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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

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

▶ 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 RAINTREE FOUNDATION | | A Employer identification number 77-0359291 | |
| Number and street (or P O box number if mail is not delivered to street address) 1255 FRANKLIN RANCH ROAD | | B Telephone number (see instructions) (805) 967-7964 | |
| City or town, state or province, country, and ZIP or foreign postal code GOLETA, CA 93117 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div> | | 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) ▶ \$ 16,373,836 | | 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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 95,480 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 347 | 347 | | |
| | 4 Dividends and interest from securities. | 274,673 | 274,673 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,996,768 | | | |
| | b Gross sales price for all assets on line 6a 1,996,768 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 1,996,768 | | |
| | 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) | | | | |
| Operating and Administrative Expenses | 11 Other income (attach schedule) | 3,821 | 1,020 | | |
| | 12 Total. Add lines 1 through 11 | 2,371,089 | 2,272,808 | | |
| | 13 Compensation of officers, directors, trustees, etc | 0 | 0 | | 0 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 123 | 0 | | 0 |
| | b Accounting fees (attach schedule) | 13,682 | 6,841 | | 6,841 |
| | c Other professional fees (attach schedule) | 129,982 | 129,982 | | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) . . . | 38,256 | 3,291 | | 0 |
| | 19 Depreciation (attach schedule) and depletion . . . | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 120,670 | 120,464 | | 206 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 302,713 | 260,578 | | 7,047 |
| | 25 Contributions, gifts, grants paid | 1,623,487 | | | 1,623,487 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,926,200 | 260,578 | | 1,630,534 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 444,889 | | | |
| | b Net investment income (if negative, enter -0-) | | 2,012,230 | | |
| | c Adjusted net income (if negative, enter -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 | | | |
| | 2 | Savings and temporary cash investments | 392,195 | 206,468 | 206,468 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | 9,937,143 | 8,761,094 | 11,821,395 |
| | c | Investments—corporate bonds (attach schedule). | 592,945 | 841,781 | 857,710 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 1,693,954 | 3,156,257 | 3,488,263 |
| | 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) | 12,616,237 | 12,965,600 | 16,373,836 |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | 2,566 | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 2,566 | 0 | |
| 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 | 12,613,671 | 12,965,600 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 0 | 0 | |
| | 30 | Total net assets or fund balances (see instructions) | 12,613,671 | 12,965,600 | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) . . . | 12,616,237 | 12,965,600 | |

| 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) | 112,613,671 |
| 2 | Enter amount from Part I, line 27a | 2444,889 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 30 |
| 4 | Add lines 1, 2, and 3 | 413,058,560 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 592,960 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 612,965,600 |

Part IV

Capital Gains and Losses for Tax on Investment Income

| | | | | |
|---|---------------------------|--|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
| 1a | See Additional Data Table | | | |
| b | | | | |
| 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 See Additional Data Table | | | |
| 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 See Additional Data Table | | | |
| 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 | 1,996,768 |
| 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 | 1,344,584 | 15,884,052 | 0 084650 |
| 2012 | 1,175,508 | 13,253,481 | 0 088694 |
| 2011 | 965,777 | 13,994,495 | 0 069011 |
| 2010 | 1,036,750 | 13,938,877 | 0 074378 |
| 2009 | 1,433,846 | 22,895,148 | 0 062627 |

| | | | |
|---|---|---|------------|
| 2 | Total of line 1, column (d). | 2 | 0 379360 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 075872 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | 4 | 16,641,727 |
| 5 | Multiply line 4 by line 3. | 5 | 1,262,641 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 20,122 |
| 7 | Add lines 5 and 6. | 7 | 1,282,763 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 1,630,534 |

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 <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| 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 | | 120,122 | |
| 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-) | | 20 | |
| 3 | | Add lines 1 and 2. | | 20,122 | |
| 4 | | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 0 | |
| 5 | | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 20,122 | |
| 6 | | Credits/Payments | | | |
| a | | 2014 estimated tax payments and 2013 overpayment credited to 2014 | | 6a | 27,500 |
| 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. | | 27,500 | |
| 8 | | Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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. | | 7,378 | |
| 11 | | Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 0 Refunded <input checked="" type="checkbox"/> | | 7,378 | |

