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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation CARL & ROBERTA DEUTSCH FOUNDATION		A Employer identification number 95-4610378
Number and street (or P O box number if mail is not delivered to street address) 2444 WILSHIRE BLVD.	Room/suite 600	B Telephone number (310) 453-0055
City or town, state or province, country, and ZIP or foreign postal code SANTA MONICA, CA 90403		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 126,278,261.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B interest on savings and temporary cash investments		525.	525.		STATEMENT 1
4 Dividends and interest from securities		4,103,135.	4,103,135.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,990,215.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			7,975,753.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income			1,032,379.		
12 Total. Add lines 1 through 11		10,093,875.	13,111,792.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		202,391.	0.		202,391.
15 Pension plans, employee benefits		22,517.	0.		22,517.
16a Legal fees STMT 3		1,242.	0.		1,242.
b Accounting fees STMT 4		99,590.	0.		99,590.
c Other professional fees STMT 5		886,331.	596,674.		289,657.
17 Interest					
18 Taxes STMT 6		41,091.	17,782.		0.
19 Depreciation and depletion		3,504.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		20,541.	0.		20,541.
22 Printing and publications					
23 Other expenses STMT 7		47,743.	360,243.		47,743.
24 Total operating and administrative expenses. Add lines 13 through 23		1,324,950.	974,699.		683,681.
25 Contributions, gifts, grants paid		5,784,259.			5,784,259.
26 Total expenses and disbursements. Add lines 24 and 25		7,109,209.	974,699.		6,467,940.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,984,666.			
b Net investment income (if negative, enter -0-)			12,137,093.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	32,766.	153,096.	153,096.	
	3 Accounts receivable ▶ 59,520.				
	Less: allowance for doubtful accounts ▶	6,115.	59,520.	59,520.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other	STMT 8	125,527,735.	126,065,645.	126,065,645.	
14 Land, buildings, and equipment basis ▶	176,689.				
Less: accumulated depreciation ▶	STMT 9 ▶ 176,689.	3,504.	0.	0.	
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		125,570,120.	126,278,261.	126,278,261.	
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				
	22 Other liabilities (describe ▶ STATEMENT 10)		442,621.	404,957.	
23 Total liabilities (add lines 17 through 22)		442,621.	404,957.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒				
	24 Unrestricted		125,127,499.	125,873,304.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		125,127,499.	125,873,304.		
31 Total liabilities and net assets/fund balances		125,570,120.	126,278,261.		

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)	1 125,127,499.
2 Enter amount from Part I, line 27a	2 2,984,666.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 128,112,165.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN (LOSS)	5 2,238,861.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 125,873,304.

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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 CAPITAL GAINS FROM PARTNERSHIPS	P		
b CAPITAL GAINS FROM PUBLICLY TRADED SECURITIES	P		
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			1,985,538.
b	0.		5,990,215.
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			1,985,538.
b			5,990,215.
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	7,975,753.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	6,100,199.	117,023,948.	.052128
2012	5,523,533.	107,193,438.	.051529
2011	4,980,830.	110,498,859.	.045076
2010	4,010,287.	101,367,706.	.039562
2009	3,789,848.	87,289,483.	.043417

2 Total of line 1, column (d)	2	.231712
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	.046342
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	126,197,861.
5 Multiply line 4 by line 3	5	5,848,261.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	121,371.
7 Add lines 5 and 6	7	5,969,632.
8 Enter qualifying distributions from Part XII, line 4	8	6,467,940.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	121,371.
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	121,371.
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	121,371.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	100,557.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	150,557.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1,098.	
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 O.R. OVERPAYMENT	10	28,088.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	28,088.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WILLIAM HOLLER Telephone no. (310) 453-0055 Located at 2444 WILSHIRE BLVD., SUITE 600, SANTA MONICA, CA ZIP+4 90403			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years N/A	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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.

(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
CARL DEUTSCH	PRESIDENT			
2444 WILSHIRE BLVD., SUITE 600				
SANTA MONICA, CA 90403	1.00	0.	0.	0.
WILLIAM E. HOLLER	VP/SEC/TREAS			
2444 WILSHIRE BLVD., SUITE 600				
SANTA MONICIA, CA 90403	1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]**Total** number of others receiving over \$50,000 for professional services

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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	128,075,192.
b	Average of monthly cash balances	1b	44,464.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	128,119,656.
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	128,119,656.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,921,795.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	126,197,861.
6	Minimum investment return. Enter 5% of line 5	6	6,309,893.

