



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**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.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning

, 2014, and ending

UEBERROTH FAMILY FOUNDATION
11150 W. OLYMPIC #860
LOS ANGELES, CA 90064

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 40,368,148.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

33-0078919

B Telephone number (see instructions)

(310) 473-7317

C If exemption application is pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (attach schedule)

300,000.

2 Ck ☐ if the foundn is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

1,165,899.

1,165,899.

1,165,899.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

201,865.

b Gross sales price for all assets on line 6a 12,487,388.

7 Capital gain net income (from Part IV, line 2)

201,865.

8 Net short term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

See Statement 1

255,899.

255,899.

12 Total Add lines 1 through 11

1,923,663.

1,623,663.

1,421,798.

13 Compensation of officers, directors, trustees, etc

98,400.

98,400.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

See St 2

22,980.

22,980.

22,980.

c Other prof fees (attach sch)

17 Interest

46,026.

46,026.

46,026.

18 Taxes (attach schedule)(see instrs)

See Stm 3

8,129.

8,129.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

183,637.

142,610.

183,637.

24 Total operating and administrative expenses Add lines 13 through 23

359,172.

211,616.

359,172.

25 Contributions, gifts, grants paid

Part XV

2,660,400.

2,660,400.

26 Total expenses and disbursements. Add lines 24 and 25

3,019,572.

211,616.

359,172.

2,660,400.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,095,909.

b Net investment income (if negative, enter -0-)

1,412,047.

c Adjusted net income (if negative, enter -0-)

1,062,626.

RECEIVED

MAY 29 2015

255,899

UT

IRS-OSC

SCANNED JUN 02 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	3,949,215.	7,035,221.	7,035,221.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 5	869,259.	208,620.	209,396.
	b	Investments — corporate stock (attach schedule) Statement 6	3,311,735.	3,328,755.	5,814,075.
	c	Investments — corporate bonds (attach schedule) Statement 7	8,712,328.	5,073,363.	5,069,067.
	11	Investments — land, buildings, and equipment, basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 8	20,213,271.	20,265,945.	22,240,389.
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	37,055,808.	35,911,904.	40,368,148.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	37,055,808.	35,911,904.	
	30	Total net assets or fund balances (see instructions)	37,055,808.	35,911,904.	
	31	Total liabilities and net assets/fund balances (see instructions)	37,055,808.	35,911,904.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	37,055,808.
2	Enter amount from Part I, line 27a	2	-1,095,909.
3	Other increases not included in line 2 (itemize) See Statement 9	3	5,126.
4	Add lines 1, 2, and 3	4	35,965,025.
5	Decreases not included in line 2 (itemize) See Statement 10	5	53,121.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	35,911,904.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE SCHEDULE ATTACHED		P	Various	Various
b CAPITAL GAIN DIVIDENDS		P	Various	Various
c CAP GAINS THRU PARTNERSHIPS		P	Various	Various
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,046,499.		12,285,523.	-239,024.
b 400,393.			400,393.
c 40,496.			40,496.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-239,024.
b			400,393.
c			40,496.
d			
e			

2 Capital gain net income or (net capital loss). . .	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	201,865.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	2,501,318.	40,178,585.	0.062255
2012	52,000.	3,456,480.	0.015044
2011	2,398,012.	40,794,036.	0.058783
2010	2,029,996.	39,984,782.	0.050769
2009	1,940,397.	37,808,112.	0.051322

2 Total of line 1, column (d)	2	0.238173
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047635
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	39,854,600.
5 Multiply line 4 by line 3	5	1,898,474.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,120.
7 Add lines 5 and 6	7	1,912,594.
8 Enter qualifying distributions from Part XII, line 4.	8	2,660,400.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b	1	14,120.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	14,120.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,120.
6 Credits/Payments		
a 2014 estimated tax prmts and 2013 overpayment credited to 2014	6 a	26,400.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	26,400.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,280.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 12,280. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> See Statement 11	X	

BAA

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address: N/A				
14	The books are in care of: ISAAC BARANOWICZ Telephone no.: (310) 473-7317			
Located at: 11150 W. OLYMPIC SUITE 860 LOS ANGELES CA ZIP + 4: 90064				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
15 N/A				
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
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.

	Yes	No
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?	☐ 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 income 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 official 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(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No	
If 'Yes,' list the years: 20 __, 20 __, 20 __, 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	20 __, 20 __, 20 __, 20 __	
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2014)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

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 expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		98,400.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0

BAA

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1 a	34,224,944.
b	Average of monthly cash balances	1 b	6,236,579.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	40,461,523.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,461,523.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	606,923.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,854,600.
6	Minimum investment return. Enter 5% of line 5	6	1,992,730.

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

1	Minimum investment return from Part X, line 6	1	1,992,730.
2a	Tax on investment income for 2014 from Part VI, line 5	2 a	14,120.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	14,120.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,978,610.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,978,610.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,978,610.

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	1 a	2,660,400.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,660,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	14,120.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,646,280.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

BAA

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7...				1,978,610.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	40,458.			
c From 2011	394,464.			
d From 2012				
e From 2013	544,653.			
f Total of lines 3a through e	979,575.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 2,660,400.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2014 distributable amount				1,978,610.
e Remaining amount distributed out of corpus	681,790.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,661,365.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . .		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,661,365.			
10 Analysis of line 9:				
a Excess from 2010	40,458.			
b Excess from 2011	394,464.			
c Excess from 2012				
d Excess from 2013	544,653.			
e Excess from 2014	681,790.			

