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# EXTENSION GRANTED TO 11/16/2015 Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

OMB No 1545-0052 Open to Public Inspection

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

Ford	alen	dar year 2014 or tax year beginning			, and ending		
Nar	ne of	foundation				A Employer identification	number
Т	ΗE	WILLIAM S. AND NANCY	E	. THOMPSON			
F	OUI	NDATION			· · · · · · · · · · · · · · · · · · ·	20-6371108	
Nun	ıber ar	nd street (or P O box number if mail is not delivered to s	street :	address)	Room/suite	<b>B</b> Telephone number	
6	60	NEWPORT CENTER DRIVE			1220	949-209-62	01
City	or to	own, state or province, country, and ZIP or foreign	gn po	ostal code		C If exemption application is p	ending, check here
_		PORT BEACH, CA 92660					
G C	heck	all that apply: Initial return		Initial return of a fo	rmer public charity	D 1. Foreign organizations	s, check here
		Final return		Amended return			
		Address change		Name change		<ol> <li>Foreign organizations me check here and attach co</li> </ol>	eting the 85% test, mputation
H C	heck	type of organization: X Section 501(c)(3	3) ex	empt private foundation		E If private foundation sta	tus was terminated
	] Sec	ction 4947(a)(1) nonexempt charitable trust		Other taxable private founda	ition	under section 507(b)(1)	
l Fa	ır ma	rket value of all assets at end of year   J   Acco	ountir	ng method: Cash	X Accrual	F If the foundation is in a	60-month termination
(fr	om F	Part II, col (c), line 16)		her (specify)		under section 507(b)(1)	
▶	\$	56,956,510. (Part I, o	colui	mn (d) must be on cash b	oasis)		
Pa	art I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may n		(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for charitable purposes
œ	)	necessarily equal the amounts in column (a) )	101	expenses per books	income	income	(cash basis only)
20/1	1	Contributions, gifts, grants, etc., received		7,735,841.		N/A	
2	2	Check Inf the foundation is not required to attach Sch. 8	8		-		
6	3	Interest on savings and temporary cash investments					
-	4	Dividends and interest from securities		1,218,793.	1,181,004.		STATEMENT 1
Ś	5a	Gross rents					
_		Net rental income or (loss)					
Ç	-¦ 6a	Net gain or (loss) from sale of assets not on line 10		2,196,976.			
Ž	b	Gross sales price for all assets on line 6a 10,579,707	•			RFCE	
900	6a b 7	Capital gain net income (from Part IV, line 2)			1,925,333.		781
Œ	ξ8	Net short-term capital gain				INDV 2	2015 191
ì	<b>1</b> 9	Income modifications				121 100	
	10a	Gross sales less returns and allowances					
	Ι.	Less Cost of goods sold				LAGRE	N, UL
	C	Gross profit or (loss)					
	11	Other income		31,332.	17,882.		STATEMENT 2
	12	Total. Add lines 1 through 11		11,182,942.	3,124,219.		
	13	Compensation of officers, directors, trustees, etc		138,472.	0.		138,472.
	14	Other employee salaries and wages		22,164.	0.		22,164.
s	15	Pension plans, employee benefits					
Ses	16a	Legal fees STMT 3		5,982.	0.		5,982.
ben	b	Accounting fees STMT 4		21,765.	0.		21,765.
Expense	C	Other professional fees STMT 5		279,340.	279,340.		0.
Operating and Administrative	17	Interest		<u> </u>	<u></u>		4445
trat	18	Taxes STMT 6		44,422.	21,692.		16,190.
nis,	19	Depreciation and depletion					
Ē	20	Occupancy			•		
ĕ	21	Travel, conferences, and meetings		9,468.	0.		9,468.
auc	22	Printing and publications					
g	23	Other expenses STMT 7		20,678.	0.		20,678.
rati	24	-					
þe		expenses Add lines 13 through 23		542,291.	301,032.		234,719.
J	25	Contributions, gifts, grants paid		3,501,765.			2,493,817.
	26	•					
	<u> </u>	Add lines 24 and 25		4,044,056.	301,032.		2,728,536.
	27	Subtract line 26 from line 12:		[			
	a	Excess of revenue over expenses and disbursements		7,138,886.			
	b	Net investment income (if negative, enter -0-)			2,823,187.		
	C	Adjusted net income (if negative, enter -0-)				N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

For	m (80	THE WILLIAM S. AND NANC OPF (2014) FOUNDATION	Y E. THOMPSON	20-	6371108 Page 2
			Beginning of year	End of	
Р	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,072,062.	3,552,950.	3,552,950.
	3	Accounts receivable			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
ts	8	Inventories for sale or use			
Assets	ı	Prepaid expenses and deferred charges	19,043.	45,211.	45,211.
⋖	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	1,662,426.	6,458,411.	6,458,411.
	C	Investments - corporate bonds			
	11	Investments - land buildings, and equipment basis			
		Less accumulated depreciation			
		Investments - mortgage loans	44 000 070	46 607 330	46 607 333
	13	Investments - other STMT 10	44,229,079.	46,687,332.	46,687,332.
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation	69,964.	212 606	212,606.
	15	Other assets (describe ► STATEMENT 11)	09,904.	212,606.	212,000.
	16	Total assets (to be completed by all filers - see the	51,052,574.	56,956,510.	56,956,510.
	17	instructions. Also, see page 1, item I) Accounts payable and accrued expenses	31,032,374.	30,930,310.	<u> </u>
	18	Grants payable	3,998,554.	5,006,502.	
ro.	19	Deferred revenue	3,330,334.	3,000,3021	
ţį	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable			
Ë	1	Other liabilities (describe STATEMENT 12)	14,000.	9,000.	
				<u> </u>	
	23	Total liabilities (add lines 17 through 22)	4,012,554.	5,015,502.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
Ses	24	Unrestricted	47,040,020.	51,941,008.	
<u>a</u>	25	Temporarily restricted			
Ва	26	Permanently restricted			
pur		Foundations that do not follow SFAS 117, check here			
Net Assets or Fund Balances		and complete lines 27 through 31			
s o	27	Capital stock, trust principal, or current funds			
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
ţ	29	Retained earnings, accumulated income, endowment, or other funds			
Ž	30	Total net assets or fund balances	47,040,020.	51,941,008.	
				=	
_	31	Total liabilities and net assets/fund balances	51,052,574.	56,956,510.	
P	art	Analysis of Changes in Net Assets or Fund B	alances		
<u> </u>	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30	1" 7	
		st agree with end-of-year figure reported on prior year's return)		1	47,040,020.
	•	r amount from Part I, line 27a		2	7,138,886.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	54,178,906.
		eases not included in line 2 (itemize)	SEE STA	ATEMENT 8 5	2,237,898.
6	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	51,941,008.

