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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation ARBONNE CHARITABLE FOUNDATION		A Employer identification number 45-5136989	
Number and street (or P O box number if mail is not delivered to street address) 9400 JERONIMO ROAD		B Telephone number (see instructions) (949) 770-2610	
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92618		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 245,983		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	391,533			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		0		
	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)				
	12 Total. Add lines 1 through 11	391,533	0	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	109,364	0	0	107,220
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	109,364	0	0	107,220
	25 Contributions, gifts, grants paid	216,483			198,513
	26 Total expenses and disbursements. Add lines 24 and 25	325,847	0	0	305,733
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	65,686			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			0	

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	94,447	184,597	184,597
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	37,935		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use		61,386	61,386
	9	Prepaid expenses and deferred charges	2,144		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	134,526	245,983	245,983	
Liabilities	17	Accounts payable and accrued expenses	28,418		
	18	Grants payable	59,255	26,075	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	107,370	
	23	Total liabilities (add lines 17 through 22)	87,673	133,445	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	46,853	112,538	
	30	Total net assets or fund balances (see instructions)	46,853	112,538	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	134,526	245,983	

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 46,853
2	Enter amount from Part I, line 27a	2 65,686
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 112,539
5	Decreases not included in line 2 (itemize) ▶ _____	5 1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 112,538

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2013	342,821	151,389	2 264504	
2012	88,742	66,634	1 331783	
2011				
2010				
2009				
2	Total of line 1, column (d).		2	3 596287
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	1 798144
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		4	125,847
5	Multiply line 4 by line 3.		5	226,291
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	0
7	Add lines 5 and 6.		7	226,291
8	Enter qualifying distributions from Part XII, line 4.		8	305,733
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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)

1

0

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

0

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

0

6

Credits/Payments

a

2014 estimated tax payments and 2013 overpayment credited to 2014

6a

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

0

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

11

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

11

Part VII-AStatements Regarding Activities

1a

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?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

1b

No

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.

1c

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

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?

2

No

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

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

No

If "Yes," attach the statement required by General Instruction T.

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

•

By language in the governing instrument, or

•

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

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.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

CA, NV

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

8b

Yes

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)?

9

No

If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

Yes

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW ARBONNEFOUNDATION ORG				
14	The books are in care of ▶ GEOFFREY PANKAU Telephone no ▶ (949) 460-1357 Located at ▶ 9400 JERONIMO ROAD IRVINE CA ZIP +4 ▶ 92618			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?. 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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?

☐ 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

No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes

☒ No

b

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

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 Additional Data Table				

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

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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 TO PROVIDE SUPPORT FOR PROGRAMS AND OPPORTUNITIES THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENAGE GIRLS AND BOYS. THIS SUPPORT MAY BE IN THE NATURE OF PERSONAL CARE PRODUCT DONATIONS OR GRANTS TO TAX-EXEMPT ORGANIZATIONS CLASSIFIED AS PUBLIC CHARITIES, AND VOLUNTEER SERVICES	107,222
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

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.	1a	0
b	Average of monthly cash balances.	1b	127,763
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	127,763
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	127,763
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	125,847
6	Minimum investment return. Enter 5% of line 5.	6	6,292

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	6,292
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,292
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,292
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,292

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	305,733
b	Program-related investments—total from Part IX-B.	1b	0
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	305,733
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	305,733

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

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,292
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.				
c From 2011.				
d From 2012.				85,820
e From 2013.				335,252
f Total of lines 3a through e.	421,072			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 305,733				
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.				6,292
e Remaining amount distributed out of corpus	299,441			
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	720,513			
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	720,513			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				85,820
d Excess from 2013. . . .				335,252
e Excess from 2014. . . .				299,441

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . .

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	198,513
b Approved for future payment See Additional Data Table				
Total			3b	23,575

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2015-06-22	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name JAMES A BERMUDEZ	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00099878
	Firm's name <input checked="" type="checkbox"/> ALMICH & ASSOCIATES			Firm's EIN <input checked="" type="checkbox"/> 33-0526284	
	Firm's address <input checked="" type="checkbox"/> 26463 RANCHO PARKWAY SOUTH LAKE FOREST, CA 92630			Phone no (949) 600-7550	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization	Employer identification number
ARBONNE CHARITABLE FOUNDATION	45-5136989

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
45-5136989

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GRETCHEN PRICE 1082 SKYLINE DRIVE LAGUNA BEACH, CA 92651	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ARBONNE CHARITABLE FOUNDATION	Employer identification number 45-5136989
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization ARBONNE CHARITABLE FOUNDATION	Employer identification number 45-5136989
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 Other Decreases Schedule

Name: ARBONNE CHARITABLE FOUNDATION

EIN: 45-5136989

Description	Amount
ROUNDING	1

TY 2014 Other Expenses Schedule**Name:** ARBONNE CHARITABLE FOUNDATION**EIN:** 45-5136989

