



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No. 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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

Name of foundation  
**ADRIAN FAMILY FOUNDATION**  
**C/O DONALD J. ADRIAN**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**287 LA COSTA AVE.**

City or town, state or province, country, and ZIP or foreign postal code  
**ENCINITAS, CA 92024-1110**

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) **\$ 4,349,188.**

J Accounting method:  Cash  Accrual  Other (specify)

A Employer identification number  
**33-0783199**

B Telephone number  
**760-942-9408**

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

3/3

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	21,676.	21,676.		STATEMENT 1
4	Dividends and interest from securities	67,290.	67,290.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,534.			
b	Gross sales price for all assets on line 6a	733,152.			
7	Capital gain net income (from Part IV, line 2)		7,534.		
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)	7,510.	0.		STATEMENT 3
11	Other income	104,010.	96,500.		
12	<b>Total.</b> Add lines 1 through 11	0.	0.		0.
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	5,000.	0.		5,000.
b	Accounting fees STMT 5	17,473.	3,540.		13,933.
c	Other professional fees STMT 6	21,756.	0.		21,756.
17	Interest				
18	Taxes STMT 7	35.	0.		35.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	998.	0.		998.
22	Printing and publications				
23	Other expenses STMT 8	34,188.	0.		34,188.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	79,450.	3,540.		75,910.
25	Contributions, gifts, grants paid	163,833.			163,833.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	243,283.	3,540.		239,743.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-139,273.			
b	<b>Net investment income</b> (if negative, enter -0-)		92,960.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			N/A	

Operating and Administrative Expenses 910228 130 CENTINTRAvenue

RECEIVED  
OCT 19 2015  
STMT  
IRS  
COURTEN UT

Form 990-PF (2013)  
3

**ADRIAN FAMILY FOUNDATION**  
**C/O DONALD J. ADRIAN**

Form 990-PF (2013)

33-0783199

Page 2

**Part II Balance Sheets**

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1	Cash - non-interest-bearing	943.	361.	361.
	2	Savings and temporary cash investments	820,486.	276,099.	276,099.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock <span style="float: right;">STMT 9</span>	2,452,087.	3,576,722.	3,576,722.
	c	Investments - corporate bonds <span style="float: right;">STMT 10</span>	1,099,178.	496,006.	496,006.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,372,694.	4,349,188.	4,349,188.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	24	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>	4,372,694.	4,349,188.	
	25	Unrestricted			
	26	Temporarily restricted			
		Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	<b>Total net assets or fund balances</b>	4,372,694.	4,349,188.		
31	<b>Total liabilities and net assets/fund balances</b>	4,372,694.	4,349,188.		

**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	4,372,694.
2	Enter amount from Part I, line 27a	2	-139,273.
3	Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN/LOSS</b>	3	115,767.
4	Add lines 1, 2, and 3	4	4,349,188.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	4,349,188.

Form 990-PF (2013)

323511  
10-10-13

**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.)
<b>1a PUBLIC SECURITIES LONG TERM</b>	P		
<b>b PUBLIC SECURITIES SHORT TERM</b>	P		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 607,175.		600,000.	7,175.
<b>b</b> 125,977.		125,618.	359.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			7,175.
<b>b</b>			359.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	7,534.
<b>3</b> 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	184,263.	4,107,582.	.044859
2011	94,436.	3,902,093.	.024201
2010	93,786.	3,757,585.	.024959
2009	178,757.	3,383,800.	.052827
2008	90,300.	3,256,377.	.027730

<b>2</b> Total of line 1, column (d)	2	.174576
<b>3</b> 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	.034915
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,362,387.
<b>5</b> Multiply line 4 by line 3	5	152,313.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	930.
<b>7</b> Add lines 5 and 6	7	153,243.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	239,743.

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.

**ADRIAN FAMILY FOUNDATION**  
**C/O DONALD J. ADRIAN**

Form 990-PF (2013)

33-0783199

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	930.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	930.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	930.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,308.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,308.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	13,378.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> <b>13,378.</b> <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

N/A

2

Form 990-PF (2013)

**ADRIAN FAMILY FOUNDATION**  
**C/O DONALD J. ADRIAN**

Form 990-PF (2013)

33-0783199

Page 5

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

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                  Website address ► <u>N/A</u></p>	13	X	
<p>14 The books are in care of ► <u>DONALD J. ADRIAN</u> Telephone no. ► <u>760-942-9408</u>                  Located at ► <u>287 LA COSTA AVE., ENCINITAS, CA</u> ZIP+4 ► <u>92024-1110</u></p>			
<p>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> <span style="float: right;">N/A</span></p>			
<p>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 ►</p>	16	Yes	No X

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

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

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p>(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>			
<p>b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?                  Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/></p>	1b		X
<p>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?</p>	1c		X
<p>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)):</p> <p>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 ► _____ <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>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.) <span style="float: right;">N/A</span></p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.                  ► _____</p>	2b		
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>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.) <span style="float: right;">N/A</span></p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X

Form 990-PF (2013)

ADRIAN FAMILY FOUNDATION

C/O DONALD J. ADRIAN

Form 990-PF (2013)

33-0783199

Page 6

**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  
Organizations relying on a current notice regarding disaster assistance check here  Yes  No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870.

