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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

AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION

A Employer identification number

95-4030813

Number and street (or P.O. box number if mail is not delivered to street address)

11911 SAN VICENTE BLVD,

Room/suite

351

B Telephone number

(310) 476-0261

City or town, state or province, country, and ZIP or foreign postal code

LOS ANGELES, CA 90019

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____

\$ 19,352,306. (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))

(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

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

106.

106.

STATEMENT 1

4 Dividends and interest from securities

390,826.

390,826.

STATEMENT 2

5a Gross rents

1,126,432.

773,895.

STATEMENT 3

b Net rental income or (loss)

139,374.

STATEMENT 4

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

731,700.

b Gross sales price for all assets on line 6a

3,666,707.

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

731,700.

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

133,184.

133,184.

STATEMENT 5

12 Total Add lines 1 through 11

2,382,248.

2,029,711.

13 Compensation of officers, directors, trustees, etc

78,000.

21,560.

39,000.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 6

37,636.

37,419.

0.

b Accounting fees

STMT 7

87,340.

87,340.

0.

c Other professional fees

STMT 8

66,145.

66,145.

0.

17 Interest

183,327.

24,570.

0.

18 Taxes

STMT 9

152,596.

103,461.

0.

19 Depreciation and depletion

194,576.

121,246.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 10

489,449.

407,028.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

1,289,069.

868,769.

39,000.

25 Contributions, gifts, grants paid

3,142,273.

3,142,273.

26 Total expenses and disbursements

Add lines 24 and 25

4,431,342.

868,769.

3,181,273.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<2,049,094.>

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

1,160,942.

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

N/A

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

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CHARITABLE FOUNDATION**

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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	69,266.	80,377.	80,377.
	2 Savings and temporary cash investments	1,299,581.	267,219.	267,219.
	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 STMT 12 ▶ 26,000.			
	Less: allowance for doubtful accounts ▶ 0.	1,675,574.	26,000.	26,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	6,456,596.	6,395,371.	7,691,378.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 9,264,789.			
	Less accumulated depreciation STMT 11 ▶ 2,533,418.	6,922,240.	6,731,371.	6,035,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	4,237,709.	5,071,303.	5,121,239.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 15)	139,994.	131,093.	131,093.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,800,960.	18,702,734.	19,352,306.
	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	3,176,381.	3,121,829.	
	22 Other liabilities (describe ▶ STATEMENT 16)	81,196.	86,616.	
	23 Total liabilities (add lines 17 through 22)	3,257,577.	3,208,445.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17,543,383.	15,494,289.	
	30 Total net assets or fund balances	17,543,383.	15,494,289.	
	31 Total liabilities and net assets/fund balances	20,800,960.	18,702,734.	

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	17,543,383.
2 Enter amount from Part I, line 27a	2	<2,049,094.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,494,289.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,494,289.

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 STATEMENTS			
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 3,666,707.		2,935,007.	731,700.

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	
a			
b			
c			
d			
e			731,700.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	731,700.
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	1,334,507.	19,894,730.	.067078
2012	1,256,653.	19,891,438.	.063176
2011	1,090,536.	20,491,328.	.053219
2010	1,154,200.	22,636,113.	.050989
2009	1,129,400.	20,149,209.	.056052

2 Total of line 1, column (d)	2	.290514
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	.058103
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,925,084.
5 Multiply line 4 by line 3	5	983,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,609.
7 Add lines 5 and 6	7	995,007.
8 Enter qualifying distributions from Part XII, line 4	8	3,181,273.

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.

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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	11,609.
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	11,609.
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	11,609.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	11,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	18,560.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
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	18,389.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 18,389. Refunded <input type="checkbox"/>	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	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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

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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 N/A	13	X	
14	The books are in care of MATTHEW IRMAS Telephone no. 310-476-0261 Located at 11911 SAN VICENTE BLVD, STE 351, LOS ANGELES, CA ZIP+4 90049			
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 checked="" type="checkbox"/> Yes <input 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		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?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
AUDREY IRMAS 10800 WILSHIRE BLVD, 20TH FL LOS ANGELES, CA 90024	DIRECTOR 1.00	0.	0.	0.
ROBERT IRMAS 16830 VENTURA BLVD. STE. 364 ENCINO, CA 91436	TRUSTEE/ADMINISTRATOR 25.00	78,000.	0.	0.
MATTHEW IRMAS 11911 SAN VICENTE BLVD. STE 351 LOS ANGELES, CA 90049	TRUSTEE/ADMINISTRATOR 1.00	0.	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

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.

