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990-PF

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For calendar year 2013 or tax year beginning

12/01, 2013, and ending

11/30, 2014

Name of foundation THE GREEN FOUNDATION

C/O GEORGE MCCRIMLISK

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

225 SOUTH LAKE AVENUE

1410

City or town, state or province, country, and ZIP or foreign postal code

PASADENA, CA 91101

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) \$ 150,723,324.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

95-4509163

B Telephone number (see instructions)

(626) 744-0323

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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	350,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	6,490,116.	6,490,116.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	665,896.			
b Gross sales price for all assets on line 6a	16,387,765.			
7 Capital gain net income (from Part IV, line 2)		665,896.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 2	-35,402.	-35,402.		
12 Total. Add lines 1 through 11	7,470,610.	7,120,610.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages	336,623.	16,831.		
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	194,397.	9,720.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 4	109,698.	109,463.		
19 Depreciation (attach schedule) and depletion	10,863.			
20 Occupancy	49,485.	2,474.		
21 Travel, conferences, and meetings	49,796.			
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	1,006,772.	999,847.		
24 Total operating and administrative expenses. Add lines 13 through 23	1,757,634.	1,138,335.		
25 Contributions, gifts, grants paid	9,554,354.			9,554,354.
26 Total expenses and disbursements. Add lines 24 and 25	11,311,988.	1,138,335.		9,554,354.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,841,378.			
b Net investment income (if negative, enter -0-)		5,982,275.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		1,543,447.	-419,110.	-419,110.
	2	Savings and temporary cash investments . . . . .				
	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 . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 6 . . . . .	112,009,035.	114,625,373.	129,541,733.	
	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) . . . . . ATCH 7	23,829,122.	19,299,288.	21,527,548.		
14	Land, buildings, and equipment basis ▶ . . . . . 36,022.					
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 16,106.	30,778.	19,916.	19,916.		
15	Other assets (describe ▶ . . . . . ATCH 8)	7,700.	53,237.	53,237.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	137,420,082.	133,578,704.	150,723,324.		
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, . . . ▶ <input checked="" type="checkbox"/> X					
	check here 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 (see instructions) . . . . .	137,420,082.	133,578,704.			
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	137,420,082.	133,578,704.			

## 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	137,420,082.
2	Enter amount from Part I, line 27a . . . . .	2	-3,841,378.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	133,578,704.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	133,578,704.

**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</b> SEE PART IV SCHEDULE					
<b>b</b>					
<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>					
<b>b</b>					
<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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<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 }			<b>2</b>	665,896.	
<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) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

**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.

(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	8,402,286.	144,654,430.	0.058085
2011	7,987,802.	142,964,695.	0.055873
2010	5,881,376.	144,776,127.	0.040624
2009	4,719,987.	136,770,259.	0.034510
2008	3,560,674.	124,786,479.	0.028534
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.217626
<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			<b>3</b> 0.043525
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 150,182,208.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 6,536,681.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 59,823.
<b>7</b> Add lines 5 and 6			<b>7</b> 6,596,504.
<b>8</b> 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			<b>8</b> 9,554,354.

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

1 a 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 59,823.
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
3 Add lines 1 and 2 . . . . .		3 59,823.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4 0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5 59,823.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a 101,650.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c 25,000.	
d Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments. Add lines 6a through 6d . . . . .		7 126,650.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10 66,827.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 66,827. Refunded <input type="checkbox"/> <input type="checkbox"/> . . . . .		11

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>WWW.LIGF.ORG</b>				
14	The books are in care of <b>GEORGE H. MCCRIMLISK &amp; COMPANY</b> Telephone no <b>626-744-0323</b>			
	Located at <b>225 SOUTH LAKE AVENUE, SUITE 1410 PASADENA, CA</b> ZIP+4 <b>91101</b>			
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 <b>15</b>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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	X
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		
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	X
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?	<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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b**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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		216,000.	17,280.	0

Total number of other employees paid over \$50,000 ☐ **2**

**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
NOT APPLICABLE		0
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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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>	117,132,737.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	10,527,222.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	24,809,288.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	152,469,247.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	152,469,247.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,287,039.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	150,182,208.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	7,509,110.