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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

Form 990-PF (2013)

ADRIAN FAMILY FOUNDATION

Form 990-PF (2013)

C/O DONALD J. ADRIAN

33-0783199

Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 REVOLVING LOAN FUND (RLF) PROGRAM: SEE STATEMENT A	
	19,365.
2 OAXACA: SEE STATEMENT A	
	3,576.
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	
	0.

Form 990-PF (2013)

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,845,472.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,583,347.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,428,819.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,428,819.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	66,432.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,362,387.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	218,119.

**Part XI**

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	218,119.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	930.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	930.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	217,189.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	217,189.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	217,189.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	239,743.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	239,743.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	930.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	238,813.

**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.

**ADRIAN FAMILY FOUNDATION  
C/O DONALD J. ADRIAN**

Form 990-PF (2013)

33-0783199 Page 9

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				217,189.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			118,383.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 239,743.				
<b>a</b> Applied to 2012, but not more than line 2a			118,383.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				121,360.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				95,829.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

Form 990-PF (2013)

323581  
10-10-13

**ADRIAN FAMILY FOUNDATION**  
**C/O DONALD J. ADRIAN**

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**DONALD J. ADRIAN**

- 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 12**

- 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

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PLANT WITH PURPOSE

PROVIDE A PLATFORM FOR AGRICULTURAL LAND ENVIRONMENTAL PROJECTS AS WELL AS SHARING GOD'S LOVE. SMALL BUSINESS LOANS TO FARMERS. PLANTING TREES FOR REFORESTATION. CISTERNS FOR RAINWATER HARVESTING. COMPOSITN LATRINES, WOOD STOVE, FAMILY GARDENS AND SHEEP PROJECTS. TRANSFORMING THE LIVES OF RURAL FARMING FAMILIES THROUGH PROGRAMS THAT ADDRESS THE PROBLEMS OF POVERTY AND DEFORESTATION. SUPPLYING TOOLS AN TRAINING TO CHANGE THEIR CIRCUMSTANCES.

**Adrian Family Foundation**  
**990 PF 11/30/14**  
**EIN: 33-0783199**

**PART IX – A**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

**Indirect costs are allocated equally to each active program (4 currently).**

**1. REVOLVING LOAN FUND (RLF) PROGRAM**

A revolving loan program has been established in the Dominican Republic. The general program includes agroforestry training and loans to impoverished farmers for agroforestry farm development to enable them to become self-sufficient. Long term loans (6 to 10 years) are made for establishing timber and fruit trees and short term loans (about 1 -3 years) for intercrops. The farmers use the loan proceeds to purchase plants, seeds, fertilizer and other agroforestry supplies as well as for their living expenses while they are working on the farms and the crops are maturing. The loans will be repaid as the crops are harvested and sold. Some of these farmers have begun to harvest their trees and are selling their wood and beginning to repay their loans.

The farmers who are interested in the program generally live on their farm land and the soil quality is generally suitable. Eight farmers, all below the poverty level, were selected in 2001 using specific criteria and have received training in agroforestry by an agroforestry technician. The loan procedures are established and part time personnel have been contracted to operate the program. Except for two drought periods, additional farmers have been added each year. The work load per farmer is heaviest in the first couple of years, and then decreases allowing time for new farmers to be trained. A total of 66 farmers have benefited from the program. Twelve of the farmers have repaid their loans and one has defaulted. Farmer's plant eucalyptus, acacia, and mahogany due to the high local demand in addition to various other trees including: bananas, coffee, orange and cacao.

The farmers generally grow a large portion of their seedlings in community nurseries established by the foundation. This significantly reduces the cost of establishing their farms. Plans are being made for community nurseries.

**2. OAXACA**

The Foundation supports activities in the Mixtec Indian communities in the mountains of Oaxaca. Most of these people live at or below the poverty level and make their living by growing corn and beans for self-consumption. They often live at great distance from government and commercial services. Transportation is generally very limited.

The Foundation, using portable equipment, supplies dental care in remote areas where reaching a government clinic would require a trip of two or more hours. Medicines are supplied to the clinic of Santa Inez.

Materials for ecological latrines were supplied to several communities. Rural stoves were constructed in several communities so that smoke could be directed out of the home. Before, much of the cooking was done on an open fire. The stoves, by taking the smoke out of the house limit respiratory problems and eliminating the open fire minimizes children getting burned.