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. | | | | |
| 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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input 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 type="checkbox"/> \$ 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 | Yes | |
| b | | If "Yes," has it filed a tax return on Form 990-T for this year? | | 4b | Yes | |
| 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) <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 . | | 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)? If "Yes," complete Part XIV | | 9 | | No |
| 10 | | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. | | 10 | | No |

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 N/A | | | | |
| 14 | The books are in care of ELLICOTT MILLION Telephone no (805) 967-7964 Located at 1255 FRANKLIN RANCH ROAD GOLETA CA ZIP+4 93117 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. | 15 | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. | 1b | | |
| 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?. 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?. Yes No | | | |
| b | If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.). | 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))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| 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. | <input checked="" type="checkbox"/> | | |
| 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? | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |
| JAMES A FRANK | PRESIDENT/CFO | 0 | 0 | 0 |
| 1255 FRANKLIN RANCH ROAD GOLETA, CA 93117 | 5 00 | | | |
| JESSICA FRANK | VICE PRESIDENT | 0 | 0 | 0 |
| 1255 FRANKLIN RANCH ROAD GOLETA, CA 93117 | 2 00 | | | |
| ELICOTT MILLION | SECRETARY | 0 | 0 | 0 |
| 1255 FRANKLIN RANCH ROAD GOLETA, CA 93117 | 10 00 | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | | | 0 |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|----------|
| 1 | |
| 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 | 14,360,412 |
| b | Average of monthly cash balances. | 1b | 648,410 |
| c | Fair market value of all other assets (see instructions). | 1c | 1,886,332 |
| d | Total (add lines 1a, b, and c). | 1d | 16,895,154 |
| 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 | 16,895,154 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 253,427 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 16,641,727 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 832,086 |

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 | 832,086 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 20,122 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | 270 |
| c | Add lines 2a and 2b. | 2c | 20,392 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 811,694 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 811,694 |
| 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 | 811,694 |

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 | 1,630,534 |
| 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 | 1,630,534 |
| 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 | 20,122 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 1,610,412 |
| 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 | | | | 811,694 |
| 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. | 299,478 | | | |
| b From 2010. | 345,323 | | | |
| c From 2011. | 281,095 | | | |
| d From 2012. | 531,808 | | | |
| e From 2013. | 576,317 | | | |
| f Total of lines 3a through e. | 2,034,021 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,630,534 | | | | |
| 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. | | | | 811,694 |
| e Remaining amount distributed out of corpus | 818,840 | | | |
| 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 | 2,852,861 | | | |
| 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). . . | 299,478 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 2,553,383 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. . . . | 345,323 | | | |
| b Excess from 2011. . . . | 281,095 | | | |
| c Excess from 2012. . . . | 531,808 | | | |
| d Excess from 2013. . . . | 576,317 | | | |
| e Excess from 2014. . . . | 818,840 | | | |

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | | (e) Total |
|---|---------------|----------|----------|--|-----------|
| (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | | |
| | | | | | |
| 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 XVSupplementary 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))

JAMES A FRANK

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 e-mail address of the person to whom applications should be addressed

JAMES A FRANK PRESIDENTCFO
1255 FRANK RANCH ROAD
GOLETA, CA 93117
(805) 967-7964

b

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

LETTER FORM, INCLUDING EXEMPT STATUS AND SOCIAL VALUE OF PROGRAM FOR WHICH THE GRANT IS BEING REQUESTED

c

Any submission deadlines

NONE

d

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

PREFER TO GRANT PROPOSALS WITHIN SANTA BARBARA COUNTY, FOR PROGRAMS RELATED TO EDUCATION, HEALTH CARE AND YOUTH ACTIVITIES. OTHER PROPOSALS ARE CONSIDERED ON MERIT.