BAA

Form 990-PF (2014)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED	NONE		FOUNDATION GOAL	2,660,400.
Total				▶ 3a 2,660,400.
b Approved for future payment				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . .					
3	Interest on savings and temporary cash investments . .					
4	Dividends and interest from securities . .					1,165,899.
5	Net rental income or (loss) from real estate					
a	Debt-financed property . .					
b	Not debt-financed property . .					
6	Net rental income or (loss) from personal property .					
7	Other investment income . .					255,899.
8	Gain or (loss) from sales of assets other than inventory .					201,865.
9	Net income or (loss) from special events . .					
10	Gross profit or (loss) from sales of inventory .					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					1,623,663.
13	Total. Add line 12, columns (b), (d), and (e)					1,623,663.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

UEBERROTH FAMILY FOUNDATION

Employer identification number

33-0078919

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private 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 contributions.

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), 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).

BAA 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)

Name of organization

Employer identification number

UEBERROTH FAMILY FOUNDATION

33-0078919

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UEBERROTH FAMILY TRUST P.O. BOX 100 LAGUNA BEACH, CA 92652	\$ 300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 255,899.	\$ 255,899.	\$ 255,899.
Total	<u>\$ 255,899.</u>	<u>\$ 255,899.</u>	<u>\$ 255,899.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 22,980.	\$ 22,980.	\$ 22,980.	
Total	<u>\$ 22,980.</u>	<u>\$ 22,980.</u>	<u>\$ 22,980.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	\$ 160.		\$ 160.	
PAYROLL TAXES	7,969.		7,969.	
Total	<u>\$ 8,129.</u>	<u>\$ 0.</u>	<u>\$ 8,129.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKERAGE ACCOUNT FEES	\$ 137,050.	\$ 137,050.	\$ 137,050.	
CONSULTING	32,299.		32,299.	
OFFICE EXPENSES	3,442.		3,442.	
PAYROLL PROCESSING	885.		885.	
TAXES PAID ON INVESTMENTS	5,560.	5,560.	5,560.	
TRAVEL AND CONFERENCES	4,401.		4,401.	
Total	<u>\$ 183,637.</u>	<u>\$ 142,610.</u>	<u>\$ 183,637.</u>	<u>\$ 0.</u>

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 208,620.	\$ 209,396.
	Total	<u>\$ 208,620.</u>	<u>\$ 209,396.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 3,328,755.	\$ 5,814,075.
	Total	<u>\$ 3,328,755.</u>	<u>\$ 5,814,075.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 5,073,363.	\$ 5,069,067.
	Total	<u>\$ 5,073,363.</u>	<u>\$ 5,069,067.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE SCHEDULE ATTACHED	Cost	\$ 1,411,711.	\$ 1,271,952.
Total Other Investments		<u>\$ 1,411,711.</u>	<u>\$ 1,271,952.</u>
<u>Other Publicly Traded Securities</u>			
SEE SCHEDULE ATTACHED	Cost	18,854,234.	20,968,437.
Total Other Publicly Traded Securities		<u>\$ 18,854,234.</u>	<u>\$ 20,968,437.</u>
Total		<u>\$ 20,265,945.</u>	<u>\$ 22,240,389.</u>

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

TAX EXEMPT DIVIDENDS

Total \$ 5,126.
 \$ 5,126.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

FEDERAL INCOME TAX
 NONDEDUCTIBLE PTRSHP EXPENSES

\$ 53,117.
 4.
 Total \$ 53,121.

Statement 11
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor Address of Substantial Contributor

PETER AND VIRGINIA UEBERROTH

P. O. BOX 100
 LAGUNA BEACH, CA 92652

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
VIRGINIA UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Chairman 3.00	\$ 0.	\$ 0.	\$ 0.
VICKI BOOTH P. O. BOX 100 LAGUNA BEACH, CA 92652	President 40.00	98,400.	0.	0.
KERI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.
HEIDI UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	0.	0.	0.

UEBERROTH FAMILY FOUNDATION

33-0078919

Statement 12 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
PETER UEBERROTH P. O. BOX 100 LAGUNA BEACH, CA 92652	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Total		\$ 98,400.	\$ 0.	\$ 0.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: VICKI BOOTH
 Care Of:
 Street Address: P. O. BOX 37
 City, State, Zip Code: CORONA DEL MAR, CA 92625
 Telephone: (949) 720-9646
 E-Mail Address:
 Form and Content: STANDARD SOLICITATION FORMS
 Submission Deadlines: NONE
 Restrictions on Awards: NONE

UEBERROTH FAMILY FOUNDATION
Capital Gains on Sales of Investments
 January through December 2014