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6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

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		nd(s) of property sold (e.g or common stock, 200 shs			( <b>b)</b> I	How ac - Purch - Dona	quired nase tion	(c) Date a (mo., da	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a					Ī					
b SEE ATTACHEI	STAT	EMENTS								
C										
<u>d</u>					ļ					
е		· · · · · · · · · · · · · · · · · · ·			<u> </u>					
(e) Gross sales price	(f) D	epreciation allowed (or allowable)		t or other basis opense of sale				(h) Ga (e) plus	ain or (loss s (f) minus	) (9)
a		· -								
b										
c				·						
d								_		
e 10,579,707				3,654 <u>,37</u>	4.					1,925,333
Complete only for assets show	ing gain in d	column (h) and owned by	the foundation	on 12/31/69			(1)	Gains (C	ol. (h) gain	minus
(i) F.M.V. as of 12/31/69	(,	i) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			coi.	Losses	ot less tha (from col. (	(h))
a			<u> </u>							
b		·-								
С										<del></del>
<u>d</u>	1	· · · · · · · ·					_			4 005 000
e	_	<del></del>	L							1,925,333
2 Capital gain net income or (net o	capital loss)	If gain, also enter If (loss), enter -0			}	2				1,925,333
Net short-term capital gain or (le			nd (6):		`					
If gain, also enter in Part I, line 8		:).							37 / 3	
Part V Qualification	8 Undor S	ection 4940(e) for	Poducod	Tay on Not	Jpv	3 cetm	ent Inc	ome	N/A	
					_					
(For optional use by domestic priva	ite iounuatic	ms subject to the section	4340(a) lax on	not investment in	ICOIII	0.,				
f section 4940(d)(2) applies, leave	this part bla	ank.								
Was the foundation liable for the se	etion 4949	tay on the distributable an	nount of any ve	ar in the hase ner	rınd?					Yes X No
If "Yes," the foundation does not qu					iou					
1 Enter the appropriate amount in					ntries	s.				
(a) Base period years		(b)			(c)				Dietril	(d) oution ratio
Base period years Calendar year (or tax year begini	ning in)	Adjusted qualifying dis	stributions	Net value of no			use assets		col. (b) dı)	vided by col. (c))
2013	<u> </u>	6,68	2,366.		43	,08	8,075			.155086
2012			4,484.				7,631			.071562
2011			6,900.				1,362			.046983
2010			9,673.		33	,75	3,324	•		.031987
2009		1,16	3,058.		22	, 23	6,123			.05230
-				_						
2 Total of line 1, column (d)								2		.357923
Average distribution ratio for the	e 5-year bas	e period - divide the total	on line 2 by 5,	or by the number	of ye	ears				
the foundation has been in exist	tence if less	than 5 years						3		.071585
4 Enter the net value of noncharita	able-use ass	sets for 2014 from Part X,	line 5					4	4	4,007,141
5 Multiply line 4 by line 3								5		3,150,251
6 Enter 1% of net investment inco	ome (1% of	Part I, line 27b)						6		28,232
7 Add lines 5 and 6								7		<u>3,178,483</u>
B Enter qualifying distributions fro	om Part XII,	line 4						_ 8		5,228,536
If line 8 is equal to or greater tha	an line 7, ch	eck the box in Part VI, line	tb, and comp	lete that part usin	ıg a 1	% tax r	ate.			
See the Part VI instructions.									_	
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THE WILLIAM S. AND NANCY E. THOMPSON

Form	990-PF (2014) FOUNDATION 20-6371	108	1	Page 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	nstru	ctio	1s)
1a	Exempt operating foundations described in section 4940(d)(2), check here  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 X and enter 1%	2	<u>8,2</u>	<u>32.</u>
	of Part I, line 27b			
	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-)			0.
3	Add lines 1 and 2	2	<u>8,2</u>	<u>32.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			<u>0.</u>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	2	<u>8,2</u>	<u>32.</u>
6	Credits/Payments:			
а	2014 estimated tax payments and 2013 overpayment credited to 2014 6a 73, 443.			
b	Exempt foreign organizations - tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868)  6c 21,860.			
	Backup withholding erroneously withheld	_		0.0
	Total credits and payments. Add lines 6a through 6d	9	5,3	03.
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached			
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		7 0	71
	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	0	7,0	71.
	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 67,071. Refunded ► 11  rt VII-A   Statements Regarding Activities			0.
		Γ	Yes	No
ıa	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	1a		X
	any political campaign?  Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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?	10		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
٠	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$ 0 .			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
	managers. ►\$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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	_	x	
_	remain in the governing instrument?	7	X	<del></del>
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	-		<del> </del>
0-	Enter the states to which the foundation reports or with which it is registered (see instructions)			
σa	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	CA If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			
0	of each state as required by General Instruction G? If "No," attach explanation	8b	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		<del></del>	
3	year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	]	x
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	L	X
	Fo	m <b>99</b> 0	-PF	(2014)

