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

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2014 or tax year beginning , and ending**

Name of foundation <b>The Breslaur Soref Foundation</b>			<b>A Employer identification number</b>  20-2100908	
Number and street (or P O box number if mail is not delivered to street address) <b>5984 Spinnaker Bay Drive</b>		Room/suite	<b>B Telephone number (see instructions)</b>  562 494 0179	
City or town <b>Long Beach</b>	State <b>CA</b>	ZIP code <b>90803</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	<b>C If exemption application is pending, check here</b> ▶ <input type="checkbox"/>	
<b>G Check all that apply</b>			<b>D 1. Foreign organizations, check here</b> ▶ <input type="checkbox"/>	
<input type="checkbox"/> Initial return			<input type="checkbox"/> Initial return of a former public charity	
<input type="checkbox"/> Final return			<input type="checkbox"/> Amended return	
<input type="checkbox"/> Address change			<input type="checkbox"/> Name change	
<b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			<b>D 2. Foreign organizations meeting the 85% test, check here and attach computation</b> ▶ <input type="checkbox"/>	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust			<input type="checkbox"/> Other taxable private foundation	
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> ▶ \$ 8,938,463		<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
			<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> ▶ <input type="checkbox"/>	
			<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> ▶ <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	322,546	322,546		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	290,229			
	<b>b</b> Gross sales price for all assets on line 6a 3,558,285				
	<b>7</b> Capital gain net income (from Part IV, line 2)		290,229		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	612,775	612,775	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	2,231			
	<b>c</b> Other professional fees (attach schedule)	32,021	32,012		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	20,000			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	27,266	144		27,122
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	771			
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	82,289	32,156	0	27,122
	<b>25</b> Contributions, gifts, grants paid	720,800			720,800
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	803,089	32,156	0	747,922	
<b>27 Subtract line 26 from line 12.</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-190,314				
<b>b Net investment income</b> (if negative, enter -0-)		580,619			
<b>c Adjusted net income</b> (if negative, enter -0-)			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			
	2	Savings and temporary cash investments	412,116	197,869	187,869
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,458,022	8,481,955	8,750,594
	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)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	8,870,138	8,679,824	8,938,463	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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	8,870,138	8,679,824	
	30	<b>Total net assets or fund balances</b> (see instructions)	8,870,138	8,679,824	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	8,870,138	8,679,824		

**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	8,870,138
2	Enter amount from Part I, line 27a	2	-190,314
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,679,824
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	8,679,824

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				0
b				0
c				0
d				0
e				0
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		290,229
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		-3,471

**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))
2013	695,794	9,835,096	0.070746
2012	552,951	9,752,857	0.056696
2011	553,235	10,039,379	0.055106
2010	658,672	9,625,080	0.068433
2009	533,306	9,380,885	0.056850
2	Total of line 1, column (d)		0.307831
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		0.061566
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		9,294,249
5	Multiply line 4 by line 3		572,210
6	Enter 1% of net investment income (1% of Part I, line 27b)		5,806
7	Add lines 5 and 6		578,016
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		747,922

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

<b>1a</b>	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>b</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	<b>1</b>	5,806	
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	5,806	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	5,806	
<b>6</b>	Credits/Payments			
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	27,254	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	27,254	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	21,448	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> 21,448 <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>1b</b>		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
<b>1c</b>		X
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>	N/A	
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		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? Website address ▶ na	13	X	
14	The books are in care of ▶ James Breslauer Telephone no ▶ 562 494 0179 Located at ▶ 5984 Spinnaker Bay Long Beach CA ZIP+4 ▶ 90803			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶	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
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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014)	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 2014?	4b	X

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right">5b</span></p> <p>Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input checked="" type="checkbox"/></span></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right">6b</span></p> <p><i>If "Yes" to 6b, file Form 8870</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right">7b</span></p>			
		N/A	
			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
James M Breslauer 5984 Spinnaker Bay Dr Long Beach, CA 90803	President 10 00	0		
Elizabeth H Breslauer 5984 Spinnaker Bay Dr Long Beach, CA 90803	Secretary 2 00	0		
Frank C Parlato 5984 Spinnaker Bay Dr Long Beach, CA 90803	Treasurer 2 00	0		

