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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning **DEC 1, 2013**, and ending **NOV 30, 2014**

Name of foundation: **MEDIATHE FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **32932 PACIFIC COAST HIGHWAY**

Room/suite: **14-485**

City or town, state or province, country, and ZIP or foreign postal code: **DANA POINT, CA 92629**

A Employer identification number: **11-3641353**

B Telephone number: **949-499-4154**

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

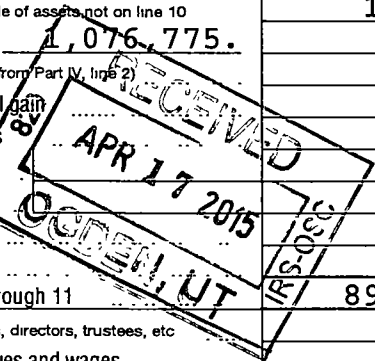
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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): **\$ 1,708,029.** (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)
Revenue	1 Contributions, gifts, grants, etc., received	861,976.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch 8				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,623.	19,623.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets, not on line 10	11,338.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,076,775.			
	7 Capital gain net income (from Part IV, line 2)		616,780.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	892,937.	636,403.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 2,567.	1,284.		1,283.
	c Other professional fees	STMT 4 2,099.	2,099.		0.
	17 Interest				
	18 Taxes	STMT 5 591.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 100.	0.		100.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,357.	3,383.		1,383.
	25 Contributions, gifts, grants paid	141,500.			141,500.
26 Total expenses and disbursements. Add lines 24 and 25	146,857.	3,383.		142,883.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	746,080.				
b Net investment income (if negative, enter -0-)		633,020.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	45,623.	387,689.	387,689.
	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	310,000.		
	Less: allowance for doubtful accounts	0.	310,000.	310,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 8	596,178.	1,010,340.	1,010,340.
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		951,801.	1,708,029.	1,708,029.
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		951,801.	1,708,029.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances		951,801.	1,708,029.	
31 Total liabilities and net assets/fund balances		951,801.	1,708,029.	

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	951,801.
2 Enter amount from Part I, line 27a	2	746,080.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	10,148.
4 Add lines 1, 2, and 3	4	1,708,029.
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	1,708,029.

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 PUBLICLY TRADED SECURITIES RECEIVED BY			
c DONATION	D		
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 214,799.		203,461.	11,338.
b			
c 861,976.		256,534.	605,442.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,338.
b			
c			605,442.
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	616,780.
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	49,391.	609,816.	.080993
2011	158,323.	640,334.	.247251
2010	470,096.	964,309.	.487495
2009	227,288.	982,157.	.231417
2008	254,546.	855,035.	.297702

2 Total of line 1, column (d)	2	1.344858
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	.268972
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	795,892.
5 Multiply line 4 by line 3	5	214,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,330.
7 Add lines 5 and 6	7	220,403.
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	142,883.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 12,672.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and unrelated business income. Most 'Yes' boxes are checked.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: MEDIATHE.ORG
14 The books are in care of: LUTZ AND CARR Telephone no.: 212-697-2299 Located at: 300 EAST 42ND STREET, NEW YORK, NY ZIP+4: 10017
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year: 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
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
JOSEPH A. WALKER 32932 PACIFIC COAST HIGHWAY DANA POINT, CA 92629	PRESIDENT, TREASURER 2.00	0.	0.	0.
NANCY M. WALKER 32932 PACIFIC COAST HIGHWAY DANA POINT, CA 92629	SECRETARY, DIRECTOR 2.00	0.	0.	0.
GILBERT HSIAO 133 CLINTON STREET BROOKLYN, NY 11201	DIRECTOR 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'. Total for lines 1 through 3 is 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	691,871.
b	Average of monthly cash balances	1b	116,141.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	808,012.
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	808,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,120.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	795,892.
6	Minimum investment return. Enter 5% of line 5	6	39,795.

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	39,795.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,660.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,135.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,135.
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	27,135.

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	142,883.
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	142,883.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,883.

