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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](http://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 THE HERB ALPERT FOUNDATION		<b>A Employer identification number</b>  95-4191227	
Number and street (or P O box number if mail is not delivered to street address) 1414 6TH STREET		<b>B Telephone number</b> (see instructions)  (818) 528-3545	
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90401		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> 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>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 11,539,954		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .	567,683			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments	2,132	2,132		
	<b>4</b> Dividends and interest from securities. . . . .	317,682	317,682		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	5,753,854			
	<b>b</b> Gross sales price for all assets on line 6a 8,723,983				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		5,753,854		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 13,800	13,800		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	6,655,151	6,087,468		
Operating and Administrative Expenses	<b>13</b> Compensation of officers, directors, trustees, etc	430,000	0		0
	<b>14</b> Other employee salaries and wages . . . . .	200,201	0		0
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	 8,670	0		0
	<b>b</b> Accounting fees (attach schedule) . . . . .	 20,150	10,075		0
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	 49,021	6,615		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	 338	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 504,001	149,904		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	1,212,381	166,594		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	4,639,500			4,639,500
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	5,851,881	166,594		4,639,500
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	803,270			
	<b>b Net investment income</b> (if negative, enter -0-)		5,920,874		
<b>c Adjusted net income</b> (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 . . . . .		15,399	15,399
	2	Savings and temporary cash investments . . . . .	797,872	491,680	491,680
	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 ▶ _____	6	0	0
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .		3,454	3,454
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	5,190,359	 6,127,225	8,072,468
	c	Investments—corporate bonds (attach schedule). . . . .	44,316	 0	0
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .	1,493	1,493	1,594
	13	Investments—other (attach schedule) . . . . .	2,787,999	 2,986,403	2,954,852
	14	Land, buildings, and equipment basis ▶ _____ 10,494 Less accumulated depreciation (attach schedule) ▶ 9,987	846	 507	507
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,822,891	9,626,161	11,539,954
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	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 . . . . .	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	8,822,891	9,626,161	
	30	Total net assets or fund balances (see instructions) . . . . .	8,822,891	9,626,161	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	8,822,891	9,626,161	

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 8,822,891
2	Enter amount from Part I, line 27a . . . . .	2 803,270
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 9,626,161
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 9,626,161

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	5,753,854
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	7,797,254	13,368,497	0 583256
2012	7,078,000	20,438,527	0 346307
2011	5,536,257	27,315,929	0 202675
2010	14,398,778	31,456,907	0 457730
2009	10,850,408	33,743,077	0 321560

2	Total of line 1, column (d). . . . .	2	1 911528
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 382306
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	11,341,614
5	Multiply line 4 by line 3. . . . .	5	4,335,967
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	59,209
7	Add lines 5 and 6. . . . .	7	4,395,176
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	4,639,500

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

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 . . . . .		159,209	
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. . . . .		359,209	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		559,209	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	18,923
b		Exempt foreign organizations—tax withheld at source . . . . .		6b	
c		Tax paid with application for extension of time to file (Form 8868) . . . . .		6c	70,000
d		Backup withholding erroneously withheld . . . . .		6d	
7		Total credits and payments. Add lines 6a through 6d. . . . .		7	88,923
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	29,714
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 29,714 Refunded <input type="checkbox"/>		11	0

Part VII-A

Statements 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 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? . . . . .		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. . . . .		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <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. <input checked="" type="checkbox"/>		10	Yes	

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶HERBALPERTFOUNDATION.ORG				
14	The books are in care of ▶BALTER MILLER KING FRAZIN LLP Telephone no ▶(818) 528-3545 Located at ▶16255 VENTURA BLVD SUITE 1250 ENCINO CA ZIP +4 ▶91436			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . . <input type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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?. . . . . <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ). . . . . <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

✓

 No

(2)

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

Yes

✓

 No

(3)

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

Yes

✓

 No

(4)

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

Yes

✓

 No

(5)

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

Yes

✓

 No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

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

Yes

✓

 No

b

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

6b

No

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

7a

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

Yes

✓

 No

b

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

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCEE ENYART	EXECUTIVE ASST	100,423	0	0
1414 SIXTH ST SANTA MONICA,CA 90401	40 00			
MATTHEW WILDER	PROGRAM OFFICER	99,778	0	0
1414 SIXTH ST SANTA MONICA,CA 90401	40 00			