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Part VII-8   Statements Regarding Activities (continued)	orm	n 990-PF (2014) <b>FOUNDATION</b> 20 - 0	5371108	;	Page 5
section 512(b)(13)? If Yes,* attach schedule (see instructions)  12 Out the troundation make a distribution to a donor advised fund over which the foundation or a desqualited person had advisory privileges?  If Yes,* attach statement (see instructions)  13 Did the foundation camply with the public inspection requirements for its annual returns and examption application?  Websited advises > \( \) \(					
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualited person had advisory privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Webside addiress ► N/A  The books are uneral F ► JENNIFER T. LAVENSON  Located at ► 51.0 NEWPORT CENTER DRIVE #1.220, NEWPORT BRACH, CA 7P+4 ►9.2660  Section 497.0(1) moneximplicationable busis thing form 990-PP in les of Form 1941-Ottech kine and earlier the amount of 1sx-cereign interest received or accrued during the year  A flat any time during palandery are 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foxegon country?  See the instructions for exceptions and filting requirements for FinCEN Form 114, (formerly 10° F9.0.22.), 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.  10 During the year did the foundation (either directly or indirectly);  11) Engage in the sale or exchange, or lessing of property with a disqualitied person?  21) Egramsh goods, services, or facilities to (or accept them from) a disqualitied person?  23) Furnish goods, services, or facilities to (or accept them from) a disqualitied person?  24) Farmish goods, services, or facilities to (or accept them from) a disqualitied person?  25) Formath goods, services, or facilities to or or betwee event or cell to (or accept them from) a disqualitied person?  26) Paransh goods, services, or facilities to or or betwee event or det the or or service or any increase or services or a service or or remburs the expenses of, a disqualitied person?  27) Formath goods, services, or facilities to or or entities the foundation or or services or services or or remburs the expenses of, a decaptified person?  28) Formath goods, services, or facil	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
12 Did the foundation make a distribution to a dionor advised fund over which the foundation or a disqualified person had advisory privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address № N/A  The books are in care of ▶ JENNI FER T. LAVENSON  Locaced at ▶ 510 NEWPORT CENTYER DRIVE \$1220, NEWPORT BRACH, CA 70°+4 ▶92660  Section \$497.0(1) innonerant petitiated trusts filing from 999-PT in live of Form 141-Check here and enter the amount of tax-exempt interest reserved or accound during the year and enter the amount of tax-exempt interest reserved or accound during the year  A than yield many calendary are 2014, did the foundation have a uniferest in or a signature or other authority over a bank, securities, or other innonal account in a foreign country?  See the instructions for exceptions and fifting requirements for FinCEN Form 114, (formerly TID 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.  10 Jurny the year did the foundation (either directly or indirectly);  (1) (engage in the sale or exchange, or lessing of procept with a disqualited person?  (2) Borrow money from, lend money to, or otherwise set and credit to (or accept if from) a disqualified person?  (3) Furnish goods, services, or lacidities to (or accept the from) a disqualified person?  (4) Pay commension to, or pay, or remburs the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any or either avaitable for the benefit or use of a disqualified person (or make any or either avaitable for the benefit or use to a disqualified person (or make any or either avaitable of the foundation agend to nake a grant to or to empty, the oriticual for a period after termination of poverminent evenic, ill trimminum 90 days.)  6) If any ans			11		X
13	12		i?		
Website address ► N/A  1 The books are in care of ▶ JENNIFER T. LAVENSON   Telephone no. ▶ 94.9-2.09-62.01  Located at ▶ 61.0 NEWPORT CRNTER DRIVE #1220, NEWPORT BRACH, CA 279-4 ▶92.660  15 Section 4947(a)(1) nonexempt characteble trusts filing form 99.09-Fin intent of From 1041. Check here and enter the amount of tax-eventy interest received or accrued during the year  16 Alany 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 F90-22.1), If Yes, enter the name of the foundation for the securities, or other financial account in a foreign country.  Part VIII-B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (letter directly for ordirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept in from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  (5) furnish goods, services, or facilities to (or accept them from) a disqualified person?  (6) Agree to pay money or property to a government official? (Exception, Check No' if the foundation engage of the make a ginant to or to employ the official for a period after termination of government service, if terminating within 90 days;  (6) Agree to pay money or property to a government official? (Exception, Check No' if the foundation engage of the make a ginant to or to employ the official for a period after termination of government service, if terminating within 99 days;  (6) Agree to pay money or property to a government official? (Excep		If "Yes," attach statement (see instructions)	12		X
14. The books are in care of ▶ JENNTFER T. LAVENSON  Telephone no № 94.9 - 20.9 - 62.01  Located at № 61.0 NEWPORT CENTER DRIVE #12.20, NEWPORT BRACH, CA  21P+4 ▶ 92.660  Section 4947(a) 1) none-sempt charache trusts filing form 990-PF in lev of form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  A trans year during claindary are 2104, did the foundation have an interest in or a signature or other authority over a bank, securities, or other fenancial account in a forcegn country?  See the instructions for exceptions and filing requirements for FinCEN form 114, (formerly TDF 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.  10 Jump the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Bismow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualided person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation (i.o., or pay or remitives the expenses of, a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation (i.o., or pay or remitives the expenses of, a disqualified person?  (5) Transfer any income or assets to adsqualified person?  (6) Agree to by money or property to a government official? (Exception, Check 'No' if the foundation engage of make a given to or to employ the official for a period after termination of povernment service, it termination within 90 deys; or year of year years in a current notice regarding disaster assistance (see enstructions?)  Organizations relying on a current notice regarding disaster assistance (see enstructions?)  1b A the end of tax year 190 and current person period (in year year)	13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Lecated at \$\insert 6.10 NEWPORT CENTER DRIVE #1.20_NEWPORT BEACH, CA		Website address ► N/A			
15 Section 4947(a)(1) nonexempt chartable trusts timp form 990-PF in teu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  16 Alany 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.  Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly);  15) Engage in the Sale or exchange, or leasing of property with a disqualified person?  20 Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  31 Furnish goods, services, or facilities to (or accept them from) a disqualified person?  41 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  42 Yes No  43 Furnish goods, services, or facilities to (or accept them from) a disqualified person?  44 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  45 Yes No  46 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  46 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  47 Yes No  48 Yes No  49 Yes No  49 Yes No  49 Yes No  40 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  40 Yes No  41 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  40 Yes No  41 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  41 Pay compensation to, or pay or rembruse the expenses of, a disqualified person?  42 Yes No  43 If yer No  44 No  45 If we No  45 Yes No  46 No  46 No  47 Yes No  48 No  49 Yes No  49 Yes No  49 Yes No  49 Ye	14	The books are in care of ▶ <u>JENNIFER T. LAVENSON</u> Telephone no. ▶ <u>94</u> !	<u> 3-209-6</u>	201	
and enter the amount of tax-exempt interest received or accrued during the year  8 At any time during calendary year 2014, did the foundation have an interest in or a significant or other authority over a bank, so with the interest of the		Located at ▶610 NEWPORT CENTER DRIVE #1220, NEWPORT BEACH, CA ZIP+4	▶ <u>92660</u>		
18 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 excelprises and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," either the name of the foreign country.  Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly):  13 Engren in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person?  (5) Transfer any incineor assests to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period atter termination of government service, if terminating within 90 days.)  1b If any answer is "Yes" to 14(1)-6(i), did any of the acts disto oquality under the exceptions described in Regulations section 53.4941 (0)-30 rm a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  2 Taxes on fallative to distribute income (section 4942(a)(des not apply for years the foundation was a private operating foundation defined in section 4942(a)(3) or 4942(a)(6):  a At the end of tax ye	15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			$\Box$
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.  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.  1 a During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remibures the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grain to or to employ the official for a period after termination of government service, it terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall 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 (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  1 b Are there any years legiting in 2014?  2 Taxes on faiture to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(a)(2) the disayer and propriets in		and enter the amount of tax-exempt interest received or accrued during the year	N		
See the instructions for exceptions and filling requirements for FinCEN Form 114, (formerly 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  FIFE Form 4720 If any item is checked in the "Yes" column, unless an exception applies.  1 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?   Yes   No    (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?   Yes   No    (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?   Yes   No    (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?   Yes   No    (5) Transfer any inciner or assets to a disqualified person (or make any) of either available for the benefit or use of a disqualified person)?   Yes   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 efficial for a period after termination of government service, if terminating within 90 days.)   Yes   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(6)-3 or in a current notice regarding disaster assistance check here   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?   X   X   X   X   X   X   X   X   X	16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,		Yes	
Foreign country   Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			16		<u>X</u>
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a burning the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person or make any of either available for the benefit or use of a disqualified person?  (6) Agree to pay money or property to a government official? (Exception, Check No., if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b I lamy answer is "Set" to 14(1-6), did any of the acts fail to quality 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 (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  It is considered to the first day of the tax year beginning in 2014?  2 Taxes on falture to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in assistance of 4942(a) of 4942(f)(s).  If "Yes, I still 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?  If Yes is the year's beginning in		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			
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnsh poods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, it terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.491 (i)-3 or in a current notice regarding dissater assistance check here  c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  2 Taxes on failure to distribute income (estone 4492() 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?  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.)  b If "Yes," (a) the provisions of section 4942(a)(2) are being applied to an					
1a During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b) If any answer is "Yes" to 1st(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section \$3.4941(d)-3 or in a current notice regarding disaster assistance close instructions?  Organizations relying on a current notice regarding disaster assistance close here  c) bid 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 m 2014?  2 Taxes on failure to distribute moome (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942((3)) or 4942((165)):  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?  If "Yes," list the years sundistributed income? (if applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  If "Yes is not the year's undistributed income? (if applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  If the provisions of section 4942(a)(2) are being applied to any of the years listed i	Pa	art VII-B   Statements Regarding Activities for Which Form 4720 May Be Required	<del></del>	1	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the toundation argine to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b) If any answer is "Yes" to 1s(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.491-(3) or an ourrent notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c) bit 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?  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(0)(3) or 4942(0)(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?  If "Yes," list the years with the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions).  b) Are there any years histed 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).		·	<u> </u>	Yes	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 14(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 (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  1b 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(i)(3) or 4942(i)(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?  If Yes, I ist the years b  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.)  b Are there any years listed in 2a for whic	1a		,		
a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  It is a At the end of tax year beginning in 2014?  1 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?  If Yes, I list the years is undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  In A the end of tax year 2014, did 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 liste			i No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b if any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c Did the foundation engage in a priori 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?  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?  If "Yes," is, the years Is beginning of the year's undistributed income? (if applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Description of the foundation had access 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 accurred by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first p			1		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  1 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(ji(3) or 4942(ji(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?  If "Yes," list the years   Yes   X   No    If "Yes," list the years   Yes   X   No    If "Yes," list the years   Yes   X   No    If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years listed, answer "No" and attach statement - see instructions.)  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  A Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  A Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  A Did the foundation invest during the year any amount in a manner that would yeopardize its char			. 1		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person?  (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  b) If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(g)-7 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  It is a consistent to 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 septions of section 4942(a)(2) (relating 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?  If Yes is the year is 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 st		(0)	; ···		
for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, it terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(i0)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  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(i)(3) or 4942(i)(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?  If Yes, I ist the years \( \)  b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (if applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Ago Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  If Yes, I did thave 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 grift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phas			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.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  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?  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.)  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.			1 44		
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section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?  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(i)(3) or 4942(i)(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?  If "Yes," list the years \			, 140		
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before 2014?  If "Yes," list the years \	а				
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.		before 2014? Yes X	No		
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c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.					
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?    Yes   X   No		·	/A <u>2b</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  b If "Yes," did it have excess business holdings in 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)  13b  14a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  25b 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?	C	c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
during the year?  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)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?					
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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)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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			I No	1	
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)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b 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	b			1	
Form 4720, to determine if the foundation had excess business holdings in 2014)  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					
4aDid the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?4aXbDid 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?4bX			/3	1	
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		· · · · · · · · · · · · · · · · · · ·		$\vdash$	
had not been removed from jeopardy before the first day of the tax year beginning in 2014?			<u>4a</u>	<del> </del>	
	b				v
		nau not been removed from jeopardy before the first day of the tax year beginning in 2014?		n-PF	