**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>	7,509,110.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	59,823.
<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>	59,823.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	7,449,287.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	7,449,287.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	7,449,287.

**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>	9,554,354.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<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>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	9,554,354.
<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 (see instructions)	<b>5</b>	59,823.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4.	<b>6</b>	9,494,531.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				7,449,287.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			3,831,460.	
<b>b</b> Total for prior years 20 11, 20 10, 20 09 . . . . .				
<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 ▶ \$ 9,554,354.				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			3,831,460.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				5,722,894.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<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) )				
<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				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				1,726,393.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<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 . . . . .				

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

NOT APPLICABLE

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)

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			(a) 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 8 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) )

NOT APPLICABLE

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.

NOT APPLICABLE

**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

PRIMARY CONTACT - KYLIE WRIGHT, 225 SOUTH LAKE AVE., SUITE 1410 PASADENA, CA 91101

KYLIES@LIGF.ORG

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

APPLICATIONS SHOULD BE SUBMITTED ELECTRONICALLY AT - [HTTP://WWW.LIGF.ORG/HOWTOAPPLY.PHP](http://WWW.LIGF.ORG/HOWTOAPPLY.PHP)

c Any submission deadlines.

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: THE GREEN FOUNDATION PRIMARILY FOCUSES ON THE ARTS, EDUCATION AND HUMAN SERVICES IN SOUTHERN CALIFORNIA. THE FUNDING GUIDELINES ARE AVAILABLE AT - [HTTP://WWW.LIGF.ORG/GUIDELINES.PHP](http://WWW.LIGF.ORG/GUIDELINES.PHP)

**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
<b>a Paid during the year</b>  ATCH 11				
<b>Total</b>			▶ <b>3a</b>	9,554,354.
<b>b Approved for future payment</b>  CHARITABLE GRANTS				
<b>Total</b>			▶ <b>3b</b>	



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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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			

[illegible]

**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

(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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Brandon DiTullio

Preparer's signature

*[Signature]*

Date

10/12/2015

Check <input type="checkbox"/>	if self-employed
--------------------------------	------------------

PTIN	
------	--

P01341491

Firm's name ► GEORGE H. MCCRIMLISK & COMPANY

Firm's EIN ▶ 20-1657655

Firm's address ► 225 S LAKE AVENUE, STE 1410

Phone no 626-744-0323

PASADENA, CA

91101

Form **990-PF** (2013)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

**2013**

▶ 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](http://www.irs.gov/form990).**Name of the organization****Employer identification number**THE GREEN FOUNDATION  
C/O GEORGE MCCRIMLISK

95-4509163

**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 foundationCheck 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).

Name of organization **THE GREEN FOUNDATION**  
C/O GEORGE MCCRIMLISK

Employer identification number  
95-4509163

**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	LEONARD I. GREEN TRUST 232 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	\$ 350,000.	Person <input checked="checked" 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)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization THE GREEN FOUNDATION  
C/O GEORGE MCCRIMLISK

Employer identification number  
95-4509163

**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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE GREEN FOUNDATION  
C/O GEORGE MCCRIMLISK

Employer identification number  
95-4509163

**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. See instructions) ▶ \$ \_\_\_\_\_

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 - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
872,735.		PUB TRADED SEC - MERRILL LYNCH 874,287.					VAR -1,552.	VAR
5,562,192.		PUB TRADED SEC - MERRILL LYNCH 5,469,446.					VAR 92,746.	VAR
2,572,230.		PUB TRADED SEC - UBS 2,640,238.					VAR -68,008.	VAR
3,967,879.		PUB TRADED SEC - UBS 3,620,686.					VAR 347,193.	VAR
249,998.		PUB TRADED SEC - WTC #5200 250,063.					VAR -65.	VAR
1,207,827.		PUB TRADED SEC - WTC #5200 1,189,387.					VAR 18,440.	VAR
103,396.		PUB TRADED SEC - WTC #4282 96,644.					VAR 6,752.	VAR
448,313.		PUB TRADED SEC - WTC #4282 295,121.					VAR 153,192.	VAR
81,706.		PUB TRADED SEC - WTC #3674 81,431.					VAR 275.	VAR
222,260.		PUB TRADED SEC - WTC #3674 168,950.					VAR 53,310.	VAR
932,706.		PUB TRADED SEC - WELLS FARGO 945,929.					VAR -13,223.	VAR
119.		PUB TRADED SEC - WELLS FARGO 1,905.					VAR -1,786.	VAR