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
PORTFOLIO 21 721 NW NINTH AVE STE 250 PORTLAND,OR 97209	INVESTMENT SERVICES	64,845
C4 GLOBAL COMMUNICATIONS INC 1625 17TH ST SUITE 6 SANTA MONICA,CA 90404		
	COMMUNICATION SERVICES	60,007
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	8,067,186
b	Average of monthly cash balances. . . . .	1b	402,451
c	Fair market value of all other assets (see instructions). . . . .	1c	3,044,692
d	Total (add lines 1a, b, and c). . . . .	1d	11,514,329
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	11,514,329
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	172,715
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,341,614
6	Minimum investment return. Enter 5% of line 5. . . . .	6	567,081

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	567,081
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	59,209
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	59,209
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	507,872
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	507,872
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	507,872

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	4,639,500
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	4,639,500
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	59,209
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	4,580,291

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				507,872
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. . . . .	9,166,356			
b From 2010. . . . .	12,839,873			
c From 2011. . . . .	4,199,719			
d From 2012. . . . .	6,106,839			
e From 2013. . . . .	7,153,789			
f Total of lines 3a through e. . . . .	39,466,576			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 4,639,500				
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. . . . .				507,872
e Remaining amount distributed out of corpus	4,131,628			
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	43,598,204			
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). . .	9,166,356			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	34,431,848			
10 Analysis of line 9				
a Excess from 2010. . . .	12,839,873			
b Excess from 2011. . . .	4,199,719			
c Excess from 2012. . . .	6,106,839			
d Excess from 2013. . . .	7,153,789			
e Excess from 2014. . . .	4,131,628			

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)

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) )

See Additional Data Table

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	4,639,500
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)

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash.		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization.		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

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

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

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

<b>Sign Here</b>	*****	2015-11-12	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
	Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name SUSAN FRAZIN	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00233791
	Firm's name <input checked="" type="checkbox"/> BALTER MILLER KING & FRAZIN LLP			Firm's EIN <input checked="" type="checkbox"/> 95-4208419	
	Firm's address <input checked="" type="checkbox"/> 16255 VENTURA BLVD 1250 ENCINO, CA 91436			Phone no (818) 528-3545	

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 )
OCM PRINC OPPT FD IV	P		
OCM PRINC OPPT FD IV	P		
OCM PRINC OPPT FD IV AIF	P		
OCM PRINC OPPT FD VII	P		
OCM PRINC OPPT FD VII	P		
BEACH POINT TOTAL RETURN FUND II	P		
BEACH POINT TOTAL RETURN FUND II	P		
OCM PRINC OPPT FD IV AIF	P		
FOUR STAR FINANCIAL SERVICES	P		
NORTHERN TRUST 1981	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)
		43	-43
63,941			63,941
		2,188	-2,188
		5	-5
19,770			19,770
65,721			65,721
41,057			41,057
		23	-23
4,218			4,218
5,124,362		501,297	4,623,065

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	
			-43
			63,941
			-2,188
			-5
			19,770
			65,721
			41,057
			-23
			4,218
			4,623,065

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 )
NORTHERN TRUST 1984	P		
NORTHERN TRUST 1984	P		
BROADCOM CLASS ACTION	P		
OCM PRINC OPPT FD IV	P		
OCM PRINC OPPT FD VII	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)
985,993		1,024,721	-38,728
2,404,875		1,441,852	963,023
65			65
3,140			3,140
10,841			10,841

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	
			-38,728
			963,023
			65
			3,140
			10,841




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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
HERB ALPERT	CHAIRMAN 0 00	0	0	0
1414 SIXTH ST SANTA MONICA,CA 90401				
LANI HALL ALPERT	VICE CHAIR 0 00	0	0	0
1414 SIXTH ST SANTA MONICA,CA 90401				
RONA SEBASTIAN	PRESIDENT 40 00	430,000	0	0
10595 ASTON AVE 101 LOS ANGELES,CA 90024				
PAUL FRIMMER	CFO 0 00	0	0	0
10100 SANTA MONICA BLVD STE 2200 LOS ANGELES,CA 90067				
IAN WIENER	SECRETARY 0 00	0	0	0
1800 AVENUE OF THE STARS 900 LOS ANGELES,CA 90067				
DAVID ALPERT	ASSISTANT SECRETARY 0 00	0	0	0
1414 SIXTH ST SANTA MONICA,CA 90401				