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FUNDRAISING EXPENSE	111,112	0	0	111,112
OFFICE EXPENSES	-1,748	0	0	-1,748
INSURANCE	0	0	0	-2,144

TY 2014 Other Liabilities Schedule

Name: ARBONNE CHARITABLE FOUNDATION

EIN: 45-5136989

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO AFFILIATES	0	107,370


TY 2014 Substantial Contributors Schedule

Name: ARBONNE CHARITABLE FOUNDATION


EIN: 45-5136989

Name	Address
ARBONNE INTERNATIONAL	9400 JERONIMO ROAD IRVINE,CA 92618
FUSION PACKAGING I LP	13628A BETA ROAD SUITE A DALLAS,TX 752444531


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE LOS ANGELES,CA 90011		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	1,500
AHWATUKEE FOOTHILLS FAMILY YMCA 1030 E LIBERTY LANE PHOENIX,AZ 85048		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
BIG BROTHERS BIG SISTERS MCHENRY COUNTY 4318 W CRYSTAL LAKE ROAD SUITE B MCHENRY,IL 60050		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
BIG BROTHERS BIG SISTERS OF BUCKS COUNTY 2875 YORK ROAD JAMISON,PA 18929		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,000
BIG BROTHERS BIG SISTERS OF CENTRAL IOWA 9051 SWANSON BLVD CLIVE,IA 50325		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
BIG BROTHERS BIG SISTERS OF KENTUCKIANA INC 1519 GARDINER LANE LOUISVILLE,KY 40218		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
BIG BROTHERS BIG SISTERS OF THE SUN COAST 809 WALKERBILT ROAD SUITE 3 NAPLES,FL 34110		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
BIG BROTHERS BIG SISTERS OF WASHINGTON COUNTY 1135 VIRGINIA AVENUE HAGERSTOWN,MD 21740		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	500
BLUEMONT CONCERT SERIES LTD PO BOX 802 BERRYVILLE,VA 22611		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
BOYS & GIRLS CLUB OF GREATER MILWAUKEE 1558 N 6TH ST MILWAUKEE,WI 53212		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
BOYS & GIRLS CLUB OF THE EAST VALLEY 1405 E GUADALUPE ROAD SUITE 4 TEMPE,AZ 85283		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
CAMP CHALLENGE INC 510 DONALDSON DRIVE DEBARY,FL 32713		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	4,000
CAMP TLC (TOGETHER LIVING A CHALLENGE) 1 GARRETT PLACE 1L BRONXVILLE,NY 10708		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,350
DAMAR SERVICES INC 6067 DECATUR BLVD INDIANAPOLIS,IN 46241		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
DIAMOND IN THE RAW 10736 JEFFERSON BLVD 464 CULVER CITY,CA 90230		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
Total  3a				198,513


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ENGLEWOOD EDUCATION FOUNDATION 4550 S GALAPAGO ST ENGLEWOOD,CO 80110		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
FAMILY & CHILDREN'S PLACE 525 ZANE STREET LOUISVILLE,KY 40203		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
FREE ARTS FOR ABUSED CHILDREN OF ARIZONA 103 W HIGHLAND AVENUE SUITE 200 PHOENIX,AZ 85013		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	1,000
FRESH START SURGICAL GIFTS 2011 PALOMAR AIRPORT RD STE 206 CARLSBAD,CA 92011		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	3,000
GENAUSTIN PO BOX 3122 AUSTIN,TX 78704		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
GIRL SCOUTS OF ALASKA 3911 TURNAGAIN BLVD EAST ANCHORAGE,AK 99517		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
GIRL SCOUTS OF ORANGE COUNTY 9500 TOLEDO WAY IRVINE,CA 92618		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULARINO D-290 COSTA MESA,CA 92626		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
GIRLS ON THE RUN OF LOS ANGELES COUNTY 556 SOUTH FAIR OAKS AVE 101-307 PASADENA,CA 91105		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	1,000
GIRLS ON THE RUN OF SAN DIEGO COUNTY PO BOX 722693 SAN DIEGO,CA 92172		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
GIRLS ON THE RUN ST LOUIS 3155 SUTTON BOULEVARD SUITE 101 MAPLEWOOD,MO 63143		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	1,500
GIRLS TODAY WOMEN TOMORROW 1927 EAST 2ND STREET LOS ANGELES,CA 90033		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
GRAHAM WINDHAM 33 IRVING PLACE NEW YORK CITY,NY 10003		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
ILLINOIS COALITION FOR COMMUNITY SERVICES 845 18TH STREET CHARLESTON,IL 61920		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
JCC ROCKLAND 450 WEST NYACK ROAD WEST NYACK,NY 10994		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
Total  3a				198,513


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH BIG BROTHERS BIG SISTERS 6505 WILSHIRE BOULEVARD SIXTH FLOOR LOS ANGELES,CA 90048		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
JUNIOR ACHIEVEMENT OF PUERTO RICO PO BOX 365064 SAN JUAN RQ		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
LATINO HEALTH ACCESS 450 W 4TH ST SUITE 130 SANTA ANA,CA 92701		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
LIFESTRIDERS INC S11 W29667 SUMMIT AVE WAUKESHA,WI 53188		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
LOUISVILLE URBAN LEAGUE 1535 WBROADWAY LOUISVILLE,KY 40203		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
MASK (MOTHERS AWARENESS ON SCHOOL-AGE KIDS) 8937 EAST BELL ROAD 202 SCOTTSDALE,AZ 85260		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
MAUI YOUTH & FAMILY SERVICES 200 IKE DR MAKAWAO,HI 96779		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
MIDDLE EARTH 520 NORTH BRIDGE STREET PO BOX 8045 BRIDGEWATER,NJ 08807		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,000
NATIONAL STUDENTS AGAINST VIOLENCE EVERYWHERE 322 CHAPANOKE ROAD SUITE 110 RALEIGH,NC 27603		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
NEIGHBORHOOD HOMEWORK HOUSE PO BOX 0993 AZUSA,CA 91702		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
NEW YORK FOUNDATION OF THE ARTS SISTER CITIES GIRLCHOIR PHILADELPHIA,PA 19125		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
NEWBERG CATALYST 1421 DEBORAH RD NEWBERG,OR 97132		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
OASIS-A HAVEN FOR WOMEN AND CHILDREN 59 MILL STREET PATERSON,NJ 07501		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
OMNI YOUTH SERVICES 1111 W LAKE COOK RD BUFFALO GROVE,IL 60089		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER 500 S MAIN STREET SUITE 1100 ORANGE,CA 92868		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
Total  3a				198,513

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E 17TH STREET SANTA ANA,CA 92705		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	3,000
PEI KIDS 231 LAWRENCE ROAD LAWRENCEVILLE,NJ 08648		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
ROCK TO THE FUTURE PO BOX 29324 PHILADELPHIA,PA 19125		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
SALEM KEIZER EDUCATION FOUNDATION 233 COMMERCIAL STREET NE SALEM SALEM,OR 97301		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	1,550
STORYCATCHERS THEATRE 544 W OAK STREET SUITE 1005 CHICAGO,IL 60610		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
TEEN ESTEEM PO BOX 966 DANVILLE,CA 94526		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
TEEN LIVING PROGRAMS 162 WEST HUBBARD SUITE 400 CHICAGO,IL 60654		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
THE BOYS & GIRLS CLUB OF BUENA PARK 7758 KNOTT AVENUE BUENA PARK,CA 90620		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
THE FOUNDATION FOR YOUTH EMPOWERMENT AND LEADERSHIP DEVELOPMENT 40 WALL ST 28 FL THE TRUMP BUILDING C/O YOUNG BIZ USA NEW YORK CITY,NY 10005		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
THE IMAGINE FOUNDATION PO BOX 9577 NEWPORT BEACH,CA 92658		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
THE ORANGE COUNTY BAR FOUNDATION (OCBF) 313 N BIRCH STREET 2ND FLOOR SANTA ANA,CA 92701		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
THE PEACE CENTER 102 W MAPLE AVENUE LANGHORNE,PA 19047		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
TOMTOD IDEAS 408 NINTH ST SW CANTON,OH 44707		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
UNITED WAY OF BUCKS COUNTY 455 EAST STREET DOYLESTOWN,PA 18901		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
WELLSPRING LIVING 140 HOWELL ROAD SUITE C-2 TYRONE,GA 30290		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	4,500
Total  3a				198,513

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WORKING WARDROBES FOR A NEW START 3030 PULLMAN STREET SUITE A COSTA MESA,CA 92626		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,613
YOUNG ANGELS OF AMERICA 1550 MICHAEL LANE PACIFIC PALISADES,CA 90272		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	5,000
YOUTH MENTORING CONNECTION 1818 S WESTERN AVE 505 LOS ANGELES,CA 90006		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
YWCA MISSOULA 1130 W BROADWAY MISSOULA,MT 59802		PC	SUPPORT PROGRAMS THAT PROMOTE THE DEVELOPMENT OF CONFIDENCE AND SELF-ESTEEM IN TEENS	2,500
Total  3a				198,513

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHERINE NAPIER	PRESIDENT 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
ASHLEY GOOD	SECRETARY 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
GEOFFREY PANKAU	TREASURER 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
HEATHER CHASTAIN	DIRECTOR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
STIAN MORCK	DIRECTOR 1 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				
COURTNEY JANES	EXECUTIVE DIRECTOR 40 00	0	0	0
9400 JERONIMO RD IRVINE, CA 92618				