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NA	
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 NA	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶ 0

**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>	9,312,076
<b>b</b>	Average of monthly cash balances	<b>1b</b>	123,710
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,435,786
<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>	9,435,786
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	141,537
<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>	9,294,249
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	464,712

**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>	464,712
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	5,806	
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b	<b>2c</b>		5,806
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>		458,906
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>		458,906
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<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>		458,906

**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>	747,922
<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>	Surtability 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>	747,922
<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>	5,806
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	742,116

**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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				458,906
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			0	
b	Total for prior years 20 ____, 20 ____, 20 ____				
3	Excess distributions carryover, if any, to 2014				
a	From 2009	69,642			
b	From 2010	179,742			
c	From 2011	53,893			
d	From 2012	69,880			
e	From 2013	216,807			
f	<b>Total</b> of lines 3a through e	589,964			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 747,922				
a	Applied to 2013, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2014 distributable amount				458,906
e	Remaining amount distributed out of corpus	289,016			
5	Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6	<b>Enter the net total of each column as indicated below:</b>				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	878,980			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	69,642			
9	<b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a	809,338			
10	Analysis of line 9				
a	Excess from 2010	179,742			
b	Excess from 2011	53,893			
c	Excess from 2012	69,880			
d	Excess from 2013	216,807			
e	Excess from 2014	289,016			

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<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					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<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)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
- None
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- None
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**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>				
Alpert Jewish Community Center 3081 E Willow Street Long Beach, CA 90815		PC	General Support	10,000
America Associates of Ben Gurion University 1001 Avenue of the Americas New York, NY 10018		PC	General Support	250,000
American Islamic Congress 1718 M Street NW #243 Washington, DC 20036		PC	General Support	25,000
Aquarium of the Pacific 320 Golden Shore Long Beach, CA 90802		PC	General Support	10,000
Assistance League of Long Beach 6220 East Spring Street Long Beach, CA 90815		PC	General Support	12,500
Hillel of Greater Long Beach 3081 E Willow Street Long Beach, CA 90815		PC	General Support	35,000
Institute of Art, Music 16415 Clark Avenue Bellflower, CA 90806		PC	General Support	5,000
Jewish Community Foundation of Long Beach 3081 E Willow Street Long Beach, CA 90815		PC	General Support	32,000
Jewish Federation of Long Beach 3081 E Willow Street Long Beach, CA 90815		PC	General Support	75,000
Jewish Federation of Long Beach 3081 E Willow Street Long Beach, CA 90815		PC	Fund for Our Future	50,000
Jewish Federation of Long Beach 3081 E Willow Street Long Beach, CA 90815		PC	Legacy of Leadership	25,000
<b>Total</b> See Attached Statement			▶ <b>3a</b>	720,800
<b>b Approved for future payment</b>				
America Associates of Ben Gurion University 1001 Avenue of the Americas New York, NY 10018		PC	General Support	750,000
The Washington Institute 1825 L Street NW #1050 Washington, DC 20036		PC	General Support	50,000
<b>Total</b>			▶ <b>3b</b>	800,000