33-0078919

Qty	Investment Description	Date Acquired	Date Sold	Gross Sales	Cost Basis	Gain/Loss
Investment Sales						
Morgan Stanley Investments						
475,000.00	Goldman Sachs Op 5.15% Due 11/31/14-Matured	04/23/2010	01/16/2014	425,000.00	427,536.50	2,480.50
475,000.00	Duke Energy Corp 64 UNIS Global 6.3% Due 2/1/14-Matured	04/23/2010	02/03/2014	425,000.00	444,723.50	19,723.50
500,000.00	Altria Group Inc 7.75% Due 2/6/14-Matured	05/25/2010	02/03/2014	500,000.00	534,250.00	34,250.00
475,000.00	Comptroller Fin Bk Fd 125% Due 2/1/14-Matured	04/23/2010	02/02/2014	425,000.00	431,320.75	6,320.75
500,000.00	Morgan Stanley 56 UNIS Global 6.0 Due 8/13/14-Matured	04/23/2010	05/02/2014	500,000.00	540,000.00	40,000.00
475,000.00	Gen Elec Cap Corp A 4.75% Due 8/15/14-Matured	04/23/2010	08/02/2014	475,000.00	490,523.73	15,523.73
	Total Morgan Stanley Investments			2,700,000.00	2,786,338.50	(86,338.50)
PRMCO Investments						
102,343.271	PRMCO Total Return	VARIOUS	05/20/2014	1,119,854.18	1,126,374.64	(6,520.46)
280,008.755	PRMCO Global Multi-Asset	VARIOUS	05/20/2014	2,887,803.42	3,350,015.38	(462,211.96)
	Total PRMCO Investments			4,007,657.60	4,476,390.02	(468,732.42)
UBS PACE Investments						
9,853.4	UBS PACE Govt Sec Fixed Income Investment Fund	01/23/2009	01/27/2014	11,853.22	11,861.60	(8.38)
924,618	UBS PACE Mortgage Sec Fixed Income Investment Fund	01/23/2009	04/24/2014	11,825.32	12,147.64	(322.32)
967,603	UBS PACE Mortgage Sec Fixed Income Investment Fund	01/23/2009	07/16/2014	12,424.02	13,549.82	(1,125.80)
943,375	UBS PACE Mortgage Sec Fixed Income Investment Fund	01/23/2009	10/27/2014	12,116.70	12,255.57	(138.87)
	Total UBS PACE Investments			48,226.46	48,584.93	(358.47)
Wells Fargo FUND Investments						
99,000.00	Canoe/Phelps 4.75% Due 2/1/14 - Matured	01/29/2009	02/03/2014	58,800.00	58,800.00	0.00
250,000.00	Novartis Capital Corp 4.125% Due 2/19/14 - Matured	05/18/2010	02/10/2014	250,000.00	265,210.00	(15,210.00)
48,945.407	Pinco Foreign Bd Fixed Cl 100	01/18/2010	02/18/2014	498,111.93	477,188.54	20,923.39
100,000.00	Boring Co 5.0% Due 3/15/14 - Matured	03/10/2009	03/17/2014	100,000.00	99,958.00	41.00
1,200.00	Investor MSCI EAFE - Mutual Fund	05/30/2013	04/16/2014	94,883.02	79,287.60	15,595.42
1,170.00	Shares Dow Jones Select Div Fd	07/05/2013	04/16/2014	34,823.12	31,875.81	2,947.31
2,542,812	Shares Dow Jones Select Div Fd	05/06/2013	04/16/2014	83,150.36	72,280.25	10,870.11
13,180.00	Kellogg Mid Cap Value Fund Class I	11/25/2009	04/16/2014	42,800.00	20,775.58	22,024.42
470.00	BlackRock Regional Total Return	02/07/2011	04/16/2014	134,302.81	148,373.15	(14,070.34)
7,669,482	SPDR Trust Series 1 FD - Mutual Fund	09/23/2009	04/16/2014	85,589.80	50,017.40	35,572.40
1,140.00	Vanguard Global Bond Fund	07/15/2009	04/16/2014	100,000.00	97,899.86	2,100.14
350,000.00	Vanguard Emerging Markets EFF - Money Fund	07/15/2009	04/16/2014	351,473.50	383,177.50	(32,704.00)
350,000.00	General Elec Corp 5.9% Due 8/13/14	07/23/2009	09/02/2014	350,000.00	345,975.50	4,024.50
300,000.00	Hendrix-Peterson Co 1.75% Due 8/2/14 - Matured	07/10/2013	09/23/2014	331,127.60	339,884.00	(8,756.40)
300,000.00	FHLB 4.125 Due 3/1/20	11/19/2010	09/23/2014	303,964.40	317,280.80	(13,316.40)
300,000.00	FHLB 2.875 Due 2/6/15	09/16/2010	09/23/2014	303,201.00	317,810.00	(14,609.00)
200,000.00	FHLB 3.375 Due 8/1/20	03/02/2012	10/16/2014	219,260.00	221,084.00	(1,824.00)
	Total Wells Fargo FUND Investments			3,102,626.69	3,343,631.78	(241,005.09)
Merrill Lynch PIA Investments						
	** DETAILS ON SUPPLEMENTAL SCHEDULE ATTACHED		2014	1,789,768.45	1,829,406.68	(39,638.23)
	ML PIA Money Funds Total Sales for 2014			1,789,768.45	1,829,406.68	(39,638.23)
	Total Merrill Lynch PIA Investments			1,789,768.45	1,829,406.68	(39,638.23)
	TOTAL INVESTMENT SALES			12,048,676.20	12,245,822.89	(197,146.69)

Fiscal Statement

Merrill Lynch
Wealth Management

Bank of America Corporation

FAO UEBERROTH FOUNDATION
33-0078919

FISCAL YEAR ACTIVITY

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
531.0000	ISHARES RUSSELL 1000	10/26/12	04/08/14	45,336.84	34,432.96	10,903.88 LT
927.0000	ISHARES RUSSELL 1000	10/26/12	04/08/14	88,678.19	66,489.54	22,188.65 LT
1,991.0000	ISHARES RUSSELL 1000	01/11/13	04/08/14	190,462.02	149,836.49	40,625.53 LT
769.0000	MFS EMGING MKTS DEBT I	01/11/13	04/08/14	11,419.65	12,503.94	(1,084.29) LT
0.2630	MFS EMERGING MARKETS	01/11/13	04/08/14	4.21	4.61	(0.40) LT
0.1400	MFS EMGING MKTS DEBT I	10/14/13	04/08/14	2.07	2.07	0.00
2,970.0000	FDRTD ADJ RT SC FD INSTL	10/26/12	04/08/14	29,016.90	29,373.30	(356.40) LT
1.0000	FDRTD ADJ RT SC FD INSTL	11/25/12	04/08/14	9.77	9.90	(0.13) LT
489.0000	FDRTD ADJ RT SC FD INSTL	11/25/12	04/08/14	4,777.53	4,821.54	(44.01) LT
7,882.0000	FDRTD ADJ RT SC FD INSTL	01/11/13	04/08/14	77,007.14	77,637.70	(630.56) LT
0.1340	FDRTD ADJ RT SC FD INSTL	10/14/13	04/08/14	1.31	1.31	0.00
1,242.0000	ALTEGRIS MGD FUT STRAT I	01/11/13	04/08/14	10,855.08	11,736.90	(881.82) LT
1.0000	ALTEGRIS MGD FUT STRAT I	05/06/13	04/08/14	8.74	9.48	(0.74) ST
487.0000	ALTEGRIS MGD FUT STRAT I	05/06/13	04/08/14	4,255.38	4,709.29	(452.91) ST
114.0000	ALTEGRIS MGD FUT STRAT I	06/05/13	04/08/14	996.35	1,053.36	(57.01) ST
1.0000	ALTEGRIS MGD FUT STRAT I	10/14/13	04/08/14	8.74	9.41	(0.67) ST
0.0950	ALTEGRIS MGD FUT STRAT I	10/14/13	04/08/14	0.83	0.83	0.00
48.0000	ALTEGRIS MGD FUT STRAT I	10/14/13	04/08/14	419.53	420.48	(0.95) ST
4,549.0000	PRINCIPAL HIGH YIELD P	01/11/13	04/08/14	35,846.12	36,210.04	(363.92) LT
1.0000	PRINCIPAL HIGH YIELD P	06/05/13	04/08/14	7.87	7.93	(0.06) ST
223.0000	PRINCIPAL HIGH YIELD P	06/05/13	04/08/14	1,757.24	1,757.24	0.00