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 | 1,623,487 |
| b Approved for future payment | | | | |
| Total | | | 3b | 0 |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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) |
|---|--|--------------------------------------|----------------------------------|
| TCW #6415 | P | 2013-01-01 | 2014-12-31 |
| TCW #6416 | P | 2013-01-01 | 2014-12-31 |
| TCW #I004 | P | 2013-01-01 | 2014-12-31 |
| GOLDMAN SACHS #0948 | P | 2013-01-01 | 2014-12-31 |
| GOLDMAN SACHS #0948 | P | 2013-01-01 | 2014-12-31 |
| GOLDMAN SACHS #0948 | P | 2013-01-01 | 2014-12-31 |
| CYPRESS PARTNERS | P | 2013-01-01 | 2014-12-31 |
| CAPITAL GAINS DIVIDENDS | P | | |


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 615,257 | | | 615,257 |
| 731,106 | | | 731,106 |
| 7,483 | | | 7,483 |
| 227,761 | | | 227,761 |
| 274,321 | | | 274,321 |
| 127,673 | | | 127,673 |
| 12,199 | | | 12,199 |
| 968 | | | 968 |


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) 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 | |
| | | | 615,257 |
| | | | 731,106 |
| | | | 7,483 |
| | | | 227,761 |
| | | | 274,321 |
| | | | 127,673 |
| | | | 12,199 |
| | | | 968 |


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 | | | | |
| ANIMAL RESCUE TEAM 875 CARRIAGE DRIVE SOLVANG,CA 93463 | NONE | PC | ANIMAL PROTECTION AND WELFARE | 25,000 |
| BUILDING FOR A BETTER TOMORROW INC 140 S LAKE AVENUE ROOM 300 PASADENA,CA 91101 | NONE | PC | HOUSING, SHELTER | 5,000 |
| CALIFORNIA POLYTECHNIC STATE UNIVERSITY FOUNDATION ONE GRAND AVENUE HERON HALL ROOM 103 SAN LUIS OBISPO,CA 934070443 | NONE | PC | EDUCATION | 100,000 |
| CALIFORNIA NARCOTICS OFFICERS ASSOCIATION 28245 AVENUE CROCKER SUITE 230 SANTA CLARITA,CA 91355 | NONE | PC | POLICE TRAINING | 5,000 |
| CASA 118 E FIGUEROA STREET SANTA BARBARA,CA 93101 | NONE | PC | CHILD PROTECTION AND WELFARE | 5,000 |
| GOLETA VALLEY COTTAGE HOSPITAL FOUNDATION 351 S PATTERSON AVENUE SANTA BARBARA,CA 931112403 | NONE | PC | HUMAN HEALTH SERVICES | 50,000 |
| DOS PUEBLOS HIGH SCHOOL 7266 ALAMEDA AVENUE GOLETA,CA 93117 | NONE | PC | EDUCATION | 6,000 |
| GRAND CANYON ASSOCIATION PO BOX 399 GRAND CANYON,AZ 86023 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 5,000 |
| UCSB SEDGWICK RESERVE 3566 BRINKERHOFF ROAD SANTA YNEZ,CA 93460 | NONE | PC | EDUCATION | 4,032 |
| HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 722022863 | NONE | PC | INTERNATIONAL | 5,000 |
| HOSPICE OF SANTA BARBARA INC 2050 ALAMEDA PADRE SERRA SANTA BARBARA,CA 93103 | NONE | PC | HUMAN HEALTH SERVICES | 5,000 |
| INLAND EMPIRE SEARCH AND RESCUE COUNCIL 13255 FIRST AVENUE VICTORVILLE,CA 92935 | NONE | PC | DISASTER AID | 20,000 |
| SANTA BARBARA HUMANE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 5399 OVERPASS ROAD SANTA BARBARA,CA 931112082 | NONE | PC | ANIMAL PROTECTION AND WELFARE | 1,455 |
| LOS PADRES FOREST ASSOCIATION 6755 HOLLISTER AVENUE 150 GOLETA,CA 93117 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 1,000 |
| MENTAL HEALTH ASSOCIATION IN SANTA BARBARA COUNTY 617 GARDEN STREET SANTA BARBARA,CA 93101 | NONE | PC | HUMAN HEALTH SERVICES | 3,000 |
| Total  3a | | | | 1,623,487 |