**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Jewish Federation of Long Beach

**Street**

3081 E Willow Street

**City**

Long Beach

**State**

CA

**Zip Code**

90815

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

Jewish Family and Children's Services Long Beach

**Amount**

5,000

**Name**

LAAC Boy Scouts

**Street**

2333 Scout Way

**City**

Los Angeles

**State**

CA

**Zip Code**

90815

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

2,000

**Name**

Middle East Forum

**Street**

1500 Walnut Street

**City**

Philadelphia

**State**

PA

**Zip Code**

19102

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

5,000

**Name**

Project Ijtihad

**Street**

295 Lafayette Street 2nd Floor

**City**

New York

**State**

NY

**Zip Code**

10012

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

20,000

**Name**

Long Beach Ronald McDonald House

**Street**

500 E 27th Street

**City**

Long Beach

**State**

CA

**Zip Code**

90806

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

63,700

**Name**

The Washington Institute

**Street**

1825 L Street NW #1050

**City**

Washington

**State**

DC

**Zip Code**

20036

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

65,600

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

World Union of Progressive Judaism

**Street**

633 Third Avenue

**City**

New York

**State**

NY

**Zip Code**

10017

**Foreign Country**

**Relationship**

**Foundation Status**

PC

**Purpose of grant/contribution**

General Support

**Amount**

30,000

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Name**

**Street**

**City**

**State**

**Zip Code**

**Foreign Country**

**Relationship**

**Foundation Status**

**Purpose of grant/contribution**

**Amount**

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Check "X" to include in Part IV	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Amount	
													Long Term CG Distributions	Short Term CG Distributions
Check "X" in Part IV		Purchaser		Description		CUSIP #		Totals		Capital Gains/Losses		Other sales		
1	X	11/14/2008	P	5/30/2014	438,168	262,038						176,130	3,558,285	290,229
2	X	2/5/2010	P	5/30/2014	205,470	176,079						29,391	3,268,056	0
3	X	8/2/2010	P	5/30/2014	93,319	88,765						4,554		
4	X	10/6/2014	P	11/18/2014	363,975	362,760						1,215		
5	X	6/4/2014	P	11/18/2014	182,001	190,041						-8,040		
6	X	2/17/2006	P	2/14/2014	190,162	183,582						6,580		
7	X	2/17/2006	P	5/29/2014	189,990	178,326						11,664		
8	X	2/17/2006	P	5/29/2014	1	1						0		
9	X	6/18/2010	P	5/29/2014	9	8						1		
10	X	3/7/2005	P	5/29/2014	79,883	69,177						10,506		
11	X	6/18/2010	P	5/29/2014	8	7						1		
12	X	8/29/2006	P	8/6/2014	4	4						0		
13	X	8/29/2006	P	8/6/2014	189,685	202,664						-12,979		
14	X	9/1/2006	P	8/6/2014	10	11						-1		
15	X	11/14/2008	P	8/6/2014	17,556	18,887						-1,331		
16	X	11/14/2008	P	8/6/2014	12,736	13,695						-959		
17	X	2/17/2006	P	10/1/2014	318,809	307,246						11,563		
18	X	2/17/2006	P	10/1/2014	10	10						0		
19	X	8/29/2006	P	10/1/2014	184,933	175,989						8,944		
20	X	9/1/2006	P	10/1/2014	12	11						1		
21	X	5/12/2009	P	10/1/2014	562,798	499,990						62,808		
22	X	5/29/2009	P	10/1/2014	523	474						49		
23	X	6/1/2009	P	10/1/2014	11	10						1		
24	X	6/30/2009	P	10/1/2014	2,174	1,973						201		
25	X	7/31/2009	P	10/1/2014	2,367	2,165						202		
26	X	8/31/2009	P	10/1/2014	3,562	3,287						275		
27	X	9/30/2009	P	10/1/2014	410	387						23		
28	X	10/1/2009	P	10/1/2014	11	11						0		
29	X	10/30/2009	P	10/30/2009	1,195	1,145						50		
30	X	11/30/2009	P	10/1/2014	751	738						13		
31	X	12/1/2009	P	10/1/2014	11	11						0		
32	X	12/30/2009	P	10/1/2014	7,272	6,901						371		
33	X	12/31/2009	P	10/1/2014	1,058	1,003						55		
34	X	1/4/2010	P	10/1/2014	11	11						0		
35	X	1/29/2010	P	10/1/2014	740	713						27		
36	X	2/26/2010	P	10/1/2014	341	326						15		
37	X	3/31/2010	P	10/1/2014	1,275	1,217						58		
38	X	4/1/2010	P	10/1/2014	11	11						0		
39	X	4/30/2010	P	10/1/2014	751	736						15		
40	X	5/28/2010	P	10/1/2014	2,014	1,956						58		
41	X	6/30/2010	P	10/1/2014	11	11						0		