**Form 990PF Part XV Line 1a - 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).**

HERB ALPERT
LANI HALL ALPERT


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)				
<b>a</b> Paid during the year				
18TH STREET ARTS CENTER 1639 18TH ST SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
A WINDOW BETWEEN WORLDS 710 4TH AVE STE 5 VENICE,CA 90291	NONE		CHARITABLE	2,500
AMERICAN COMPOSERS ORCHESTRA 244 W 54TH ST 805 NEW YORK,NY 10019	NONE		CHARITABLE	50,000
AMERICANS FOR THE ARTS 1000 VERMONT AVE NW WASHINGTON,DC 20005	NONE		CHARITABLE	125,000
ANGEL CITY ARTS 520 BAUGHMAN AVE CLAREMONT,CA 91711	NONE		CHARITABLE	20,000
ARTS FOR LA 1149 S HILL ST STE H100 LOS ANGELES,CA 90015	NONE		CHARITABLE	5,000
ARTWORXLA 1140 N CITRUS AVE LOS ANGELES,CA 90038	NONE		CHARITABLE	25,000
BOYS AND GIRLS CLUB OF SANTA MONICA 1220 LINCOLN BLVD SANTA MONICA,CA 90401	NONE		CHARITABLE	15,000
CA STATE SUMMER SCHOOL 39 EAST WALNUT ST 8 PASADENA,CA 91103	NONE		CHARITABLE	360,800
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 COLORADO BLVD PASADENA,CA 91101	NONE		CHARITABLE	15,000
CALIFORNIA CAREFORCE 950 RESERVE DR ROSEVILLE,CA 95678	NONE		CHARITABLE	5,000
CALIFORNIA DANCE INSTITUTE 3131 OLYMPIC BLVD 202 SANTA MONICA,CA 90404	NONE		CHARITABLE	37,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	619,000
CALIFORNIA JAZZ FOUNDATION 14156 MAGNOLIA BLVD SHERMAN OAKS,CA 91423	NONE		CHARITABLE	15,000
CALIFORNIA STATE UNIVERSITY 18111 NORDHOFF ST NORTHRIDGE,CA 91330	NONE		CHARITABLE	79,500
<b>Total . . . . .</b>  <b>3a</b>				4,639,500


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)				
<b>a</b> Paid during the year				
CALIFORNIANS DEDICATED TO EDUCATION 11501 DUBLIN BLVD DUBLIN,CA 94568	NONE		CHARITABLE	100,000
CASA 0101 2102 E FIRST ST LOS ANGELES,CA 90033	NONE		CHARITABLE	25,000
CHP 11-99 FOUNDATION 2244 N STATE COLLEGE FULLERTON,CA 92831	NONE		CHARITABLE	5,000
CHRYSLIS 1853 LINCOLN BLVD SANTA MONICA,CA 90404	NONE		CHARITABLE	100,000
COMMUNITY ACTION PARTNERSHIP 1300 N DOTTON AVE SANTA ROSA,CA 95401	NONE		CHARITABLE	5,000
COMMUNITY ARTS PARTNERSHIP 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	100,000
COMMUNITY PARTNERS FBO 1000 N ALAMEDA STS 240 LOS ANGELES,CA 90012	NONE		CHARITABLE	25,000
CONCERN FOUNDATION 1026 S ROBERTSON BLVD LOS ANGELES,CA 90035	NONE		CHARITABLE	12,000
CONTRA TIEMPO 4058 TILDEN AVE CULVER CITY,CA 90232	NONE		CHARITABLE	15,000
DREAM A WORLD EDUCATION INC 256 ROBERTSON BLVD BEVERLY HILLS,CA 90211	NONE		CHARITABLE	20,000
GABRIELLA AXELRAD FOUNDATION 639 S COMMONWEALTH AVE LOS ANGELES,CA 90005	NONE		CHARITABLE	28,000
GOOD PEOPLE FUND 384 WYOMING AVE MILLBURN,CA 07041	NONE		CHARITABLE	150,000
GRANTMAKERS IN THE ARTS 4055 21ST AVE W SEATTLE,WA 98119	NONE		CHARITABLE	4,000
HOMEBOY INDUSTRIES 130 W BRUNO ST LOS ANGELES,CA 90012	NONE		CHARITABLE	75,000
JAZZ EDUCATION NETWORK 45 WHISPER DR WORCESTER,MA 01609	NONE		CHARITABLE	15,000
<b>Total . . . . .</b>  <b>3a</b>				4,639,500