Page 1 of 3 Statement Period Year Ending 12/31/14 Account No. 6YJ-04032

Fiscal Statement

FAO UEBERROTH FOUNDATION
33-0078919

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	PRINCIPAL HIGH YIELD P	10/14/13	04/08/14	7.87	7.87	0.00
0.2490	PRINCIPAL HIGH YIELD P	10/14/13	04/08/14	1.96	1.96	0.00
4,732.0000	PRINCIPAL HIGH YIELD P	10/14/13	04/08/14	37,288.18	37,146.20	141.98 ST
648.0000	JPMRGN LGCP GRTH FD SEL	10/26/12	04/08/14	19,735.30	15,174.54	4,560.76 LT
0.3380	JP MORGAN LARGE CAP	10/26/12	04/08/14	10.33	6.18	4.15 LT
0.0620	JPMRGN LGCP GRTH FD SEL	10/14/13	04/08/14	1.89	1.80	0.09 ST
131.0000	THE MERGER FUND CL N	10/26/12	04/08/14	2,102.55	2,068.49	34.06 LT
1.0000	THE MERGER FUND CL N	01/11/13	04/08/14	16.04	15.79	0.25 LT
549.0000	THE MERGER FUND CL N	01/11/13	04/08/14	8,811.45	8,712.63	98.82 LT
313.0000	THE MERGER FUND CL N	05/06/13	04/08/14	5,023.65	4,986.09	37.56 ST
1.0000	THE MERGER FUND CL N	06/05/13	04/08/14	16.05	15.88	0.17 ST
0.4130	THE MERGER FUND CL N	06/05/13	04/08/14	6.63	6.57	0.06 ST
27.0000	THE MERGER FUND CL N	06/05/13	04/08/14	433.36	429.30	4.06 ST
215.0000	BLKRK EMMKT LNG SH EQ I	10/26/12	04/08/14	2,165.05	2,268.25	(103.20) LT
818.0000	BLKRK EMMKT LNG SH EQ I	01/11/13	04/08/14	8,217.12	8,706.72	(489.60) LT
1.0000	BLKRK EMMKT LNG SH EQ I	05/06/13	04/08/14	10.07	10.68	(0.61) ST
455.0000	BLKRK EMMKT LNG SH EQ I	05/06/13	04/08/14	4,581.84	4,900.35	(318.51) ST
0.5130	BLKRK EMMKT LNG SH EQ I	06/05/13	04/08/14	5.17	5.50	(0.33) ST
48.0000	BLKRK EMMKT LNG SH EQ I	06/05/13	04/08/14	483.37	513.60	(30.23) ST
424.0000	CBRE CLARION LNG/SH INST	10/26/12	04/08/14	4,350.24	4,170.68	179.56 LT
1,362.0000	CBRE CLARION LNG/SH INST	01/11/13	04/08/14	13,974.12	13,792.30	181.82 LT
651.0000	CBRE CLARION LNG/SH INST	05/06/13	04/08/14	6,679.25	6,995.98	(316.73) ST
1.0000	CBRE CLARION LNG/SH INST	06/05/13	04/08/14	10.26	10.04	0.22 ST
0.4960	CBRE CLARION LNG/SH INST	06/05/13	04/08/14	5.09	5.04	0.05 ST
186.0000	CBRE CLARION LNG/SH INST	06/05/13	04/08/14	1,908.37	1,885.39	22.98 ST
229.0000	MAINSTAY MARKETFIELD	10/26/12	04/08/14	4,147.19	3,533.47	613.72 LT
1.0000	MAINSTAY MARKETFIELD	01/11/13	04/08/14	18.10	15.74	2.36 LT
441.0000	MAINSTAY MARKETFIELD	01/11/13	04/08/14	7,986.52	7,166.25	820.27 LT
0.0100	MAINSTAY MARKETFIELD	06/05/13	04/08/14	0.18	0.17	0.01 ST
390.0000	PIMCO REAL RETURN FUND	01/11/13	04/08/14	4,371.89	4,769.70	(397.81) LT
1.0000	PIMCO REAL RETURN FUND	05/06/13	04/08/14	11.21	12.24	(1.03) ST
1,823.0000	PIMCO REAL RETURN FUND	05/06/13	04/08/14	20,435.83	22,313.52	(1,877.69) ST
0.4600	PIMCO REAL RETURN FUND	06/05/13	04/08/14	5.16	5.50	(0.34) ST
238.0000	PIMCO REAL RETURN FUND	06/05/13	04/08/14	2,667.99	2,796.50	(128.51) ST
628.0000	PIMCO ALL ASSET ALL	10/26/12	04/08/14	6,386.75	7,033.97	(647.22) LT
0.3020	PIMCO ALL ASSET ALL	10/26/12	04/08/14	3.07	3.38	(0.31) LT
468.0000	PIMCO ALL ASSET ALL	01/11/13	04/08/14	4,759.57	5,222.88	(463.31) LT
934.0000	INVESCO FLOATING RATE	01/11/13	04/08/14	7,434.64	7,387.94	46.70 LT
0.2060	INVESCO FLOATING RATE	10/14/13	04/08/14	1.64	1.63	0.01 ST
960.0000	INVESCO DEVELOPING	10/14/13	04/08/14	32,160.00	33,380.80	(1,220.80) ST

