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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

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

For calendar year 2013, or tax year beginning 12-01-2013, and ending 11-30-2014

Name of foundation THE RALLIS FOUNDATION		A Employer identification number 33-0590516
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1219	Room/suite	B Telephone number (see instructions) (949) 759-5730
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH, CA 92659		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (From Part II, col. (c), line 16) \$ 3,433,051	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,042	3,042		
	4 Dividends and interest from securities	77,677	77,677		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	60,999			
	b Gross sales price for all assets on line 6a 917,374				
	7 Capital gain net income (from Part IV, line 2)		60,999		
	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	141,718	141,718			
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 (attach schedule)				
	b Accounting fees (attach schedule)	15,426	0		0
	c Other professional fees (attach schedule)	37,567	37,567		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,822	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	61,815	37,567		0
	25 Contributions, gifts, grants paid	255,025			255,025
26 Total expenses and disbursements. Add lines 24 and 25	316,840	37,567		255,025	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-175,122				
b Net investment income (if negative, enter -0-)		104,151			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45,040	49,044	49,044		
	2	Savings and temporary cash investments	362,289	49,363	49,363		
	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)	2,191,713	2,227,408	2,584,784		
	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)	645,173	743,278	749,860		
	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)	3,244,215	3,069,093	3,433,051			
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 <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	3,244,215	3,069,093			
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
29	Retained earnings, accumulated income, endowment, or other funds	0	0				
30	Total net assets or fund balances (see page 17 of the instructions)	3,244,215	3,069,093				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,244,215	3,069,093				

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	3,244,215
2	Enter amount from Part I, line 27a	2	-175,122
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,069,093
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	3,069,093

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	See Additional Data Table			
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	See Additional Data Table			
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) 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	See Additional Data Table			
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	60,999
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 page 18 of 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	170,000	3,112,766	0.054614
2011	40,000	1,015,264	0.039399
2010	65,000	992,145	0.065515
2009	66,000	829,381	0.079577
2008	36,000	742,197	0.048505

2	Total of line 1, column (d).	2	0.287610
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	0.057522
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,376,416
5	Multiply line 4 by line 3.	5	194,218
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,042
7	Add lines 5 and 6.	7	195,260
8	Enter qualifying distributions from Part XII, line 4.	8	255,025

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Tax due. Total tax due is 1,066.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes a section for states reported to (CA).

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of JOHN RALLIS Telephone no (949) 759-5730 Located at PO BOX 1219 NEWPORT BEACH CA ZIP +4 92659			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 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).	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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
NONE		
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 THE ONLY ACTIVITY OF THE RALLIS FOUNDATION IS TO MAKE GRANTS TO OTHER ORGANIZATION THAT ARE (A) EXEMPT ORGANIZATIONS AND (B) NOT PRIVATE FOUNDATIONS,	255,025
2	
3	
4	

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

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 page 24 of the 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	3,174,965
b	Average of monthly cash balances.	1b	252,869
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,427,834
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	3,427,834
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,418
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,376,416
6	Minimum investment return. Enter 5% of line 5.	6	168,821

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	168,821
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,042
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,042
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	167,779
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	167,779
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	167,779

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	255,025
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	255,025
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	1,042
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	253,983

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				167,779
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	27,732			
c From 2010.	17,663			
d From 2011.				
e From 2012.	22,264			
f Total of lines 3a through e.	67,659			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>255,025</u>				
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.				167,779
e Remaining amount distributed out of corpus	87,246			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	154,905			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	154,905			
10 Analysis of line 9				
a Excess from 2009.	27,732			
b Excess from 2010.	17,663			
c Excess from 2011.				
d Excess from 2012.	22,264			
e Excess from 2013.	87,246			

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

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 organization 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	
2a 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 organization 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 Additional Data Table

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	255,025
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(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.