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)				
<b>a</b> Paid during the year				
JEWISH FAMILY SERVICE 3580 WILSHIRE BLVD 700 LOS ANGELES,CA 90010	NONE		CHARITABLE	5,150
KJAZZ - CSULB RESEARCH 1500 COTNER AVE LOS ANGELES,CA 90025	NONE		CHARITABLE	25,000
LA GOAL 4911 OVERLAND AVE CULVER CITY,CA 90230	NONE		CHARITABLE	2,500
LA MUSIC AND ART SCHOOL 3630 E 3RD ST LOS ANGELES,CA 90063	NONE		CHARITABLE	1,000
LAURA'S HOUSE 999 CORPORATE DR STE 225 LADERA RANCH,CA 92694	NONE		CHARITABLE	5,000
LEADERCOMM GLOBAL COMMUNITY 1615 DUKE ST ALEXANDRIA,VA 22314	NONE		CHARITABLE	75,000
LIBRARY FOUNDATION 630 W 5TH ST LOS ANGELES,CA 90071	NONE		CHARITABLE	15,000
LOS ANGELES CITY COLLEGE 855 N VERMONT AVE LOS ANGELES,CA 90029	NONE		CHARITABLE	226,000
LOS ANGELES COUNTY ARTS 1055 WILSHIRE BLVD STE 800 LOS ANGELES,CA 90017	NONE		CHARITABLE	100,000
LOS ANGELES JAZZ SOCIETY 5903 NOBLE AVE VAN NUYS,CA 91411	NONE		CHARITABLE	29,500
LOS ANGELES PHILHARMONIC 151 S GRAND AVE LOS ANGELES,CA 90012	NONE		CHARITABLE	25,000
MADISON PROJECT FOUNDATION 1900 PICO BLVD SANTA MONICA,CA 90405	NONE		CHARITABLE	30,000
MODEST NEEDS FOUNDATION 115 E 30TH ST NEWYORK,NY 10016	NONE		CHARITABLE	120,000
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES,CA 90033	NONE		CHARITABLE	10,000
NEWROADS HIGH SCHOOL 3131 OLYMPIC BLVD 202 SANTA MONICA,CA 90404	NONE		CHARITABLE	2,500
<b>Total . . . . .</b>  <b>3a</b>				4,639,500


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)				
<b>a</b> <i>Paid during the year</i>				
OPERATION FREEDOM PAWS 777 FIRST ST GILROY,CA 95020	NONE		CHARITABLE	5,000
PASADENA ARTS COUNCIL 65 SOUTH GRAND AVE PASADENA,CA 91105	NONE		CHARITABLE	20,000
PEN CENTER WEST USA PO BOX 6037 BEVERLY HILLS,CA 90212	NONE		CHARITABLE	25,000
PLAZA DE LA RAZA 3540 N MISSION RD LOS ANGELES,CA 90031	NONE		CHARITABLE	20,000
PS ARTS 1728 ABBOT KINNEY BLVD VENICE,CA 90291	NONE		CHARITABLE	262,750
REDCAT 24700 MCBEAN PARKWAY VALENCIA,CA 91355	NONE		CHARITABLE	75,000
REDISCOVER 12958 W WASHINGTON BLVD LOS ANGELES,CA 90066	NONE		CHARITABLE	15,000
SANTA MONICA FIRE FIGHTERS PO BOX 1975 SANTA MONICA,CA 90406	NONE		CHARITABLE	500
SKIRBALL CULTURAL CENTER 2701 N SEPULVEDA BLVD LOS ANGELES,CA 90049	NONE		CHARITABLE	25,000
SOL-LA MUSIC ACADEMY 1812 STANFORD ST SANTA MONICA,CA 90404	NONE		CHARITABLE	35,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA STS 240 LOS ANGELES,CA 90012	NONE		CHARITABLE	8,300
SYMPHONIC JAZZ ORCHESTRA PO BOX 1421 CULVER CITY,CA 90232	NONE		CHARITABLE	10,000
TEMPLE OF THE ARTS 8440 WILSHIRE BLVD BEVERLY HILLS,CA 90211	NONE		CHARITABLE	50,000
THE ACTORS' GANG 9070 VENICE BLVD CULVER CITY,CA 90232	NONE		CHARITABLE	10,000
THE ASCAP FOUNDATION ONE LINCOLN PLAZA NEW YORK,NY 10023	NONE		CHARITABLE	30,000
<b>Total . . . . .</b>  <b>3a</b>				4,639,500