Fiscal Statement

Merrill Lynch
Wealth Management

Bank of America Corporation

FAOUEBERROTH FOUNDATION
33-0078919

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
0.6860	INVESCO DEVELOPING	10/14/13	04/08/14	22.31	23.15	(0.84) ST
8,065.0000	L SYLS INV GR BD FD CL Y	01/11/13	04/08/14	98,796.25	102,586.80	(3,790.55) LT
0.3070	L SYL S INV GR BD FD CL Y	10/14/13	04/08/14	3.76	3.75	0.01 ST
76.0000	PERMANENT PORTFOLIO FUND	10/26/12	04/08/14	3,363.00	3,715.06	(352.06) LT
0.7500	PERMANENT PORTFOLIO FUND	10/26/12	04/08/14	33.19	36.66	(3.47) LT
284.0000	PERMANENT PORTFOLIO FUND	01/11/13	04/08/14	12,567.00	13,933.04	(1,366.04) LT
1.0000	PERMANENT PORTFOLIO FUND	05/06/13	04/08/14	44.25	48.78	(4.53) ST
174.0000	PERMANENT PORTFOLIO FUND	05/06/13	04/08/14	7,699.49	8,381.58	(682.09) ST
27.0000	PERMANENT PORTFOLIO FUND	06/05/13	04/08/14	1,194.76	1,266.84	(72.08) ST
2,630.0000	JPMRGN LGCP GRTH FD SEL	10/26/12	05/07/14	80,478.00	61,780.47	18,697.53 LT
0.6620	JPMRGN LGCP GRTH FD SEL	10/26/12	05/07/14	20.26	15.55	4.71 LT
1.0000	JPMRGN LGCP GRTH FD SEL	01/11/13	05/07/14	30.59	23.50	7.09 LT
8,057.0000	JPMRGN LGCP GRTH FD SEL	01/11/13	05/07/14	246,544.20	189,813.60	46,730.60 LT
1.0000	JPMRGN LGCP GRTH FD SEL	05/06/13	05/07/14	30.59	24.88	5.71 LT
4,134.0000	JPMRGN LGCP GRTH FD SEL	05/06/13	05/07/14	126,500.40	109,302.96	17,197.44 LT
1.0000	JPMRGN LGCP GRTH FD SEL	06/05/13	05/07/14	30.60	26.36	4.24 ST
467.0000	JPMRGN LGCP GRTH FD SEL	06/05/13	05/07/14	14,290.20	12,096.30	2,194.90 ST
1.0000	JPMRGN LGCP GRTH FD SEL	10/14/13	05/07/14	30.60	28.45	2.15 ST
7,194.0000	JPMRGN LGCP GRTH FD SEL	10/14/13	05/07/14	220,136.42	208,697.94	11,438.48 ST
6,175.0000	FDRTD ADJ RT SC FD INSTL	01/11/13	06/24/14	60,391.49	60,823.75	(432.26) LT
0.8430	FDRTD ADJ RT SC FD INSTL	10/14/13	06/24/14	8.25	8.25	0.00
21,521.0000	FDRTD ADJ RT SC FD INSTL	10/14/13	06/24/14	210,475.38	210,260.17	215.21 ST
TOTAL				1,789,798.45	1,629,406.68	160,391.77

05/09/15

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2014

33-0078919

Investment Description	Quantity On Hand	Book Value	Market Value
Corporate Bonds			
CB Goldman Sachs Group Inc 5 125 Due 1/15/15	500,000.00	527,935.00	512,455.97
CB Hewlett-Pack Co 3.0 Due 9/15/16	500,000.00	506,185.00	517,806.66
CB Merrill Lynch SUB DEB Global 6.05 Due 5/16/16	500,000.00	515,870.00	533,246.25
CB Bank of Nova Scotia 2.55 Due 1/12/17	250,000.00	262,507.50	256,385.00
CB Becton Dickinson 5 0% Due 5/15/19	250,000.00	248,370.00	276,470.00
CB Bottling Group LLC 4.125% Due 6/15/15	250,000.00	267,347.50	254,022.50
CB BP Capital Markets 4.5 Due 10/1/20	250,000.00	277,127.50	270,492.50
CB Colgate-Palmolive Co 2.625% Due 5/1/17	250,000.00	267,762.50	258,695.00
CB E I Du Pont De Nemo 4.25 4/1/21	150,000.00	164,524.09	163,942.50
CB EBAY Inc 3.25 Due 10/15/20	250,000.00	262,417.50	254,295.00
CB Emerson Electric Co 4.25 Due 11/15/20	250,000.00	271,402.50	271,772.50
CB General Elec Cap 5.3 2/11/21	150,000.00	170,033.32	171,298.50
CB Hershey Co 4 125 Due 12/1/20	250,000.00	289,257.50	270,940.00
CB Statoilhydro ASA 5.25% Due 4/15/19	250,000.00	250,760.00	281,055.00
CB Total Capital SA 4.125 1/28/21	250,000.00	270,277.50	269,157.50
CB Unilever Cap Corp 2.75 Due 2/10/18	250,000.00	259,592.50	255,600.00
CB Wal-Mart Stores 2.875 Due 4/1/15	250,000.00	261,992.50	251,432.50
Total Corporate Bonds		5,073,362.41	5,069,067.38
Corporate Stocks			
CS Ambassadors Group	100,000.00	31,579.99	250,000.00
CS AT&T Inc - ISIN US 00206R1023	5,000.00	165,460.70	167,950.00
CS Bristol Myers Squibb Co USD	10,000.00	225,346.17	590,300.00
CS Broadcom Corp Class A Com Stk	3,000.00	59,210.00	129,990.00
CS Citigroup Inc Com Stk	200.00	99,404.20	10,822.00
CS Coca Cola Co Com USD	16,000.00	330,057.27	675,520.00
CS Colgate Palmolive Co Com	4,000.00	91,333.75	276,760.00
CS Conocophillips	1,000.00	55,383.04	69,060.00
CS Dow Chemical Corp Com Stk	2,000.00	65,913.40	91,220.00
CS Exco Resources Inc	25,000.00	125,820.50	54,250.00
CS Felcor Lodging Trust Inc Com	10,000.00	163,100.30	108,200.00
CS First American Corp Com(Fin)	5,000.00	56,380.50	169,500.00
CS General Dynamics Corp Com	1,162.00	100,045.06	159,914.44
CS General Elec Co Com Stk USD	10,605.00	362,994.08	267,988.35
CS iShares Barclays Tips Bond Fund 3.595%	1,495.00	149,467.13	167,454.95
CS Microsoft Corp USD	5,000.00	145,752.05	232,250.00
CS ML Capital Trust IV Cum Prfd Stk	4,000.00	102,000.00	102,907.60
CS Phillips 66 Wt	500.00	16,459.02	35,850.00
CS Procter & Gamble Co Com	22,000.00	666,646.76	2,003,980.00
CS Schlumberger Ltd USD (Curacao)	1,100.00	99,916.10	93,951.00
CS Suntrust Bks Inc Com	2,635.00	77,732.50	110,406.50
CS Weatherford Intl LTD	4,000.00	138,752.57	45,800.00
Total Corporate Stocks		3,328,755.09	5,814,074.84

