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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form **990-PF**Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation NICHOLAS ENDOWMENT		A Employer identification number 46-6117991
Number and street (or P.O. box number if mail is not delivered to street address) 1505 E. 17TH STREET, SUITE 101	Room/suite	B Telephone number 714-647-0900
City or town, state or province, country, and ZIP or foreign postal code SANTA ANA, CA 92705		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 39,309,243.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments					
3 Dividends and interest from securities		1,639,428.	1,639,428.		STATEMENT 1
4a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		590,751.			
b Gross sales price for all assets on line 6a 4,073,149.					
7 Capital gain net income (from Part IV, line 2)			590,751.		
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)					
11 Other income		-14,506.	-14,506.		STATEMENT 2
12 Total. Add lines 1 through 11		2,215,673.	2,215,673.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		20,530.	13,265.		7,265.
c Other professional fees STMT 4		167,282.	127,554.		39,728.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		9,668.	0.		9,668.
24 Total operating and administrative expenses. Add lines 13 through 23		197,480.	140,819.		56,661.
25 Contributions, gifts, grants paid		1,585,250.			1,585,250.
26 Total expenses and disbursements. Add lines 24 and 25		1,782,730.	140,819.		1,641,911.
27 Subtract line 26 from line 12		432,943.			
a Excess of revenue over expenses and disbursements			2,074,854.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2014)

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2014.05000 NICHOLAS ENDOWMENT

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SCANNED NOV 30 2015

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	388,082.	1,308,891.	1,308,891.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6		38,630,125.	38,000,352.	38,000,352.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		39,018,207.	39,309,243.	39,309,243.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	12,815.	0.	
23 Total liabilities (add lines 17 through 22)	12,815.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	39,005,392.	39,309,243.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	39,005,392.	39,309,243.		
31 Total liabilities and net assets/fund balances	39,018,207.	39,309,243.		

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	39,005,392.
2 Enter amount from Part I, line 27a	2	432,943.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENT	3	26,943.
4 Add lines 1, 2, and 3	4	39,465,278.
5 Decreases not included in line 2 (itemize) ▶ DEFERRED TAX	5	156,035.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,309,243.

Form 990-PF (2014)

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				
b SEE ATTACHED STATEMENT				
c				
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				
b				
c				
d				
e 4,073,149.		3,482,398.	590,751.	
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			590,751.	
2 Capital gain net income or (net capital loss)		2		590,751.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,787,130.	36,343,862.	.049173
2012	1,674,041.	34,414,539.	.048643
2011	802,500.	35,197,566.	.022800
2010			
2009			

2 Total of line 1, column (d)	2	.120616
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	.040205
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	33,070,236.
5 Multiply line 4 by line 3	5	1,329,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,749.
7 Add lines 5 and 6	7	1,350,338.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,641,911.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	20,749.
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	20,749.
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	20,749.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	24,427.
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	24,427.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,678.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,678. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address WWW.NICHOLAS-ENDOWMENT.ORG	13	X	
14	The books are in care of ANNE OLIN Telephone no. 714-647-0900 Located at 1505 E. 17TH STREET SUITE 101, SANTA ANA, CA ZIP+4 92705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country 16 Yes No X			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b X		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 3b N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X		

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)?

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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

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.

(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 8		39,728.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2014)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

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.

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	1a	32,712,681.
b	Average of monthly cash balances	1b	861,163.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,573,844.
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	33,573,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	503,608.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,070,236.
6	Minimum investment return. Enter 5% of line 5	6	1,653,512.

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	1,653,512.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	20,749.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,749.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,632,763.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,632,763.
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	1,632,763.

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	1,641,911.
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	1,641,911.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	20,749.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,621,162.

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.

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				1,632,763.
2 Undistributed income, if any, as of the end of 2014			966,592.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,641,911.			966,592.	
a Applied to 2013, but not more than line 2a				
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				675,319.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				957,444.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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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				
CHOC CHILDREN'S FOUNDATION 455 S. MAIN ST ORANGE, CA 92868	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: PALLIATIVE CARE	4,000.
CHOC CHILDREN'S FOUNDATION 455 S. MAIN ST ORANGE, CA 92868	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	85,000.
MISSION SAN JUAN CAPISTRANO 26801 ORTEGA HIGHWAY SAN JUAN CAPISTRANO, CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: ADOPT-A-CLASS	50,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	4,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: CORE OPERATING SUPPORT	150,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,585,250.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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