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

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2015-02-03 Title: *****

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

Paid Preparer Use Only
Table with 6 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUTNAM SHORT DURATION FUND	P	2014-05-27	2014-10-13
JP MORGAN STRATEGIC OPP	P	2013-08-27	2014-09-10
BRIT AMER TOBACCO	P	2013-08-23	2014-08-12
K	P	2013-08-23	2014-08-12
COLGATE PALMOLIVE	P	2013-08-23	2014-08-12
ILLINOIS TOOL	P	2013-08-23	2014-08-12
INTEL	P	2013-08-23	2014-08-12
INVESCO	P	2014-02-11	2014-08-12
J AND J	P	2013-08-23	2014-08-12
MEDTRONIC	P	2013-08-23	2014-08-12
MSFT	P	2013-12-10	2014-08-12
NEXTERA	P	2013-08-23	2014-08-12
NORDSTROM	P	2013-08-23	2014-08-12
NOVARTIS	P	2013-08-23	2014-08-12
OCCIDENTAL	P	2013-08-23	2014-08-12
PEARSON	P	2013-08-23	2014-08-12
ROCHE	P	2014-03-10	2014-08-12
BLACK AND DECKER	P	2013-08-23	2014-08-12
TRAVELERS	P	2014-02-11	2014-08-12
UNION PACIFIC	P	2014-04-15	2014-08-12
UPS	P	2013-08-23	2014-08-12
VF	P	2014-08-23	2014-08-12
INTEL	P	2013-08-23	2014-08-12
AFLAC	P	2013-08-23	2014-05-05
BOEING	P	2013-08-23	2014-05-05
CLOROX	P	2013-08-23	2014-05-05
K	P	2013-08-23	2014-05-05
EMERSON	P	2013-08-23	2014-05-05
ILLINOIS TOOL	P	2013-08-23	2014-05-05
INVESCO	P	2014-02-11	2014-05-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MEDTRONIC	P	2014-02-11	2014-05-05
NOVARTIS	P	2013-08-23	2014-05-05
PEARSON	P	2013-08-23	2014-05-05
BLACK AND DECKER	P	2013-08-23	2014-05-05
TRAVELERS	P	2013-08-23	2014-05-05
UPS	P	2013-08-23	2014-05-05
VF	P	2013-08-23	2014-05-05
BRIT AMER TOBACCO	P	2013-08-23	2014-04-15
CLOROX	P	2013-08-23	2014-04-15
K	P	2013-08-23	2014-04-15
COLGATE PALMOLIVE	P	2013-08-23	2014-04-15
CSX	P	2013-08-23	2014-04-15
DOMINION	P	2014-02-11	2014-04-15
EMERSON	P	2013-08-23	2014-04-15
J AND J	P	2013-08-23	2014-04-15
MSFT	P	2013-12-10	2014-04-15
NEXTERA	P	2013-08-23	2014-04-15
NORTHEAST UTIL	P	2013-08-23	2014-04-15
NOVARTIS	P	2013-08-23	2014-04-15
PEARSON	P	2013-08-23	2014-04-15
TRAVELERS	P	2014-02-11	2014-04-15
DIAGEO	P	2010-01-22	2014-04-15
INTEL	P	2010-01-22	2014-04-15
AFLAC	P	2013-08-23	2014-03-10
BRIT AMER TOBACCO	P	2013-08-23	2014-03-10
CSX	P	2013-08-23	2014-03-10
ILLINOIS TOOL	P	2013-08-23	2014-03-10
MEDTRONIC	P	2013-08-23	2014-03-10
NORDSTROM	P	2013-08-23	2014-03-10
NOVARTIS	P	2013-08-23	2014-03-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
OCCIDENTAL	P	2013-08-23	2014-03-10
UNILEVER	P	2013-08-23	2014-03-10
UPS	P	2013-08-23	2014-03-10
UNITED TECH	P	2013-08-23	2014-03-10
VF	P	2013-08-23	2014-03-10
YUM	P	2013-11-13	2014-03-10
BOEING	P	2013-08-23	2014-02-11
BRIT AMER TOBACCO	P	2013-08-23	2014-02-11
COCA COLA	P	2013-08-23	2014-02-11
COLGATE PALMOLIVE	P	2013-08-23	2014-02-11
CSX	P	2013-08-23	2014-02-11
EMERSON	P	2013-08-23	2014-02-11
ILLINOIS TOOL	P	2013-08-23	2014-02-11
J AND J	P	2013-08-23	2014-02-11
MEDTRONIC	P	2013-08-23	2014-02-11
MSFT	P	2013-12-10	2014-02-11
NEXTERA	P	2013-08-23	2014-02-11
NORDSTROM	P	2013-08-23	2014-02-11
NORTHEAST UTIL	P	2013-08-23	2014-02-11
NOVARTIS	P	2013-08-23	2014-02-11
SANOFI	P	2013-08-23	2014-02-11
BLACK AND DECKER	P	2013-08-23	2014-02-11
TEVA	P	2013-08-23	2014-02-11
UNILEVER	P	2013-02-26	2014-02-11
UNITED TECH	P	2013-08-23	2014-02-11
OCCIDENTAL	P	2013-08-23	2014-02-11
VF	P	2013-08-23	2014-02-11
YUM	P	2013-11-13	2014-02-11
DIAGEO	P	2010-01-22	2014-02-11
INTEL	P	2010-01-22	2014-02-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
TEVA	P	2010-04-14	2014-02-11
BOEING	P	2013-08-23	2013-12-10
CLOROX	P	2013-08-23	2013-12-10
CSX	P	2013-08-23	2013-12-10
EMERSON	P	2013-08-23	2013-12-10
ILLINOIS TOOL	P	2013-08-23	2013-12-10
J AND J	P	2013-08-23	2013-12-10
PEARSON	P	2013-08-23	2013-12-10
TOTAL SA ADR	P	2013-01-18	2013-12-10
UNILEVER	P	2013-08-23	2013-12-10
UPS	P	2013-08-23	2013-12-10
UNITED TECH	P	2013-08-23	2013-12-10
VF	P	2013-08-23	2013-12-10
YUM	P	2013-11-13	2013-12-10
INTEL	P	2013-11-13	2013-12-10
TEVA	P	2009-10-09	2013-12-10
TOTAL SA ADR	P	2012-07-06	2013-12-10
	P		
	P		
	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,258		100,008	250
4,146		4,139	7
4,065		3,646	419
835		807	28
259		235	24
2,725		2,337	388
23,256		15,917	7,339
9,144		8,152	992
3,617		3,150	467
7,716		6,572	1,144
11,352		10,019	1,333
666		571	95
12,819		10,586	2,233
1,721		1,507	214
6,654		5,834	820
4,264		4,708	-444
2,031		2,141	-110
5,327		5,241	86
3,186		2,917	269
8,068		7,515	553
1,835		1,654	181
4,041		3,092	949
984		747	237
817		776	41
3,954		3,154	800
79,586		76,958	2,628
572		538	34
405		371	34
2,303		1,971	332
2,157		2,064	93