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
42	X		PIMCO REAL RETURN CLA		6/30/2010	P	10/1/2014	1,218	1,198					20
43	X		PIMCO REAL RETURN CLA		7/30/2010	P	10/1/2014	842	830					12
44	X		PIMCO REAL RETURN CLA		8/31/2010	P	10/1/2014	11	11					0
45	X		PIMCO REAL RETURN CLA		8/31/2010	P	10/1/2014	353	353					0
46	X		PIMCO REAL RETURN CLA		9/30/2010	P	10/1/2014	228	228					0
47	X		PIMCO REAL RETURN CLA		9/30/2010	P	10/1/2014	125	127					-2
48	X		PIMCO REAL RETURN CLA		10/29/2010	P	10/1/2014	888	924					-36
49	X		PIMCO REAL RETURN CLA		11/30/2010	P	10/1/2014	11	12					-1
50	X		PIMCO REAL RETURN CLA		11/30/2010	P	10/1/2014	649	661					-12
51	X		PIMCO REAL RETURN CLA		12/31/2010	P	10/1/2014	990	988					2
52	X		PIMCO REAL RETURN CLA		1/3/2011	P	10/1/2014	11	11					0
53	X		PIMCO REAL RETURN CLA		1/3/2011	P	10/1/2014	854	852					2
54	X		PIMCO REAL RETURN CLA		1/31/2011	P	10/1/2014	11	11					0
55	X		PIMCO REAL RETURN CLA		1/31/2011	P	10/1/2014	523	522					1
56	X		PIMCO REAL RETURN CLA		5/6/2011	P	10/1/2014	180,601	185,996					-5,395
57	X		PIMCO REAL RETURN CLA		2/14/2014	P	10/1/2014	11	11					0
58	X		PIMCO REAL RETURN CLA		2/14/2014	P	10/1/2014	193,563	190,161					3,402
59	X		PIMCO REAL RETURN CLA		2/28/2014	P	10/1/2014	489	484					5
60	X		PIMCO REAL RETURN CLA		3/31/2014	P	10/1/2014	11	11					0
61	X		PIMCO REAL RETURN CLA		3/31/2014	P	10/1/2014	569	559					10
62	X		PIMCO REAL RETURN CLA		4/30/2014	P	10/1/2014	592	589					3
63	X		PIMCO REAL RETURN CLA		5/30/2014	P	10/1/2014	11	11					0
64	X		PIMCO REAL RETURN CLA		5/30/2014	P	10/1/2014	626	637					-11
65	X		PIMCO REAL RETURN CLA		6/30/2014	P	10/1/2014	1,309	1,335					-26
66	X		PIMCO REAL RETURN CLA		7/31/2014	P	10/1/2014	2,515	2,561					-46
67	X		PIMCO REAL RETURN CLA		8/29/2014	P	10/1/2014	11	12					-1
68	X		PIMCO REAL RETURN CLA		8/29/2014	P	10/1/2014	1,423	1,454					-31
69	X		PIMCO REAL RETURN CLA		9/30/2014	P	10/1/2014	3	3					0
70	X		FPA NEW INCOME INC		8/29/2006	P	10/3/2014	3	3					0
71	X		FPA NEW INCOME INC		11/14/2008	P	10/3/2014	9,996	10,791					-795
72	X		FPA NEW INCOME INC		11/14/2008	P	10/3/2014	1	1					0
73	X		FPA NEW INCOME INC		11/14/2008	P	11/18/2014	90,994	98,131					-7,137
74	X		FPA NEW INCOME INC		11/14/2008	P	11/18/2014	6	6					0
75	X		FPA NEW INCOME INC		11/14/2008	P	12/15/2014	336	363					-27
76	X		FPA NEW INCOME INC		11/14/2008	P	12/15/2014	3	4					-1
77	X		FPA NEW INCOME INC		11/19/2008	P	12/15/2014	10	11					-1
78	X		FPA NEW INCOME INC		11/21/2008	P	12/15/2014	14,649	15,815					-1,166
79	X		FPA NEW INCOME INC		11/21/2008	P	11/21/2008	1	2					-1
80														0