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
564.		K-1 WHITTIER INTERNATIONAL LP				VAR 564.	VAR
9,819.		K-1 WHITTIER INTERNATIONAL LP				VAR 9,819.	VAR
1,828.		K-1 WHITTIER VALUE LP				VAR 1,828.	VAR
23,914.		K-1 WHITTIER VALUE LP				VAR 23,914.	VAR
3,480.		K-1 VTG LLC				VAR 3,480.	VAR
120,081.		K-1 VTG LLC				VAR 120,081.	VAR
		K-1 VPC FUND II LP 207.				VAR -207.	VAR
		K-1 VPC FUND II LP 87,575.				VAR -87,575.	VAR
6,718.		K-1 NGP NAT RESOURCES LP				VAR 6,718.	VAR
TOTAL GAIN(LOSS) .....						<u>665,896.</u>	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNION BANK - ACCT	4,851.	4,851.
JP MORGAN - ACCT	284,340.	284,340.
MERRILL LYNCH - ACCT	606,891.	606,891.
WELLS FARGO - ACCT	48,105.	48,105.
WHITTIER TRUST - ACCT	338,749.	338,749.
UBS FINANCIAL SERVICES - ACCT	2,725,616.	2,725,616.
NORTHERN TRUST - ACCT	231,119.	231,119.
GOLDMAN SACHS - ACCT	5.	5.
WTC VALUE FUND A, LP	11,158.	11,158.
WTC INTL FUND A, LP	14,341.	14,341.
VPC FUND II, LP	272,434.	272,434.
GPL SERVICING LTD - CORP	423,781.	423,781.
RCP SECONDARY OPP FUND - CORP	718,566.	718,566.
RCP#2 SECONDARY OPP FUND - CORP	100,684.	100,684.
VPC RISE SPV, LLC	542,145.	542,145.
CARRICK CAPITAL, LP	40.	40.
NGP NAT RES X, LP	3,741.	3,741.
OTHER	163,550.	163,550.
TOTAL	6,490,116.	6,490,116.

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WTC INTL FUND A, LP	537.	537.
VTG, LLC	138.	138.
VPC FUND II, LP (PORTFOLIO INCOME)	132,547.	132,547.
LITIGATION SETTLEMENT	4,506.	4,506.
NGP NAT RESOURCES X, LP	44.	44.
LOWELL INVESTORS, LLC	-173,174.	-173,174.
TOTALS	-35,402.	-35,402.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL EXPENSES	194,397.	9,720.
TOTALS	<u>194,397.</u>	<u>9,720.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAX ON INVESTMENT INCOME	109,463.	109,463.
FTB & ATTORNEY GENERAL FEE	235.	
TOTALS	<u>109,698.</u>	<u>109,463.</u>



FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	609,964. C	609,964.
INSURANCE EXPENSE	6,925.	
BANK CHARGES	1,935.	1,935.
OTHER PORTFOLIO DEDUCTIONS K-1	387,948. C	387,948.
TOTALS	<u>1,006,772.</u>	<u>999,847.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHITTIER TRUST COMPANY - ACCT	10,749,993.	13,282,760.
JP MORGAN CHASE - ACCT	3,445,486.	4,087,065.
MERRILL LYNCH - ACCT	15,909,755.	18,837,079.
UBS FINANCIAL SERVICES - ACCT	64,632,542.	72,333,849.
NORTHERN TRUST COMPANY - ACCT	10,190,390.	10,727,085.
GOLDMAN SACHS - ACCT	7,570.	7,570.
RCP SECONDARY OPP FUND - CORP	2,657,939.	2,684,045.
GPL SERVICING LTD - CORP		
RCP#2 SECONDARY OPP FUND -CORP	1,054,685.	1,025,045.
WELLS FARGO - ACCT	4,977,013.	5,548,625.
CALEDONIAN FUND	1,000,000.	1,008,610.
TOTALS	<u>114,625,373.</u>	<u>129,541,733.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WTC VALUE FUND A, LP	543,343.	944,641.
WTC INTL FUND A, LP	434,499.	491,319.
CARRICK CAPITAL, LP	2,106,891.	2,321,744.
NGP NAT RES X, LP	1,037,070.	1,613,243.
VTG, LLC	2,419,845.	2,299,382.
VPC FUND II, LP	3,729,771.	4,616,775.
CORPORATE NOTE		
3400 S LOWELL INV, LLC	1,721,810.	1,825,792.
AXIOM GLOBAL, INC.	500,000.	500,000.
CRESCENT SBIC, LP	633,663.	633,663.
PWP GROWTH, LP	372,396.	480,989.
VPC RISE SPV, LLC	5,000,000.	5,000,000.
S. IRONTON APT, LLC	800,000.	800,000.
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TOTALS	<u>19,299,288.</u>	<u>21,527,548.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID TAXES	45,537.	45,537.
DEPOSIT	7,700.	7,700.
TOTALS	<u>53,237.</u>	<u>53,237.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