Signature of officer or trustee

Date 11/16

► Treasure
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 11.13.15	Check <input type="checkbox"/> if self-employed	PTIN P01677376
	Firm's name ▶ HASKELL & WHITE LLP			Firm's EIN ▶ 33-0310569	
	Firm's address ▶ 300 SPECTRUM CENTER DR, STE 300 IRVINE, CA 92618			Phone no. 949-450-6200	

Form **990-PF** (2014)

NICHOLAS ENDOWMENT

CONTINUATION FOR 990-PF, PART IV
46-6117991 PAGE 1 OF 1**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	CHARLES SCHWAB 4893	P	VARIOUS	12/31/14
b	CHARLES SCHWAB 4893	P	VARIOUS	12/31/14
c	CHARLES SCHWAB 5307	P	VARIOUS	12/31/14
d	CHARLES SCHWAB 5307	P	VARIOUS	12/31/14
e	NORTHERN TRUST	P	VARIOUS	12/31/14
f	CAPITAL GAIN FROM PASSTHROUGH	P	VARIOUS	12/31/14
g	CHARLES SCHWAB 5307	P	VARIOUS	12/31/14
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,611,568.		1,416,868.	194,700.
b 1,852,757.		1,875,575.	-22,818.
c 3,970.		24,972.	-21,002.
d 77,104.		53,932.	23,172.
e 101,618.		110,587.	-8,969.
f 415,762.			415,762.
g 10,370.		464.	9,906.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			194,700.
b			-22,818.
c			-21,002.
d			23,172.
e			-8,969.
f			415,762.
g			9,906.
h			
i			
j			
k			
l			
m			
n			
o			

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	590,751.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

NICHOLAS ENDOWMENT

46-6117991

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD., SUITE 510 NEWPORT BEACH, CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	4,000.
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD., SUITE 510 NEWPORT BEACH, CA 92660	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: COMMUNITY LEADERSHIP INITIATIVE (VETERANS)	125,000.
PACIFIC SYMPHONY 3631 S HARBOR BLVD, STE. 100 SANTA ANA, CA 92704	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	4,000.
PACIFIC SYMPHONY 3631 S HARBOR BLVD, STE. 100 SANTA ANA, CA 92704	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: CORE OPERATING	150,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: JULES STEIN EYE INSTITUTE MOBILE EYE CLINIC	4,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: UCLA COLLEGE OF LETTERS AND SCIENCE ENTREPRENEURSHIP INITIATIVE	100,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: UCLA COLLEGE OF LETTERS AND SCIENCE ENTREPRENEURSHIP INITIATIVE	80,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: DESIGN FOR SHARING	50,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: UCLA HSSEAS ENGINEERING SERVICE CORPS (ESC) OUTREACH PROGRAMS	65,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: EXCELLENCE IN ENGINEERING AND DIVERSITY (CEED) CRITICAL TRANSITION	102,000.
Total from continuation sheets				1,292,250.

NICHOLAS ENDOWMENT

46-6117991

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10920 WILSHIRE BLVD., SUITE 1508 LOS ANGELES, CA 90024	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD	75,000.
SOUTH COAST REPERTORY P.O. BOX 2197 COSTA MESA, CA 92626	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	4,000.
SOUTH COAST REPERTORY P.O. BOX 2197 COSTA MESA, CA 92626	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: CORE OPERATING SUPPORT	150,000.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	2014 PROFESSIONAL DEVELOPMENT	4,000.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: SPECIAL CAMP FOR SPECIAL KIDS	50,000.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: BREAKTHROUGH SAN JUAN CAPISTRANO	50,000.
THE BOWERS MUSEUM 2002 NORTH MAIN STREET SANTA ANA, CA 92706	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: ART ACCESS PROGRAM	115,000.
UCI FOUNDATION 100 THEORY, SUITE 250 IRVINE, CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: UCI HEALTH - CHILD DEVELOPMENT SCHOOL	4,000.
UCI FOUNDATION 100 THEORY, SUITE 250 IRVINE, CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: VETERANS BRIDGING	50,000.
UCI FOUNDATION 100 THEORY, SUITE 250 IRVINE, CA 92697	NON-PROFIT ORGANIZATION	501(C)(3)	2014 GRANT AWARD: UCI SCHOOL OF ENGINEERING - FABCAMP	26,250.
Total from continuation sheets				