THE WILLIAM S. AND NANCY E. THOMPSON Form 990-PF (2014) FOUNDATION 20-6371108 Page 6 Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued) 5a During the year did the foundation pay or incur any amount to: 」Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A5b Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained Yes No expenditure responsibility for the grant? N/AIf "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 🗌 Yes 🗶 No a personal benefit contract? X b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? N/A 7b b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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. (c) Compensation (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average hours per week devoted to position (e) Expense account, other (If not paid, (a) Name and address allowances enter -0-) WILLIAM S. THOMPSON TRUSTEE 610 NEWPORT CENTER DRIVE, STE 1220 0 0. NEWPORT BEACH, CA 1.00 0 92660 TRUSTEE THOMPSON NANCY E. 610 NEWPORT CENTER DRIVE, STE 1220 0. NEWPORT BEACH, CA 92660 1.00 0 0 CFO JENNIFER T. LAVENSON 610 NEWPORT CENTER DRIVE, STE 1220 NEWPORT BEACH, 92660 20.00 39,305 0. 0. CA DONALD C. THOMPSON DIRECTOR 610 NEWPORT CENTER DRIVE, STE 1220 92660 99,167 0 NEWPORT BEACH, CA 30.00 0. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred (e) Expense account, other (b) Title, and average (a) Name and address of each employee paid more than \$50,000 hours per week devoted to position (c) Compensation allowances compensation NONE