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CHARITABLE FOUNDATION**

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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	8,122,376.
b	Average of monthly cash balances	1b	599,514.
c	Fair market value of all other assets	1c	11,582,765.
d	Total (add lines 1a, b, and c)	1d	20,304,655.
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	3,121,829.
3	Subtract line 2 from line 1d	3	17,182,826.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,742.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,925,084.
6	Minimum investment return. Enter 5% of line 5	6	846,254.

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	846,254.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	11,609.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,609.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	834,645.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	834,645.
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	834,645.

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	3,181,273.
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	3,181,273.
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	11,609.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	3,169,664.

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.

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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				834,645.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	242,142.			
c From 2011	1,090,536.			
d From 2012	1,266,600.			
e From 2013	363,656.			
f Total of lines 3a through e	2,962,934.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	3,181,273.			
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				834,645.
e Remaining amount distributed out of corpus	2,346,628.			
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	5,309,562.			
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				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	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	5,309,562.			
10 Analysis of line 9				
a Excess from 2010	242,142.			
b Excess from 2011	1,090,536.			
c Excess from 2012	1,266,600.			
d Excess from 2013	363,656.			
e Excess from 2014	2,346,628.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**
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				
A PLACE CALLED HOME 2830 S CENTRAL AVENUE LOS ANGELES, CA 90011	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,500.
AFFORDABLE LIVING FOR THE AGING 2029 CENTURY PARK EAST, STE 4393 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
AFRICA FOUNDATION (USA) PO BOX 233 FRIDAY HARBOR, WA 98250	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	7,000.
AIDS LIFE CYCLE PO BOX 60000 SAN FRANCISCO, CA 94160	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	700.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE, 2ND FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,142,273.
b Approved for future payment				
NONE				
Total				3b 0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 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? | | |
| 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, 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.

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

☒ Yes ☐ No

Signature of officer or trustee

► TRUSTEE

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

DANIEL M. HOWARD

Firm's name ► LODGEN, LACHER, ET AL., CPA'S

Firm's address ► 16530 VENTURA BOULEVARD, SUITE 305
ENCINO, CA 91436-2006

P00285594

Firm's EIN ▶	95-4346929
--------------	------------

Phone no. (818) 783-0570

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	CHARLES SCHWAB A/C 8843-0514	P		
b	CHARLES SCHWAB A/C 4906-4050	P		
c	PERRY PARTNERS INT'L	P		
d	ALPHAGEN EUROPEAN BEST IDEAS FUND 1256 GAINS	P		
e	ALPHAGEN EUROPEAN BEST IDEAS FUND SHORT TERM CAPI	P		
f	OCA GLOBAL PRIVATE EQUITY I LP-SHORT TERM CAPITAL	P		
g	OCA GLOBAL PRIVATE EQUITY I LP-LONG TERM CAPITAL	P		
h	OCA GLOBAL PRIVATE EQUITY I LP-1231 GAINS	P		
i	OCA KKR ENERGY FUND LLC-SHORT TERM CAPITAL LOSS	P		
j	OCA KKR ENERGY FUND LLC-1231 GAIN	P		
k	OCA BRIGADE CREDIT FUND II LLC-SHORT TERM CAPITAL	P		
l	OCA BRIGADE CREDIT FUND II LLC-1256 GAIN GAIN	P		
m	OCA WESLEY MORTGAGE REIT FUND LLC-ST CAPITAL GAIN	P		
n	OCA WESLEY MORTGAGE REIT FUND LLC-LT CAPITAL GAIN	P		
o	OCA WESLEY MORTGAGE REIT FUND LLC-GAIN ON FINAL D	P		

(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 2,592,032.		2,317,184.	274,848.
b 637,041.		579,705.	57,336.
c 4,779.		4,256.	523.
d 125,582.			125,582.
e		31,727.	<31,727.>
f 217.			217.
g 65,998.			65,998.
h 237.			237.
i		2,135.	<2,135.>
j 92.			92.
k 9,405.			9,405.
l 752.			752.
m 12,526.			12,526.
n 9,129.			9,129.
o 211.			211.