NICHOLAS ENDOWMENT

46-6117991

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GET INSPIRED NONE GARDEN GROVE, CA 92845	NON-PROFIT ORGANIZATION	501(C)(3)	GENERAL	5,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1541 WILSHIRE BLVD #200 LOS ANGELES, CA 90017	NON-PROFIT ORGANIZATION	501(C)(3)	GENERAL	15,000.
LOS ANGELES SOCIAL VENTURE PARTNERS 8055 W MANCHESTER AVE STE 405 PLAYA DEL RAY, CA 90293	NON-PROFIT ORGANIZATION	501(C)(3)	SOCIAL INNOVATION FAST PITCH	10,000.
DR. RALPH E. HAWES ELEMENTARY SCHOOL 9682 YELLOWSTONE DR. HUNTINGTON BEACH, CA 92646	NON-PROFIT ORGANIZATION	501(C)(3)	COMMON CORE TRANSITION	5,000.
WORKING WARDROBES 3030 PULLMAN ST. COSTA MESA, CA 92626	NON-PROFIT ORGANIZATION	501(C)(3)	VETNET - A SAFETY NET FOR VETERANS	10,000.
ILLUMINATION FOUNDATION 2691 RICHTER AVE #107 IRVINE, CA 92606	NON-PROFIT ORGANIZATION	501(C)(3)	SANTA ANA MULTI-SERVICE CENTER	10,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HWY MALIBU, CA 90263	NON-PROFIT ORGANIZATION	501(C)(3)	CHRIS SANGSTER MEMORIAL SCHOLARSHIP	10,000.
SHARK RESEARCH COMMITTEE PO BOX 3492 CHATSORTH, CA 91313	NON-PROFIT ORGANIZATION	501(C)(3)	GENERAL	5,000.
ACADEMY OF UNDERWATER ARTS & SCIENCES 27 WEST ANAPAMU STREET #317 SANTA BARBARA, CA 93101	NON-PROFIT ORGANIZATION	501(C)(3)	ZALE PERRY SCHOLARSHIP	5,000.
SHATTERPROOF 101 MERRITT 7 CORPORATE PARK, 1ST FLOOR NORWALK, CT 06851	NON-PROFIT ORGANIZATION	501(C)(3)	GENERAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - REGENTS OF THE UNIVERSITY OF CALIFORNIA

2014 GRANT AWARD: EXCELLENCE IN ENGINEERING AND DIVERSITY (CEED)

CRITICAL TRANSITION PROGRAMS

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND	1,639,428.	0.	1,639,428.	1,639,428.	
TO PART I, LINE 4	1,639,428.	0.	1,639,428.	1,639,428.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP OTHER INCOME	-14,506.	-14,506.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,506.	-14,506.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	3,000.		3,000.
AUDIT/TAX FEES	8,530.	4,265.		4,265.
TAX CONSULTING	6,000.	6,000.		0.
TO FORM 990-PF, PG 1, LN 16B	20,530.	13,265.		7,265.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY SERVICES	68,257.	68,257.		0.
ADMINISTRATIVE MANAGEMENT FEES	39,728.	0.		39,728.
MANAGER FEES-US EQUITIES	59,297.	59,297.		0.
TO FORM 990-PF, PG 1, LN 16C	167,282.	127,554.		39,728.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE AND SUPPLIES	294.	0.		294.
MEMBERSHIP AND SUBSCRIPTIONS	725.	0.		725.
INSURANCE	8,462.	0.		8,462.
OUTSIDE SERVICES	187.	0.		187.
TO FORM 990-PF, PG 1, LN 23	9,668.	0.		9,668.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	FMV	37,661,051.	37,661,051.
MARATHON INDIA REAL ESTATE FUND	FMV	77,742.	77,742.
GS MEZZANINE PARTNERS 2006 OFFSHORE	FMV	261,559.	261,559.
TOTAL TO FORM 990-PF, PART II, LINE 13		38,000,352.	38,000,352.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	7
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INCOME TAX PAYABLE	12,806.	0.
ACCRUED EXPENSES	9.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	12,815.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
DANIEL T. STETSON 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	TREASURER 2.00	0.	0. 0.
CLAUDIA SANGSTER 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	TRUSTEE AND CHAIR 2.00	0.	0. 0.
PAULA TOMEI 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	TRUSTEE 2.00	0.	0. 0.
ROBERT FELLER 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	TRUSTEE 2.00	0.	0. 0.
ANNE OLIN 1505 E. 17TH STREET, SUITE 101 SANTA ANA, CA 92705	EXECUTIVE DIRECTOR 2.00	39,728.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		39,728.	0. 0.