**D** 0

Form **990-PF** (2014)

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

2,500,000. Form **990-PF** (2014)

Total. Add lines 1 through 3

All other program-related investments. See instructions.

Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4

3

4

5

3

5

Acquisition indebtedness applicable to line 1 assets

Subtract line 2 from line 1d

Page 8 Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes; a Average monthly fair market value of securities 41,832,606. 1a 2,844,695. 1b b Average of monthly cash balances 1¢ Fair market value of all other assets 44,677,301. Total (add lines 1a, b, and c) 1d Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e

2,200,357 Minimum investment return. Enter 5% of line 5 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.) 2,200,357. Minimum investment return from Part X, line 6 28,232 Tax on investment income for 2014 from Part VI, line 5 2a Income tax for 2014. (This does not include the tax from Part VI.) 28.232 Add lines 2a and 2b 2c C Distributable amount before adjustments. Subtract line 2c from line 1 3 3 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes;		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,728,536.
b	Program-related investments - total from Part IX-B	1b	2,500,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,228,536.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	28,232.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	5,200,304.
	Nets. The amount on line 5 will be used in Part V. column (b), in subsequent years when calculating whether the foundation	aualifia	e for the caction

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.

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670,160. 44,007,141

FOUNDATION Form 990-PF (2014) Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	( <b>d</b> ) 2014
1 Distributable amount for 2014 from Part XI,	1 22	,	-	2,172,125.
line 7  2 Undistributed income, if any, as of the end of 2014				2,112,123.
a Enter amount for 2013 only			0.	
b Total for prior years:				
, , , , , , , , , , , , , , , , , , , ,		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 62,438.				
<b>b</b> From 2010				
c From 2011				
d From 2012 890, 454.				
e From 2013 4,585,066.	5,537,958.			
f Total of lines 3a through e  4 Qualifying distributions for 2014 from	3,331,330.			<u> </u>
Part XII, line 4: ►\$ 5,228,536.				
a Applied to 2013, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,172,125.
e Remaining amount distributed out of corpus	3,056,411.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount	0.			0.
must be shown in column (a))  6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,594,369.			
b Prior years' undistributed income. Subtract	0,00,1,000,1			
line 4b from line 2b	•	0.		
c Enter the amount of prior years'				
undistributed income for which a notice of deficiency has been issued, or on which	!			
the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2013. Subtract line			0.	
4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2014. Subtract			0.	
lines 4d and 5 from line 1. This amount must				i
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)	0.			
8 Excess distributions carryover from 2009				
not applied on line 5 or line 7	62,438.	· · · · · · · · · · · · · · · · · · ·		
9 Excess distributions carryover to 2015.	0 524 024			
Subtract lines 7 and 8 from line 6a	8,531,931.			
10 Analysis of line 9:				
a Excess from 2010 b Excess from 2011				
c Excess from 2012 890, 454.				
d Excess from 2013 4,585,066.				
e Excess from 2014 3,056,411.				
423581				Form 990-PF (2014)