GEORGE H. MCCRIMLISK  
225 SOUTH LAKE AVENUE, SUITE 1410  
PASADENA, CA 91101

PRESIDENT/CEO  
10.00

SUZANNE GREEN  
1277 HARTSVILLE-MILL RIVER ROAD  
NEW MARLBOROUGH, MA 01230

BOARD MEMBER  
1.00

RON WILCOX  
1569 VIRGINIA ROAD  
SAN MARINO, CA 91108

BOARD MEMBER  
1.00

KATHLEEN MCCRIMLISK  
225 SOUTH LAKE AVENUE, SUITE 1410  
PASADENA, CA 91101

BOARD MEMBER  
1.00

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
KYLIE WRIGHT 225 SOUTH LAKE AVENUE SUITE 1410 PASADENA, CA 91101	PROGRAM DIRECTOR 40.00	130,000.	10,400. 0
ELENA HERMANSON 225 SOUTH LAKE AVENUE SUITE 1410 PASADENA, CA 91101	PROGRAM DIRECTOR 24.00	86,000.	6,880. 0
	TOTAL COMPENSATION	<u>216,000.</u>	<u>17,280.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT

SEE ATTACHMENT

9,554,354

TOTAL CONTRIBUTIONS PAID

9,554,354

## Grants FYE14

Name	Paid Amount
Our Lady of the Holy Rosary School	\$10,000.00
1736 Family Crisis Center	\$25,000 00
1in6 Inc	\$20,000.00
24Th Street Theatre Company	\$35,000.00
A Home Within Inc	\$25,000 00
A Window Between Worlds	\$50,000.00
AbilityFirst	\$5,000 00
AbilityFirst	\$35,000 00
After-School All-Stars	\$25,000 00
Alcoholism Center For Women Inc	\$15,000.00
Alexandria House	\$25,000.00
Alisa Ann Ruch Burn Foundation	\$25,000 00
Alliance For College-Ready Public Schools	\$250,000.00
Alzheimer's Association, California Southland Chapter	\$25,000.00
Alzheimers Family Services Center	\$25,000 00
American Heart Association, Los Angeles Division	\$25,000.00
American Red Cross	\$50,000 00
Americas Vetdogs - The Veterans K9 Corps Inc.	\$30,000.00
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<b>Name</b>	<b>Paid Amount</b>
Arts And Services For Disabled Incorporated	\$15,000.00
Arts Council for Long Beach	\$15,000.00
Ascencia	\$25,000.00
Ascending Lights Leadership Network	\$25,000.00
Asian Americans Advancing Justice	\$25,000.00
Aspire Public Schools	\$100,000.00
Assistance League Of Long Beach	\$25,000.00
Assistance League Of Los Angeles	\$30,000.00
Avon Foundation Breast Cancer Crusade	\$10,000.00
Barrington Stage Company	\$35,000.00
Beauty Bus Foundation	\$20,000.00
Beit T'Shuvah	\$25,000.00
Belmar Fishing Club	\$5,000.00
Berkshire Children And Families Inc	\$30,000.00
Berkshire South Regional Community Center	\$30,000.00
Berkshire United Way Inc	\$30,000.00
Bienvenidos Childrens Center Inc	\$25,000.00
Big Brothers Big Sisters of Greater Los Angeles Inc	\$30,000.00
Blind Childrens Center	\$50,000.00
Boy Scouts LA Area Council	\$35,000.00