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				27,135.
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	212,424.			
b From 2009	178,664.			
c From 2010	423,021.			
d From 2011	126,850.			
e From 2012	19,488.			
f Total of lines 3a through e	960,447.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	142,883.			
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				27,135.
e Remaining amount distributed out of corpus	115,748.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,076,195.			
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	212,424.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	863,771.			
10 Analysis of line 9:				
a Excess from 2009	178,664.			
b Excess from 2010	423,021.			
c Excess from 2011	126,850.			
d Excess from 2012	19,488.			
e Excess from 2013	115,748.			

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

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

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

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).)

SEE STATEMENT 9

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

NONE

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

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

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

SEE STATEMENT 10

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
<p>a Paid during the year</p> <p>ANGEL CITY ARTS C/O JEFF GAUTHIER, 520 BAUGHMAN AVENUE CLAREMONT, CA 91711</p>	NONE	501(C)(3)	FUNDS FOR PRESENTATION OF ANGEL CITY JAZZ FESTIVAL	5,000.
<p>ART INTERNATIONAL RADIO C/O DAVID WEINSTEIN 108 LEONARD STREET 13TH FL NEW YORK, NY 10013</p>	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
<p>BROOKLYN RAIL, INC. 99 COMMERCIAL STREET BROOKLYN, NY 11222</p>	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
<p>DIGITAL DIVIDE DATA C/O BEN MAGARIK, 115 WEST 30TH STREET, SUITE 400 NEW YORK, NY 10001</p>	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
<p>HARVEST WORKS, INC. C/O CAROL PARKINSON, 596 BROADWAY, STE 602 NEW YORK, NY 10012-3210</p>	NONE	501(C)(3)	COMMISSIONING PROGRAM AND TEMPORAL ART	5,500.
<p>Total SEE CONTINUATION SHEET(S) ▶ 3a</p>				141,500.
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total ▶ 3b</p>				0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

MEDIATHE FOUNDATION, INC.

Employer identification number

11-3641353

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization MEDIATHE FOUNDATION, INC.	Employer identification number 11-3641353
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>JOSEPH WALKER</u> <u>32932 PACIFIC COAST HIGHWAY</u> <u>DANA POINT, CA 92629</u>	\$ <u>861,976.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

MEDIATHE FOUNDATION, INC.

11-3641353

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	17,382 SHARES OF TWITTER	\$ 861,976.	10/21/14
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

MEDIATHE FOUNDATION, INC.

11-3641353

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	214,799.	203,461.	0.	0.	11,338.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES RECEIVED BY DONATION			DONATED		
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	861,976.	861,976.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 11,338.

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
JP MORGAN ACCT	19,623.	0.	19,623.	19,623.	
TO PART I, LINE 4	19,623.	0.	19,623.	19,623.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LUTZ AND CARR - ACCOUNTING AND TAX PREPARATION	2,567.	1,284.		1,283.
TO FORM 990-PF, PG 1, LN 16B	2,567.	1,284.		1,283.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	2,099.	2,099.		0.
TO FORM 990-PF, PG 1, LN 16C	2,099.	2,099.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	591.	0.		0.
TO FORM 990-PF, PG 1, LN 18	591.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	100.	0.		100.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
UNREALIZED GAIN IN MARKET VALUE OF INVESTMENTS			10,148.
TOTAL TO FORM 990-PF, PART III, LINE 3			10,148.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX INTL STOCK FUND	FMV	59,933.	59,933.
FMI LARGE CAP FUND	FMV	53,498.	53,498.
JP MORGAN US LARGE CAP CORE PLUS FUND	FMV	49,167.	49,167.
JPMORGAN HIGH YIELD BOND FUND	FMV	20,725.	20,725.
JP MORGAN SHORT DURATION BOND FUND	FMV	99,972.	99,972.
SPDR S&P 500 ETF TRUST	FMV	130,536.	130,536.
JP MORGAN LARGE CAP GROWTH FUND	FMV	16,444.	16,444.
ISHARES S&P MIDCAP 400 INDEX FUND	FMV	56,261.	56,261.
JP MORGAN MID CAP EQUITY FUND	FMV	21,979.	21,979.
JP MORGAN STR INC OPP FUND	FMV	41,744.	41,744.
JP MORGAN TR INFL MANAGED BD	FMV	20,880.	20,880.
ABERDEEN ASIA PACIFIC	FMV	40,326.	40,326.
MATTHEWS PACIFIC TIGER INSTL FD	FMV	23,184.	23,184.
DOUBLELINE FDS TR	FMV	42,218.	42,218.
GATEWAY FUND Y	FMV	26,394.	26,394.
ISHARES MSCI EAFE INDEX FUND	FMV	82,547.	82,547.
INV BALANCED RISK ALLOC	FMV	16,193.	16,193.
JPM GLBL RES ENH INDEX FD	FMV	32,136.	32,136.
PIMCO UNCONSTRAINED BOND P	FMV	23,501.	23,501.
PIMCO COMMODITIES PLUS STRAT	FMV	17,620.	17,620.
T ROWE PRICE OVERSEAS STOCK	FMV	59,170.	59,170.
BROWN ADV JAPAN ALPHA OPP	FMV	11,187.	11,187.
GOTHAM ABSOLUTE RETURN FD	FMV	27,367.	27,367.
PIMCO TOTAL RETURN FD	FMV	37,358.	37,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,010,340.	1,010,340.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