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

Check here **LX** 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:

Form **990-PF** (2014)

Page 11

Part XV | Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to Foundation Purpose of grant or Amount status of contribution any foundation manager or substantial contributor Name and address (home or business) recipient a Paid during the year SEE ATTACHED NONE PUBLIC GENERAL SUPPORT 660 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660 2,493,817. Total 2 493 817. b Approved for future payment CHAPMAN UNIVERSITY NONE PUBLIC GENERAL SUPPORT ONE UNIVERSITY DRIVE ORANGE, CA 92866 200,000. UNIVERSITY OF CALIFORNIA IRVINE NONE PUBLIC GENERAL SUPPORT FOUNDATION 100 THEORY, SUITE 250 3,000,000. IRVINE, CA 92617 UNIVERSITY OF MISSOURI NONE PUBLIC GENERAL SUPPORT 109 DONALD W. REYNOLDS ALUMNI CENTER COLUMBIA MO 65211 2,000,000. SEE CONTINUATION SHEET(S) Total **▶** 3b 5 380 000

Part XVI-A Analysis of Income-Producing Activities

		business income (b)	(C)	d by section 512, 513, or 514 (d)	(e) Related or exempt
1 Program service revenue:	(a) Business code	Amount	sion code	Amount	function income
a	555	-			
b					
C					
d	1				
e	_				
Foce and contracts from covernment according	-	<del>-</del>			
g Fees and contracts from government agencies  2 Membership dues and assessments		· · · · · · · · · · · · · · · · · · ·	<del>  - </del>		
3 Interest on savings and temporary cash			1 1		
Investments					
Dividends and interest from securities			14	1,218,793.	
Net rental income or (loss) from real estate:			T - T		
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
7 Other investment income			14	31,332.	
B Gain or (loss) from sales of assets other			T		
than inventory			18	2,196,976.	
9 Net income or (loss) from special events			$\perp$		
Gross profit or (loss) from sales of inventory					<del></del> -
Other revenue:	- I		1		
a	_				
b	_		+		
C			<del>                                     </del>		
·					
d			-		<u>.</u>
de				3 447 101	
e		0.	,	3,447,101.	
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e)		0.		3,447,101.	
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.	)			13	
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
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e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
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e Subtotal. Add columns (b), (d), and (e) Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
e Subtotal. Add columns (b), (d), and (e) Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10
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d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	mplishment of E	xempt	Purposes	3,447,10

Form 990-P								71108		ge 13
Part X\	Information Re Exempt Organ		nsfers To a	and Transactions	s and F	lelationsh	nips With Nonc	haritable	Ð	
1 Did th	e organization directly or indi	rectly engage in any	of the followin	g with any other organization	ation desc	ribed in section	on 501(c) of		Yes	No
the Co	ode (other than section 501(c	)(3) organizations) (	or in section 52	?7, relating to political org	ganization	s?		ľ		
a Trans	fers from the reporting found:	ation to a noncharit	able exempt or	ganization of:						
(1) 0	ash							1a(1)		_X
(2) (	ther assets							1a(2)		Х
<b>b</b> Other	transactions:									
(1) S	ales of assets to a noncharita	ble exempt organiza	ation					1b(1)		X
(2) P	urchases of assets from a no	ncharitable exempt	organization					1b(2)		_X_
(3) F	ental of facilities, equipment,	or other assets						1b(3)		X
(4) F	leimbursement arrangements							1b(4)		X
(5) L	oans or loan guarantees							1b(5)		X
(6) P	erformance of services or me	mbership or fundra	using solicitatio	ons				1b(6)	ļ	X
c Sharıı	ng of facilities, equipment, ma	iling lists, other ass	ets, or paid em	ployees				10		X
<b>d</b> If the	answer to any of the above is	"Yes," complete the	following sche	edule. Column ( <b>b)</b> should	l always sl	now the fair m	arket value of the good	ds, other as	sets,	
or ser	vices given by the reporting f	oundation. If the fol	undation receive	ed less than fair market v	value in an	y transaction	or sharing arrangemei	nt, show in		
colun	nn (d) the value of the goods,									
(a) Line no	(b) Amount involved	(c) Name o		e exempt organization		(d) Description	of transfers, transactions,	and sharing a	тапдете	ents
			N/A							
				·						
			. <u> </u>							
	<u> </u>	<u></u>								
	foundation directly or indirec	•	•		anizations	described		<u> </u>	- T-	¬
	tion 501(c) of the Code (othe		c)(3)) or in sect	tion 527?				Yes	LX	∐No
b If "Ye	s," complete the following sch			(h) Tune of examples		<del></del>	a) Deceription of relati	onohin		
	(a) Name of org	janization		(b) Type of organization	<u>"                                       </u>		c) Description of relati	Unship		
	N/A			· · · · ·						
	<del></del>									
		_								
	Inder penalties of perjury, I declare	that I have examined the	his return, includir	o accompanying schedules a	and stateme	ents and to the I	nest of my knowledge			
	nd belief, has true, correct, and corr							May the IRS return with th	ne prepar	er
Here	I kninder to	LATIAN FA	10100-	11/16/16		TRUSTE	r ('F1)	shown below		7
	Signature of officer or trustee	MOUNT OW	VUVI	Date		IKUSIE		LX Yes	· L	_j Ņo
	Print/Type preparer's na		Preparer's s		Date		Check If PT	IN .	-	
	Finite Type preparer 5 He	11116	T Topaler 5 S	A.	1		self- employed			
Paid	DVAN MODET	NG, CPA	1 Kum	W	116	3/18	' '	00892	205	
Prepar	er RYAN WORKI		VOITATO	& CO. CPA'S			Firm's EIN ▶ 95-			
Use O	111111011111111111111111111111111111111	Gui FOKD	YOUNG	a CO. CPA S	,			J 4 0 0 C	, J 🕦	
338 OI		140 CAND	CANTVON	I ATENTIE		-				
	Firm's address ▶ 16	VINE, CA					Dhone no (QAC	9)910-	. 272	7
	IR	VIIVE, CA	240TO_	<u> </u>			Phone no. (949	, <u>, , ,                              </u>	414	