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			274,848.
b			57,336.
c			523.
d			125,582.
e			<31,727.>
f			217.
g			65,998.
h			237.
i			<2,135.>
j			92.
k			9,405.
l			752.
m			12,526.
n			9,129.
o			211.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

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	OCA STRATEGOS RMBS FUND LLC ST-CAPITAL GAIN	P		
b	OCA STRATEGOS RMBS FUND LLC-LT CAPITAL GAIN	P		
c	OCA GLOBAL PRIVATE EQUITY I LP-2561 GAINS	P		
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
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 27,225.			27,225.
b 14,597.			14,597.
c 1,657.			1,657.
d 165,227.			165,227.
e			
f			
g			
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			27,225.
b			14,597.
c			1,657.
d			165,227.
e			
f			
g			
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	731,700.
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

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVENUE, 17TH FL CHICAGO, IL 60601	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
AMERICAN CIVIL LIBERTIES UNION 1616 BEVERLY BLVD LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	6,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 315 S. BEVERLY DRIVE, STE 214 BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
ART SHARE L.A. 801 E. 4TH PLACE LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
BARD COLLEGE LUDLOW 306 PO BOX 5000 ANNANDALE ON HUDSON, NY 12504-5000	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	125,000.
BEIT T'SHUVAH 8831 VENICE BLVD LOS ANGELES, CA 90034-2323	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,350.
BET TZEDEK 145 S. FAIRFAX AVENUE, SUITE 200 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	150,000.
BRENAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FL NEW YORK, NY 10013	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	3,000.
BSA TROOP 36 12326 RIVERSIDE DRIVE VALLEY VILLAGE, CA 91607	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
Total from continuation sheets				3,126,073.