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	6,309,893.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	121,371.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	121,371.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,188,522.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,188,522.
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	6,188,522.

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	6,467,940.
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	6,467,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	121,371.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,346,569.

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				6,188,522.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			4,800,953.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 6,467,940.				
a Applied to 2013, but not more than line 2a			4,800,953.	
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				1,666,987.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				4,521,535.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

- 1 a** 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** 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.

- 3** Subtract line 2d from line 2
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 foundation 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).)

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- 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.

NONE

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

- 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
24TH STREET THEATRE COMPANY 1117 W 24TH ST LOS ANGELES, CA 90007	NONE	PC	WELFARE	40,000.
ADVANCEMENT PROJECT 1545 WILSHIRE BLVD #800 LOS ANGELES, CA 90017	NONE	PC	WELFARE	5,000.
ALLIANCE FOR CHILDREN'S RIGHT, THE 3333 WILSHIRE BLVD #550 LOS ANGELES, CA 90010	NONE	PC	EDUCATION	95,000.
ASIAN PACIFIC COMMUNITY FUND OF SO CA 1145 WILSHIRE BLVD SUITE 105 LOS ANGELES, CA 90017	NONE	PC	WELFARE	500.
ASSISTANCE LEAGUE OF PALM SPRINGS AREA P O BOX 3056 RANCHO MIRAGE, CA 92270	NONE	PC	SOCIAL SERVICES	10,000.
Total	SEE CONTINUATION SHEET(S)			5,784,259.
b Approved for future payment				
NONE				
Total				0.

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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