05/09/15

UEBERROTH FAMILY FOUNDATION
Investment Book and Market Valuations by Class
As of December 31, 2014

33-0078919

<u>Investment Description</u>	<u>Quantity On Hand</u>	<u>Book Value</u>	<u>Market Value</u>
Government Obligations			
GO FHLB 2.875 Due 9/11/20	200,000.00	208,619.94	209,396.00
Total Government Obligations		208,619.94	209,396.00
Other Investments			
OI Elements Rogers Total Return	46,543.00	433,445.03	293,686.33
OI Mariners Republic Holding, LLC		1,125,669.00	1,125,669.00
OI Pyramid Hotel Investment II, LLC		(147,403.33)	(147,403.33)
Total Other Investments		1,411,710.70	1,271,952.00
Other Publicly Traded Securities			
OP Merrill Lynch PIA - Mutual Funds		5,481,950.35	5,842,563.27
OP Spdr Gold Trust	930.00	85,114.70	105,629.40
OP PIMCO Income Inst	452,196.543	5,567,891.98	5,575,583.38
OP UBS PACE Int'l/Global Fixed Income Investment Fund	51,614.886	572,218.05	538,859.40
OP UBS PACE Intl Emerging Mkts Equity Investment Fund	10,725.696	110,856.28	136,538.11
OP UBS PACE International Equity Investment Fund	51,556.598	601,312.53	729,010.29
OP UBS PACE Large Company Value Equity Investment Fund	49,165.049	766,712.26	1,168,161.56
OP UBS PACE Large Company Growth Equity Investment Fund	47,679.773	796,481.76	1,191,994.32
OP UBS PACE Mort/Govt Sec Fixed Income Investment Fund	77,433.864	1,025,341.64	1,005,865.89
OP UBS PACE Small/Medium Co Growth Equity Investment Fund	18,676.701	254,559.64	359,339.72
OP UBS PACE Small/Medium Co Value Equity Investment Fund	17,183.366	255,218.27	356,039.34
OP UBS PACE Strategic Fixed Income Investment Fund	81,785.104	1,120,573.59	1,145,809.30
OP iShares Dow Jones Select Div Fd	6,932.00	428,126.56	550,400.80
OP iShares Emerging Markets	4,535.00	168,089.32	178,180.15
OP iShares MSCI EAFE - Mutual Fund	7,625.00	390,711.95	483,905.00
OP Keeley Mid Cap Value Fund Class I	15,924.239	130,101.03	251,921.46
OP SPDR Trust Series 1 FD - Mutual Fund	2,834.00	301,594.28	582,500.36
OP Templeton Global Bond Fund	30,186.106	383,967.27	374,608.58
OP Vanguard Emerging Markets EFT - Money Fund	10,283.00	413,411.77	411,525.66
Total Other Publicly Traded Securities		18,854,234.23	20,988,436.99
TOTAL ALL INVESTMENTS	6,217,506.925	28,876,682.37	33,332,927.21

THE UEBERROTH FAMILY FOUNDATION

33-0078919

12/31/2014

SCHEDULE OF GIFTS GIVEN

ORANGE COUNTY COMMUNITY FOUNDATION	\$130,000.00
4041 MacArthur Blvd. Ste 510	
Newport Beach, CA 92660	

BOYS AND GIRLS CLUBS OF SANTA ANA	\$101,000.00
950 W. Highland	
Santa Ana, CA 92703	

EL SOL ACADEMY	\$100,000.00
1010 N. Broadway St.	
Santa Ana, CA 92701	

GIRL'S INC.	\$100,000.00
1815 Anaheim Ave.	
Costa Mesa, CA 92627	

M.I.N.D. RESEARCH INSTITUTE	\$100,000.00
1503 South Coast Dr. Ste. 202	
Costa Mesa CA 92626	

