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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.

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		A Employer identification number 95-4191227
Number and street (or P O box number if mail is not delivered to street address) 1414 6TH STREET		B Telephone number (see instructions) (818) 528-3545
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90401		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,539,954	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)	567,683			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,132	2,132		
4	Dividends and interest from securities.	317,682	317,682		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	5,753,854			
b	Gross sales price for all assets on line 6a 8,723,983				
7	Capital gain net income (from Part IV, line 2)		5,753,854		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	13,800	13,800		
12	Total. Add lines 1 through 11	6,655,151	6,087,468		
13	Compensation of officers, directors, trustees, etc	430,000	0		0
14	Other employee salaries and wages	200,201	0		0
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	8,670	0		0
b	Accounting fees (attach schedule)	20,150	10,075		0
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	49,021	6,615		0
19	Depreciation (attach schedule) and depletion	338	0		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	504,001	149,904		0
24	Total operating and administrative expenses.				
	Add lines 13 through 23	1,212,381	166,594		0
25	Contributions, gifts, grants paid	4,639,500			4,639,500
26	Total expenses and disbursements. Add lines 24 and 25	5,851,881	166,594		4,639,500
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	803,270			
b	Net investment income (if negative, enter -0-)		5,920,874		
c	Adjusted net income (if negative, enter -0-)				

Part III 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		
15	Other assets (describe ►)	846	507	507
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				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
28	Capital stock, trust principal, or current funds	0	0	
29	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
30	Retained earnings, accumulated income, endowment, or other funds	8,822,891	9,626,161	
31	Total net assets or fund balances (see instructions)	8,822,891	9,626,161	
	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				(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 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 checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	59,209
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		
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	59,209
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	59,209
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 checked="" 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?	Yes	No
1a		Yes	No
1b	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.		
1b		Yes	No
1c	Did the foundation file Form 1120-POL for this year?		
1c		Yes	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
2	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
5	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		
6	• By language in the governing instrument, or		
6	• 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)		
8a	<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? Website address ►HERBALPERTFOUNDATION.ORG	13	Yes	

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 **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

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 ►

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ► Organizations relying on a current notice regarding disaster assistance check here.	1b		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?	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? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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 1414 SIXTH ST SANTA MONICA, CA 90401	EXECUTIVE ASST 40 00	100,423	0	0
MATTHEW WILDER 1414 SIXTH ST SANTA MONICA, CA 90401	PROGRAM OFFICER 40 00	99,778	0	0
Total number of other employees paid over \$50,000.				0

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	INVESTMENT SERVICES	64,841
721 NW NINTH AVE STE 250 PORTLAND, OR 97209		
C4 GLOBAL COMMUNICATIONS INC	COMMUNICATION SERVICES	60,000
1625 17TH ST SUITE 6 SANTA MONICA, CA 90404		

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

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			0	
a Enter amount for 2013 only.		0		
b Total for prior years 20____, 20____, 20____				
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			0	
a Applied to 2013, but not more than line 2a		0		
b Applied to undistributed income of prior years (Election required—see instructions).				
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:	43,598,204			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 XIV Private 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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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)				
<i>a Paid during the year</i> See Additional Data Table				
Total			► 3a	4,639,500
<i>b Approved for future payment</i>				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.	523000		14	2,132	
5 Net rental income or (loss) from real estate	523000		14	317,682	
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.	522100		18	13,800	
8 Gain or (loss) from sales of assets other than inventory	523000		18	5,753,854	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		6,087,468	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		6,087,468

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	No
(1) Cash.	1a(2)	No
(2) Other assets.		
b Other transactions	1b(1)	No
(1) Sales of assets to a noncharitable exempt organization.	1b(2)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(3)	No
(3) Rental of facilities, equipment, or other assets.	1b(4)	No
(4) Reimbursement arrangements.	1b(5)	No
(5) Loans or loan guarantees.	1b(6)	No
(6) Performance of services or membership or fundraising solicitations.	1c	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		

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.

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.

* * * * *

2015-11-12

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this
return
with the preparer shown
below
(see instr)? Yes No

Paid Preparer Use Only	Print/Type preparer's name SUSAN FRAZIN	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00233791
	Firm's name ► BALTER MILLER KING & FRAZIN LLP			Firm's EIN ► 95-4208419	
	Firm's address ► 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
19,770		5	-5
65,721			19,770
41,057			65,721
		23	41,057
4,218			-23
5,124,362		501,297	4,218
			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			63,941
		-2,188	
19,770		5	-5
65,721			19,770
41,057			65,721
		23	41,057
4,218			-23
5,124,362		501,297	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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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

(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
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)				
a 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
Total				4,639,500
			► 3a	

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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 VERNON 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 NEW YORK, NY 10016	NONE		CHARITABLE	120,000
NEIGHBORHOOD MUSIC SCHOOL 358 S BOYLE AVE LOS ANGELES, CA 90033	NONE		CHARITABLE	10,000
NEW ROADS HIGH SCHOOL 3131 OLYMPIC BLVD 202 SANTA MONICA, CA 90404	NONE		CHARITABLE	2,500
Total			► 3a	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)				
a Paid during the year				
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
Total				4,639,500
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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 WOLYMPIC BLVD LOS ANGELES, CA 90015	NONE		CHARITABLE	25,000
THE HARLEM SCHOOL OF THE ARTS 645 ST NICHOLAS AVE NEW YORK, 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 NEW YORK, 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
Total				4,639,500
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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
Total			► 3a	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 000000000000	0	0		
OFFICE EQUIPMENT	2004-11-03	2,583	2,583	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2004-11-15	2,834	2,834	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2006-03-03	1,211	1,211	200DB	5 000000000000	0	0		
OFFICE EQUIPMENT	2013-05-31	2,112	211	200DB	5 000000000000	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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
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 AIF ORD 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

Schedule of Contributors

2014

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

Name of the organization
THE HERB ALPERT FOUNDATION

Employer identification number

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE HERB ALPERT FOUNDATION	Employer identification number 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
1	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)
2	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)
3	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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE HERB ALPERT FOUNDATION

Employer identification number

95-4191227

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
	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
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

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
1	8274 SHARES OF TIME WARNER AT \$133.71 PER SHARE	\$ 1,106,317	2014-01-06
1	9000 SHARES OF AKAMAI TECH AT \$56.44 PER SHARE	\$ 507,960	2014-04-03
1	9300 SHARES OF AKAMAI TECH AT \$54.53 PER SHARE	\$ 507,129	2014-05-01
1	2200 SHARES OF AKAMAI TECH AT \$55.09 PER SHARE	\$ 121,198	2014-06-03
1	5000 SHARES OF AKAMAI TECH AT \$61.06 PER SHARE	\$ 305,300	2014-06-30
1	10098 SHARES OF PANDORA MEDIA AT \$29.50 PER SHARE	\$ 297,891	2014-06-30
1	1700 SHARES OF AKAMAI TECH AT \$60.70 PER SHARE	\$ 103,190	2014-08-18
1	5000 SHARES OF AKAMAI TECH AT \$61.82 PER SHARE	\$ 309,100	2014-09-08
1	6700 SHARES OF AKAMAI TECH AT \$58.24 PER SHARE	\$ 390,208	2014-10-01
1	8400 SHARE OF AKAMAI TECH AT \$59.02 PER SHARE	\$ 495,768	2014-11-05

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>	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>