**Part I, Line 16b (990-PF) - Accounting Fees**

		2,231	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Accounting Services	2,231			

**Part I, Line 16c (990-PF) - Other Professional Fees**

		32,021	32,012	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Fees	32,021	32,012		

**Part I, Line 18 (990-PF) - Taxes**

		20,000	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Excise Taxes	20,000			

**Part I, Line 23 (990-PF) - Other Expenses**

		771	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Misc	771			

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Vanguard Dividend Fund	8,963	518,529	598,241	674,376	811,357
2	IVA Worldwide	78,847	1,104,119	1,104,119	1,405,058	1,377,461
3	Delaware Emerging Markets	22,073	304,368	304,368	357,142	317,852
4	Wells Fargo Advantage Asset Allocation	69,123	773,374		770,037	
5	PIMCO Real Return Fund	68,068	715,816	588	746,715	564
6	FPA Perennial Fund	2,349	75,868	75,868	116,375	125,703
7	Columbia Marsico Focused Equity CIA	3,803	69,184		77,778	
8	SPDR Gold Trust	6,144	526,882		712,444	
9	Jennison Natural Resources Fund	9,606	237,262		491,842	
10	PIMCO All Asset Fund	102,248	1,297,722	1,297,722	1,236,182	1,188,126
11	PIMCO Diversified Income Fund	75,932	845,173		872,467	
12	FPA New Income Fund	73,816	810,716	450,330	758,097	414,260
13	American New World Fund	6,004	332,319	332,320	353,349	320,705
14	PIMCO Commodity Real Return Fund	68,357	554,317	554,317	369,815	300,774
15	Vanguard Extended Duration	2,396	292,373	482,353	212,693	522,779
16	Ishares Tips Bond ETF	5,309		597,176		594,661
17	Ishares Gold TR	21,718		261,920		248,454
18	Prudential Jennison Natural Resources Inc	9,606		237,263		395,011
19	Doubleline Total Return Bond Fund CLI	86,033		944,996		943,786
20	Wells Fargo Absolute Return FD	109,898		1,240,374		1,189,101
21						

**Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 SPDR Gold Trust		P	11/14/2008	5/30/2014	438,168			262,038	176,130	0	0	0	290,229
2 SPDR Gold Trust		P	2/5/2010	5/30/2014	205,470			176,079	29,391	0	0	0	29,391
3 SPDR Gold Trust		P	8/2/2010	5/30/2014	93,319			88,765	4,554	0	0	0	4,554
4 iShares TIPS		P	10/6/2014	11/18/2014	363,975			362,760	1,215	0	0	0	1,215
5 iShares Gold Trust		P	6/4/2014	11/18/2014	182,001			190,041	-8,040	0	0	0	-8,040
6 PIMCO DIVERSIFIED INCM A		P	2/17/2006	2/14/2014	190,162			183,582	6,580	0	0	0	6,580
7 PIMCO DIVERSIFIED INCM A		P	2/17/2006	5/29/2014	189,990			176,326	11,664	0	0	0	11,664
8 PIMCO DIVERSIFIED INCOME		P	2/17/2006	5/29/2014	1			1	0	0	0	0	0
9 PIMCO DIVERSIFIED INCM A		P	6/18/2010	5/29/2014	9			8	1	0	0	0	1
10 CUMBIA MARSICO FOC EQ A		P	3/7/2005	5/29/2014	79,683			69,177	10,506	0	0	0	10,506
11 CUMBIA MARSICO FOC EQ A		P	6/18/2010	5/29/2014	8			7	1	0	0	0	1
12 FPA NEW INCOME INC		P	8/29/2006	8/6/2014	4			4	0	0	0	0	0
13 FPA NEW INCOME INC		P	8/29/2006	8/6/2014	189,685			202,664	-12,979	0	0	0	-12,979
14 FPA NEW INCOME INC		P	9/1/2006	8/6/2014	10			11	-1	0	0	0	-1
15 FPA NEW INCOME INC		P	11/14/2008	8/6/2014	17,558			18,887	-1,331	0	0	0	-1,331
16 FPA NEW INCOME INC		P	11/14/2008	8/6/2014	12,756			13,695	-939	0	0	0	-939
17 PIMCO DIVERSIFIED INCM A		P	2/17/2006	10/1/2014	318,809			307,246	11,563	0	0	0	11,563
18 PIMCO DIVERSIFIED INCM A		P	2/17/2006	10/1/2014	10			10	0	0	0	0	0
19 PIMCO DIVERSIFIED INCM A		P	8/29/2006	10/1/2014	184,933			175,989	8,944	0	0	0	8,944
20 PIMCO DIVERSIFIED INCM A		P	9/1/2006	10/1/2014	12			11	1	0	0	0	1
21 PIMCO REAL RETURN CLA		P	5/12/2009	10/1/2014	562,798			499,990	62,808	0	0	0	62,808
22 PIMCO REAL RETURN CLA		P	5/29/2009	10/1/2014	523			474	49	0	0	0	49
23 PIMCO REAL RETURN CLA		P	6/1/2009	10/1/2014	11			10	1	0	0	0	1
24 PIMCO REAL RETURN CLA		P	6/30/2009	10/1/2014	2,174			1,973	201	0	0	0	201
25 PIMCO REAL RETURN CLA		P	7/31/2009	10/1/2014	2,967			2,165	202	0	0	0	202
26 PIMCO REAL RETURN CLA		P	8/31/2009	10/1/2014	3,562			3,287	275	0	0	0	275
27 PIMCO REAL RETURN CLA		P	9/30/2009	10/1/2014	410			387	23	0	0	0	23
28 PIMCO REAL RETURN CLA		P	10/1/2009	10/1/2014	11			11	0	0	0	0	0
29 PIMCO REAL RETURN CLA		P	10/30/2009	10/30/2009	1,195			1,145	50	0	0	0	50
30 PIMCO REAL RETURN CLA		P	11/30/2009	10/1/2014	751			738	13	0	0	0	13
31 PIMCO REAL RETURN CLA		P	12/1/2009	10/1/2014	11			11	0	0	0	0	0
32 PIMCO REAL RETURN CLA		P	12/30/2009	10/1/2014	7,272			6,901	371	0	0	0	371
33 PIMCO REAL RETURN CLA		P	1/23/2009	10/1/2014	1,068			1,003	65	0	0	0	65
34 PIMCO REAL RETURN CLA		P	1/14/2010	10/1/2014	11			11	0	0	0	0	0
35 PIMCO REAL RETURN CLA		P	1/29/2010	10/1/2014	740			713	27	0	0	0	27
36 PIMCO REAL RETURN CLA		P	2/26/2010	10/1/2014	341			326	15	0	0	0	15
37 PIMCO REAL RETURN CLA		P	3/31/2010	10/1/2014	1,275			1,217	58	0	0	0	58
38 PIMCO REAL RETURN CLA		P	4/1/2010	10/1/2014	11			11	0	0	0	0	0
39 PIMCO REAL RETURN CLA		P	4/30/2010	10/1/2014	751			736	15	0	0	0	15
40 PIMCO REAL RETURN CLA		P	5/28/2010	10/1/2014	2,014			1,956	58	0	0	0	58
41 PIMCO REAL RETURN CLA		P	6/30/2010	10/1/2014	11			11	0	0	0	0	0
42 PIMCO REAL RETURN CLA		P	6/30/2010	10/1/2014	1,218			1,198	20	0	0	0	20
43 PIMCO REAL RETURN CLA		P	7/30/2010	10/1/2014	842			830	12	0	0	0	12