THINK TOGETHER	\$100,000.00
2100 E. 4th St. Ste 200	
Santa Ana, CA 92705	

ILLUMINATION FOUNDATION	\$80,000.00
780 Roosevelt	
Irvine, CA 92620	

KIDWORKS	\$75,000.00
1902 W. Chestnut Ave.	
Santa Ana, CA 92703	

LAGUNA BEACH COMMUNITY CLINIC	\$75,000.00
362 3rd St	
Laguna Beach, CA 92651	

TALLER SAN JOSE	\$75,000.00
801 North Broadway	
Santa Ana, CA 92701	

CANCER RESEARCH INSTITUTE One Exchange Plaza 55 Broadway # 1802 New York, NY 10006	\$65,000.00
EL VIENTO FOUNDATION P.O. Box 3897 Huntington Beach, CA 92605-3897	\$60,000.00
HOAG HOSPITAL FOUNDATION One Hoag Dr. P.O. Box 6100 Newport Beach, CA 92658-6100	\$55,000.00
CHOC CHILDREN'S FOUNDATION 455 S. Main St. Orange, CA 92868	\$52,000.00
HUMAN OPTIONS P.O. Box 53745 Irvine, CA. 92619	\$51,000.00
LAURA'S HOUSE 999 Corporate Dr. #225 Ladera Ranch, CA 92694	\$51,000.00
BIG BROTHERS, BIG SISTERS OF O.C. 14131 Yorba St. #200 Tustin, CA 92780	\$50,000.00
C.A.S.A. 1615 E. 17 th St. #100 Santa Ana, CA 92705	\$50,000.00
CASA TERESA P.O. Box 429 Orange, CA 92856	\$50,000.00
FAMILIES FORWARD 9221 Irvine Blvd. Irvine, CA 92618	\$50,000.00
M.O.M.S. 1128 W. Santa Ana Blvd. Santa Ana, CA 92703	\$50,000.00

ORANGEWOOD CHILDRENS FOUNDATION 1575 E. 17 th St. Santa Ana, CA 92705	\$50,000.00
PADRES UNIDOS 708 North Garfield St. Santa Ana, CA 92701	\$50,000.00
PROJECT HOPE ALLIANCE 345 E. Grove Ave. Orange, CA 92865	\$50,000.00
SAGE HILL SCHOOL 20402 Newport Coast Dr. Newport Coast, CA 92657	\$50,000.00
SHEA CENTER 26284 Oso Road San Juan Capistrano, CA 92675	\$50,000.00
THE WOODEN FLOOR 1810 North Main St. Santa Ana, CA 92706	\$50,000.00
UCI SAGE SCHOLARS University Research Park 5171 California Ave. #150 Irvine, CA 92697-2505	\$40,000.00
SECOND HARVEST FOOD BANK OF O.C. 8014 Marine Way Irvine, CA 92618	\$35,000.00
WORKING WARDROBES 11614 Martens River Circle Fountain Valley, CA 92708	\$35,000.00
ALZHEIMERS FAMILY SERVICES 9451 Indianapolis Ave. Huntington Beach, CA 92646	\$30,000.00
LAGUNA PLAYHOUSE 606 Laguna Canyon Rd. P.O. Box 1747 Laguna Beach, CA 92652	\$30,000.00

BOYS HOPE/GIRLS HOPE 1041 W. 18 th St. Ste. 101 A Costa Mesa, CA 92627	\$25,000.00
CASA YOUTH SHELTER P.O. Box 216 Los Alamitos, CA 90720	\$25,000.00
CHILD ABUSE PREVENTION CENTER of OC 500 South Main St. Ste 1100 Orange, CA 92668	\$25,000.00
COUNCIL ON AGING OF OC 1971 E. 4 th St. Suite 200 Santa Ana, CA 92705	\$25,000.00
DARTMOUTH COLLEGE 6066 Development Office Hanover, NH 03755-3555	\$25,000.00
HANDS TOGETHER 201 Civic Center Dr. East Santa Ana, CA 92701	\$25,000.00
HEALTHY SMILES FOR KIDS OF OC 10602 Chapman Ave. Suite 200 Garden Grove, CA 92840	\$25,000.00
PROVIDENCE SPEECH AND HEARING 1301 Providence Ave. Orange, CA 92868	\$25,000.00
VANDERBILT UNIVERSITY VU Station B #357727 2301 Vanderbilt Place Nashville, TN 37235-7727	\$25,000.00
ACCESS O.C. 25283 Cabot Rd. Ste. 101 Laguna Hills, CA 92653-5509	\$20,000.00
ALS TDI/AUGIE'S QUEST 300 Technology Square Ste 400 Cambridge, MA 02139-3515	\$20,000.00

CHRISTMAS FOR ALL Second and Lakeside Coeur d'Alene, ID 83814	\$20,000.00
GOODWILL INDUSTRIES OF OC 410 N. Fairview Santa Ana, CA 92703	\$20,000.00
JOYFUL CHILD FOUNDATION P.O. Box 12680 Westminster, CA 92685	\$20,000.00
OAKVIEW RENEWAL PARTNERSHIP P.O. Box 3476 Huntington Beach, CA 92605	\$20,000.00
BLIND CHILDREN'S LEARNING CENTER 18542-B Vanderlip Ave. Santa Ana, CA 92705	\$15,000.00
DISCOVERY SCIENCE CENTER 2500 North Main St. Santa Ana, CA 92705	\$15,000.00
O.C. BAR FOUNDATION P.O. Box 986 Santa Ana, CA 92702	\$15,000.00
OCEAN INSTITUTE 24200 Dana Point Harbor Dr. Dana Point, CA 92629	\$15,000.00
PBS SO CAL P.O. Box 25113 Santa Ana, CA 92799	\$15,000.00
PRETEND CITY 29 Hubble Irvine, CA 92618	\$15,000.00
HIGH SCHOOL, INC. 365 B Clinton Street Costa Mesa, CA 92626	\$12,500.00

AQUARIUM OF THE PACIFIC 100 Aquarium Way Long Beach, CA 90802	\$10,000.00
AUTRY NATIONAL CENTER 4700 Western Heritage Way Los Angeles, CA 9002	\$10,000.00
BOYS & GIRLS CLUB OF LAGUNA BEACH 1085 Laguna Canyon Rd. Laguna Beach, CA 92651	\$10,000.00
BUILD ON P.O. Box 16741 Stamford, CT 06905	\$10,000.00
CENTER FOR AUTISM & NEURO- DEVELOPMENTAL DISORDERS 2500 Red Hill Ave. Suite 100 Santa Ana, CA 92705	\$10,000.00
COUNCIL FOR OPPORTUNITY IN EDUCATION 1025 Vermont Ave. NW Suite 900 Washington D.C. 20005	\$10,000.00
CRYSTAL COVE ALLIANCE #45 Crystal Cove Newport Coast, CA 92657	\$10,000.00
DAMON RUNYAN CANCER RESEARCH FDN One Exchange Plaza 55 Broadway, Suite 302 New York, NY 10006	\$10,000.00
KIDS IN SPORTS 3980 Bill Robertson Lane Suite 237 Los Angeles, CA 90037-1212	\$10,000.00
LAGUNA FOOD PANTRY 20652 Laguna Canyon Rd. Laguna Beach, CA 92651	\$10,000.00
ONE OC 1901 E. 4 th St. Suite 100 Santa Ana, CA 92705	\$10,000.00

S.P.I.N. 151 Kalmus Dr. H-2 Costa Mesa, CA 92626	\$10,000.00
SPECIAL OLYMPICS OF O.C. 2080 N. Tustin Ave. Suite B Santa Ana, CA 92705	\$10,000.00
YOUTH EMPLOYMENT SERVICE 114 E. 19th St. Costa Mesa, CA 92627	\$10,000.00
CHAMPION CHARITIES 555 Bryant St. #230 Palo Alto, CA 94301	\$6,000.00
ALZHEIMERS ASSOCIATION 17771 Cowan Suite 200 Irvine, CA 92614	\$5,000.00
ANGEL FLIGHT WEST 3161 Donald Douglas Loop S Santa Monica, CA 90405	\$5,000.00
FIRST TEE OF O.C. 14893 E. Ball Rd. Anaheim, CA 92806-5048	\$5,000.00
FOUNDATION FOR THE UNDEFEATED 3723 Birch St. Suite 11 Newport Beach, CA 92660	\$5,000.00
FREEDOM WRITER'S FOUNDATION P.O. Box 41505 Long Beach, CA 90853	\$5,000.00
LIVING SUCCESS CENTER 445 E. 17th St. #D-E Costa Mesa, CA 92627	\$5,000.00
NEWPORT BEACH PUBLIC LIBRARY 1000 Avocado Ave. Newport Beach, CA 92660	\$5,000.00

PURE GAME 14 Tricolored Lane Aliso Viejo, CA 92656	\$5,000.00
SPIRIT LEAGUE P.O. Box 3766 Mission Viejo, CA 92690	\$5,000.00
TEXAS CHRISTIAN UNIVERSITY TCU P.O. Box 297440 Fort Worth, Texas 76129	\$5,000.00
AMERICAN DIABETES ASSOCIATION 151 Kalmus Dr. Suite #C-100 Costa Mesa, CA 92626	\$2,500.00
DELTA UPSILON EDUCATIONAL FDN P.O. Box 68942 Indianapolis, IN 46268-0942	\$2,400.00
SOUTHAMPTON FRESH AIR FUND 36 Barkers Island Rd. Southampton, NY 11968	\$1,500.00
UC Regents 4302 Pereira Dr. Suite #C-100 Irvine, CA 92697-3130	\$1,500.00
AIM FOR MENTAL HEALTH – IMHRO P.O. Box 4235 Carmel By The Sea, CA 93921	\$1,000.00
CHP 11-99 FOUNDATION 2244 North State College Fullerton, CA 92831	\$1,000.00
DELTA GAMMA FOUNDATION 3250 Riverside Dr. Columbus, Ohio 43221	\$1,000.00
EAST END HOSPICE 481 Riverhead Rd. West Hampton Beach, NY 11978-7048	\$1,000.00

HARDWOOD CLUB 13 Oak Drive Hamilton, NY 13346	\$1,000.00
JONATHAN CLUB SCHOLARSHIP FUND 545 S. Figueroa St. Los Angeles, CA 90071-1704	\$1,000.00
JOSEPH A. MCBRIDE SCHOLARSHIP FUND P.O. Box 1366 Southampton, NY 10603	\$1,000.00
MAKE A WISH FOUNDATION 14232 Red Hill Ave. Tustin, CA 92780-5836	\$1,000.00
MARQUETTE UNIVERSITY James Foley Scholarship P.O. Box 1881 Milwaukee, WI 53201-1881	\$1,000.00
O.C. SHERRIF'S ADVISORY COUNCIL P.O. Box 241 Santa Ana, CA 92702	\$1,000.00
PAT MCCORMICK EDUCATIONAL FDN 915 ½ Electric Seal Beach, CA 90740	\$1,000.00
ROBIN HOOD FOUNDATION 826 Broadway 9 th Floor New York, NY 10003	\$1,000.00
SHINNECOCK HILLS EDUC. CADDIE FUND 200 Tuckahoe Rd. Southampton, NY 11968	\$1,000.00
SPORTS LEGACY INSTITUTE 230 Second Ave. Suite 200 Waltham, MA 02451	\$1,000.00
THE NATIONAL WORLD WAR II MUSEUM P.O. Box 97336 Washington D.C. 20090-7336	\$1,000.00

THE V FOUNDATION 106 Towerview Court Cary, North Carolina 27513	\$1,000.00
--	-------------------

TIGER WOODS FOUNDATION 121 Innovation Drive #150 Irvine, CA 92617	\$1,000.00
--	-------------------

TOM PERNICE CHARITIES 31805 Temecula Pkwy #762 Temecula, CA 92592	\$1,000.00
--	-------------------

WOUNDED WARRIOR PROJECT 7020 A.C. Skinner Pkwy Suite 100 Jacksonville, FL 32256	\$1,000.00
--	-------------------

Total:	\$2,660,400.00
---------------	-----------------------