<b>Name</b>	<b>Paid Amount</b>
Boy Scouts Of America - Long Beach Area Council	\$15,000.00
Boys & Girls Club Of Carson	\$15,000 00
Boys & Girls Club Of Cypress	\$15,000 00
Boys & Girls Club Of Pasadena	\$15,000 00
Boys & Girls Club Of Redlands Inc	\$15,000.00
Boys & Girls Club Of West San Gabriel Valley	\$15,000.00
Boys & Girls Clubs Of Long Beach	\$15,000.00
Boys & Girls Clubs of Venice	\$15,000.00
Boys And Girls Club Of Hollywood	\$15,000.00
Boys And Girls Club Of Santa Ana	\$15,000.00
Boys And Girls Club Of Stanton	\$15,000.00
Boys And Girls Club Of The Los Angeles Harbor	\$15,000.00
Boys And Girls Club Of Vista	\$15,000.00
Boys Hope Girls Hope	\$5,000.00
Bright Prospect	\$25,000.00
California Science Center Foundation	\$20,000.00
California Youth Connection	\$30,000.00
CalTech	\$4,000.00
Cancer Support Community Pasadena	\$35,000.00
Carousel Ranch Inc	\$10,000.00
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Name	Paid Amount
CASA of Los Angeles	\$25,000.00
Casa Teresa Inc	\$10,000.00
Casa Youth Shelter	\$30,000.00
Cathedral High School	\$50,000.00
Center at Blessed Sacrament	\$75,000 00
Center For Restorative Justice Works (DBA Get On The Bus)	\$25,000 00
Center for the Arts Eagle Rock	\$25,000.00
Center Theatre Group Of Los Angeles	\$25,000 00
Chartwell School	\$25,000.00
Child Development Institute	\$25,000 00
Children Youth and Family Collaborative ("CYFC")	\$25,000.00
Children's Burn Foundation	\$20,000.00
Children's Maritime Foundation	\$10,000.00
CHOC Children's Foundation	\$250,000 00
Christian Outreach in Action	\$15,000 00
City Scholars® Foundation	\$15,000.00
College Access Plan	\$20,000 00
Columbus Zoo and Aquarium	\$35,000 00
Community Access To The Arts, Inc	\$15,000 00
Community Senior Services	\$25,000.00

<b>Name</b>	<b>Paid Amount</b>
Comprehensive Child Development	\$25,000.00
Computers for Youth	\$30,000.00
Conejo Free Clinic	\$30,000.00
Constitutional Rights Foundation	\$25,000.00
Covenant House California	\$40,000.00
CRI-Help, Inc	\$25,000.00
Cystic Fibrosis Foundation	\$25,000.00
Damien High School	\$25,000.00
Desert AIDS Project	\$10,000.00
Desert Classic Charities	\$25,000.00
Diavolo	\$25,000.00
Direct Relief	\$100,000.00
Downtown Women's Center	\$25,000.00
Dramatic Results	\$50,000.00
Dress for Success	\$7,500.00
East Valley Boys and Girls Club	\$15,000.00
East West Players Inc	\$25,000.00
Education Through Music-Los Angeles	\$25,000.00
Eisner Pediatric & Family Medical Center	\$40,000.00
El Viento Foundation	\$10,000.00

<b>Name</b>	<b>Paid Amount</b>
Epilepsy Foundation Of Greater Los Angeles	\$10,000 00
Ettie Lee Youth & Family Services	\$15,000 00
Evas Village Inc	\$50,000.00
Exceptional Children's Foundation	\$50,000 00
Flying Cloud Institute Inc.	\$25,000 00
Food Finders Inc	\$10,000 00
Food Forward Inc	\$25,000 00
Foothill Family Services	\$10,000 00
Ford Theatre Foundation	\$30,000 00
Foundation For California Community Colleges	\$50,000 00
Friends of Arts Education at the Cerritos Center for the Performing Arts	\$5,000.00
Friends Of The Childrens Museum At La Habra Inc	\$15,000 00
Friends Of The Family	\$30,000 00
Fullerton Interfaith Emergency Service Inc (dba Pathways of Hope)	\$15,000 00
FVO Solutions, Inc	\$25,000 00
Girl Scouts Of Greater Los Angeles	\$25,000 00
Girls Incorporated Of Orange County	\$15,000 00
Good Shepherd Center for Homeless Women and Children	\$75,000 00
Grandparents As Parents Inc	\$25,000 00
Greater Los Angeles Agency On Deafness Inc (GLAD)	\$15,000 00

<b>Name</b>	<b>Paid Amount</b>
Guide Dogs For The Blind Inc.	\$25,000.00
Guide Dogs of America	\$25,000.00
Han-Schneider International Children's Foundation	\$8,000 00
Hands Together	\$10,000.00
Harbor Community Clinic	\$10,000.00
Harbor Interfaith Services Inc	\$20,000.00
Harvest Home Inc	\$15,000.00
Hathaway-Sycamores Child and Family Services	\$10,000.00
Haven Hills, Inc.	\$25,000.00
Heart Of Los Angeles Youth, Inc.	\$35,000.00
Help of Ojai	\$10,000.00
Helping Hand Worldwide Inc	\$20,000 00
Hillsides	\$35,000.00
Histiocytosis Foundation	\$75,000.00
Hollywood HEART	\$15,000.00
Hollywood Police Activity League	\$15,000 00
Holy Family School	\$15,000.00
Homeboy Industries	\$75,000 00
Hope Of The Valley Rescue Mission	\$10,000.00
Horizon Cross Cultural Center	\$10,000 00

<b>Name</b>	<b>Paid Amount</b>
House Of Ruth Inc	\$25,000.00
Human Options Inc	\$20,000 00
I Have A Dream Foundation - Los Angeles	\$25,000.00
Idyllwild Arts Foundation	\$25,000 00
Imagine Los Angeles Inc	\$30,000.00
Inner-City Filmmakers	\$25,000.00
Inquilinos Unidos	\$15,000.00
Integrated Rehabilitation Therapies, Inc.	\$15,000 00
Interfaith Food Center	\$20,000 00
International OCD Foundation Inc	\$30,000 00
Invertigo Dance Theatre	\$10,000 00
J F. Shea Therapeutic Riding Center Inc.	\$25,000 00
John F Kennedy Memorial Foundation (DBA The Healthy Family Foundation)	\$15,000.00
John Tracy Clinic	\$15,000.00
Jumpstart For Young Children Inc	\$40,000 00
Junior Achievement Of Southern CA	\$30,000.00
Junior Blind Of America	\$30,000 00
Keep Youth Doing Something Inc	\$15,000.00
Ketchum Downtown YMCA	\$30,000.00
Kids In Sports	\$20,000.00
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<b>Name</b>	<b>Paid Amount</b>
Kids' Community Dental Clinic	\$25,000.00
Koreatown Youth And Community Center Inc	\$25,000.00
LA's Best	\$75,000.00
Lacer Afterschool Programs	\$25,000 00
Lamp Community	\$75,000 00
Laura's House	\$20,000.00
Legal Aid Foundation Of Los Angeles	\$50,000 00
Leukemia and Lymphoma Society - Long Island Chapter	\$5,000 00
LINC Housing Corporation	\$20,000 00
Lollipop Theater Network (LOLLIPOP)	\$23,254.00
Long Beach Bar Foundation	\$20,000 00
Long Beach Museum Of Art Foundation	\$20,000 00
Los Angeles Child Development Center	\$15,000.00
Los Angeles Conservation Corps	\$25,000.00
Los Angeles Master Chorale	\$20,000 00
Los Angeles Opera Company	\$250,000 00
Los Angeles Philharmonic Association	\$25,000.00
Los Angeles Police Department Devonshire Police Activity League	\$25,000.00
Los Angeles Regional Food Bank	\$25,000 00
Los Angeles Team Mentoring Inc	\$35,000 00
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<b>Name</b>	<b>Paid Amount</b>
Los Angeles Youth Network	\$30,000 00
Love On 4 Paws Inc	\$10,000 00
Lux Art Institute	\$10,000 00
MACH 1	\$5,000 00
Make A Wish Foundation Of Greater Los Angeles	\$16,000 00
Malta House Inc	\$50,000 00
Mar Vista Family Center	\$20,000 00
Marianne Frostig Center Of Educational Therapy	\$50,000.00
Marion Street Elementary School	\$10,000.00
Maryvale	\$25,000 00
Mayfield Junior School (serving as the fiscal agent)	\$25,000 00
McGroarty Arts Center	\$20,000 00
MedShare International	\$100,000.00
Meet Each Need With Dignity	\$60,000.00
Men's Guild for Children's Hospital LA	\$10,000.00
Midnight Mission	\$50,000.00
Mothers' Club Family Learning Center	\$30,000.00
Mr Hollands Opus Foundation Inc	\$30,000.00
MUSE/IQUE	\$25,000.00
My Friend's Place	\$10,000.00

<b>Name</b>	<b>Paid Amount</b>
National Audubon Society	\$25,000.00
National Multiple Sclerosis Society, Southern California & Nevada Chapter	\$65,000.00
NatureBridge	\$15,000 00
New Village Academy for Girls	\$2,200 00
No Limits for Deaf Children	\$25,000.00
Norman Rockwell Museum At Stockbridge Inc	\$25,000.00
North Valley Caring Services	\$30,000.00
Ocean Park Community Center	\$25,000 00
Operation Jump Start	\$20,000.00
Optimist Youth Homes and Family Services	\$25,000.00
Orange Children & Parents Together Inc	\$25,000.00
Orange Coast Interfaith Shelter	\$15,000.00
Orange County Bar Foundation	\$20,000.00
Orange County Coastkeeper	\$15,000 00
OUR HOUSE Grief Support Center	\$30,000.00
P F Bresee Foundation	\$35,000.00
P.S. ARTS	\$45,000.00
Pacific Clinics	\$30,000 00
Pacific Symphony	\$25,000.00
Partnership For Los Angeles Schools	\$100,000.00

<b>Name</b>	<b>Paid Amount</b>
Partnership Scholars	\$25,000.00
Pasadena Child Development Associates	\$10,000.00
Pasadena Guild of Children's Hospital	\$10,000.00
Pasadena Senior Center	\$25,000.00
Pasadena Symphony Association	\$25,000.00
Path Of Life Ministries	\$20,000.00
Peace4Kids	\$40,000 00
Pediatric Therapy Network	\$25,000.00
Performances To Grow On	\$15,000.00
Pet Adoption Fund	\$25,000.00
Pets For The Elderly Foundation	\$10,000 00
Phoenix Houses Of Los Angeles Inc	\$40,000 00
Piece By Piece	\$20,000.00
Planned Parenthood Pasadena And San Gabriel Valley Inc	\$20,000 00
Professional Child Development Associates Inc	\$50,000.00
Project Access Inc	\$10,000.00
Project Angel Food	\$40,000 00
Project Dignity	\$20,000.00
Project GRAD Los Angeles Inc.	\$40,000.00
Project Kindle	\$15,000.00

<b>Name</b>	<b>Paid Amount</b>
Project Sister Family Services	\$15,000 00
Providence Trinitycare Hospice Foundation	\$25,000.00
Public Counsel	\$25,000.00
PUENTE Learning Center	\$10,000 00
Reach Out and Read Los Angeles	\$25,000 00
Reading Is Fundamental Of Southern California Incorporated	\$30,000.00
Ronald McDonald House Charities Of Southern California	\$25,000.00
Roundup River Ranch	\$125,000.00
Saban Community Clinic	\$35,000.00
Sacred Heart High School	\$25,000.00
Sanctuary Of Hope	\$10,000 00
School Leaders Network Inc	\$25,000.00
School On Wheels Inc	\$50,000 00
Screen Actors Guild Foundation	\$7,500 00
Scripps College	\$20,000.00
Shanti Orange County	\$20,000.00
Shelter Partnership Inc	\$20,000.00
Shoes That Fit	\$25,000.00
Simon Wiesenthal Center	\$15,000 00
Sisters of Social Service Los Angeles	\$25,000.00

<b>Name</b>	<b>Paid Amount</b>
Sonoma Valley Vintners and Growers Foundation	\$50,000.00
South Asian Helpline And Referral Agency	\$15,000.00
South Bay Childrens Health Center Association Inc	\$25,000.00
Southern California Counseling Center	\$25,000.00
Southern California Institute Of Architecture	\$20,000.00
Southwest Chamber Music Society	\$15,000.00
Southwest Minority Economic Development Association	\$10,000.00
Spark LA	\$30,000.00
Special Needs Network Inc	\$25,000.00
Speech And Language Development Center Inc	\$25,000.00
Spirit Series Inc	\$32,500.00
SPIRITT Family Services	\$25,000.00
St Annes	\$25,000 00
St Francis Center	\$80,000.00
St Mary's Academy	\$50,000.00
St Peter The Apostle Catholic Church	\$25,000.00
Stone Soup Child Care Programs	\$30,000.00
Street Poets Inc	\$20,000.00
Support The Enlisted Project	\$100,000 00
T H I N K Together	\$35,000.00

<b>Name</b>	<b>Paid Amount</b>
Taking The Reins	\$25,000 00
The Arc Los Angeles And Orange Counties	\$35,000 00
The Blind Childrens Learning Center Of Orange County	\$45,000 00
The Catenna's Club	\$15,000 00
The Chad Foundation For Athletes And Artists	\$8,000 00
The Chrysalis Center	\$40,000.00
The Friends Of EXPO Center	\$40,000.00
The Gabriella Foundation	\$20,000.00
The Gooden Center	\$25,000 00
The James Baldwin School	\$40,000 00
The L A Gay & Lesbian Center	\$25,000.00
The Leahey Collection	\$10,000.00
The Maple Counseling Center	\$25,000.00
The Shakespeare Center Of Los Angeles	\$50,000.00
The Teen Project Inc.	\$25,000.00
The Unusual Suspects Theatre Company	\$30,000 00
The Virginia Avenue Project	\$20,000 00
Therapeutic Living Centers For The Blind	\$40,000 00
Thomas House Family Shelter	\$25,000.00
Tierra Del Sol Foundation	\$30,000.00

<b>Name</b>	<b>Paid Amount</b>
Toberman Neighborhood Center	\$50,000.00
Trashmasters	\$10,000.00
UCSB Foundation	\$50,000.00
United Homeless Healthcare Partners	\$25,000.00
United States Veterans Initiative	\$75,000.00
University Medical Association Inc	\$25,000.00
Upward Bound House	\$25,000.00
USC Verdugo Hills Hospital Foundation for USC Verdugo Hills Hospital	\$40,000.00
USC Verdugo Hills Hospital Foundation for USC Verdugo Hills Hospital	\$2,400.00
Valley Family Center	\$25,000.00
Venice Arts	\$30,000 00
Venice Community Housing Corporation	\$35,000 00
Venice Family Clinic (VFC)	\$15,000 00
Villa Esperanza Services	\$50,000.00
Volunteers In Medicine Berkshires Inc	\$35,000.00
Walden Environment	\$20,000.00
Watts Healthcare Corporation	\$25,000.00
Weingart Center Association	\$40,000.00
West Valley Boys & Girls Club	\$15,000.00
Westcoast Sports Associates	\$8,000.00

<b>Name</b>	<b>Paid Amount</b>
Western Center On Law And Poverty	\$35,000.00
Western Justice Center (WJC)	\$25,000.00
Westridge School	\$10,000.00
Westside Family Health Center	\$25,000.00
Whittier's First Day	\$25,000.00
Will Geer Theatrcum Botanicum	\$25,000.00
Wings Of Hope	\$25,000.00
Women Helping Women	\$15,000.00
Young & Healthy	\$50,000.00
Youth In Arts	\$20,000.00
Youth Mentoring Connection	\$25,000.00
YWCA Of Glendale	\$15,000.00
YWCA Of Santa Monica - Westside	\$15,000.00
<b>Grand Totals</b>	<b>\$9,554,354.00</b>