The Foundation sponsored the building of a community center in Loma Chimedia. A second story was added to the main building. The center has been furnished for overnight visitors so it can be used by visitors from other communities. The center is used for community meetings, women's craft and sewing activities, teaching of the Mixtec language etc. The building was constructed of bricks made by members of the community.

Major activities were completed in Loma Chimedia and the team transitioned to the new village of La Union. Projects in La Union include: ecological latrines, cisterns, rural stoves, and major work on a local reservoir. Extensive tree planting was done to protect the watershed above the reservoir.

Oaxaca Project (LA Union Community – Approx. 3 Villages)

Proposal: (Requests)

2012	2013	2014
16,659	27,667	24,833

Past relationship was SBPC would cover approximately 50% and foundation 50% - Due to budgets cuts at SBPC they were unable to contribute – Foundation Funded 100% for 2013(27,667) and 2014 (24,833).

OST/Unit	The 3-year Proposal was for:	Quantities as reported from Community President:
(1083)	30 Cisterns	50 Cisterns
(417)	35 Latrines	62 Latrines
(83)	30 Wood Saving Stoves	86 Wood Savings Stoves
(292)	3 Bread Ovens	1 Bread Oven
	20 Family	
(292)	Gardens/Chickens	10 Family Gardens/Chickens
(250)	20 Sheep Projects	10 Sheep Projects
		3 Fruit Gardens

Work on Dam and Water Shed 5,950

Festival of Values 1,916

Total - \$69,159 (3-years)

### 3. BRAIN RESEARCH

This activity covers research directed towards non-pharmaceutical treatment of currently incurable diseases such as Alzheimer's and Parkinson's disease.

Part of the study involves medical library research to find low cost symptomatic treatments such as physical and speech therapy, value of exercise and avoidance of obesity. The next level of the research for possible relief of symptoms is by reprogramming the neural system. For example, implanted deep brain stimulators in the sub thalamus neurons. These devices are very expensive and we are investigating non-invasive methods such as bio-feedback and extremely low frequency electrical stimulation.

Finally we plan to investigate the stimulation of brain cells to produce natural chemicals which may be neuroprotective. Stimulus possibilities include heat and electromagnetic radiation. Experiments with rats show that exercise stimulates the production of neurotropic factors which slow degeneration and cause the growth of new neurons in the hippocampus, an area in the brain important for Alzheimer's disease. It remains to be determined if this will occur in humans. However exercise can be recommended at this time since it has been shown effective in treating depression which often accompanies neurodegenerative diseases.

Biofeedback using EEG and accelerometer signals has been experimented with to reduce tremors associated with Parkinson's disease. In cooperation with a consortium of researchers, new signal processing and display techniques have been investigated for studying tremor. The possible use of tremor data as an indicator of disease progression is also being studied. Preliminary analysis indicates that tremor frequency decreases as Parkinson's disease progresses.

We have found that massage has an effect on tremor similar to biofeedback. Both biofeedback and massage seem to produce an "alpha state" in EEG. This state is the opposite of stress or excited state which is known to promote tremor.

Experiments with a massage machine have shown little effect on tremor. This is disappointing since available machines would be much more economical than a massage therapist. The study is still continuing and other methods of obtaining the benefits of human touch will be examined.

We have found that a combination of heavy exercises (a stationary bicycle and treadmill) and biofeedback allows for the reduction of medication (and resulting side effects) for symptomatic treatment of Parkinson's disease. In one case this reduction has lasted several years but we have not yet isolated the relative contribution of exercise and biofeedback.

The individual mentioned in the last paragraph has had other ailments for the last couple of years which led to severe reduction of his exercise. His medication has had to be increased to 400 mg of levo dopa per day from an earlier 200 to 250 mg per day. Massage therapy has continued during this time. This result hints that exercise may be more important than massage (or biofeedback) in slowing symptoms.

In cooperation with another foundation, the electrical stimulation of the peripheral nervous system is being studied for reducing tremor and muscle stiffness and pain associated with neurological disorders. Long range plans include using electrical stimulation to mimic part of the effects (e.g. contracting of muscles) of exercise. This is important since persons with more advanced disease have difficulty in exercising.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	21,676.	21,676.	
TOTAL TO PART I, LINE 3	21,676.	21,676.	

## 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
DIVIDEND INCOME	67,290.	0.	67,290.	67,290.	
TO PART I, LINE 4	67,290.	0.	67,290.	67,290.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONTAXABLE INTEREST	7,200.	0.	
OREGANO OIL SALES	310.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,510.	0.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,000.	0.		5,000.
TO FM 990-PF, PG 1, LN 16A	5,000.	0.		5,000.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,473.	3,540.		13,933.
TO FORM 990-PF, PG 1, LN 16B	17,473.	3,540.		13,933.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	21,756.	0.		21,756.
TO FORM 990-PF, PG 1, LN 16C	21,756.	0.		21,756.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	35.	0.		35.
TO FORM 990-PF, PG 1, LN 18	35.	0.		35.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHONE	108.	0.		108.
MILAGE	1,232.	0.		1,232.
TRADING FEES	3,162.	0.		3,162.
OAXACA - PROGRAM EXPENSE	3,576.	0.		3,576.
OFFICE	4,255.	0.		4,255.
INSURANCE	2,126.	0.		2,126.
BANK	234.	0.		234.
RLF - PROGRAM EXPENSE	19,365.	0.		19,365.
OTHER	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	34,188.	0.		34,188.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,000 SHARES AMERICA MOVIL	47,420.	47,420.
760 SHARES CENTURY TEL/CENTURYLINK	30,985.	30,985.
1,000 COUNTRY WIDE CAPITAL	25,580.	25,580.
500 SHARES JACOBS ENGINEERING	23,225.	23,225.
5,500 SHARES MEDTRONIC	406,285.	406,285.
400 SHARES PERKINELMER	18,188.	18,188.
14,500 SHARES QUALCOMM	1,348,650.	1,348,650.
11,100 SHARES SPRINT	56,832.	56,832.
1,300 SHARES STD & POORS/SPDR TR	269,360.	269,360.
1,000 SHARES WALGREEN	68,610.	68,610.
12,406 SHARES WINDSTREAM	125,425.	125,425.
FRANKLIN CUSTODIAN	159,045.	159,045.
SANOFI	107.	107.
ISHARE - 6257	121,915.	121,915.
SELECT SECTOR SPDR - 6257	226,803.	226,803.
VANGUARD - 6257	151,525.	151,525.
ISHARE - 6350	105,651.	105,651.
VANGUARD - 6350	225,989.	225,989.
SPDR BARCLAYS	35,092.	35,092.
SELECT SECTOR SPDR - 6350	130,035.	130,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,576,722.	3,576,722.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LOMA LINDA CALIF	200,566.	200,566.
3,000 SHARES HSBC USA INC NEW	295,440.	295,440.
TOTAL TO FORM 990-PF, PART II, LINE 10C	496,006.	496,006.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. ADRIAN 287 LA COSTA AVENUE ENCINITAS, CA 92024	PRESIDENT 20.00	0.	0.	0.
MARK ANDERSON 287 LA COSTA AVENUE ENCINITAS, CA 92024	SECRETARY/TREASURER 5.00	0.	0.	0.
DUNCAN MCCOLL 287 LA COSTA AVENUE ENCINITAS, CA 92024	BOARD MEMBER 1.00	0.	0.	0.
CRAIG RACINE 287 LA COSTA AVENUE ENCINITAS, CA 92024	BOARD MEMBER 1.00	0.	0.	0.
DAVID ADRIAN 287 LA COSTA AVENUE ENCINITAS, CA 92024	BOARD MEMBER 1.00	0.	0.	0.
ARMANDO OSARIO 287 LA COSTA AVENUE ENCINITAS, CA 92024	BOARD MEMBER 1.00	0.	0.	0.
JEAN SMITH 287 LA COSTA AVENUE ENCINITAS, CA 92024	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD J. ADRIAN, PRESIDENT - THE ADRIAN FOUNDATION  
287 LA COSTA AVENUE  
ENCINITAS, CA 92024-1110

TELEPHONE NUMBER

760-942-9408

FORM AND CONTENT OF APPLICATIONS

POTENTIAL GRANTEEES SHOULD SUBMIT A CLEAR LETTER DESCRIBING THE TYPE OF ACTIVITIES PERFORMED, GEOGRAPHICAL WORK AREA AND THE ORGANIZATION'S CHARITABLE STATUS.

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

CURRENTLY ONLY ORGANIZATIONS PERFORMING COMMUNITY DEVELOPMENT ACTIVITIES IN THE DOMINICAN REPUBLIC OR OAXACA, MEXICO OR THE AFAR REGION OF ETHIOPIA WILL BE CONSIDERED QUALIFIED FOR POTENTIAL GRANTS. ANY GRANTEE MUST BE A PUBLIC CHARITY OF A FOREIGN CHARITY MEETING REQUIREMENTS OF REVENUE PROCEDURE 92-94. EXCEPT FOR A RELIEF FROM NATURAL DISASTERS, ANY GRANTS SOLICITED WILL OFTEN BE SMALL, E.G. \$5,000. ANY GRANT WILL BE BASED ON A SOLICITATION TO A POTENTIAL GRANTEE OR GRANTEEES.