JOAN S. MCMAHON

Joan Insrahe

1/27/16

P00966494

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶ 86-1065772

Firm's address ► 555 MISSION STREET
SAN FRANCISCO, CA 94105

Phone no. (415) 783-4000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1370 NORTH SAINT ANDREWS PLACE LOS ANGELES, CA 90028	NONE	PC	SOCIAL SERVICES	1,000.
AUDUBON SOCIETY OF PORTLAND 5151 NW CORNELL RD PORTLAND, OR 97210	NONE	PC	ENVIRONMENTAL PROTECTION	10,000.
BEAUTY BUS FOUNDATION 2716 OCEAN PARK BLVD SUITE 1062 SANTA MONICA, CA 90405	NONE	PC	HUMAN SERVICES	25,000.
BEYOND TOXICS PO BOX 1106 EUGENE, OR 97440	NONE	PC	ENVIRONMENTAL PROTECTION	2,000.
BRIDGE MEADOWS 8502 N WAYLAND AVE PORTLAND, OR 97203	NONE	PC	WELFARE	2,000.
BRIGHT PROSPECT SCHOLAR SUPPORT 1460 EAST HOLT AVENUE POMONA, CA 91767	NONE	PC	YOUTH DEVELOPMENT	110,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST. STE 400 LOS ANGELES, CA 90012	NONE	PC	COMMUNITY IMPROVEMENT	30,000.
CALIFORNIA WILDLIFE CENTER P O BOX 2022 MALIBU, CA 90265	NONE	PC	WELFARE	10,000.
CALIFORNIA HOSPITAL MEDICAL CTR 26520 CACTUS AVE MORENO VALLEY, CA 92555	NONE	PC	MEDICAL	85,000.
CASA OF LOS ANGELES 201 CENTRE PLAZA DR, ROOM 1100 MONTEREY PARK, CA 91754	NONE	PC	HUMAN SERVICES	125,000.
Total from continuation sheets				5,633,759.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CATHOLIC CHARITIES OF LOS ANGELES 1531 JAMES M WOOD BLVD. LOS ANGELES, CA 90015	NONE	PC	HUMAN SERVICES	60,000.
CENTER FOR FOOD SAFETY 660 PENNSYLVANIA AVE SE, STE 302 WASHINGTON, DC 20003	NONE	PC	HUMAN SERVICES	2,500.
CENTER FOR THE PACIFIC ASIAN FAMILY 543 N. FAIRFAX AVE LOS ANGELES, CA 90036	NONE	PC	HUMAN SERVICES	2,000.
CENTER FOR STUDY OF RESPONSIVE LAW PO BOX 19367 WASHINGTON, DC 20036	NONE	PC	CONSUMER PROTECTION AND SAFETY	5,000.
CHILD WELFARE INITIATIVE 5757 WILSHIRE BLVD STE 448 LOS ANGELES, CA 90036	NONE	PC	WELFARE	40,000.
CHILDREN YOUTH & FAMILY COLLABORATIVE 1200 W 37TH PLACE LOS ANGELES, CA 90007	NONE	PC	YOUTH DEVELOPMENT	75,000.
CHILDREN'S BUREAU 1575 DR MARTIN LUTHER KING JR ST INDIANAPOLIS, IN 46202	NONE	PC	HUMAN SERVICES	100,000.
CHILDREN'S BURN FOUNDATION, THE 5000 VAN NUYS BLVD, SUITE 450 SHERMAN OAKS, CA 91403	NONE	PC	HUMAN SERVICES	15,000.
CHRYSALIS CENTER, THE 522 S MAIN ST LOS ANGELES, CA 90013	NONE	PC	HUMAN SERVICES	85,000.
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE	PC	HEALTH	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION FOR RESPONSIBLE COMMUNITY 3101 S GRAND AVE LOS ANGELES, CA 90007	NONE	PC	WELFARE	90,000.
COMMUNITY PARTNERS 1000 N ALAMEDA ST #240 LOS ANGELES, CA 90012	NONE	PC	WELFARE	130,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	NONE	PC	WELFARE	25,000.
ECUMENICAL COUNCIL OF PASADENA AREA CHURCHES PO BOX 41125 PASADENA, CA 91114	NONE	PC	HUMAN SERVICES	10,000.
EL CENTRITO FAMILY LEARNING CENTERS PO BOX 1613 OXNARD, CA 93032	NONE	PC	WELFARE	25,000.
ESPERANZA COMMUNITY HOUSING CORP 2337 S. FIGUEROA STREET LOS ANGELES, CA 90007	NONE	PC	SOCIAL SERVICES	5,079.
ETM-LA, INC 847 N. HOLLYWOOD WAY, #206 BURBANK, CA 91505	NONE	PC	SOCIAL SERVICES	37,000.
EVERYCHILD FOUNDATION P O BOX 1808 PACIFIC PALISADES, CA 90272	NONE	PC	EDUCATION	10,000.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY, CA 90232	NONE	PC	WELFARE	40,000.