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

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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
CHILDRENS HOSPITAL OF LA 4650 SUNSET BLVD, #99 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
CHILDRENS HOSPITAL OF LA TEEN IMPACT RETREAT 4650 SUNSET BLVD, #99 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	30,000.
CHRYSALIS 522 S. MAIN STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
CONCERN FOUNDATION 8383 WILSHIRE BLVD #337 BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,500.
COUNCIL FOR UNITY 50 AVENUE X, ROOM 366 BROOKLYN, NY 11223	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	20,000.
DOCTORS WITHOUT BORDERS PO BOX 5023 HAGERSTOWN, MD 21741-5023	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,000.
DOWNTOWN WOMEN'S CENTER 442 S SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,500.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY, CA 90232	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
FEMINSIT MAJORITY FOUNDATION 8105 W. THRID STREET LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
FINCA 1101 14TH ST NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,500.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
FRACTURED ATLAS 3400 AIRPORT AVE, STE 90 SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	25,000.
FRIENDS OF LARC 10560 WILSHIRE BLVD, #1403 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,000.
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	50,000.
HAND IN HAND PO BOX 80102 PORTLAND, OR 97280	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	25,000.
HARRIET BUHAI CENTER 3250 WILSHIRE BLVD, #710 LOS ANGELES, DC 90010	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	20,000.
HEIFER INTERNATIONAL PO BOX 1692 MERRIFIELD, VA 22116-1692	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,500.
HELP ME SEE PO BOX 96400 WASHINGTON, DC 20090-6400	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
HUMAN RIGHTS WATCH 333 S GRAND AVENUE #430 LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	50,000.
INTERNATIONAL COUNCIL MOMA NY 11 WEST 53RD ST NEW YORK, NY 10019-5497	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	7,500.
JEWISH BIG BROTHERS/SISTERS LA 4419 VAN NUYS BLVD SHERMAN OAKS, CA 91403	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	20,000.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
JEWISH FEDERATION 6505 WILSHIRE BLVD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	36,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD, STE 715 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	25,000.
JEWISH HOME FOR THE AGING 7510 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
JEWISH VOCATIONAL SERVICE 5700 WILSHIRE BLVD, #2303 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
L.A. COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, DC 90036	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	18,000.
LA FAMILY HOUSING 7843 LANKERSHIM BLVD NORTH HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,027,533.
LA GAY & LESBIAN CENTER 1625 N SCHRADER BLVD LOS ANGELES, CA 90028-6213	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	20,000.
LAPD FOUNDATION 515 S FLOWER STREET, #1680 LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
LAPD PALS DEVONSHIRE FOUNDATION 8721 WILBUR AVENUE NORTHRIDGE, CA 91324	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 3 WHITE PLAINS, NY 10605	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
LUPUS LA 8383 WILSHIRE BLVD BEVERLY HILLS, CA 90211	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	200.
MRW FOUNDATION 1091 EDEN WAY N CHESAPEAKE, VA 23320-2734	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
MYCHAL'S LEARNING PLACE 4901 W ROSECRANS AVENUE HAWTHRONE, CA 90250	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	10,000.
NEW ISRAEL FUND 1101 14TH ST NW, 6TH FL WASHINGTON, DC 20005-5639	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	25,000.
NORRIS CANCER CENTER 1141 EASTLAKE AVENUE LOS ANGELES, CA 90033	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	150,000.
NORTH VALLEY FAMILY YMCA 11336 CORBIN AVENUE NORTHRIDGE, CA 91346	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
OPERATION MEND 924 WESTWOOD BLVD, #1040 LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,000.
OTIS COLLEGE OF ART & DESIGN 9045 LINCOLN BLVD LOS ANGELES, CA 90045	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,000.
PASADENA ART ALLIANCE 580 PROSPECT BLVD PASADENA, CA 91103	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
PLANNED PARENTHOOD LOS ANGELES 400 W 30TH LOS ANGELES, CA 90007	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,500.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES, CA 90038	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	10,000.
RANDOLPH-MACON ACADEMY 200 ACADEMY DRIVE FRONT ROYAL, VA 22630	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 10833 LE CONTE AVENUE, STE CHS 13-154 LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	10,000.
RUNNERS BASKETBALL CAMP 419 OCEAN AVENUE, STE G SANTA MONICA, CA 90402	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	300.
SHERIFF'S SOUTH LOS ANGELES IRMAS YOUTH CENTER 11911 VERMONT AVENUE LOS ANGELES, CA 90304	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	18,000.
SO CAL FOSTER FAMILY & ADOPTION AGENCY 155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	600.
SOUTH LOS ANGELES YOUTH ACTIVITY CENTER 11911 VERMONT AVENUE LOS ANGELES, CA 90304	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,500.
SOLE BROTHERS 874 EAST 57TH STREET LOS ANGELES, CA 90011	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,500.
SOLOMON R. GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,240.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
STRIVE 9124 MAIN STREET LOS ANGELES, CA 90003	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	15,000.
SUMMIT VIEW PARENT ASSOCIATION 6455 COLDWATER CANYON AVENUE VALLEY GLEN, CA 91606	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
SUMMIT VIEW SCHOOL 6455 COLDWATER CANYON AVENUE VALLEY GLEN, CA 91606	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,250.
TEEN IMPACT 4650 SUNSET BLVD, #99 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	3,500.
BRIAN OTHNER FOUNDATION 6400 CANOGA AVENUE #210 WOODLAND HILLS, CA 91367	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	25,000.
THE POOPIE FOUNDATION 12238 VENTURA BLVD, UNIT B STUDIO CITY, CA 91604	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	2,500.
UCLA FOUNDATION PO BOX 7145 PASADENA, CA 91109-9903	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	30,000.
UCLA UNICAMP 900 HILGARD AVE, STE 301 LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	5,000.
UNION RESCUE MISSION 545 S. SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,700.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD #1955 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
Total from continuation sheets				