IRVINE, CA 92618-3715

Form **990-PF** (2014)

CONTINUATION FOR 990-PF, PART IV 20-6371108 PAGE 1 OF 1

FOUNDATION Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, - Purchase (mo., day, yr.) (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co. D - Donation SHORT TERM COVERED (SEE ATTACHED) P 07/01/1412/31/14 8360 1a FIDELITY 07/01/1412/31/14 SHORT TERM NONCOVERED (SEE ATTACHED P 8360 b FIDELITY P 01/01/11|12/31/14 c FIDELITY 8360 LONG TERM COVERED (SEE ATTACHED) 8360 LONG TERM NONCOVERED (SEE ATTACHED) P |01/01/11|12/31/14 d FIDELITY P 07/01/1412/31/14 9755 e FIDELITY SHORT TERM COVERED (SEE ATTACHED) P 01/01/11/12/31/14 9755 LONG TERM COVERED (SEE ATTACHED) f FIDELITY 01/01/1112/31/14 P 9755 LONG TERM NONCOVERED (SEE ATTACHED) g FIDELITY 07/01/1412/31/14 P h THE NIPPON VALUE INVESTORS P 01/01/11|12/31/14 THE NIPPON VALUE INVESTORS CAPITAL GAINS DIVIDENDS 1 m п 0 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale 783,585 30,503. 753.082. 456. -82. 374. b 347,469.4,942,638. 4,595,169. 3,768,929. 3,150,960. 617,969. d 7,555. -94. 7,461 е 14,360. 43,048. <u>57,408.</u> f <u>9,225.</u> 113,329. 104,104. Q 11,165. 11,165. h 66,299. 66,299 828,519. 828,519 m П 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (i) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F M.V. as of 12/3 1/69 as of 12/31/69 over col. (j), if any 30,503. а -82. b 347,469. C 617,969. d -94<u>.</u> е 14,360. f 9,225. 9 <u>11,165.</u> h 66,299. 828,519. m n 0 If gain, also enter in Part I, line 7 1,925,333. { If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 N/A

Part XV Supplementary Information Grants and Contributions Approved for Future Payment (Continuation) If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to Amount status of any foundation manager Name and address (home or business) or substantial contributor recipient FREE WHEELCHAIR MISSION NONE PUBLIC GENERAL SUPPORT 15279 ALTON PKWY., STE. 300 180,000, IRVINE, CA 92618 180,000. Total from continuation sheets

FORM 990-PF	DIVIDENDS	AND INTER	EST FROM SECU	JRITIES S'	TATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	REVENUE	(B) NET INVEST- MENT INCOME	· -	
EMERGING MARKET GROWTH FUND FIDELITY 8360 FIDELITY 9755 WEATHERLOW OFFSHORE	96,839. 1,559,246. 95,248.	60,91 714,53 53,06	4. 844,712	845,414.		
INVESTMENT WONDERWORK	38,491. 257,488.		0. 38,491 0. 257,488			
TO PART I, LINE 4	2,047,312.	828,51	9. 1,218,793	1,181,004.		
FORM 990-PF DESCRIPTION		OTHER I	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	TATEMENT  (C)  ADJUSTEI  NET INCOM	
OTHER INCOME FROM TINVESTORS	THE NIPPON V		31,332.	17,882.	112 111001	
TOTAL TO FORM 990-1	PF, PART I,	LINE 11	31,332.	17,882.		<u> </u>
FORM 990-PF		LEGAL	FEES	S'	TATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAE PURPOSE	
LEGAL	-	5,982.	0	•	5,98	32.
TO FM 990-PF, PG 1	 , LN 16A	5,982.	0.	,	5,98	32.

FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING	21,765.	0.		21,765.		
TO FORM 990-PF, PG 1, LN 16B	21,765.	0.		21,765.		
FORM 990-PF C	THER PROFES	SIONAL FEES	S	TATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT MANAGEMENT FEE	279,340.	279,340.		0.		
TO FORM 990-PF, PG 1, LN 16C	279,340.	279,340.		0.		
FORM 990-PF	TAX	ES	S	PATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES TAXES BUSINESS REGISTRATION FEES PAYROLL TAXES	21,692. 6,540. 1,000. 15,190.	21,692. 0. 0. 0.		0. 0. 1,000. 15,190.		
TO FORM 990-PF, PG 1, LN 18	44,422.	21,692.		16,190.		
<del>-</del>						