EXOTIC BIRD RESCUE PO BOX 14863 PORTLAND, OR 97293	NONE	PC	ANIMAL SERVICES	600.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILIES FORWARD 8 THOMAS IRVINE, CA 92618	NONE	PC	HUMAN SERVICES	25,000.
FIRST PLACE FOR YOUTH 426 17TH STREET SUITE 100 OAKLAND, CA 94612	NONE	PC	SOCIAL SERVICES	30,000.
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BLVD SUITE 300 PASADENA, CA 91107	NONE	PC	CRISIS INTERVENTION	50,000.
CAFE FOUNDATION INC. 4409 HILLVIEW WAY ROHNERT PARK, CA 94928	NONE	PC	EDUCATION	6,000.
FREEDOM OF PRESS FOUNDATION 222 SUTTER ST. STE 600 SAN FRANCISCO, CA 94108	NONE	PC	HUMAN SERVICES	2,500.
FRIENDS OF CABRILLO MARINE AQUARIUM 3720 STEPHEN WHITE WAY SAN PEDRO, CA 90731	NONE	PC	WELFARE	10,000.
FRIENDS OF MALIBU URGENT CARE PO BOX 6836 MALIBU, CA 90264	NONE	PC	GENERAL AND REHABILITATIVE	10,000.
GABRIELLA FOUNDATION, THE 639 S. COMMONWEALTH AVE., SUITE B LOS ANGELES, CA 90005	NONE	PC	YOUTH DEVELOPMENT	105,000.
GOOD SHEPARD SHELTER 2561 VENICE BLVD LOS ANGELES, CA 90019	NONE	PC	HUMAN SERVICES	25,000.
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA 342 N SAN FERNANDO ROAD LOS ANGELES, CA 90031	NONE	PC	WELFARE	85,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARMONY PROJECT 817 VINE ST., STE 212 LOS ANGELES, CA 90038	NONE	PC	EDUCATION	45,000.
HARPS FOUNDATION 4200 DOVER ROAD RICHMOND, VA 23221	NONE	PC	WELFARE	22,000.
HATHAWAY-SYCAMORES CHILD & FAMILY SERVICE 210 S DELACEY AVE., #110 PASADENA, CA 91105	NONE	PC	SOCIAL SERVICES	105,000.
HEAL THE BAY 1444 NINTH STREET SANTA MONICA, CA 90401	NONE	PC	SOCIAL SERVICES	8,000.
HEALING REINS THERAPEUTIC RIDING CENTER PO BOX 5593 BEND, OR 97708	NONE	PC	GENERAL AND REHABILITATIVE	10,000.
HILLSIDES 940 AVENUE 64 PASADENA, CA 91105	NONE	PC	SOCIAL SERVICES	100,000.
HOBART SHAKESPEAREANS, THE 980 S HOBART BLVD LOS ANGELES, CA 90006	NONE	PC	HUMANITIES	4,000.
HOMEBOY INDUSTRIES 1916 E. FIRST STREET LOS ANGELES, CA 90033	NONE	PC	SOCIAL SERVICES	10,000.
IMAGINE LOS ANGELES 5455 WILSHIRE BLVD., SUITE 1001 LOS ANGELES, CA 90036	NONE	PC	HUMAN SERVICES	40,000.
IN DEFENSE OF ANIMALS 3010 KERNER BLVD. SAN RAFAEL, CA 94901	NONE	PC	ANIMAL WELFARE	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INNER CITY ARTS 720 KOHLER ST LOS ANGELES, CA 90021	NONE	PC	EDUCATION	50,000.
INSIDEOUT WRITE 5143 CASS AVENUE, STE 225 STATE HALL BLDG. WSU DETROIT, MI 48202	NONE	PC	EDUCATION	30,000.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BOULEVARD SANTA MONICA, CA 90404	NONE	PC	HEALTH	20,000.
JEWISH BIG BROTHERS/BIG SISTERS 6505 WILSHIRE BLVD., STE 600 LOS ANGELES, CA 90048	NONE	PC	HUMAN SERVICES	5,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD #715 LOS ANGELES, CA 90048	NONE	PC	SOCIAL SERVICES	5,000.
JEWISH HOMES FOR AGING OF GREAT WASHINGTON DC 12320 PARKLAWN DR. ROCKVILLE, MD 20852	NONE	PC	SOCIAL SERVICE	15,000.
JEWISH VOCATIONAL SERVICE 6505 WILSHIRE BLVD SUITE 200 LOS ANGELES, CA 90048	NONE	PC	EDUCATION	100,000.
JOHNSON CANCER CENTER FOUNDATION 8-950 FACTOR BUILDING BOX 951780 LOS ANGELES, CA 90095	NONE	PC	HEALTH	100,000.
JOVENES, INC. 1208 PLEASANT AVE. LOS ANGELES, CA 90033	NONE	PC	HUMAN SERVICES	90,000.