**AUDREY & SYDNEY IRMAS
CHARITABLE FOUNDATION**

95-4030813

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
US CAPITOL HISTORICAL SOCIETY 200 MARYLAND AVENUE NE WASHINGTON, DC 90002	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,000.
USC GOULD SCHOOL OF LAW 699 EXPOSITION BLVD, #122 LOS ANGELES, CA 90089-0071	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	40,000.
USO PO BOX 96860 WASHINGTON, DC 20077-7677	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	4,000.
VISTA DEL MAR CHILD & FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	27,000.
WEST LA SYMPHONY PO BOX 25115 LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
WILSHIRE BLVD TEMPLE 3663 WILSHIRE BLVD LOS ANGELES, CA 90010-2798	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	7,900.
WILSHIRE BLVD TEMPLE CAMPS 3663 WILSHIRE BLVD LOS ANGELES, CA 90010-2798	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	500.
WOMEN AGAINST GUN VIOLENCE 8800 VENICE BLVD, #304 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	PROVIDE GENERAL FUNDS TO THE PAYEE CHARITABLE ORGANI	1,500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK	13.	13.	
INTEREST INCOME- TULSA PROPERTY	93.	93.	
TOTAL TO PART I, LINE 3	106.	106.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AIM II OFFSHORE US FEEDER LP	731.	0.	731.	731.	
AIM II OFFSHORE US FEEDER LP	98.	0.	98.	98.	
ALPHAGEN EUROPEAN BEST IDEAS FUND LLC	3,762.	0.	3,762.	3,762.	
CHARLES SCHWAB 4906-4050	9,961.	0.	9,961.	9,961.	
CHARLES SCHWAB 8843-0514	300,071.	165,227.	134,844.	134,844.	
NOTES RECEIVABLE	137,459.	0.	137,459.	137,459.	
OCA BRIGADE CREDIT FUND II	49,937.	0.	49,937.	49,937.	
OCA BRIGADE CREDIT FUND II	1,829.	0.	1,829.	1,829.	
OCA GLOBAL PRIVATE EQUITY PER K1	6,032.	0.	6,032.	6,032.	
OCA GLOBAL PRIVATE EQUITY PER K1	12,941.	0.	12,941.	12,941.	
OCA KKR ENERGY FUND LLC	695.	0.	695.	695.	
OCA STRATEGOS RMBS FUND	30,174.	0.	30,174.	30,174.	
OCA WESLEY MORTGAGE REIT FUND LLC	2,363.	0.	2,363.	2,363.	
TO PART I, LINE 4	556,053.	165,227.	390,826.	390,826.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
SHOPPING CENTER - SEATTLE, WA	1	720,564.	
NON RESIDENTIAL REAL PROPERTY TULSA OK	3	405,868.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,126,432.	

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		110,153.	
REPAIRS		14,882.	
CLEANING & MAINTENANCE		93,756.	
UTILITIES		21,882.	
REAL ESTATE TAX		97,635.	
LEASING/MARKETING COSTS		5,899.	
INSURANCE		23,441.	
MANAGEMENT FEE		46,588.	
SECURITY		3,300.	
ENVIRONMENTAL REMEDIATION		96,373.	
TRASH REMOVAL		17,915.	
OFFICE AND ADMINSTRATIVE EXPENSES		2,532.	
ROOF REPAIR		7,104.	
LEGAL		20,142.	
- SUBTOTAL -	1		561,602.
COMMON AREA MAINTENANCE		40,195.	
DEPRECIATION		84,423.	
INSURANCE		14,612.	
ON SITE MANAGEMENT FEES		21,657.	
ASSET MANAGEMENT FEES		20,078.	
ADMINISTRATIVE EXPENSES		961.	
OTHER PROFESSIONAL FEES		0.	
REAL ESTATE TAX		43,041.	
REPAIRS AND MAINTENANCE		0.	
UTILITIES		6,698.	
INTEREST EXEPNSE		182,774.	
AMORTIZATION		10,391.	
ADVERTISING		376.	
LEGAL		250.	
- SUBTOTAL -	3		425,456.
TOTAL RENTAL EXPENSES			987,058.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			139,374.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OCA GLOBAL PRIVATE EQUITY	3,826.	3,826.	
OCA KKR ENERGY FUND	<12,320.>	<12,320.>	
OCA BRIGADE CREDIT FUND II LP	<2,501.>	<2,501.>	
OCA MULTIMANAGER PRIVATE EQUITY	853.	853.	
OCA CREDIT OPPORTUNITIES	<2,184.>	<2,184.>	
OCA SA MEZZANINE II	4,988.	4,988.	
OCA SACHEM HEAD	91,809.	91,809.	
CERBERUS RMBS OPPORTUNITIES FEEDER FD	35,378.	35,378.	
NWI EMERGING MARKET CURRENCY FD	4,879.	4,879.	
ALPHAGEN EUROPEAN BEST IDEAS FUND LLC	<5,594.>	<5,594.>	
OCA GSO CAPITAL SOLUTIONS OVERSEAS	14,050.	14,050.	
TOTAL TO FORM 990-PF, PART I, LINE 11	133,184.	133,184.	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	17,244.	17,244.		0.
LEGAL	20,142.	20,142.		0.
LEGAL	250.	33.		0.
TO FM 990-PF, PG 1, LN 16A	37,636.	37,419.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	87,340.	87,340.		0.
TO FORM 990-PF, PG 1, LN 16B	87,340.	87,340.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	66,145.	66,145.			0.
TO FORM 990-PF, PG 1, LN 16C	66,145.	66,145.			0.

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD	170.	170.			0.
FEDERAL EXCISE TAX	11,750.	0.			0.
REAL ESTATE TAX	97,635.	97,635.			0.
REAL ESTATE TAX	43,041.	5,656.			0.
TO FORM 990-PF, PG 1, LN 18	152,596.	103,461.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE	592.	592.			0.
SECRETARIAL FEES	18,000.	18,000.			0.
INSURANCE	10,024.	10,024.			0.
PASS THROUGH EXPENSES FROM PARTNERSHIPS	32,271.	32,271.			0.
REPAIRS	14,882.	14,882.			0.
CLEANING & MAINTENANCE	93,756.	93,756.			0.
UTILITIES	21,882.	21,882.			0.
LEASING/MARKETING COSTS	5,899.	5,899.			0.
INSURANCE	23,441.	23,441.			0.
MANAGEMENT FEE	46,588.	46,588.			0.
SECURITY	3,300.	3,300.			0.
ENVIRONMENTAL REMEDIATION	96,373.	96,373.			0.
TRASH REMOVAL	17,915.	17,915.			0.
OFFICE AND ADMINSTRATIVE EXPENSES	2,532.	2,532.			0.
ROOF REPAIR	7,104.	7,104.			0.

COMMON AREA MAINTENANCE	40,195.	5,282.	0.
INSURANCE	14,612.	1,920.	0.
ON SITE MANAGEMENT FEES	21,657.	2,846.	0.
ADMINISTRATIVE EXPENSES	961.	126.	0.
REPAIRS AND MAINTENANCE	0.	0.	0.
UTILITIES	6,698.	880.	0.
ADVERTISING	376.	49.	0.
AMORTIZATION	10,391.	1,365.	0.
TO FORM 990-PF, PG 1, LN 23	489,449.	407,028.	0.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
DASH POINT LAND	846,461.	0.	846,461.	565,000.
DASH POINT DEPRECIABLE PROPERTY	4,059,329.	1,750,133.	2,309,196.	2,710,000.
TULSA LAND	1,069,468.	0.	1,069,468.	675,000.
TULSA DEPRECIABLE PROPERTY	3,289,531.	783,285.	2,506,246.	2,085,000.
TO 990-PF, PART II, LN 11	9,264,789.	2,533,418.	6,731,371.	6,035,000.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 12

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
LA FAMILY HOUSING			30 YEARS AT 6,011, BUT PAYMENTS MAY BE DEFERRED IF CASH IN	10.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/10/96	06/10/26	685,000.	PROPERTY AT 8717 LANKERSHIM AVE SOLD TO LA FAMILY HOUSING	0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
PROPERTY AT 7817 LANKERSHIM AVE		TO EARN INCOME FOR THE FOUNDATION AND PROVIDE FIANCING TO LA FAMILY HOUSING		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
LA FAMILY HOUSING (VALLEY SHELTER INC)			30 YEARS AT 6,011, BUT PAYMENTS MAY BE DEFERRED IF CASH IN	10.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/07/89	06/15/26	982,681.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
PROPERTY AT 7843 LANKERSHIM AVE		TO EARN INCOME FOR THE FOUNDATION AND PROVIDE FIANCING TO LA FAMILY HOUSING		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
LA FAMILY HOUSING			DUE ON DEMAND	5.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/24/11		26,000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	FINANCE PURCHASE OF VAN BY SEC 501(C)(3) CHARITY

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	26,000.	0.	26,000.
TOTAL TO FORM 990-PF, PART II, LINE 7	26,000.	0.	26,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERRY PARTNERS INT'L INC	22,946.	17,938.
AMG YACHTMAN FOCUSED FUND	843,080.	1,190,394.
EDGEWOOD GROWTH INSTL	716,461.	1,123,673.
MATTHEWS ASIA DIVIDEND FD	755,782.	810,404.
ABERDEEN GLOBAL SMALL CAP INST	710,707.	724,672.
ALEXANDER & BALDWIN	25,078.	24,145.
ALLEGHENY TECH IN	15,381.	15,125.
ALLIED WORLD ASSURANCE	21,065.	24,458.
AMERCO	12,457.	17,056.
AMERICAN CAPITAL LTD	15,809.	17,021.
C I T GROUP INC	17,178.	16,980.
CNO FINANCIAL GROUP INC	14,770.	16,273.
COMERICA INCORPORATED	11,680.	13,349.
CST BRANDS INC	22,232.	28,347.
DISCOVER FINANCIAL SVCS	8,137.	10,478.
ENCORE WIRE CORP	16,500.	16,239.
GULFPORT ENERGY CP NEW	34,156.	26,714.
HYATT HOTELS	12,814.	18,063.
INTREPD POTASH INC	20,829.	18,183.
INVESTORS BANCORP	11,319.	14,469.
L S B INDUSTRIES INC	17,027.	15,091.
MDC HOLDING INC	19,293.	15,353.
OSHKOSH CORP	23,639.	26,028.

OWENS CORNING INC	7,712.	7,162.
PIONEER NATURAL RES CO	11,058.	11,164.
SEACOR HOLDINGS INC	19,211.	16,238.
TECH DATA CORP	30,169.	33,196.
TRIBUNE CO NEW	33,983.	32,874.
VISTEON CORP	7,326.	10,686.
WHITE MOUNTAINS INS	19,777.	20,794.
RYMAN HOSPITALITY PPTYS	9,937.	14,767.
DOUBLELINE TOTAL RETURN BD FD	703,261.	703,217.
LYRICAL US VALUE EQTY FD	742,813.	833,835.
VANGUARD 500 INDEX FD	1,279,171.	1,638,662.
ALLISON TRANSMISSION	12,549.	14,238.
ALLY FINANCIAL INC	18,316.	18,187.
BLOCK, H & R INCORPORATED	15,527.	18,019.
BROOKDALE SENIOR LIVING	13,478.	15,035.
CARRIZO OIL & GAS IND	6,826.	7,488.
CDW CORP	10,384.	10,551.
DELEK US HOLDINGS INC	9,752.	8,566.
FIDELITY NATL FINL NEW	15,687.	19,809.
RAYONIER ADVANCED MATL	17,821.	11,105.
ROCK-TENN CO CL A	7,695.	10,062.
TOWERS WATSON & CO	9,966.	10,185.
VOYA FINANCIAL INC	13,659.	15,257.
ISTAR FINANCIAL INC	10,953.	9,828.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,395,371.	7,691,378.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCA CREDIT OPPORTUNITIES OFFSHORE FUND	FMV	19,904.	19,904.
OCA OFFSHORE MULTIMANAGER FUND I LTD	FMV	43,838.	43,838.
OCA GLOBAL PRIVATE EQUITY I LP	FMV	468,247.	597,218.
OCA WESLEY MORTGAGE REIT	FMV	16,370.	16,370.
OCA BRIGADE CREDIT FUND II LLC	FMV	739,502.	709,055.
EMERGING MARKET CURRENCY FUND SERIES 136	FMV	623,643.	623,643.
CERBERUS RMBS OPPORTUNITIES FEEDER FUND LTD	FMV	671,981.	671,981.
OCA STRATEGOS RMBS FD	FMV	744,779.	762,950.
OCA SA MEZZANINI II	FMV	110,420.	110,420.
OCA SACHEM HEAD OFFSHORE SEGREGATED PORTFOLIO	FMV	525,984.	525,984.
OCA KKR ENERGY FUND	FMV	61,578.	67,286.
AMERICAN INFRASTRUCTURE MLP OFFSHRE	COST	91,084.	91,084.
OCA GSO CAPITAL SOLUTIONS OVERSEAS FUND II	FMV	62,065.	62,065.

ALPHAGEN EUROPEAN BEST IDEAS FUND	FMV	891,908.	819,441.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,071,303.	5,121,239.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LENDER IMPOUNDS	118,382.	119,511.	119,511.
LOAN FEES AND COSTS	21,400.	11,009.	11,009.
DUE FROM DASH POINT TENNANTS	212.	573.	573.
TO FORM 990-PF, PART II, LINE 15	139,994.	131,093.	131,093.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
TENANT SECURITY DEPOSITS	81,196.	86,616.
TOTAL TO FORM 990-PF, PART II, LINE 22	81,196.	86,616.