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)				
<b>a</b> <i>Paid during the year</i>				
THE CENTER ON PHILANTHROPY AND PUBLIC POLICY RALPH AND GOLDY LEWIS HALL 210 LOS ANGELES,CA 90089	NONE		CHARITABLE	10,000
THE GARDEN PROJECT PO BOX 24292 SAN FRANCISCO,CA 94124	NONE		CHARITABLE	10,000
THE GRAMMY MUSEUM FOUNDATION 800 W OLYMPIC BLVD LOS ANGELES,CA 90015	NONE		CHARITABLE	25,000
THE HARLEM SCHOOL OF THE ARTS 645 ST NICHOLAS AVE NEWYORK,NY 90030	NONE		CHARITABLE	100,000
THE HARMONY PROJECT 817 VINE ST LOS ANGELES,CA 90038	NONE		CHARITABLE	150,000
THE INTERNATIONAL TRUMPET PO BOX 2688 DAVENPORT,IA 52809	NONE		CHARITABLE	25,000
THE JAZZ BAKERY 1836 BENEDICT CYN DR BEVERLY HILLS,CA 90210	NONE		CHARITABLE	50,000
THE JAZZ FOUNDATION 322 W 48TH ST NEWYORK,NY 10036	NONE		CHARITABLE	50,000
THE OJAI FOUNDATION PO BOX 999 OJAI,CA 93024	NONE		CHARITABLE	75,000
THE SOLDIERS PROJECT 4605 LANKERSHIM BLVD NORTH HOLLYWOOD,CA 91602	NONE		CHARITABLE	55,000
THE SOUTHERN POVERTY LAW 400 WASHINGTON AVE MONTGOMERY,AL 36104	NONE		CHARITABLE	25,000
THE UCLA FOUNDATION 5670 WILSHIRE BLVD STE 830 LOS ANGELES,CA 90036	NONE		CHARITABLE	320,000
THE WOODEN FLOOR 1810 N MAIN ST SANTA ANA,CA 92706	NONE		CHARITABLE	5,000
THE WORLD STAGE PO BOX 8694 LOS ANGELES,CA 90008	NONE		CHARITABLE	10,000
THELONIOUS MONK INSTITUTE 5225 WISCONSIN AVE NW WASHINGTON,DC 20015	NONE		CHARITABLE	200,000
<b>Total . . . . .</b>  <b>3a</b>				4,639,500

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)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF OREGON 1720 E 13TH AVE 410 EUGENE,OR 97403	NONE		CHARITABLE	5,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1149 S HILL ST STE H100 LOS ANGELES,CA 90015	NONE		CHARITABLE	10,000
UNUSUAL SUSPECTS THEATRE 3719 VERDUGO RD LOS ANGELES,CA 90065	NONE		CHARITABLE	45,000
VENICE ARTS 1702 LINCOLN BLVD VENICE,CA 90291	NONE		CHARITABLE	28,000
VIRGINIA AVENUE PROJECT 1649 18TH ST SANTA MONICA,CA 90404	NONE		CHARITABLE	25,000
VISION TO LEARN 11611 SAN VICENTE BL LOS ANGELES,CA 90049	NONE		CHARITABLE	15,000
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVE LOS ANGELES,CA 90034	NONE		CHARITABLE	10,000
VIVER BRASIL DANCE COMPANY 2141 N GOWER ST LOS ANGELES,CA 90068	NONE		CHARITABLE	2,500
YOUNG STORYTELLERS FOUNDATION 923 E THIRD ST LOS ANGELES,CA 90013	NONE		CHARITABLE	20,000
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD 201 SAN FERNANDO,CA 91340	NONE		CHARITABLE	28,000
<b>Total . . . . .</b>  <b>3a</b>				4,639,500