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
295		265	30
2,625		2,260	365
3,447		3,858	-411
5,073		5,114	-41
3,722		3,418	304
880		783	97
1,899		1,474	425
1,721		1,562	159
2,153		2,020	133
2,170		2,074	96
3,383		2,995	388
79,733		71,118	8,615
1,618		1,592	26
1,130		1,050	80
4,059		3,587	472
3,595		3,442	153
4,363		3,668	695
4,014		3,616	398
168		152	16
951		1,120	-169
1,030		1,000	30
1,792		966	826
5,381		4,536	845
2,489		2,270	219
8,336		7,812	524
2,439		2,144	295
1,639		1,460	179
3,712		3,286	426
3,625		3,301	324
248		226	22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,912		2,612	300
79,590		79,305	285
1,082		958	124
1,875		1,650	225
1,294		999	295
2,231		2,106	125
902		736	166
198		208	-10
1,938		1,921	17
1,055		999	56
1,940		1,791	149
714		680	34
2,757		2,556	201
2,863		2,712	151
2,470		2,332	138
2,079		2,141	-62
13,162		11,656	1,506
1,231		1,195	36
10,555		9,932	623
7,428		6,931	497
81,659		83,407	-1,748
3,522		3,843	-321
79,677		69,022	10,655
2,934		2,943	-9
5,726		5,260	466
3,403		3,221	182
7,854		6,278	1,576
4,769		4,720	49
1,343		759	584
3,275		2,723	552

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,373		12,297	1,076
2,452		736	1,716
3,966		2,188	1,778
1,355		3,557	-2,202
803		1,236	-433
803		730	73
942		875	67
486		477	9
75,311		71,033	4,278
1,335		1,313	22
712		609	103
3,002		2,785	217
2,296		1,903	393
441		436	5
669		549	120
3,860		5,180	-1,320
6,677		5,379	1,298
			0
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			250
			7
			419
			28
			24
			388
			7,339
			992
			467
			1,144
			1,333
			95
			2,233
			214
			820
			-444
			-110
			86
			269
			553
			181
			949
			237
			41
			800
			2,628
			34
			34
			332
			93

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			30
			365
			-411
			-41
			304
			97
			425
			159
			133
			96
			388
			8,615
			26
			80
			472
			153
			695
			398
			16
			-169
			30
			826
			845
			219
			524
			295
			179
			426
			324
			22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			300
			285
			124
			225
			295
			125
			166
			-10
			17
			56
			149
			34
			201
			151
			138
			-62
			1,506
			36
			623
			497
			-1,748
			-321
			10,655
			-9
			466
			182
			1,576
			49
			584
			552

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,076
			1,716
			1,778
			-2,202
			-433
			73
			67
			9
			4,278
			22
			103
			217
			393
			5
			120
			-1,320
			1,298
			0
			0
			0

Form 990PF Part XV Line 1a - 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).

JOHN RALLIS
MARY LYNN BERGMAN-RALLIS

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ASSISTANCE LEAGUE OF NEWPORT MESA 2220 FAIRVIEW ROAD COSTA MESA, CA 92627	N/A	N/A	GENERAL CONTRIBUTION GENERAL CONTRIBUTION	30,025
CHILDREN'S CANCER CARING CENTER PO BOX 630218 MIAMI, FL 33163	N/A	N/A	GENERAL CONTRIBUTION	10,000
CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806	N/A	N/A	GENERAL CONTRIBUTION	10,000
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	N/A	N/A	GENERAL CONTRIBUTION	20,000
MICHAEL FUX FOUNDATION 187 ROUTE 36 SUITE 201 WEST LONG BEACH, NJ 07764	N/A	N/A	GENERAL CONTRIBUTION	10,000
NEWPORT BEACH PUBLIC LIRARY FOUNDATION 1000 AVACADO NEWPORT BEACH, CA 92660	N/A	N/A	GENERAL CONTRIBUTION	10,000
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	N/A	N/A	GENERAL CONTRIBUTION	50,000
ORANGE COAST COLLEGE FOUNDATION 2701 FAIRVIEW ROAD COSTA MESA, CA 92626	N/A	N/A	GENERAL CONTRIBUTION	65,000
SAINT SOPHIA 1324 S NORMANDIE LOS ANGELES, CA 90006	N/A	N/A	GENERAL CONTRIBUTION	15,000
SPECIAL PEOPLE IN NEED 300 N LA SALLE DR STE 4000 CHICAGO, IL 60654	N/A	N/A	GENERAL CONTRIBUTION	5,000
ALL STAR PROJECT 543 WEST 42ND STREET NEW YORK, NY 10036	N/A	N/A	GENERAL CONTRIBUTION	5,000
MEDICI FOUNDATION 16100 SAND CANYON AVENUE SUITE 130 IRVINE, CA 92618	N/A	N/A	GENERAL CONTRIBUTION	5,000
MUSEUM OF ARTS AND DESIGN 2 COLUMBUS CIRCLE NEW YORK, NY 10019	N/A	N/A	GENERAL CONTRIBUTION	10,000
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET 8TH FLOOR NEW YORK, NY 10022	N/A	N/A	GENERAL CONTRIBUTION	10,000
Total				255,025

TY 2013 Accounting Fees Schedule

Name: THE RALLIS FOUNDATION

EIN: 33-0590516

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SINGERLEWAK	6,576	0		0
FARBER HASS HURLEY	8,850	0		0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE RALLIS FOUNDATION**EIN:** 33-0590516

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JNJ	69,477	85,842
INTC	55,025	90,555
DIAGEO	81,972	84,022
INVESCO	71,147	83,464
AFLAC	80,529	80,336
BOEING	70,967	88,946
BRIT AMER TOB	71,590	81,064
CLOROX	0	0
KO	77,157	89,928
COLGATE	72,499	85,804
EMERSON	78,718	81,090
ILL TOOL	68,416	88,854
MED	68,311	94,702
NEXTERA	68,677	87,478
NORDSTROM	66,253	88,349
NORTHEAST UTIL	76,818	93,278
NOVARTIS	69,932	89,595
OCCIDENTAL	70,313	63,975
PEARSON	85,799	81,952
SANOFF	0	0
STANLEY	77,842	85,090
TEVA	0	0
SA FRANCE ADR	0	0
UNILEVER	0	0
UNIT TECH	79,021	91,014
VF	62,095	96,743
YUM	82,783	88,065
DOMINION	81,546	85,536
MICROSOFT	70,426	87,970
QUALCOMM	85,906	78,805

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCHE HOLDING	84,083	84,060
TORONTO DOMINION	79,987	77,906
TRAVELERS	73,183	91,708
UNION PACIFIC	74,505	93,766
UPS	72,431	84,887

TY 2013 Investments - Other Schedule**Name:** THE RALLIS FOUNDATION**EIN:** 33-0590516

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKROCK	AT COST	130,462	135,040
GS STRAT INC	AT COST	97,663	95,917
HARTFORD BOND F	AT COST	65,358	67,034
JANUS BOND FUND	AT COST	131,732	134,014
JP MORGAN	AT COST	106,740	106,021
MAINSTAY	AT COST	111,019	111,632
PUTNAM SHORT DURATION	AT COST	100,304	100,202

TY 2013 Other Expenses Schedule

Name: THE RALLIS FOUNDATION

EIN: 33-0590516

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CALIFORNIA FEE	30	0		0
FOREIGN TAX	674	0		0
ATTORNEY GENERAL FEE	150	0		0
FEDERAL TAXES	7,968	0		0

TY 2013 Other Professional Fees Schedule

Name: THE RALLIS FOUNDATION

EIN: 33-0590516

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET MANAGEMENT FEES-WF/UBS	37,567	37,567		0