JUSTICE BY UNITING IN CREATIVE ENERGY 21200 KITTRIDGE ST, APT 1196 WOODLAND HILLS, CA 91303	NONE	PC	YOUTH DEVELOPMENT	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOREATOWN YOUTH AND COMMUNITY CENTER 3727 W. SIXTH STREET LOS ANGELES, CA 90020	NONE	PC	WELFARE	60,000.
KAYAMANAN NG LAHI PHILIPINE FOLK ART 1338 BRADDOCK DRIVE CULVER CITY, CA 90230	NONE	PC	WELFARE	500.
LATIN CENTER FOR PREVENTION & ACTION IN HEALTH & WELFARE 450 W. 4TH STREET #130 SANTA ANA, CA 92701	NONE	PC	HUMAN SERVICES	10,000.
LEARN TO BE FOUNDATION 1268 N. LAKEVIEW AVE., SUITE 201 ANAHEIM, CA 92807	NONE	PC	EDUCATIONAL SERVICES	5,000.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD. STE 700 LOS ANGELES, CA 90048	NONE	PC	WELFARE	500.
LONG BEACH DAY NURSERY 1548 CHESTNUT AVE LONG BEACH, CA 90813	NONE	PC	EDUCATIONAL	80,000.
LOS ANGELES CONSERVATION CORPS P O BOX 15868 LOS ANGELES, CA 90015	NONE	PC	WELFARE	35,000.
LOS ANGELES POLICE FOUNDATION 515 S. FLOWER ST., SUITE 1680 LOS ANGELES, CA 90071	NONE	PC	PUBLIC SAFETY	25,000.
LOS ANGELES YOUTH NETWORK 1754 TAFT STREET LOS ANGELES, CA 90028	NONE	PC	EARLY EDUCATION	150,000.
LUTHERAN SOCIAL SERVICE OF S.C. 2560 N. SANTIAGO BLVD ORANGE, CA 92867	NONE	PC	RELIGIOUS	17,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAR VISTA FAMILY CENTER 2075 SOUTH SLAUSON AVENUE CULVER CITY, CA 90230	NONE	PC	HEALTH	50,000.
MEDICINE FOR HUMANITY 22866 BECKLEDGE TERRACE MALIBU, CA 90265	NONE	PC	EDUCATION	4,800.
MOTHER'S CLUB FAMILY LEARNING CENTER 980 N FAIR OAKS AVE PASADENA, CA 91103	NONE	PC	SOCIAL SERVICE	55,000.
MUSIC CENTER 717 W. TEMPLE SUITE 400 LOS ANGELES, CA 90012	NONE	PC	HEALTH	15,000.
MY SISTER MY FRIEND BREAST CANCER SUPPORT 4000 LONG BEACH BLVD., STE 214 LONG BEACH, CA 90807	NONE	PC	HUMAN SERVICES	5,000.
NAMI-WESTSIDE LA 941 WEST WOOD BLVD LOS ANGELES, CA 90024	NONE	PC	MENTAL HEALTH	16,000.
NATURE BRIDGE 11741 WHEATFIELD LOOP HUDSON, FL 34667	NONE	PC	SOCIAL SERVICE	7,000.
NEIGHBORHOOD YOUTH ASSOCIATION, INC. 1016 PLEASANTVIEW AVENUE VENICE, CA 90291	NONE	PC	WELFARE	55,000.
NEW DIRECTIONS INC 11303 WILSHIRE BLVD BLDG 116 LOS ANGELES, CA 90073	NONE	PC	WELFARE	75,000.
OLD TOWN ARTISAN STUDIO 78-100 MAIN STREET #104 LA QUINTA, CA 92253	NONE	PC	EDUCATION	13,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ONE VOICE 1228 15TH ST., STE C SANTA MONICA, CA 90404	NONE	PC	HUMAN SERVICES	70,000.
OPERATION JUMP START 3515 LINDEN AVE LONG BEACH, CA 90807	NONE	PC	EDUCATION	35,000.
OREGON ENVIRONMENTAL COUNCIL 222 NW DAVIS #309 PORTLAND, OR 97209	NONE	PC	SOCIAL SERVICE	2,000.
OREGON SYMPHONY ASSOCIATES 921 SW WASHINGTON ST., SUITE 200 PORTLAND, OR 97205	NONE	PC	ARTS	5,000.
ORLO FOUNDATION, THE 810 SE BELMONT 5 PORTLAND, OR 97214	NONE	PC	ENVIRONMENTAL	2,500.
P.S. ARTS 1728 ABBOT KINNEY BOULEVARD SUITE 101 VENICE, CA 90291	NONE	PC	SOCIAL SERVICE	50,000.
PACIFIC CLINICS 800 S SANTA ANITA AVE ARCADIA, CA 91006	NONE	PC	WELFARE	100,000.
PACIFIC LEGAL FOUNDATION 555 CAPITAL MALL SUITE 350 SACRAMENTO, CA 95814	NONE	PC	EDUCATION	50,000.
PEOPLE ASSISTING THE HOMELESS 340 NORTH MADISON AVENUE LOS ANGELES, CA 90004	NONE	PC	WELFARE	50,000.
PORTLAND PIANO INTERNATIONAL PO BOX 6469 PORTLAND, OR 97228	NONE	PC	SOCIAL SERVICE	2,500.
Total from continuation sheets				