**TY 2014 Accounting Fees Schedule**

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,150	10,075		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: THE HERB ALPERT FOUNDATION

EIN: 95-4191227

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2003-10-13	1,754	877	200DB	5 0000000000000	0	0		
OFFICE EQUIPMENT	2004-11-03	2,583	2,583	200DB	5 0000000000000	0	0		
OFFICE EQUIPMENT	2004-11-15	2,834	2,834	200DB	5 0000000000000	0	0		
OFFICE EQUIPMENT	2006-03-03	1,211	1,211	200DB	5 0000000000000	0	0		
OFFICE EQUIPMENT	2013-05-31	2,112	211	200DB	5 0000000000000	338	0		

**TY 2014 Investments Corporate  
Bonds Schedule**

**Name:** THE HERB ALPERT FOUNDATION  
**EIN:** 95-4191227

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50,000 WELLS FARGO & CO	0	0

**TY 2014 Investments Corporate  
Stock Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	324,636	83,777
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	5,802,589	7,988,691

**TY 2014 Investments - Other Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	355,982	467,301
.	FMV	7,484	33,762
INVESTMENT-OCM PRINCIP OPPORT FD VII	FMV	176,573	145,084
INVESTMENT-OCM PRINCIP OPPORT FD VII AIF	FMV	49,124	60,529
INVESTMENT- BEACH POINT TOTAL RETURN FD	FMV	2,397,240	2,248,176

**TY 2014 Land, Etc. Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,754	1,754	0	
OFFICE EQUIPMENT	2,583	2,583	0	
OFFICE EQUIPMENT	2,834	2,834	0	
OFFICE EQUIPMENT	1,211	1,211	0	
OFFICE EQUIPMENT	2,112	1,605	507	

## TY 2014 Legal Fees Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,670	0		0

TY 2014 Other Expenses Schedule

Name: THE HERB ALPERT FOUNDATION  
EIN: 95-4191227

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTO	3,360	0		0
CONTRACT SERVICES	3,200	0		0
DUES AND SUBSCRIPTIONS	5,044	0		0
HOSPITALITY	1,515	0		0
PUBLIC RELATIONS	127,105	0		0
EQUIPMENT REPAIRS	1,313	0		0
FREIGHT / MESSENGER	71	0		0
INSURANCE	4,489	0		0
INVESTMENT FEES	106,262	106,262		0
OFFICE EXPENSE	4,544	0		0
TELEPHONE	1,462	0		0
COMPUTER ON-LINE	599	0		0
FEES ON FOREIGN DIVIDENDS	750	750		0
PAYROLL PROCESSING	2,261	0		0
TRAVEL	14,781	0		0
EMPLOYEE BENEFITS	144,910	0		0
POSTAGE	86	0		0
EDUCATION/SEMINARS	1,450	0		0
OCM PRINC OPP FD IV OTHER DEDUCTIONS	5,611	5,611		0
OCM PRINC OPP FD IV AIF OTHER DEDUCTIONS	663	663		0
BEACH POINT TOTAL FUND II- INTEREST EXPENSE	1,734	1,734		0
OCM PRINC OPP FD VII OTHER DEDUCTIONS	4,768	4,768		0
BEACH POINT TOTAL FUND II- OTHER DEDUCTIONS	29,718	29,718		0
OCM PRINC OPP FD VII AIF - PORTFOLIO DEDUCTIONS	398	398		0
BUILDING - REPAIRS & MAINTENANCE	10,145	0		0
BUILDING - SECURITY	789	0		0
BUILDING - UTILITIES	5,363	0		0
BUILDING - OVERHEAD COSTS	11,508	0		0
BUILDING - SUPPLIES	860	0		0
BUILDING - INSURANCE	7,007	0		0
OCM PRINC OPP FD IV AIFORD LOSS (UBTI)	2,235	0		0