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
44 PIMCO REAL RETURN CLA		P	8/31/2010	10/1/2014	11					0	0	0	0
45 PIMCO REAL RETURN CLA		P	8/31/2010	10/1/2014	353			353		0	0	0	0
46 PIMCO REAL RETURN CLA		P	9/30/2010	10/1/2014	228			228		0	0	0	0
47 PIMCO REAL RETURN CLA		P	9/30/2010	10/1/2014	125			127		-2	0	0	-2
48 PIMCO REAL RETURN CLA		P	10/29/2010	10/1/2014	888			924		-36	0	0	-36
49 PIMCO REAL RETURN CLA		P	11/30/2010	10/1/2014	11			12		-1	0	0	-1
50 PIMCO REAL RETURN CLA		P	11/30/2010	10/1/2014	649			661		-12	0	0	-12
51 PIMCO REAL RETURN CLA		P	12/31/2010	10/1/2014	990			988		2	0	0	2
52 PIMCO REAL RETURN CLA		P	1/3/2011	10/1/2014	11			11		0	0	0	0
53 PIMCO REAL RETURN CLA		P	1/3/2011	10/1/2014	854			852		2	0	0	2
54 PIMCO REAL RETURN CLA		P	1/31/2011	10/1/2014	11			11		0	0	0	0
55 PIMCO REAL RETURN CLA		P	1/31/2011	10/1/2014	523			522		1	0	0	1
56 PIMCO REAL RETURN CLA		P	5/6/2011	10/1/2014	180,601			185,996		-5,395	0	0	-5,395
57 PIMCO REAL RETURN CLA		P	21/4/2014	10/1/2014	11			11		0	0	0	0
58 PIMCO REAL RETURN CLA		P	21/4/2014	10/1/2014	193,563			190,161		3,402	0	0	3,402
59 PIMCO REAL RETURN CLA		P	2/28/2014	10/1/2014	489			484		5	0	0	5
60 PIMCO REAL RETURN CLA		P	3/31/2014	10/1/2014	11			11		0	0	0	0
61 PIMCO REAL RETURN CLA		P	3/31/2014	10/1/2014	569			559		10	0	0	10
62 PIMCO REAL RETURN CLA		P	4/30/2014	10/1/2014	592			589		3	0	0	3
63 PIMCO REAL RETURN CLA		P	5/30/2014	10/1/2014	11			11		0	0	0	0
64 PIMCO REAL RETURN CLA		P	5/30/2014	10/1/2014	626			637		-11	0	0	-11
65 PIMCO REAL RETURN CLA		P	6/30/2014	10/1/2014	1,309			1,335		-26	0	0	-26
66 PIMCO REAL RETURN CLA		P	7/31/2014	10/1/2014	2,515			2,561		-46	0	0	-46
67 PIMCO REAL RETURN CLA		P	8/29/2014	10/1/2014	11			12		-1	0	0	-1
68 PIMCO REAL RETURN CLA		P	8/29/2014	10/1/2014	1,423			1,454		-31	0	0	-31
69 PIMCO REAL RETURN CLA		P	9/30/2014	10/1/2014	3			3		0	0	0	0
70 FPA NEWINCOME INC		P	8/29/2006	10/3/2014	3			3		0	0	0	0
71 FPA NEWINCOME INC		P	11/14/2008	10/3/2014	9,996			10,791		-795	0	0	-795
72 FPA NEWINCOME INC		P	11/14/2008	10/3/2014	1			1		0	0	0	0
73 FPA NEWINCOME INC		P	11/14/2008	11/18/2014	90,994			98,131		-7,137	0	0	-7,137
74 FPA NEWINCOME INC		P	11/14/2008	11/18/2014	6			6		0	0	0	0
75 FPA NEWINCOME INC		P	11/14/2008	12/15/2014	336			363		-27	0	0	-27
76 FPA NEWINCOME INC		P	11/14/2008	12/15/2014	3			4		-1	0	0	-1
77 FPA NEWINCOME INC		P	11/19/2008	12/15/2014	10			11		-1	0	0	-1
78 FPA NEWINCOME INC		P	11/21/2008	12/15/2014	14,649			15,815		-1,166	0	0	-1,166
79 FPA NEWINCOME INC		P	11/21/2008	11/21/2008	1			2		-1	0	0	-1

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1		5984 Spinnaker Bay Dr	Long Beach	CA	90803		President	10 00	0	0	0
2		5984 Spinnaker Bay Dr	Long Beach	CA	90803		Secretary	2 00	0	0	0
3		5984 Spinnaker Bay Dr	Long Beach	CA	90803		Treasurer	2 00	0	0	0