S&P 500	3,110.000	0.00	548,669.68	608,689.20
VEA	VANGUARD FTSE ETF	6,629.000	0.00	273,183.64	282,329.11
VGT	VANGUARD INFO TECH	1,272.000	0.00	109,327.38	123,116.88
VNQ	VANGUARD REIT	720.000	0.00	50,485.42	53,884.80
	TOTAL	114,140.477	2,589,839.41	2,763,527.00	2,922,768.91

WALLIS FOUNDATION
 FORM 990, EIN: 95-6027469
 CORPORATE BONDS
 6/30/14

	MATURITY VALUE	COST	CMV
ANHEUSER-BUSCH INBEV	20,000.00	20,658.20	20,392.00
PRUDENTIAL FIN	40,000.00	39,974.80	41,221.40
BANK OF NOVA SCOTIA	155,000.00	158,293.60	157,694.68
WELLS FARGO & COMPNAY	150,000.00	150,799.00	150,795.00
CITIGROUP INC.	25,000.00	25,732.25	25,340.53
BOSTON PROPERTY	130,000.00	138,352.80	135,053.49
JOHN DEERE CAPITAL	80,000.00	80,000.00	80,046.16
JOHN DEERE CAPITAL	35,000.00	34,990.55	35,193.03
TEXAS INSTRUMENT	235,000.00	235,229.45	235,277.54
ECOLAB INC.	185,000.00	185,792.75	185,950.90
JPMORGAN CHASE	175,000.00	175,789.75	175,756.53
GENERAL ELEC CAP	145,000.00	148,154.25	148,289.33
DORMITORY AUTH	250,000.00	250,025.00	250,492.50
JOHNSON CONTROLS	190,000.00	207,328.30	203,852.14
TRANS-CANADA PIPELINE	65,000.00	64,884.95	65,157.82
UNILEVER CAP COR	175,000.00	182,747.75	181,275.50
CISCO SYSTEMS	193,000.00	213,149.11	208,535.54
CATERPILLAR FINANCIAL	10,000.00	9,987.60	10,021.17
ROYAL BANK OF CANADA	50,000.00	49,969.00	50,182.95
BANK OF NOVIA SCOTIA	50,000.00	49,997.00	50,303.40
TOTAL FINA ELF	195,000.00	201,772.00	200,662.61
BANK OF AMERICA	45,000.00	44,853.30	46,968.21
SANOFI	235,000.00	245,644.65	243,423.58
METLIFE INC.	35,000.00	41,390.65	38,898.41
CITIGROUP INC	30,000.00	30,611.52	31,646.22
TORONTO DOMINION BANK	210,000.00	217,391.45	217,475.16
ROYAL BANK OF CANADA	35,000.00	36,582.35	36,157.52
WELLS FARGO & COMPANY	35,000.00	35,000.00	35,173.43
BANK OF AMERICA	45,000.00	52,012.85	49,849.07
VERIZON COMMUNICATIONS	170,000.00	175,889.60	175,155.25
CITIGROUP INC.	60,000.00	65,295.60	64,654.62
BANK OF MONTREAL	75,000.00	78,554.10	78,043.95
BERKSHIRE HATHAWAY INC	30,000.00	29,998.50	30,714.96
GENERAL ELEC CAP	30,000.00	29,960.70	30,978.96
GLAXOSMITHKLINE	25,000.00	24,910.25	25,279.73
TOTAL CAPITAL INTL	25,000.00	24,953.25	25,278.25
ANHEUSER-BUSCH	170,000.00	170,601.90	170,480.76
TOYOTA MOTOR CREDIT	195,000.00	194,154.40	194,939.55
ORACLE CORP	210,000.00	209,089.45	209,597.64
VERIZON COMM	15,000.00	14,968.20	14,849.48
GENERAL ELEC CAP	25,000.00	24,967.75	25,148.23
AT&T INC.	25,000.00	24,998.75	24,900.88
METLIFE INC.	20,000.00	20,085.86	20,199.06
WELLS FARGO & CO	35,000.00	35,084.35	34,906.10
APPLE INC.	55,000.00	55,000.00	55,083.20
DUKE ENERGY CORP	20,000.00	19,978.20	20,221.38
TOTAL CORPORATE BONDS	<u>4,408,000.00</u>	<u>4,525,605.74</u>	<u>4,511,497.82</u>

WALLIS FOUNDATION
FORM 990, EIN: 95-6027469
STATE & MUNICIPAL OBLIGATIONS
6/30/14

	Maturity		
	Value	Cost	CMV
CITY OF ALBUQUER	225,000.00	229,984.00	225,029.25
BOLINGBROOK PARK	230,000.00	230,022.70	230,287.50
MISS	200,000.00	203,011.00	202,722.00
CITY OF MARIETTA	250,000.00	261,440.00	259,845.00
PLANO ISD	225,000.00	233,410.75	233,156.25
GEORGIA POWER	195,000.00	202,646.35	203,037.51
TOTAL STATE & MUNICIPAL OBLIGATIONS	<u>1,325,000.00</u>	<u>1,360,514.80</u>	<u>1,354,077.51</u>