FORM 990-PF	OTHER E	XPENSES		STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST MENT INCOM		
MISCELLANEOUS	1,577.		<u> </u>	1,577.
SUPPLIES	912.		0.	912.
INSURANCE	11,185.		0.	11,185.
PAYROLL PROCESSING	1,155.		0.	1,155.
OUTSIDE CONTRACT SERVICES	5,849.		<u> </u>	5,849. ————————————————————————————————————
TO FORM 990-PF, PG 1, LN 23	20,678.	·	0. <del></del>	20,678.
FORM 990-PF OTHER DECREASE	S IN NET AS	SETS OR FUN	D BALANCES	STATEMENT 8
DESCRIPTION				AMOUNT
UNREALIZED GAIN ON INVESTMENT	S - CURRENT	YEAR		2,237,898.
TOTAL TO FORM 990-PF, PART II	I, LINE 5			2,237,898.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT 9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
FIDELITY STOCKS X8360			6,458,411.	6,458,411.
TOTAL TO FORM 990-PF, PART II	, LINE 10B		6,458,411.	6,458,411.
FORM 990-PF	OTHER INV	ESTMENTS		STATEMENT 10
DESCRIPTION		LUATION ETHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY MUTUAL FUNDS X8360		FMV	26,196,188.	26,196,188.
FIDELITY MUTUAL FUNDS X9755		FMV	1,948,358.	1,948,358.
EMERGING MARKETS GROWTH FUND		FMV	1,670,694.	1,670,694.
WEATHERLOW OFFSHORE FUND I		FMV	4,043,949.	4,043,949.
FORESTER DIVERSIFIED LTD		FMV	4,380,540.	4,380,540.
THE NIPPON VALUE INVESTORS		FMV	1,379,864.	1,379,864.
WONDERWORK, INC PRI		FMV	7,067,739.	7,067,739.
TOTAL TO FORM 990-PF, PART II	, LINE 13		46,687,332.	46,687,332.
TOTAL TO FORM 330-FF, FART II	., HINE 13			=0,007,33

BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
23,915. 46,049.	18,489. 194,117.	18,489. 194,117.
69,964.	212,606.	212,606.
ER LIABILITIES		STATEMENT 12
	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAXES FEDERAL EXCISE TAXES PAYABLE		
TOTAL TO FORM 990-PF, PART II, LINE 22		
	23,915. 46,049. 69,964. ER LIABILITIES	PR BOOK VALUE  23,915. 46,049. 18,489. 194,117. 69,964. 212,606.  BOY AMOUNT  56,00042,000.

#### NAME OF MANAGER

WILLIAM S. THOMPSON NANCY E. THOMPSON

#### Schedule B (Form 990, 990-EZ. or 990-PF)

Department of the Treasury Internal Revenue Service

### Schedule of Contributors

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

OMB No 1545-0047

Name of the organization

THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION

**Employer identification number** 

20-6371108

Organization type (check one): Filers of: Section: 501(c)( Form 990 or 990-EZ ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Sol(c)(3) exempt private foundation Form 990-PF 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributors **Special Rules** For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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),

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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 WILLIAM S. AND NANCY E. THOMPSON

FOUNDATION

Employer identification number

20-6371108

Part I	Contributors	(see instructions)	Use duplicate co	opies of Part I if additional space is needed.
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Part I	Contributors (see instructions) Use duplicate copies of Part I if addition	ial space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMPSON FAMILY CHARITABLE LEAD TRUST C/O WST PTNRS, 610 NEWPORT CTR DR., 1220 NEWPORT BEACH, CA 92660	\$435,841.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	WILLIAM S. & NANCY E. THOMPSON 610 NEWPORT CENTER DRIVE, SUITE 1220 NEWPORT BEACH, CA 92660	\$ <u>1,700,000</u> .	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	WILLIAM S. & NANCY E. THOMPSON 610 NEWPORT CENTER DRIVE, SUITE 1220 NEWPORT BEACH, CA 92660	\$ 5,600,000.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	D5-14	\$	Person Payroll Noncash (Complete Part II for noncash contributions.) 990, 990-EZ, or 990-PF) (20

Name of organization

Employer identification number

THE WILLIAM S. AND NANCY E. THOMPSON

FOUNDATION

20-6371108

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	
3	SECURITIES (SEE ATTACHED SCHEDULE)	-		
		\$ 5,600,000.	12/24/14	
(a) No. from	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
Part I				
		- - - \$		
(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	
		-		
		_ _ _   \$		
23453 11-0	5-14		990, 990-EZ, or 990-PF) (201	

Name of org	organization Employer identification number					
FOUNDA	LLIAM S. AND NANCY E. ATION			20-6371108		
Part III	Exclusively religious, charitable, etc., cont	columns (a) through (a) and the tollo	WING line entry For organization	or (10) that total more than \$1,000 for		
	completing Part III, enter the total of exclusively religious Use duplicate copies of Part III if addition	s, charitable, etc., contributions of \$1,000 o	r less for the year (Enterthis info on	ce) ► \$		
(a) No.						
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Des	cription of how gift is held		
	(e) Transfer of gift					
	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee					
ŀ	mansieree s name, address, at	III ZIF + 4	relationship of a	ansieror to dansieree		
				-		
(a) No.						
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Des	(d) Description of how gift is held		
		<u> </u>				
		(e) Transfer of git	ft			
	Transferee's name, address, a	nd ZIP + 4	Relationship of tra	ansferor to transferee		
			· · · · · · · · · · · · · · · · · · ·			
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Des	cription of how gift is held		
Part I						
		<del></del>				
-	(e) Transfer of gift					
	(e) transier of gift					
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee			
(a) Na						
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Des	cription of how gift is held		
Part I						
<u> </u>		(e) Transfer of git	 ft			
	(e) Italiaisi Vi gitt					
}	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee			
		·····				