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 | | | | |
| SANTA BARBARA CHANNELKEEPER INC 714 BOND AVENUE SANTA BARBARA,CA 93103 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 5,000 |
| SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA,CA 931052936 | NONE | PC | EDUCATION | 5,000 |
| DOCTORS WITHOUT WALLS - SANTA BARBARA STREET MEDICINE 19 EAST MICHELTORENA STREET SANTA BARBARA,CA 93101 | NONE | PC | HUMAN HEALTH SERVICES | 10,000 |
| SANTA BARBARA COUNTY TRAILS COUNCIL PO BOX 22352 SANTA BARBARA,CA 93121 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 5,000 |
| SANTA BARBARA BOTANIC GARDEN 1212 MISSION CANYON SANTA BARBARA,CA 93105 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 5,000 |
| THE FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA,CA 93109 | NONE | PC | EDUCATION | 10,000 |
| SANTA BARBARA HILLEL 781 EMBARCADERO DEL MAR ISLA VISTA,CA 93117 | NONE | PC | RELIGIOUS | 1,000 |
| SANTA BARBARA SCHOOL OF SQUASH 1530 CHAPALA STREET SUITE B SANTA BARBARA,CA 93101 | NONE | PC | RECREATION AND SPORTS | 5,000 |
| SANTA BARBARA COUNTY SEARCH AND RESCUE INC PO BOX 6602 SANTA BARBARA,CA 931606602 | NONE | PC | DISASTER AID | 1,000 |
| SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA,CA 93130 | NONE | PC | EDUCATION | 200,000 |
| SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD NO 211 LOS ALTOS,CA 940223640 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 20,000 |
| SAINT JOHN'S HOSPITAL HEALTH CENTER FOUNDATION 2121 SANTA MONICA BOULEVARD SANTA MONICA,CA 904042091 | NONE | PC | HUMAN HEALTH SERVICES | 100,000 |
| TETON COUNTY SEARCH & RESCUE FOUNDATION PO BOX 1063 JACKSON,WY 83001 | NONE | PC | DISASTER AID | 5,000 |
| TETON SCIENCE SCHOOLS INC 700 COYOTE CANYON ROAD JACKSON,WY 83001 | NONE | PC | EDUCATION | 10,000 |
| THE LAND TRUST OF SANTA BARBARA PO BOX 91830 SANTA BARBARA,CA 931901830 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 10,000 |
| Total  3a | | | | 1,623,487 |

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> | | | | |
| TRANSITIONS MENTAL HEALTH ASSOCIATION PO BOX 15408 SAN LUIS OBISPO,CA 93406 | NONE | PC | HUMAN HEALTH SERVICES | 5,000 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA UC SANTA BARBARA SANTA BARBARA,CA 93106 | NONE | PC | EDUCATION | 600,000 |
| WILDERNESS YOUTH PROJECT INC 5386 HOLLISTER AVENUE SANTA BARBARA,CA 93111 | NONE | PC | RECREATION AND SPORTS | 10,000 |
| WILLBRIDGE OF SANTA BARBARA INC 2904 STATE STREET SANTA BARBARA,CA 93105 | NONE | PC | HOUSING, SHELTER | 1,000 |
| WSU FOUNDATION PO BOX 641925 PULLMAN,WA 99164 | NONE | PC | EDUCATION | 300,000 |
| YOSEMITE CONSERVANCY 101 MONTGOMERY STREET NO 1700 SAN FRANCISCO,CA 94104 | NONE | PC | ENVIRONMENTAL QUALITY, PROTECTION AND BEAUTIFICATION | 75,000 |
| Total.  3a | | | | 1,623,487 |

TY 2014 Accounting Fees Schedule

Name: RAINTREE FOUNDATION

EIN: 77-0359291

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------|--------|--------------------------|------------------------|---|
| WALPOLE & CO | 13,682 | 6,841 | | 6,841 |