JOSEPH A. WALKER

NANCY M. WALKER

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EMAIL APPLICATIONS ONLY
MEDIATHE@YAHOO.COM

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE, WWW.MEDIATHE.ORG, FOR APPLICATION FORMAT AND MATERIALS TO BE INCLUDED.

ANY SUBMISSION DEADLINES

NOVEMBER 1, EACH YEAR FOR ALL GRANT APPLICATIONS FOR THE FOLLOWING YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

MEDIATHE FOUNDATION INC. SUPPORTS NOT-FOR-PROFIT ORGANIZATIONS FOCUSING ON NEW MEDIA PERFORMANCE ARTS, THE DEVELOPMENT OF NEW MEDIA CONTENT, HUMANITARIAN CAUSES, AND THE ENVIRONMENT, PARTICULARLY ALTERNATIVE ENERGY SOURCES AND NATURE PRESERVATION. ALL APPLICATES MUST BE A U.S.A. NOT-FOR-PROFIT ORGANIZATION.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HERE ARTS CENTER, INC 145 6TH AVENUE NEW YORK, NY 10013	NONE	501(C)(3)	COMMISSIONING	3,000.
INGENUITY CLEVELAND 1900 SUPERIOR AVE CLEVELAND, OH 44114	NONE	501(C)(3)	MUSIC COMMISSION AND PERFORMANCE, INCLUDING GENERAL OPERATING SUPPORT	2,000.
ISSUE PROJECT ROOM C/O ED PATUTO, 232 3RD STREET BROOKLYN, NY 11215	NONE	501(C)(3)	GENERAL OPERATING SUPPORT AND COMMISSIONING	5,000.
LAMPO C/O ANDREW FENCHEL 2637 W. CORTEZ STREET CHICAGO, IL 60622	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
PARALLEL STUDIOS PO BOX 31674 SANTA FE, NM 87594-1674	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
PASADENA ARTS COUNCIL 65 SOUTH GRAND AVE PASADENA, CA 91105	NONE	501(C)(3)	MULTIMEDIA PERFORMANCES, INCLUDING GENERAL OPERATING SUPPORT	1,000.
ROULETTE INTERMEDIUM, INC C/O JIM STALEY, 228 WEST BROADWAY, #2 NEW YORK, NY 10013-2456	NONE	501(C)(3)	MIXOLOGY FESTIVAL AND GENERAL OPERATING SUPPORT	85,000.
SIGNAL CULTURE (PAID THROUGH FRACTURED ATLAS) 68 NORTH AVENUE, 3RD FLOOR OWEGO, NY 13827	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
TRICENTRIC FOUNDATION PO BOX 22935 BROOKLYN, NY 11202-2935	NONE	501(C)(3)	COMMISSIONING PROGRAM FOR YOUNG MUSICIANS, INCLUDING GENERAL OPERATING SUPPORT	5,000.
WOMEN'S STUDIO WORKSHOP 722 BINNEWATER LANE KINGSTONE, NY 12401	NONE	501(C)(3)	CAPITAL PROJECT FOR THE WORKSHOP WHICH SUPPORTS WORK OF WOMEN PHOTOGRAPHERS	10,000.
Total from continuation sheets				120,000.