**TY 2014 Other Income Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OCM PRINC OPP FD IV	181	181	181
OCM PRINC OPP FD IV AIF	8	8	8
OCM PRINC OPP FD VII	418	418	418
BEACH POINT TOTAL RETURN FUND II	13,193	13,193	13,193
OCM PRINC OPP FD IV AIF	0	0	0

## TY 2014 Substantial Contributors Schedule

**Name:** THE HERB ALPERT FOUNDATION

**EIN:** 95-4191227

Name	Address
HERB AND LANI ALPERT	1414 SIXTH STREET SANTA MONICA,CA 90401
PETER HALL ANNUITY TRUST	16255 VENTURA BLVD 1250 ENCINO,CA 91436

**TY 2014 Taxes Schedule****Name:** THE HERB ALPERT FOUNDATION**EIN:** 95-4191227

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	30,325	0		0
FOREIGN TAX	6,310	6,310		0
BUILDING - PROPERTY TAX	11,779	0		0
STATE TAXES	160	0		0
FOREIGN TAX - PARTNERSHIPS	305	305		0
TAX AND LICENSES	142	0		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE HERB ALPERT FOUNDATION</div>	<div>Employer identification number</div> <div>95-4191227</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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 33<sup>1</sup>/<sub>3</sub>% 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)

<b>Name of organization</b> THE HERB ALPERT FOUNDATION	<b>Employer identification number</b> 95-4191227
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	HERB LANI ALPERT 1414 6TH STREET  SANTA MONICA, CA 90401	\$ 275,166	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
<u>2</u>	PETER HALL ANNUITY TRUST 16255 VENTURA BLVD SUITE 1250  ENCINO, CA 91436	\$ 245,066	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>3</u>	HERB LANI ALPERT 1414 6TH STREET  SANTA MONICA, CA 90401	\$ 47,451	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

<b>Name of organization</b> THE HERB ALPERT FOUNDATION	<b>Employer identification number</b> 95-4191227
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<b>Part II</b>	<b>Noncash Property</b> (see Instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

<b>Name of organization</b> THE HERB ALPERT FOUNDATION	<b>Employer identification number</b> 95-4191227
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**Part III**

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

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

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

Additional Data

Software ID:  
Software Version:  
EIN: 95-4191227  
Name: THE HERB ALPERT FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	8274 SHARES OF TIME WARNER AT \$133.71 PER SHARE	\$ <u>1,106,317</u>	<u>2014-01-06</u>
<u>1</u>	9000 SHARES OF AKAMAI TECH AT \$56.44 PER SHARE	\$ <u>507,960</u>	<u>2014-04-03</u>
<u>1</u>	9300 SHARES OF AKAMAI TECH AT \$54.53 PER SHARE	\$ <u>507,129</u>	<u>2014-05-01</u>
<u>1</u>	2200 SHARES OF AKAMAI TECH AT \$55.09 PER SHARE	\$ <u>121,198</u>	<u>2014-06-03</u>
<u>1</u>	5000 SHARES OF AKAMAI TECH AT \$61.06 PER SHARE	\$ <u>305,300</u>	<u>2014-06-30</u>
<u>1</u>	10098 SHARES OF PANDORA MEDIA AT \$29.50 PER SHARE	\$ <u>297,891</u>	<u>2014-06-30</u>
<u>1</u>	1700 SHARES OF AKAMAI TECH AT \$60.70 PER SHARE	\$ <u>103,190</u>	<u>2014-08-18</u>
<u>1</u>	5000 SHARES OF AKAMAI TECH AT \$61.82 PER SHARE	\$ <u>309,100</u>	<u>2014-09-08</u>
<u>1</u>	6700 SHARES OF AKAMAI TECH AT \$58.24 PER SHARE	\$ <u>390,208</u>	<u>2014-10-01</u>
<u>1</u>	8400 SHARE OF AKAMAI TECH AT \$59.02 PER SHARE	\$ <u>495,768</u>	<u>2014-11-05</u>



(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	6350 SHARES OF TIME WARNER AT \$80.50 PER SHARE	\$ <u>511,175</u>	<u>2014-11-18</u>
<u>1</u>	3200 SHARES OF APPLE INC AT \$112.40 PER SHARE	\$ <u>359,680</u>	<u>2014-12-08</u>