**TY 2014 Investments Corporate
Bonds Schedule****Name:** RAINTREE FOUNDATION**EIN:** 77-0359291

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------|---------------------------|----------------------------------|
| TCW #7333 - CORPORATE BONDS | 302,264 | 345,488 |
| TCW #7333 - CORPORATE BONDS | 539,517 | 512,222 |

**TY 2014 Investments Corporate
Stock Schedule****Name:** RAINTREE FOUNDATION**EIN:** 77-0359291

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------------------|-----------------------------------|--|
| GOLDMAN SACHS #4315 - US EQUITIES | 1,222,682 | 1,534,938 |
| GOLDMAN SACHS #4307 - US EQUITIES | 1,330,650 | 1,538,908 |
| TCW #6415 - US EQUITIES | 2,550,841 | 3,687,337 |
| TCW #6416 - US EQUITIES | 2,829,748 | 4,161,397 |
| GOLDMAN SACHS #3229 - NON-US EQUITIES | 827,173 | 898,815 |

TY 2014 Investments - Other Schedule**Name:** RAINTREE FOUNDATION**EIN:** 77-0359291

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------------|-----------------------|------------|-------------------------------|
| TCW SECURITIZED OPPORTUNITIES, LP | AT COST | 1,151,823 | 1,601,931 |
| THE CYPRESS PARTNERS LP | AT COST | 1,015,840 | 1,048,494 |
| GROW SMALL CAP EQUITY LONG/SHORT LP | AT COST | 988,594 | 837,838 |

TY 2014 Legal Fees Schedule

Name: RAINTREE FOUNDATION

EIN: 77-0359291

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------|--------|--------------------------|------------------------|---|
| SEED MACKALL | 123 | 0 | | 0 |

TY 2014 Other Decreases Schedule

Name: RAINTREE FOUNDATION

EIN: 77-0359291

| Description | Amount |
|------------------------------------|--------|
| ADJUST CONTRIBUTIONS TO COST BASIS | 92,960 |

TY 2014 Other Expenses Schedule**Name:** RAINTREE FOUNDATION**EIN:** 77-0359291

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|-----------------------------------|--------------------------|---------------------|--|
| BANK FEES | 225 | 225 | | 0 |
| INVESTMENT FEES | 1,666 | 1,666 | | 0 |
| CALIFORNIA FILING FEES | 10 | 0 | | 10 |
| ANNUAL LICENSE FEE | 150 | 0 | | 150 |
| OTHER INVESTMENT FEES | 118,573 | 118,573 | | 0 |
| OFFICE EXPENSE | 46 | 0 | | 46 |

TY 2014 Other Income Schedule

Name: RAINTREE FOUNDATION

EIN: 77-0359291

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------------|-----------------------------------|--------------------------|---------------------|
| CYPRESS PARTNERS | 2,801 | 0 | 2,801 |
| LITIGATION SETTLEMENT | 1,020 | 1,020 | 1,020 |

TY 2014 Other Professional Fees Schedule

Name: RAINTREE FOUNDATION

EIN: 77-0359291

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------|--------------------------|------------------------|---|
| MANAGEMENT FEES | 129,982 | 129,982 | | 0 |

TY 2014 Taxes Schedule**Name:** RAINTREE FOUNDATION**EIN:** 77-0359291

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------|--------------------------|------------------------|---|
| FEDERAL TAX PAYMENTS | 34,587 | 0 | | 0 |
| FOREIGN TAXES | 3,291 | 3,291 | | 0 |
| PENALTIES AND INTEREST | 378 | 0 | | 0 |

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 RAINTREE FOUNDATION | Employer identification number 77-0359291 |
|---|--|

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
77-0359291

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | JAMES FRANK 1255 FRANKLIN RANCH ROAD GOLETA, CA 93117 | \$ 95,480 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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) |

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

| | |
|--|---|
| Name of organization RAINTREE FOUNDATION | Employer identification number 77-0359291 |
|--|---|

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 | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |