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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning OCTOBER 1, 2013, and ending SEPTEMBER, 2014

Name of foundation <u>ELIZABETH BIXBY JANEWAY FOUNDATION</u>		A Employer identification number <u>95-2466561</u>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <u>(310) 557-8100</u>
<u>40 SHARI LEINWAND, 2029 CENTURY PARK EAST</u> City or town, state or province, country, and ZIP or foreign postal code <u>LOS ANGELES, CA 90067-3026</u>		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) <u>\$ 38,573,387</u>	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	<u>178</u>	<u>178</u>		
4	Dividends and interest from securities	<u>775,485</u>	<u>775,485</u>		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<u>690,177</u>			
b	Gross sales price for all assets on line 6a <u>1,844,460</u>				
7	Capital gain net income (from Part IV, line 2)		<u>690,177</u>		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	<u>1,465,840</u>	<u>1,465,840</u>		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) <u>SCH. II</u>	<u>4,294</u>	<u>4,294</u>		
b	Accounting fees (attach schedule) <u>SCH. II</u>	<u>13,250</u>	<u>11,925</u>		<u>1,325</u>
c	Other professional fees (attach schedule) <u>SCH. E</u>	<u>143,292</u>	<u>143,292</u>		
17	Interest				
18	Taxes (attach schedule) (see instructions) <u>SCH. II</u>	<u>25,953</u>			<u>160</u>
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <u>SCH. II</u>	<u>17</u>	<u>17</u>		
24	Total operating and administrative expenses. Add lines 13 through 23	<u>186,806</u>	<u>159,511</u>		<u>1,485</u>
25	Contributions, gifts, grants paid	<u>1,745,000</u>			<u>1,745,000</u>
26	Total expenses and disbursements. Add lines 24 and 25	<u>1,931,806</u>	<u>159,511</u>		<u>1,746,485</u>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<u><465,966></u>			
b	Net investment income (if negative, enter -0-)		<u>1,306,329</u>		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)SCANNED JAN 26 2015
Revenue

Operating and Administrative Expenses

P 24

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		9,577	5,105	5,105
	2	Savings and temporary cash investments		184,240	555,167	555,167
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		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 (attach schedule)				
	b	Investments—corporate stock (attach schedule)		22,395,146	21,812,725	37,263,115
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) <i>PROM NOTE</i>		1,000,000	750,000	750,000
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		23,588,963	23,122,997	38,573,387
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 (attach schedule)				
	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 and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	27	Capital stock, trust principal, or current funds		23,588,963	23,122,997	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)				
	31	Total liabilities and net assets/fund balances (see instructions)		23,588,963	23,122,997	

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	23,588,963
2	Enter amount from Part I, line 27a	2	465,966
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,122,997
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,122,997

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				
c <i>SCHEDULE I</i>		<i>P</i>		
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 <i>1,844,460</i>		<i>1,154,283</i>	<i>690,177</i>	
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) FMV 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				
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	<i>690,177</i>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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	<i>1,698,995</i>	<i>32,667,737</i>	<i>.051702</i>
2011	<i>1,763,900</i>	<i>29,664,891</i>	<i>.057775</i>
2010	<i>1,941,117</i>	<i>30,458,997</i>	<i>.063729</i>
2009	<i>2,290,070</i>	<i>28,814,405</i>	<i>.079477</i>
2008	<i>1,708,110</i>	<i>26,202,601</i>	<i>.065189</i>
2 Total of line 1, column (d)			2 <i>.317872</i>
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 <i>.063574</i>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 <i>37,180,891</i>
5 Multiply line 4 by line 3			5 <i>2,363,738</i>
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 <i>13,063</i>
7 Add lines 5 and 6			7 <i>2,376,801</i>
8 Enter qualifying distributions from Part XII, line 4 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.			8 <i>1,746,485</i>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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-)			
3	Add lines 1 and 2		26,127	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		26,127	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	23,400	
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		23,400	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		2,727	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐			

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)? <i>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.</i>		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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>N/A</i>		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <i>CALIFORNIA</i>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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		☒
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		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	☒	
Website address ▶				
14	The books are in care of ▶ <u>CHARLES L. FRANKLIN, INC</u>		Telephone no. ▶ <u>(310) 234-0430</u>	
	Located at ▶ <u>10724 WILSHIRE BLVD., #906, LOS ANGELES, CA</u>		ZIP+4 ▶ <u>90024-4472</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 ▶ <u>15</u> <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?	16	Yes	No ☒
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? *N/A* **5b**
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A* ☐ Yes ☐ No **6b**
- 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? **7b**
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? *N/A*

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE ATTACHED	AS REQ'D	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RPMATPL, INC. 800 W. SIXTH ST., LOS ANGELES, CA 90017	INVESTMENT MANAGEMENT	143,292
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities N/A

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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 36,372,074
b	Average of monthly cash balances	1b 330,079
c	Fair market value of all other assets (see instructions)	1c 770,833
d	Total (add lines 1a, b, and c)	1d 37,472,986
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 37,472,986
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 562,095
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 37,180,891
6	Minimum investment return. Enter 5% of line 5	6 1,859,045

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 1,859,045
2a	Tax on investment income for 2013 from Part VI, line 5	2a 26,127
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 26,127
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,832,918
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 1,832,918
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,832,918

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 1,746,485
b	Program-related investments—total from Part IX-B	1b
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 1,746,485
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,746,485

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				<u>1,832,918</u>
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			<u>5</u>	
b Total for prior years: 20 <u> </u> , 20 <u> </u> , 20 <u> </u>		<u>0</u>		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 <u>122,415</u>				
b From 2009 <u>866,830</u>				
c From 2010 <u>428,807</u>				
d From 2011 <u>265,457</u>				
e From 2012 <u>84,996</u>				
f Total of lines 3a through e	<u>1,768,505</u>			
4 Qualifying distributions for 2013 from Part XII, line 4: $\blacktriangleright$ \$ <u>1,746,485</u>				
a Applied to 2012, but not more than line 2a			<u>5</u>	
b Applied to undistributed income of prior years (Election required—see instructions)		<u>0</u>		
c Treated as distributions out of corpus (Election required—see instructions)	<u>0</u>			
d Applied to 2013 distributable amount				<u>1,746,485</u>
e Remaining amount distributed out of corpus	<u>5</u>			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	<u>86,433</u>			<u>86,433</u>
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<u>1,682,072</u>			
b Prior years' undistributed income. Subtract line 4b from line 2b		<u>0</u>		
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		<u>0</u>		
d Subtract line 6c from line 6b. Taxable amount—see instructions		<u>0</u>		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			<u>5</u>	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				<u>0</u>
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	<u>0</u>			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	<u>35,952</u>			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	<u>1,646,090</u>			
10 Analysis of line 9:				
a Excess from 2009 <u>866,830</u>				
b Excess from 2010 <u>428,807</u>				
c Excess from 2011 <u>265,457</u>				
d Excess from 2012 <u>84,996</u>				
e Excess from 2013 <u>0</u>				

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
85% of line 2a				
Qualifying distributions from Part XII, line 4 for each year listed				
Amounts included in line 2c not used directly for active conduct of exempt activities				
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 $\frac{2}{3}$ 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:

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)				
a Paid during the year				
SCHEDULE ATTACHED				1,745,000
Total				3a 1,745,000
b Approved for future payment				
Total				3b 0

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

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Signature of officer or trustee X *Mark L. [Signature]* Date 1/13/15 Title SECRETARY

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	CHARLES L. FRANKLIN	<i>Charles L. Franklin</i>	12/22/14		P01076347
	Firm's name ▶ CHARLES L. FRANKLIN, INC			Firm's EIN ▶ 95-3528274	
	Firm's address ▶ 10724 WILSHIRE BLVD., LOS ANGELES, CA 90024-4473			Phone no (310) 234-6430	

SCHEDULE OF CAPITAL GAINS & LOSSES

NAME ELIZABETH BIXBY JANEWAY FOUNDATION

IDENTIFICATION NO 95-2466561

STATEMENT NO I

YEAR ENDED 9/30/14

[illegible]**ENTER TOTALS ON SCHEDULE D**

NAME ELIZABETH BIXBY JANEWAY FOUNDATION IDENTIFICATION NO. 95-2466561

STATEMENT NO. II

YEAR ENDED 9/30/14

PART I - LINE 16a (LEGAL FEES):					
WILMERHALE				4	294
PART I - LINE 16b (ACCOUNTING FEES)					
CHARLES L. FRANKLIN, INC.				13	250
PART I - LINE 16c (OTHER PROFESSIONAL FEES):					
RAMASAL, LLC (INVESTMENT MANAGEMENT)	133	292			
SHARI LEINWAND (CONSULTANT)	10	000			
TOTAL				143	292
PART I - LINE 18 (TAXES):					
FEDERAL EXCISE TAX	25	793			
CALIFORNIA FRANCHISE TAX		10			
CALIFORNIA ATTORNEY GENERAL - FILING FEE		150			
TOTAL				25	953
PART I - LINE 23 (OTHER EXPENSES)					
BANK CHARGE				17	

ELIZABETH BIXBY JANEWAY FOUNDATION
SCHEDULE OF MARKETABLE SECURITIES
September 30, 2014

<u>Shares</u>	<u>Stock</u>	<u>Carrying Value</u>	<u>Fair Market Value</u>
35,000	Coca-Cola Co	1,343,080	1,493,100
22,000	Colgate Palmolive	996,254	1,434,840
15,000	Costco Wholesale	850,655	1,879,800
60,000	CSX Corp	1,057,906	1,923,600
42,000	Dow Chemical Corporation	803,740	2,202,480
12,000	Dupont	691,545	861,120
18,060	Exxon Mobil Corp	611,781	1,698,543
60,000	General Electric	1,421,352	1,537,200
9,000	International Business Machines	1,550,064	1,708,470
20,000	Johnson & Johnson	1,067,392	2,131,800
51,000	Marathon Oil Corp	1,325,482	1,917,090
39,700	Metlife, Inc	1,197,341	2,132,684
41,000	Microsoft Corp	1,119,170	1,900,760
55,000	Pfizer, Inc	1,026,456	1,626,350
15,000	Philip Morris International	538,934	1,251,000
40,000	Wells Fargo & Co	538,192	2,074,800
Mutual Funds			
118,427	Causeway Emerging Markets	1,247,057	1,460,199
249,737	Causeway International Value Fund	2,970,949	3,983,300
93,054	Hotchkis & Wiley Mid-Cap Fund	<u>1,455,375</u>	<u>4,045,979</u>
GRAND TOTALS		<u>\$21,812,725</u>	<u>\$37,263,115</u>

ELIZABETH BIXBY JANEWAY FOUNDATION
CHARITABLE CONTRIBUTIONS
FISCAL YEAR ENDED SEPTEMBER 30, 2014

Boys and Girls Club of Santa Barbara	10,000	Operations
California Rangeland Trust	10,000	Operations
Caltech Associates	10,000	Operations
Cancer Foundation of Santa Barbara	25,000	Operations
City Year, Inc.	25,000	Los Angeles Operations
College Spring	20,000	Operations
Community Partners fbo College Match	10,000	Operations
Foodbank of Santa Barbara County	10,000	Operations
Hoover Institution	100,000	Ken Jowitt Chair
Human Rights Watch	50,000	Operations
Lawrence School	100,000	English Chair
Lawrence School	10,000	Operations
Leaders Quest Foundation USA	10,000	Operations
Los Angeles Fund	100,000	Public Education
Los Angeles Leadership Academy	10,000	Operations
Los Angeles Opera	5,000	Blue Ribbon Streetcar
Los Angeles Opera	50,000	Operations
Los Angeles Philharmonic	50,000	Operations
Los Angeles World Affairs Council	100,000	Operations
Midland School	20,000	Operations
New Village Charter School	7,500	Operations
Pacific Legal Foundation	50,000	Operations
Painted Turtle Camp	20,000	Capital Campaign
Painted Turtle Camp	25,000	Operations
Phillips Exeter Academy	50,000	Hotchkis Visitors Program
Planned Parenthood L A.	25,000	Operations
Rancho Los Alamitos	300,000	Operations
Santa Barbara Botanical Gardens	100,000	Garden Restoration
Santa Barbara Cottage Hospital Foundation	15,000	Operations
Santa Barbara Foundation	25,000	Operations
Santa Barbara Foundation	10,000	Science Matters
Santa Barbara Historical Society	15,000	Operations
Santa Barbara Maritime Museum	35,000	Point Conception Lighthouse
Santa Barbara Museum of Art	15,000	Operations
Santa Barbara Museum of Natural History	15,000	Operations
Santa Barbara Neighborhood Clinic	10,000	Operations
Santa Barbara Scholarship Foundation	25,000	E.B. Janeway Scholarship
Santa Barbara Zoo	25,000	Discovery Pavillion
Santa Ynez Valley Historical Society	12,500	Operations
Special Olympics Southern California	10,000	Operations
Stone Soup Child Care Programs	25,000	Operations
Storyteller Children's Center	10,000	Operations
The Broad Stage	25,000	Operations
Teach for America - Los Angeles	15,000	Operations
The Accelerated School	20,000	Operations
U.C. Berkeley Foundation	10,000	Faculty Club
Wallis Annenberg Center	100,000	Operations
Washington Center	<u>25,000</u>	Operations
TOTAL	<u>1,745,000</u>	

ELIZABETH BIXBY JANEWAY FOUNDATION
Federal Identification Number 95-2466561

Fiscal Year Ended September 30, 2014

Form 990-PF – Answer to question on Part VIII:

OFFICERS AND DIRECTORS:

Preston B. Hotchkis – Chairman of the Board and Director

125 East Victoria Street – Suite L

Santa Barbara, CA 93101-2050

Mr. Hotchkis is a nephew of Mrs. Elizabeth Bixby Janeway, the creator of this Foundation, and is active as a director or member of a number of charitable organizations. He has not received, and does not contemplate receiving, any salary or expense allowance for his services.

John F. Hotchkis – President and Director

800 West Sixth Street – Suite 728

Los Angeles, CA 90017-2713

Mr. Hotchkis is also a nephew of Mrs. Janeway. He has not received, and does not contemplate receiving, any salary or expense allowances for his services. During the year he was the owner of Ramajal LLC which provided investment services to the Foundation. It received reasonable compensation for the services.

Shari Leinwand – Secretary and Director

2029 Century Park East – Suite 4000

Los Angeles, CA 90067-3026

Ms. Leinwand is not related to Mrs. Janeway. She performed services as Secretary, Director and Consultant and received \$10,000 remuneration for one year of services.

Sarah H. Ketterer – Chief Financial Officer and Director

11111 Santa Monica Blvd. – Suite 1550

Los Angeles, CA 90025

Mrs. Ketterer is the grand niece of Mrs. Janeway and has not received, and does not contemplate receiving, any salary or expense allowance for her services.

All of the above individuals spend a portion of their time on Foundation duties.