Part XV .Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
PROFESSIONAL DANCER SOCIETY, THE P O BOX 15605 BEVERLY HILLS, CA 90209	NONE	PC	WELFARE	11,800.
PROJECT MOTIVATE, INC. PO BOX FN GARDEN GROVE, CA 92842	NONE	PC	YOUTH DEVELOPMENT	5,000.
PUBLIC COUNSEL 610 SOUTH ARDMORE AVE LOS ANGELES, CA 90005	NONE	PC	HEALTH	100,000.
RAPE FOUNDATION, THE 1223 WILSHIRE BLVD., NO. 410 SANTA MONICA, CA 90403	NONE	PC	SOCIAL WELFARE	135,000.
REDF 221 MAIN STREET, SUITE 1550 SAN FRANCISCO, CA 94105	NONE	PC	HUMAN SERVICES	50,000.
RYMAN-CARROLL FOUNDATION 315 WEST NINTH STREET, SUITE 806 LOS ANGELES, CA 90015	NONE	PC	EDUCATION	50,000.
SALVATION ARMY, THE 906 SOUTH FRANCISCO STREET LOS ANGELES, CA 90071	NONE	PC	SOCIAL WELFARE	100,000.
SHARE, INC. P.O. BOX 1342 BEVERLY HILLS, CA 90213	NONE	PC	EDUCATION	60,000.
SOPHIA T SALVIN SCHOOL 1925 BUDLONG AVENUE LOS ANGELES, CA 90007	NONE	PC	EDUCATION	35,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET SUITE 230 LOS ANGELES, CA 90012	NONE	PC	SOCIAL WELFARE	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVENUE PASADENA, CA 91105	NONE	PC	COMMUNICATION	43,750.
ST. ANNE'S MATERNITY HOME 155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE	PC	WELFARE	150,000.
STEINWAY SOCIETY OF RIVERSIDE COUNTY PO BOX 3015 RANCHO MIRAGE, CA 92270	NONE	PC	EDUCATIONAL	8,000.
STREET POETS 2116 ARLINGTON AVE STE 310 LOS ANGELES, CA 90018	NONE	PC	WELFARE	35,000.
STEP UP ON SECOND STREET, INC. 1328 SECOND STREET SANTA MONICA, CA 90401	NONE	PC	MEDICAL	75,000.
SOUTH CENTRAL L.A. MINISTRY PROJECT 892 E. 48TH ST. LOS ANGELES, CA 90011	NONE	PC	SOCIAL SERVICE	40,000.
UC REGENTS 10945 LA CONTE AVE #3132 LOS ANGELES, CA 90095	NONE	PC	EDUCATION	592,230.
UCLA FOUNDATION PO BOX 951784 LOS ANGELES, CA 90096	NONE	PC	HEALTH	145,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD. SUITE 1955 LOS ANGELES, CA 90017	NONE	PC	SOCIAL SERVICE	100,000.
UNITED STATES VETERANS INITIATIVE 800 W. 6TH STREET LOS ANGELES, CA 90017	NONE	PC	WELFARE	100,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY INC. 1150 S. OLIVE STREET, T500 LOS ANGELES, CA 90015	NONE	PC	HUMAN SERVICES	75,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PARKWAY STE 160 LOS ANGELES, CA 90014	NONE	PC	EDUCATION	60,000.
UNUSUAL SUSPECTS THEATRE COMPANY 617 S. OLIVE STREET, SUITE 812 LOS ANGELES, CA 90014	NONE	PC	HEALTH	45,000.
US CHINESE ARTIST ASSOCIATES 11 CHESTER IRVINE, CA 92603	NONE	PC	ARTS	2,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	PC	MEDICAL	100,000.
WESTON A. PRICE FOUNDATION 4200 WISCONSIN AVE, NW WASHINGTON, DC 20016	NONE	PC	NUTRITION	2,000.
WESIDE INFANT-FAMILY NETWORK 5721 W SLAUSON AVE., STE 200 CULVER CITY, CA 90230	NONE	PC	MENTAL HEALTH	95,000.
WILDWOOD SCHOOL 12201 WASHINGTON PLACE LOS ANGELES, CA 90066	NONE	PC	EDUCATION	10,000.
WOODEN FLOOR FOR YOUTH MOVEMENT 1810 N. MAIN STREET SANTA ANA, CA 92706	NONE	PC	SOCIAL WELFARE	75,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	525.	525.	
TOTAL TO PART I, LINE 3	525.	525.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	4,103,135.	0.	4,103,135.	4,103,135.	
TO PART I, LINE 4	4,103,135.	0.	4,103,135.	4,103,135.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,242.	0.		1,242.
TO FM 990-PF, PG 1, LN 16A	1,242.	0.		1,242.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	99,590.	0.		99,590.
TO FORM 990-PF, PG 1, LN 16B	99,590.	0.		99,590.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	180,000.	0.		180,000.
OTHER PROFESSIONAL FEES	109,657.	0.		109,657.
INVESTMENT EXPENSE	596,674.	596,674.		0.
TO FORM 990-PF, PG 1, LN 16C	886,331.	596,674.		289,657.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PROVISION	41,091.	0.		0.
FOREIGN TAXES	0.	17,782.		0.
TO FORM 990-PF, PG 1, LN 18	41,091.	17,782.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE & COURIER	3,504.	0.		3,504.
INSURANCE	12,643.	0.		12,643.
OFFICE SUPPLIES	6,125.	0.		6,125.
CHECKING ACCOUNT FEES	683.	0.		683.
PAYROLL PREP FEE	1,297.	0.		1,297.
FILING FEE	20.	0.		20.
PARKING	12,383.	0.		12,383.
TELEPHONE	8,960.	0.		8,960.
OFFICE PLANTS	1,883.	0.		1,883.
BANK FEES	245.	0.		245.
PARTNERSHIP EXPENSES	0.	360,243.		0.
TO FORM 990-PF, PG 1, LN 23	47,743.	360,243.		47,743.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	90,268,284.	90,268,284.
FUND OF FUNDS	FMV	19,425,797.	19,425,797.
PRIVATE EQUITY	FMV	16,371,564.	16,371,564.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,065,645.	126,065,645.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	176,689.	176,689.	0.
TOTAL TO FM 990-PF, PART II, LN 14	176,689.	176,689.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILTY	442,621.	404,957.
TOTAL TO FORM 990-PF, PART II, LINE 22	442,621.	404,957.

GENERAL EXPLANATION

STATEMENT 11

FORM/LINE IDENTIFIER

PART VII-B, QUESTION 1(A)(3)

EXPLANATION:

AELD, INC., A RELATED PARTY TO THE FOUNDATION, DONATED OFFICE SPACE AND ADMINISTRATIVE SERVICES IN THE AMOUNT OF \$82,957 TO THE CARL & ROBERTA DEUTSCH FOUNDATION DURING 2014 AT NO CHARGE. THIS IS AN EXCEPTED ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(C).

GENERAL EXPLANATION

STATEMENT 12

FORM/LINE IDENTIFIER

TANGIBLE PROPERTY REGULATIONS:

EXPLANATION:

PURSUANT TO THE SMALL BUSINESS EXCEPTION UNDER SECTION 10.11(6)(B)(III) OF REV. PROC. 2015-20, THE TAXPAYER IS CHANGING TO ADOPT THE FINAL TANGIBLE PROPERTY REGULATIONS PROSPECTIVELY WITH ITS TAX YEAR BEGINNING JANUARY 1, 2014, AND WITHOUT FILING A FORM 3115.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

TAXPAYER IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER TREAS. REG. 1.263(A)-1(F) FOR ALL ELIGIBLE AMOUNTS PAID OR INCURRED DURING THE TAXABLE YEAR.

SECTION 1.263(A)-3(N) CAPITALIZATION ELECTION

TAXPAYER HEREBY ELECTS TO CAPITALIZE REPAIR AND MAINTENANCE COSTS UNDER TREAS. REG. 1.263(A)-3(N). THE COSTS WERE INCURRED DURING THE TAXABLE YEAR IN THE ELECTING TAXPAYER'S TRADE OR BUSINESS AND THE ELECTING TAXPAYER TREATS SUCH COSTS AS CAPITAL EXPENDITURES ON ITS BOOKS AND RECORDS.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER

FORM 990-PF PAGE 1 ITEM G:

EXPLANATION:

THE RETURN IS HEREBY AMENDED TO REVISE STATEMENT 14 FOR
ADDITIONAL INFORMATION.

GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER

PART VII-B, QUESTION 1(A)(4):

EXPLANATION:

DURING THE 2014 TAX YEAR, THE FOUNDATION PAID COMPENSATION IN THE AMOUNT OF \$180,000 TO JANIS MINTON CONSULTING, INC. ("JMC"), A CORPORATION THAT IS WHOLLY OWNED BY ONE OF THE FOUNDATION'S DIRECTORS, JANIS MINTON. JMC PROVIDED (AND CONTINUES TO PROVIDE) SUBSTANTIAL CORE WORK FUNCTIONS FOR THE FOUNDATION, WHICH INCLUDE BUT ARE NOT LIMITED TO, GENERAL FOUNDATION LEADERSHIP AND MANAGEMENT DUTIES, OVERSIGHT AND MANAGEMENT OF THE FOUNDATION'S GRANTMAKING AND OPERATIONAL PLAN, FOUNDATION ADMINISTRATION, PROGRAM MANAGEMENT, BOARD OF DIRECTOR SUPPORT (INCLUDING MEETING FACILITATION), WORKING WITH LEGAL AND OTHER ADVISORS, AND PROVIDING TRAINING AND EDUCATION TO ADVISORY BOARD MEMBERS. JMC IS ADDITIONALLY RESPONSIBLE FOR PROGRAMMATIC ACTIVITIES THAT INCLUDE CREATING GRANT SYSTEMS, CONDUCTING DUE DILIGENCE, AND PROVIDING STRATEGIC DIRECTION.

UPON ADVICE OF COUNSEL, THE FOUNDATION'S BOARD OF DIRECTORS (THE "BOARD") HAS DETERMINED THAT THE PAYMENTS TO JMC ARE PROPERLY CLASSIFIED AS PAYMENTS TO A DISQUALIFIED PERSON FOR PERSONAL SERVICES WITHIN THE MEANING OF TREAS. REG. 53.4941(D)-3(C) AND THEREFORE QUALIFY FOR THE EXCEPTION TO SELF-DEALING SET FORTH IN IRC 4941(D)(2)(E). JMC'S SERVICES ARE REASONABLE AND NECESSARY TO CARRY OUT THE FOUNDATION'S EXEMPT PURPOSES. THE FOUNDATION HAS OBTAINED A COMPENSATION STUDY FOR THE RELEVANT PERIOD THAT CONFIRMS THAT THE LEVEL OF COMPENSATION TO JMC IS WELL BELOW MARKET RATE FOR THE EXTENT OF

SERVICES PROVIDED, AND IS THEREFORE REASONABLE AND NOT EXCESSIVE.

PURSUANT TO CAL. CORP. CODE 5233, THE BOARD HAS CONCLUDED THAT (1) THE FOUNDATION HIRED JMC FOR ITS OWN BENEFIT (I.E., IT WAS NOT PRESSURED TO DO SO BY JANIS MINTON OR ANY OTHER INDIVIDUAL OR ENTITY); (2) THE HIRING OF JMC WAS FAIR AND REASONABLE TO THE FOUNDATION AT THE TIME THE FOUNDATION HIRED JMC (THIS IS EVIDENCED BY THE EXTENT OF SERVICES PROVIDED BY JMC FOR BELOW MARKET RATES); (3) THE BOARD ACKNOWLEDGES THAT IT DID NOT HOLD AN OFFICIAL MEETING UPON WHICH IT DISCLOSED ALL MATERIAL FACTS AND HELD A VOTE OF THE DISINTERESTED BOARD MEMBERS, HOWEVER, THE BOARD BELIEVES THAT THE COMPENSATION STUDIES IT OBTAINED FOR 2008, 2011, AND 2015 (WHICH 2015 STUDY ANALYZES THE COMPENSATION LEVEL FOR THE 2014 TAX YEAR), ILLUSTRATE THE BOARD'S GOOD FAITH DETERMINATION TO HIRE AND CONTINUE TO RETAIN JMC DUE TO THE REASONABLENESS OF THE RATE OF COMPENSATION FOR THE BREADTH OF SERVICES PERFORMED; AND (4) THE BOARD COULD NOT HAVE OBTAINED A MORE ADVANTAGEOUS ARRANGEMENT DUE TO THE FACTS THAT (I) JMC'S RATE OF COMPENSATION IS BELOW MARKET RATE FOR SIMILAR SERVICES PROVIDED BY SIMILAR ORGANIZATIONS, AND (II) JANIS MINTON HAS BEEN ASSOCIATED WITH THE FOUNDATION SINCE ITS INCEPTION AND THEREFORE HER HISTORICAL CONNECTION TO THE FOUNDATION IS ADVANTAGEOUS FOR THE FOUNDATION AND COULD NOT BE REPLICATED WITHOUT SIGNIFICANT EFFORT AND TIME, WHICH WOULD NOT BE ADVANTAGEOUS TO THE FOUNDATION. THE BOARD HAS PROVIDED FULL RETROACTIVE DISCLOSURE TO THE OFFICE OF THE CALIFORNIA ATTORNEY GENERAL.

CONSISTENT WITH SUCH RETROACTIVE DISCLOSURE TO THE CALIFORNIA ATTORNEY GENERAL, THE FOUNDATION IS REPORTING THAT JANIS MINTON JOINED THE FOUNDATION BOARD IN 2002. COMPENSATION WAS PAID TO JMC (OR ITS PREDECESSOR ENTITY) AS FOLLOWS: \$4,000 PER MONTH THROUGH APRIL 2002; \$5,000 PER MONTH FROM MAY 2002 TO DECEMBER 2004; \$6,000 PER MONTH FROM JANUARY 2005 TO DECEMBER 2006; \$100,000 PER YEAR FROM JANUARY 2007 TO APRIL 2008; \$150,000 PER YEAR FROM MAY 2008 TO MAY 2011; AND COMMENCING JUNE 2011, THE CURRENT COMPENSATION OF \$180,000 PER YEAR. BETWEEN 2002 AND 2013 THE FOUNDATION SHOULD HAVE REPORTED THE FINANCIAL COMPENSATION ON THE RRF-1 FOR THOSE YEARS.

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE FURNITURE	06/29/00	SL	7.00	17	176,689.			176,689.	173,185.		3,504.
	* TOTAL 990-PF PG 1					176,689.		0.	176,689.	173,185.	0.	3,504.
	DEPR											

428102
03-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction