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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 CARL E WYNN FOUNDATION		A Employer identification number 95-6136231
Number and street (or P O box number if mail is not delivered to street address) 444 SOUTH FLOWER ST NO 1700		Room/suite
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 900712901		
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"/> <input checked="" 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"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,559,304		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	782,766	782,766		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	783,202			
	b Gross sales price for all assets on line 6a 3,942,004				
	7 Capital gain net income (from Part IV, line 2)		783,202		
	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)				
	12 Total. Add lines 1 through 11	1,565,968	1,565,968		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	200,000	60,000		140,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,530	0		20,530
	c Other professional fees (attach schedule)	166,039	166,039		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	36,192	3,692		0
	19 Depreciation (attach schedule) and depletion	209	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	779	0		779
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,697	0		3,665
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	427,446	229,731		164,974
	25 Contributions, gifts, grants paid.	1,166,500			1,166,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,593,946	229,731		1,331,474
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-27,978			
	b Net investment income (if negative, enter -0-)		1,336,237		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		954,449	1,021,139	1,021,139
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)		1,506,976	894,990	888,912
b	Investments—corporate stock (attach schedule)		10,901,646	10,999,004	17,621,810
c	Investments—corporate bonds (attach schedule)		8,662,945	9,081,974	9,026,512
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►	1,172			
	Less accumulated depreciation (attach schedule) ►	241			
15	Other assets (describe ►)		0	931	931
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		22,026,016	21,998,038	28,559,304
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 ►)		0	0	
23	Total liabilities (add lines 17 through 22)		0	0	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		22,026,016	21,998,038	
28	Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
29	Retained earnings, accumulated income, endowment, or other funds		0	0	
30	Total net assets or fund balances (see instructions)		22,026,016	21,998,038	
31	Total liabilities and net assets/fund balances (see instructions)		22,026,016	21,998,038	

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	22,026,016
2	Enter amount from Part I, line 27a	2	-27,978
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	21,998,038
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	21,998,038

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAINS DIVIDENDS	P		
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	666,534		680,858	-14,324
b	3,014,777		2,477,944	536,833
c	260,693			260,693
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-14,324
b				536,833
c				260,693
d				
e				
2	Capital gain net income or (net capital loss)	<i>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</i>	2	783,202
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<i>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</i>	3	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,265,710	26,893,970	0 047063
2012	1,269,597	25,543,053	0 049704
2011	1,203,614	25,582,838	0 047048
2010	1,148,174	24,612,709	0 046650
2009	1,366,438	23,044,609	0 059295
2 Total of line 1, column (d).			2 0 249760
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 049952
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 28,090,908
5 Multiply line 4 by line 3.			5 1,403,197
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 13,362
7 Add lines 5 and 6.			7 1,416,559
8 Enter qualifying distributions from Part XII, line 4.			8 1,331,474

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	26,725
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	26,725
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	26,725
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	18,954
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	33,954
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11
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	7,218
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ► 7,218 Refunded ►	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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	

14 The books are in care of ► CARLE E WYNN FOUNDATION Telephone no ► (877) 686-9215
Located at ► 444 SO FLOWER ST SUITE 1700 LOS ANGELES CA ZIP +4 ► 900712901

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)	1b	1c	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))	2b			
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)				
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	3b			
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).	4a		No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b		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?				

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i> <input type="checkbox"/> Yes <input type="checkbox"/> No		
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
NONE				
Total number of other employees paid over \$50,000.				0

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

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

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

3

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

1

1

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	27,369,483
b	Average of monthly cash balances.	1b	1,149,205
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,518,688
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	28,518,688
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	427,780
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,090,908
6	Minimum investment return. Enter 5% of line 5.	6	1,404,545

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	1,404,545
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	26,725
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	26,725
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,377,820
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,377,820
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	1,377,820

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,331,474
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,331,474
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,331,474
	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				1,377,820
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,166,061	
b Total for prior years 20____, 20____, 20____		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 ► \$ 1,331,474			1,166,061	
a Applied to 2013, but not more than line 2a				
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.			165,413	
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:				
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 instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				1,212,407
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)	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)

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. <input type="text"/>			
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))

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

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

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

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

WILLIAM R CHRISTIAN PRESIDENT CARL
444 SOUTH FLOWER ST SUITE 1700
LOS ANGELES, CA 900712901
(877) 686-9215

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

FULL APPLICATION SHOULD BE RECEIVED BETWEEN MAY 1-15

c Any submission deadlines

NONE

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

NONE

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	1,166,500
<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.					14	782,766
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property.						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory.					18	783,202
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		1,565,968	
13 Total. Add line 12, columns (b), (d), and (e).				13		1,565,968

Part VIT-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.

* * * * *

2015-07-27

* * * * *

Signature of officer or trustee

Date

Titl

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

Paid Preparer Use Only	Print/Type preparer's name RUDOLPH J FUCHS	Preparer's Signature	Date 2015-07-27	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00280153
	Firm's name ► TALLEY & COMPANY			Firm's EIN ► 33-0689542	
	Firm's address ► 600 CITY PARKWAY WEST 650 ORANGE, CA 92868			Phone no (714) 867-2200	

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
DOROTHY L FREY	SECRETARY-TREASURER/TRUSTEE 20 00	70,000	0	0
444 SOUTH FLOWER ST SUITE 1700 LOS ANGELES, CA 900712901				
WILLIAM CHRISTIAN	PRESIDENT/TRUSTEE 20 00	100,000	0	0
444 SOUTH FLOWER ST SUITE 1700 LOS ANGELES, CA 900712901				
BILLIE A FISCHER	VICE PRESIDENT/TRUSTEE 20 00	10,000	0	0
444 SOUTH FLOWER ST SUITE 1700 LOS ANGELES, CA 900712901				
MEL MASUDA	VICE PRES & ASST SECRETARY 20 00	10,000	0	0
444 SOUTH FLOWER ST SUITE 1700 LOS ANGELES, CA 900712901				
JAKI FISCHER	VICE PRESIDENT/TRUSTEE 20 00	10,000	0	0
444 SOUTH FLOWER ST SUITE 1700 LOS ANGELES, CA 900712901				

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 ACHIEVABLE FOUNDATION 5901 GREEN VALLEY CIRCLE SUITE 320 CULVER CITY, CA 90230			TO ADDRESS ACCESS TO HEALTHCARE SERVICES FOR INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES	2,000
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD SUITE 550 LOS ANGELES, CA 90010			TO PROTECT THE RIGHTS OF IMPOVERISHED, ABUSED AND NEGLECTED CHILDREN PROVIDING FREE LEGAL SERVICES	1,000
A PLACE CALLED HOME 2830 S CENTRAL AVE LOS ANGELES, CA 90011			PROVIDES AT-RISK TEENAGERS SERVICES FOR PRODUCTIVE LIFESTYLE	8,000
ALZHEIMER'S FAMILY SERVICES CENTER 9451 INDIANAPOLIS AVE HUNTINGTON BEACH, CA 92646			IMPROVE QUALITY OF LIFE FOR FAMILIES AFFECTED BY ALZHEIMER'S DISEASE	2,000
ANGELS CHARITY 2549-B EASTBLUFF DR 432 NEWPORT BEACH, CA 92660			ENHANCE THE PHYSICAL, EMOTIONAL AND SOCIAL DEVELOPMENT OF CHILDREN WITH SPECIAL NEEDS	5,000
ANIMALS RULE PLACEMENT FOUNDATION 305 N HARBOR BLVD SAN PEDRO, CA 90731			RESCUE STRAY, NEGLECTED, ABANDONED OR ABUSED DOGS	2,500
ARC OF SOUTHEAST LOS ANGELES COUNTY & ORANGE COUNTY 12049 WOODRUFF AVE DOWNEY, CA 90241			EMPLOYMENT CENTER FOR DEVELOPMENTALLY DISABLED	2,500
ARTHRITIS NATIONAL RESEARCH FOUNDATION 200 OCEANGATE SUITE 830 LONG BEACH, CA 90802			ARTHRITIS RESEARCH	1,000
ASELTINE SCHOOL 4027 NORMAL ST SAN DIEGO, CA 92103			ASSIST K-12 STUDENTS WITH EMOTIONAL DISTURBANCES AND LEARNING DISABILITIES	1,000
ASSISTANCE LEAGUE OF SANTA ANA 1037 W FIRST ST SANTA ANA, CA 92703			ADDRESSING NEEDS FOR K- 12 STUDENTS ENROLLED IN SANTA ANA UNIFIED SCHOOL DISTRICT	1,000
ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1360 N ST ANDREWS PLACE LOS ANGELES, CA 90028			PROVIDE ESSENTIAL SERVICES TO LOW AND MODERATE INCOME RESIDENTS OF SOUTHERN CALIFORNIA	1,000
AUTISM SPEAKS 6630 SAN VICENTE BLVD SUITE 402 LOS ANGELES, CA 90048			INCREASE AUTISM AWARENESS	20,000
AZUSA PACIFIC UNIVERSITY 701 FOOTHILL BLVD PO BOX 7000 AZUSA, CA 91702			MAINTENANCE OF THE CARL E WYNN SCIENCE CENTER	60,000
BET TZEDEK LEGAL SERVICES 3250 WILSHIRE BLVD 13TH FLOOR LOS ANGELES, CA 90010			LEGAL ASSISTANCE TO ALL ELIGIBLE NEEDY RESIDENTS THROUGHOUT LA	2,000
BIG BROTHERSBIG SISTERS OF ORANGE COUNTY 14131 YORBA ST 2ND FLOOR TUSTIN, CA 92780			PROGRAMS FOR AT-RISK CHILDREN	1,000
Total			► 3a	1,166,500

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				
BLANKETS FOR SOLDIERS 4614 MAYOR DR TORRANCE, CA 90505			SUPPORT & PROVIDE COMFORT TO MEMBERS OF ARMED FORCES BY PROVIDING FLEECE BLANKETS	5,000
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVE SANTA ANA, CA 92705			SERVICE TO THE BLIND	10,000
BOY SCOUTS OF AMERICA ORANGE COUNTY COUNCIL 1211 E DYER RD SANTA ANA, CA 92705			SCOUTING PROGRAMS AND SUPPORT FOR OUTDOOR EDUCATION CENTER	5,000
BOYS & GIRLS CLUB OF BUENA PARK INC 7758 KNOTT AVE BUENA PARK, CA 90620			PROGRAMS FOR AT-RISK CHILDREN	2,000
BOYS & GIRLS CLUB OF LOS ANGELES HARBOR 1200 S CABRILLO AVE SAN PEDRO, CA 90731			PROGRAMS FOR AT-RISK CHILDREN	20,000
BOYS AND GIRLS CLUB OF SANTA ANA 250 N GOLDEN CIRCLE 104 SANTA ANA, CA 92705			PROGRAMS FOR AT-RISK CHILDREN	1,000
BOYS AND GIRLS CLUB OF SANTA CLARITA VALLEY PO BOX 220639 SANTA CLARITA, CA 91322			PROGRAMS FOR AT-RISK CHILDREN	1,000
BOYS AND GIRLS CLUB OF STANTON 11050 CEDAR ST STANTON, CA 90680			PROGRAMS FOR AT-RISK CHILDREN	1,000
BOYS AND GIRLS CLUB OF THE WEST VALLEY 7245 REMMET AVE CANOGA PARK, CA 91303			PROGRAMS FOR AT-RISK CHILDREN	1,000
BOYS REPUBLIC 1907 BOYS REPUBLIC DR CHINO HILLS, CA 91709			YOUTH PROGRAMS AND TRANSITIONAL HOUSING	2,000
BOYS TOWN CALIFORNIA INC 2223 E WELLINGTON AVE STE 350 SANTA ANA, CA 92701			PROGRAMS FOR FAMILIES IN ORANGE CO WHOSE CHILDREN ARE AT RISK OF BEING REMOVED FROM THEIR HOMES DUE TO ABUSE AND NEGLECT	1,000
BRINNEGER FOUNDATION 1301 EAST ROAD PO BOX 863 LA HABRA HEIGHTS, CA 90633			BROADENING THE BASE OF EDUCATION BACKGROUND AND CONCEPTS THROUGH SEMINAR PROGRAMS	30,000
BROTHERS' HELPERS INC 215 FOOTHILL BLVD LA CANADA, CA 91011			MEAL PREPARATION AND DELIVERY TO THE POOR IN DOWNTOWN LOS ANGELES	1,000
C5 YOUTH FOUNDATION OF SOUTHERN 1334 S CENTRAL AVE LOS ANGELES, CA 90021			PROGRAMS FOR AT-RISK CHILDREN	5,000
CALIFORNIA HIGHWAY PATROL 11-99 FOUNDATION 2244 N STATE COLLEGE BLVD FULLERTON, CA 92831			PROVIDES FINANCIAL ASSISTANCE TO FAMILIES OF OFFICERS KILLED OR INJURED IN THE LINE OF DUTY	1,000
Total			► 3a	1,166,500

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				
CAMP RONALD MCDONALD FOR GOOD TIMES 1250 LYMAN PI LOS ANGELES, CA 90029			PROVIDES FUN-FILLED, MEDICALLY SUPERVISED, COST-FREE YEAR-ROUND CAMP PROGRAMS FOR CANCER PATIENTS	1,000
CAMPBELL CENTER (FORMERLY GLENDALE ASSOC FOR THE RETARDED) 6512 SAN FERNANDO RD GLENDALE, CA 91201			PROGRAMS FOR DEVELOPMENTALLY DISABLED ADULTS	3,000
CANCER SUPPORT COMMUNITY 200 E DEL MAR BLVD 118 PASADENA, CA 91106			SUPPORT AND KNOWLEDGE FOR CANCER PATIENTS	15,000
CANINE COMPANIONS FOR INDEPENDENCE 2312 WESTWOOD BLVD LOS ANGELES, CA 90064			ENHANCES THE LIVES OF PEOPLE WITH DISABILITIES BY PROVIDING ASSISTANCE DOGS	1,000
CASA 1505 E 17TH ST SUITE 214 SANTA ANA, CA 92705			ADVOCATES FOR TROUBLED YOUTHS	10,000
CASA OF LOS ANGELES 201 CENTRE PLAZA DR ROOM 1100 MONTEREY PARK, CA 91754			MOBILIZE COMMUNITY VOLUNTEERS TO ADVOCATE FOR ABUSED AND NEGLECTED CHILDREN	10,000
CASA COLINA 255 E BONITA AVE PO BOX 6001 POMONA, CA 91769			REHABILITATION CENTER FOR THE PHYSICALLY DISABLED AND INJURED	4,000
CASA TERESA PO BOX 429 ORANGE, CA 92856			PROVIDE TEMPORARY HOME AND ONGOING SUPPORT FOR PREGNANT WOMEN 18 AND OVER WHO ARE HOMELESS	1,000
CENTER FOR ALASKAN COASTAL STUDIES 708 SMOKEY BAY WAY HOMER, AK 99603			CARLE WYNN NATURE CENTER WILDLIFE PROJECT IN ALASKA & SALARY SUPPLEMENT	128,000
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA ORANGE COUNTY DIVISION 50 S ANAHEIM BLVD SUITE 241 ANAHEIM, CA 92805			PREVENTION AND TREATMENT OF ABUSED CHILDREN	1,000
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BLVD SUITE 450 SHERMAN OAKS, CA 91403			TREAT CHILDREN WITH SEVERE BURNS	2,000
CHILDREN'S HOSPITAL FOUNDATION OF ORANGE COUNTY 1201 W LA VETA AVE ORANGE, CA 92868			PEDIATRIC MEDICAL PROGRAMS	25,000
CHILDREN'S MUSEUM AT LA HABRA 301 S EUCLID ST LA HABRA, CA 90631			ENCOURAGE ENTHUSIASM ABOUT LEARNING IN A HANDS-ON ENVIRONMENT	1,000
CHILDREN OF THE NIGHT 14530 SYLVAN ST VAN NUYS, CA 91411			HELP FOR CHILD PROSTITUTION	15,000
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD MAIL STOP 29 LOS ANGELES, CA 90027			PEDIATRIC MEDICAL PROGRAMS	15,000
Total				► 3a 1,166,500

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				
CHILDREN YOUTH & FAMILY COLLABORATIVE (CYFC) 1200 W 37TH PI LOS ANGELES, CA 90007			ADVANCE EDUCATION OF POST-EMANCIPATION OUTCOMES FROM FOSTER CARE	1,000
CITRUS VALLEY HEALTH FOUNDATION 1115 S SUNSET BLVD WEST COVINA, CA 91790			HOSPITAL PROGRAMS - DESIGNATED FOR WEST COVINA FACILITY	25,000
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017			CANCER RESEARCH	5,000
CLARE FOUNDATION 909 PICO BLVD SANTA MONICA, CA 90405			TREATMENT AND RECOVERY SERVICES FOR ALCOHOLISM AND SUBSTANCE ABUSE	1,000
COLLEGE SUMMIT 5601 W SLAUSON AVE SUITE 265 CULVER CITY, CA 90230			WORK WITH LOW INCOME HIGH SCHOOLS TO INCREASE ENROLLMENT	1,000
CONVALESCENT AID SOCIETY 3255 E FOOTHILL BLVD PASADENA, CA 91107			PROVIDES FREE LOAN OF MEDICAL EQUIPMENT	2,000
DAVID AND MARGARET YOUTH & FAMILY SERVICE 1350 THIRD ST LA VERNE, CA 91750			ABUSED AND BATTERED SHELTER	10,000
THE DISCOVERY EYE FOUNDATION 6222 WILSHIRE BLVD SUITE 260 LOS ANGELES, CA 90048			SUPPORT RESEARCH, EDUCATION AND ADVOCACY RELATED TO SIGHT-THREATENING EYE DISEASES	1,000
DOWNTOWN WOMEN'S CENTER 442 S SAN PEDRO ST LOS ANGELES, CA 90013			HOUSING AND MEALS FOR HOMELESS WOMEN	2,000
DOWN SYNDROME ASSOCIATION OF ORANGE COUNTY 1451 QUAIL ST SUITE 110 NEWPORT BEACH, CA 92626			EMPOWER INDIVIDUALS WITH DOWN SYNDROME	1,000
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BLVD CULVER CITY, CA 90232			PROVIDES SERVICES TO CHILDREN AND ADULTS WHO ARE CHALLENGED WITH DEVELOPMENTAL LEARNING	7,000
EXCEPTIONAL MINDS 13400 RIVERSIDE DR SUITE 211 SHERMAN OAKS, CA 91423			PROGRAM FOR AUTISTIC	1,000
FAMILIES FORWARD 8 THOMAS IRVINE, CA 92618			HOUSING AND SERVICES TO FAMILIES IN CRISIS	1,000
FAMILY SUPPORT NETWORK 1015 S PLACENTIA AVE FULLERTON, CA 92831			PROVIDES RESOURCES & SERVICES TO CHILDREN WITH SPECIAL NEEDS	1,000
FOOD BANK OF SOUTHERN CALIFORNIA 1444 SAN FRANCISCO AVE LONG BEACH, CA 90813			FOOD FOR THE POOR	5,000
Total			► 3a	1,166,500

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
a Paid during the year				
FOOD ON FOOT 9663 SANTA MONICA BLVD 743 BEVERLY HILLS, CA 90210			PROVIDES THE POOR AND HOMELESS OF LOS ANGELES WITH MEALS, CLOTHING, JOB OPPORTUNITIES & ASSISTANCE IN TRANSITION TO EMPLOYMENT	1,000
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BLVD SUITE 300 PASADENA, CA 91107			EMPOWER CHILDREN AND FAMILIES TO OVERCOME CHALLENGES AND ACHIEVE SUCCESS IN RELATIONSHIPS, SCHOOL, ETC	2,000
THE FOOTHILL PRESBYTERIAN HOSPITAL 250 S GRAND AVE GLEN DORA, CA 91741			HOSPITAL PROGRAMS	50,000
FOOTHILL UNITY CENTER 415 W CHESTNUT MONROVIA, CA 91016			FOOD DISTRIBUTION TO THE NEEDY AND HUNGRY	8,000
FOUNDATION FOR GLEN DORA UNIFIED SCHOOLS (GEF) 417 W FOOTHILL BLVD SUITE B324 GLEN DORA, CA 91741			FINANCIAL SUPPORT TO STUDENTS AND COORDINATION WITH CITRUS CHRISTMAS PROGRAM	3,000
FRESH START SURGICAL GIFTS 2011 PALOMAR RD SUITE 206 CARLSBAD, CA 92009			PROVIDES FREE RECONSTRUCTIVE SURGERIES & MEDICAL TREATMENTS TO DISADVANTAGED YOUTH WITH PHYSICAL DEFORMITIES	1,000
FRIENDS OF THE HOMER PUBLIC LIBRARY 500 HAZEL AVE HOMER, AK 99603			VOLUNTEER SUPPORT FOR LIBRARY PROGRAMS AND SERVICES	35,000
FRISTRERS 17971 SKY PARK CIRCLE SUITE B IRVINE, CA 92614			SUPPORT AND EDUCATION TO YOUNG MOMS AGE 13-25	1,000
THE FROSTIG CENTER 971 N ALTADENA DR PASADENA, CA 91107			RESEARCH RE CAUSES/EFFECTS OF LEARNING DISABILITIES	1,000
THE GIRLS AGAINST ABUSE FOUNDATION 41682 CROWN CANYON COURT MURRIETA, CA 92562			HELPS WOMEN AND YOUTH RECOVER FROM ABUSE AND MISTREATMENT	10,000
GIRL SCOUTS OF GREATER LOS ANGELES 801 S GRAND AVE SUITE 300 LOS ANGELES, CA 90017			AFTER SCHOOL ENRICHMENT PROGRAM FOR AT-RISK GIRLS	1,000
THE GIVING SPIRIT 11908 MONTANA AVE 205 LOS ANGELES, CA 90049			ASSEMBLY & DISTRIBUTION OF DUFFEL BAG & BACKPACK SURVIVAL KITS TO HOMELESS POPULATION	1,000
GLEN DORA PUBLIC LIBRARY FRIENDS FOUNDATION 140 S GLEN DORA AVE GLEN DORA, CA 91741			COMMUNITY LIBRARY	10,000
GOOD SHEPHERD SHELTER 2561 W VENICE BLVD LOS ANGELES, CA 90019			SERVING BATTERED WOMEN AND THEIR CHILDREN	5,000
GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD SYLMAR, CA 91342			PROVIDES GUIDE DOGS TO BLIND INDIVIDUALS 16 YRS OF AGE AND OLDER FREE OF CHARGE	3,500
Total				3a 1,166,500

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				
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS RD SAN RAFAEL, CA 94903			EMPOWERS LIVES OF THE BLIND	25,000
GUIDE DOGS OF THE DESERT PO BOX 1692 PALM SPRINGS, CA 92263			PROVIDES TRAINED GUIDE DOGS FOR THE BLIND	3,500
HARRIETT BUHAI CENTER FOR FAMILY LAW 3250 WILSHIRE BLVD SUITE 710 LOS ANGELES, CA 90010			FAMILY LAW ASSISTANCE TO LOW-INCOME FAMILIES IN LA COUNTY	2,000
HART COMMUNITY HOMES INC 208 N LEMON ST FULLERTON, CA 92832			ASSIST YOUTH IN EMANCIPATING OUT OF FOSTER CARE AND PROVIDE THEM WITH LIFE SKILLS	1,000
HEAR CENTER 301 E DEL MAR BLVD PASADENA, CA 91101			HELPS INDIVIDUALS WITH HEARING LOSS OR SPEECH AND LANGUAGE IMPAIRMENTS	1,000
HELP CO HNF (HEREDITARY NEUROTHERAPY FOUNDATION) 432 PARK AVE SOUTH - 4TH FLOOR NEW YORK, NY 10016			RESEARCH TO FIND A CURE FOR CMT, A DISEASE THAT AFFECTS THE PERIPHERAL NERVES CAUSING THE MUSCLES TO EVENTUALLY ATROPHY	15,000
HELPLINE YOUTH COUNSELING INC 12440 E FIRESTONE BLVD STE 1000 NORWALK, CA 90650			SERVICES TO YOUTH AND FAMILIES	1,000
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVE SUITE 350 NEWPORT BEACH, CA 92263			HOSPITAL PROGRAMS	10,000
HOMEWORK HOUSE PO BOX 0993 AZUSA, CA 91702			NEIGHBORHOOD BASED LEARNING CENTER IN AZUSA, CA FOR AT-RISK CHILDREN	2,000
HOMER SOCIETY OF NATURAL HISTORY INC PRATT MUSEUM 3779 BARTLETT ST HOMER, AK 99603			EDUCATIONAL PROGRAMS AND REMOTE CAMERA PROGRAM	35,000
HOPE HELPING OTHERS PREPARE FOR ETERNITY 11022 ACACIA PARKWAY SUITE C GARDEN GROVE, CA 92840			PROVIDES A MYRIAD OF SERVICES TO ABANDONED OR ABUSED WOMEN AND CHILDREN	1,000
HOUSE OF RUTH PO BOX 459 CLAREMONT, CA 91711			BATTERED WOMEN AND CHILDREN	1,000
HUNTINGTON HOSPITAL 100 W CALIFORNIA BLVD PASADENA, CA 91109			HOSPITAL PROGRAMS	5,000
INTERVENTION CENTER FOR EARLY CHILDHOOD 16269 LAGUNA CANYON RD IRVINE, CA 92618			AT-RISK CHILDREN'S PROGRAMS	1,000
JEWISH BIG BROTHERS & SISTERS 6505 WILSHIRE BLVD LOS ANGELES, CA 90048			PROGRAMS FOR AT-RISK CHILDREN	1,000
Total				► 3a 1,166,500

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
a Paid during the year				
JEWISH FAMILY & CHILDREN'S SERVICES 3801 E WILLOW ST LONG BEACH, CA 90815			SOCIAL SERVICES AND HEALTH PROGRAMS	1,000
JOHN TRACY CLINIC 806 W ADAMS BLVD LOS ANGELES, CA 90007			PROVIDES SERVICES TO CHILDREN WITH HEARING LOSS	1,000
JOHN WAYNE CANCER INSTITUTE AT ST JOHN'S HEALTH CENTER 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404			CANCER RESEARCH	1,000
JUMPSTART OF SOUTHERN CALIFORNIA 1625 WOLYMPIC SUITE 1050 LOS ANGELES, CA 90015			EARLY EDUCATION FOR PRE-SCHOOL CHILDREN	1,000
KIDSPACE CHILDREN'S MUSEUM 480 N ARROYO BLVD PASADENA, CA 91103			HANDS-ON SCIENCE, ART AND CULTURAL BASED PROGRAMS	2,000
KIPP LA PREP 4800 E CESAR CHAVEZ AVE LOS ANGELES, CA 90022			PREPARE LOW INCOME STUDENTS WITH SKILL, WORK HABITS AND TRAITS NECESSARY FOR SUCCESS IN SCHOOL	5,000
KOCE-TV 3080 BRISTOL ST 400 COSTA MESA, CA 92626			PUBLIC TELEVISION BROADCASTING	1,000
LA KITCHEN P O BOX 31345 LOS ANGELES, CA 90031			PROVIDES FOOD TO HOMELESS	1,000
LA GOAL 4911 OVERLAND BLVD CULVER CITY, CA 90230			EDUCATIONAL, VOCATIONAL, LIFE SKILLS, ARTS AND COUNSELING PROGRAMS	1,000
LAURA'S HOUSE 999 CORPORATE DR SUITE 225 LADERA RANCH, CA 92694			DOMESTIC VIOLENCE FOR CHILDREN	1,000
LAUREL HOUSE 1 HOPE DR TUSTIN, CA 92782			SUPPORT TEENS IN CRISIS	2,000
LEROY HAYNES CENTER 233 W BASELINE RD BOX 400 LA VERNE, CA 91750			HOME FOR ABUSED/AT-RISK CHILDREN	5,000
LIVING FREE P O BOX 5 MOUNTAIN CENTER, CA 92561			ANIMAL PROTECTION FOR UN-ADOPTED PETS	5,000
LONG BEACH BLAST 737 PINE AVE SUITE 201 LONG BEACH, CA 90813			ACADEMIC MENTORING PROGRAM	1,000
LOS ANGELES WOMEN IN MUSIC 11664 NATIONAL BLVD 280 LOS ANGELES, CA 90064			EQUAL OPPORTUNITY FOR WOMEN AND MEN IN THE MUSIC INDUSTRY	1,000
Total			► 3a	1,166,500

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
a Paid during the year				
LOS ANGELES REGIONAL FOODBANK 1734 EAST 41 ST STREET LOS ANGELES, CA 90058			FOODBANK FOR THE NEEDY	4,000
MAKE A WISH OF ORANGE COUNTY & INLAND EMPIRE 14232 RED HILL AVE TUSTIN, CA 92780			GRANTS WISHES OF CHILDREN WITH LIFE-THREATENING MEDICAL CONDITIONS	1,000
MAMA'S KITCHEN 3960 HOME AVE SAN DIEGO, CA 92105			VOLUNTEER-DRIVEN ORGANIZATION WHO PREPARE AND DELIVER FOOD TO INDIVIDUALS AFFECTED BY AIDS AND CANCER	1,000
MARIPOSA WOMEN & FAMILY CENTER 812 WTOWN COUNTRY RD ORANGE, CA 92686			WOMEN'S MENTAL HEALTH AND SUBSTANCE ABUSE	1,000
MARY MAGDALENE PROJECT 7136 HASKELL AVE SUITE 125 VAN NUYS, CA 91406			PROVIDES SERVICES AND INTERVENTION FOR VICTIMS OF DOMESTIC TRAFFICKING & PROSTITUTION TO PROVIDE A NEW BEGINNING	1,000
MARYVALE 7600 E GRAVES AVE ROSEMEAD, CA 91770			PROVIDES BASIC & ADVANCED COMPUTER SKILLS TO ABUSED & NEGLECTED GIRLS AND YOUNG WOMEN	1,000
MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVE LONG BEACH, CA 90801			HOSPITAL PROGRAMS	10,000
METHODIST HOSPITAL OF SOUTHERN CALIFORNIA 300 W HUNTINGTON DR ARCADIA, CA 91007			HOSPITAL PROGRAMS	1,000
MIDNIGHT MISSION 601 S SAN PEDRO ST LOS ANGELES, CA 90014			SERVICES TO LOS ANGELES REGION'S HOMELESS AND LOW INCOME PEOPLE	2,000
NANCY YEARY WOMEN'S CANCER RESEARCH FOUNDATION 351 HOSPITAL RD SUITE 506 NEWPORT BEACH, CA 92663			WOMEN'S CANCER RESEARCH	3,500
NATIONAL MULTIPLE SCLEROSIS SOCIETY SOUTHERN CALIFORNIA & NEVADA CHAPTER 5150 W GOLDLEAF CIRCLE SUITE 400 LOS ANGELES, CA 90065			PROVIDES FUNDS TO TRY TO CURE MS	1,000
NEW HORIZONS CAREGIVERS GROUP 3129 S HACIENDA BLVD 809 HACIENDA HEIGHTS, CA 91745			GENERAL EDUCATION FOR THE DISADVANTAGED	1,000
NEW VILLAGE GIRLS ACADEMY 147 N OCCIDENTAL BLVD LOS ANGELES, CA 90026			CHARTER HIGH SCHOOL FOR SEVERELY CHALLENGED AT-RISK GIRLS FROM DOWNTOWN L A	2,500
OLIVE CREST ABUSED CHILDREN'S FOUNDATION 2130 E FOURTH ST SUITE 200 SANTA ANA, CA 92705			PROGRAM FOR ABUSED CHILDREN	10,000
OPERATION SAFE HOUSE 9685 HAYES ST RIVERSIDE, CA 92503			PROGRAMS FOR ABUSED CHILDREN	2,000
Total				3a 1,166,500

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
a Paid during the year				
ORANGE COUNTY ARC 225 W CARL KARCHER WAY ANAHEIM, CA 92801			CENTER FOR DEVELOPMENTALLY DISABLED	6,000
ORANGE COUNTY CHILD ABUSE PREVENTION CENTER 500 S MAIN SUITE 1100 ORANGE, CA 92868			CHILD ABUSE PROGRAMS	5,000
ORANGEWOOD CHILDREN'S FOUNDATION 1575 EAST 17TH STREET SANTA ANA, CA 92705			HOME FOR HOMELESS CHILDREN	15,000
OUR HOUSE 1950 SAWTELLE BLVD SUITE 255 LOS ANGELES, CA 90025			PROVIDES GRIEF SUPPORT, SERVICES, EDUCATION AND RESOURCES	2,500
PF BRESEE FOUNDATION 184 S BIMINI PI LOS ANGELES, CA 90004			COMMUNITY & YOUTH DEVELOPMENT, HEALTH SERVICES & URBAN LEADERSHIP TRAINING	1,000
PEDIATRIC-ADOLESCENT DIABETES RESEARCH & EDUCATION FOUNDATION 1201 W LA VETA ST ORANGE, CA 92868			PROGRAMS FOR CHILDREN WITH TYPE 1 DIABETES	1,000
PEPPERMINT RIDGE 825 MAGNOLIA AVE CORONA, CA 91719			RESIDENTIAL PROGRAM FOR DEVELOPMENTALLY DISABLED	60,000
PEPPERMINT RIDGE 825 MAGNOLIA AVE CORONA, CA 91719			SUPPORT FOR WYNN HOME - RECREATIONAL AND MAINTENANCE FUNDS	20,000
PETER MICHAEL FOUNDATION 1 GATE SIX ROAD BLDG B SUITE 201 SAUSALITO, CA 94965			TOOLS AND TECHNOLOGIES FOR THE IDENTIFICATION, TREATMENT & EXPANSION OF PROSTATE CANCER	1,000
POMONA COLLEGE 550 N COLLEGE AVE CLAREMONT, CA 91711			EDUCATION PROGRAMS	1,000
POPS PRATT MUSEUM PO BOX 2305 HOMER, AK 99603			SUPPORTS THE PRATT MUSEUM	60,000
POMONA VALLEY HOSPITAL MEDICAL CENTER FOUNDATION 1798 N GAREY AVE POMONA, CA 91767			HOSPITAL PROGRAMS	1,000
PVW (POMONA VALLEY WORKSHOP) 4650 BROOKS ST MONTCLAIR, CA 91763			PROGRAMS THAT PROVIDE SPECIALIZED TRAINING & EDUCATION OPPORTUNITIES FOR THE DISABLED	1,000
PROJECT ACCESS 3900 BIRCH ST SUITE 113 NEWPORT BEACH, CA 92660			HEALTH, EDUCATION AND SOCIAL SERVICES SERVING FAMILIES LIVING IN LOW INCOME HOUSING	1,000
PROJECT DIGNITY 12020 CHAPMAN AVE PMB257 GARDEN GROVE, CA 92840			PHYSICAL, EMOTIONAL AND SPIRITUAL ASSISTANCE TO THE HOMELESS	1,000
Total			► 3a	1,166,500

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				
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVE ORANGE, CA 92868			SPECIALIZED PROGRAMS ADDRESSING AUDITORY, SPEECH AND LANGUAGE	1,000
RAMONA CONVENT SECONDARY SCHOOL 1701 W RAMONA RD ALHAMBRA, CA 91803			PRIVATE CATHOLIC COLLEGE PREPARATORY SCHOOL FOR GIRLS	1,000
RANCHO SANTA ANA BOTANIC GARDEN AT CLAREMONT 1500 N COLLEGE AVE CLAREMONT, CA 91711			EDUCATIONAL PROGRAMS AND OVERALL IMPROVEMENTS	8,000
REACH OUT AND READ 10 CAROLYN WAY MISSION HILLS, CA 91345			PREPARES OUR YOUNGEST CHILDREN TO SUCCEED IN SCHOOL	1,000
RETURN TO FREEDOM PO BOX 926 LOMPOC, CA 93438			PROTECTION OF WILD HORSE HERDS	1,000
THE RICHSTONE FAMILY CENTER 13620 CORDARY AVE HAWTHORNE, CA 90250			PREVENTING AND TREATING CHILD ABUSE	5,000
SAFE ALTERNATIVES FOR EVERYONE 28816 PUJOL ST TEMECULA, CA 92590			SERVICES FOR INDIVIDUALS WHO HAVE EXPERIENCES OR ARE AT RISK OF ABUSE	1,000
SANCTUARY OF HOPE PO BOX 431038 LOS ANGELES, CA 90043			SUPPORTS EMANCIPATED FOSTER YOUTH	1,000
SAN GABRIELPOMONA PARENTS' PLACE 1500 S HYACINTH AVE SUITE B WEST COVINA, CA 91791			PROVIDES EDUCATION AND COMMUNITY RESOURCES TO FAMILIES WITH CHILDREN WITH SPECIAL NEEDS	1,000
SANTA BARBARA BOTANICAL GARDEN 1212 MISSION CANYON RD SANTA BARBARA, CA 93105			ADVANCE KNOWLEDGE AND UNDERSTANDING OF PLANT LIFE	1,000
SCHOOL ON WHEELS PO BOX 23371 VENTURA, CA 93002			EDUCATION OPPORTUNITIES FOR HOMELESS CHILDREN	1,000
SECOND HARVEST FOOD DISTRIBUTION CENTER OF ORANGE COUNTY 8014 MAXINE WAY IRVINE, CA 92618			PROGRAMS TO FEED THE HUNGRY	7,500
SENECA FAMILY OF AGENCIES & KINSHIP CENTER 18302 IRVINE BLVD 300 IRVINE, CA 92780			SERVE ABUSED AND NEGLECTED CHILDREN AND THEIR FAMILIES	2,000
SERENITY INFANT CARE HOMES INC 600 S GRAND AVE COVINA, CA 91724			SUPPLIES QUALITY FOSTER CARE HOMES FOR ABUSED, ABANDONED AND NEGLECTED CHILDREN IN SOUTHERN CALIFORNIA	1,000
SERVE THE PEOPLE 1206 E 17TH STREET SUITE 101 SANTA ANA, CA 92701			PROVIDES PHYSICAL, MENTAL, EMOTIONAL AND MENTORING NEEDS OF THE POOR	1,000
Total				3a 1,166,500

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
a Paid during the year				
SHAWL PO BOX 948 SAN PEDRO, CA 90733			RESIDENCE, SUBSTANCE ABUSE AND RELATED TREATMENTS FOR HOMELESS WOMEN	20,000
SHOES THAT FIT 1420 N CLAREMONT BLVD SUITE 107B CLAREMONT, CA 91711			SHOES AND CLOTHING FOR INDIGENT SCHOOL CHILDREN	1,000
SPECIAL OLYMPICS SOUTHERN CALIFORNIA PO BOX 359 SUN CITY, CA 92586			OLYMPICS FOR THE HANDICAPPED	1,000
SPEECH AND LANGUAGE DEVELOPMENT CENTER 8699 HOLDER BUENA PARK, CA 90620			ASSIT CHILDREN AND ADULTS WITH SPECIAL NEEDS	1,000
ST ANNE'S 155 N OCCIDENTAL BLVD LOS ANGELES, CA 90026			RESIDENTIAL PROGRAM TO PROVIDE A SAFE HOME DURING PREGNANCY	1,000
ST FRANCIS MEDICAL CENTER FOUNDATION 3630 E IMPERIAL HIGHWAY LYNWOOD, CA 90262			HOSPITAL PROGRAMS	1,000
SPARK PROGRAM 315 W NINTH ST SUITE 313 LOS ANGELES, CA 90015			PROVIDE LIFE-CHANGING APPRENTICESHIPS TO YOUTH IN UNDERSERVED COMMUNITIES	1,000
STAR INC PO BOX 1075 TORRANCE, CA 90505			CARE FOR THE DEVELOPMENTALLY DISABLED AND RESIDENTIAL PROGRAM	105,000
UNION STATION HOMELESS SERVICES 825 E ORANGE GROVE BLVD PASADENA, CA 91104			SERVICES FOR THE HOMELESS	2,000
VALLEY WOMEN'S CENTER 22110 ROSCOE BLVD SUITE 204 CANOGA PARK, CA 91304			PROVIDE SERVICES TO WOMEN AND FAMILIES AT RISK FOR ALCOHOL & DRUG ABUSE & DOMESTIC VIOLENCE	5,000
VALLEY VILLAGE 20830 SHERMAN WAY WINNETKA, CA 91306			PROTECT FOSTER AND ADVANCE THE RIGHTS AND INTERESTS OF PEOPLE WITH DEVELOPMENTAL DISABILITIES	1,000
VENICE FAMILY CLINIC 604 ROSE AVE VENICE, CA 90291			PROVIDE FREE, QUALITY HEALTH CARE TO PEOPLE IN NEED	1,000
VILLA ESPERANZA SERVICES 2116 E VILLA SI PASADENA, CA 91107			RESIDENTIAL PROGRAM FOR DEVELOPMENTALLY DISABLED	1,000
VISITING NURSE ASSOCIATION & HOSPICE OF SOUTHERN CALIFORNIA 150 W FIRST ST SUITE 270 CLAREMONT, CA 91711			PROVIDE CARE FOR THE ILL AND DISABLED IN THE COMMUNITY WHO ARE UNDER-INSURED AND/OR NOT COVERED AND HAVE NO MEANS TO PAY FOR CARE	1,000
VOLUNTEER CENTER SOUTH BAY - LONG BEACH 1230 CRAVENS AVE TORRANCE, CA 90501			VARIOUS VOLUNTEER PROGRAMS FOR DISADVANTAGED CHILDREN	8,000
Total			► 3a	1,166,500

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				
WOMEN'S SHELTER OF LONG BEACH PO BOX 32107 LONG BEACH, CA 90802			ELIMINATES DOMESTIC VIOLENCE - MONEY TO BE APPLIED TO CHILDREN'S SERVICES PROGRAM	1,000
YMCA OF SAN GABRIEL VALLEY 1603 S STIMSON AVE HACIENDA HEIGHTS, CA 91745			FAMILY AND YOUTH PROGRAMS	1,000
YOUNG & HEALTHY PO BOX 93397 PASADENA, CA 91109			HEALTH CARE SERVICES FOR LOW INCOME AND UNDER OR UNINSURED CHILDREN	1,000
ZOOLOGICAL SOCIETY OF SAN DIEGO PO BOX 120551 SAN DIEGO, CA 92112			PROTECTION AND EXHIBITION OF ANIMALS, PLANTS AND THEIR HABITATS	1,500
1736 FAMILY CRISIS CENTER 2116 ARLINGTON AVE SUITE 200 LOS ANGELES, CA 90018			HOMELESS RUNAWAY YOUTH, BATTERED WOMEN AND THEIR CHILDREN	2,000
Total			► 3a	1,166,500

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2014

Attachment
Sequence No 179► Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

Name(s) shown on return CARL E WYNN FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 95-6136231
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Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12 ► [13]	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2014	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► []		

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1,045	50	HY	200 DB	209
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM		S/L	
i Nonresidential real property		27 5 yrs	MM		S/L	
		39 yrs	MM		S/L	
			MM		S/L	

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year		12 yrs			S/L	
c 40-year		40 yrs	MM		S/L	

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	209
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use

	%							
	%							
	%							

27 Property used 50% or less in a qualified business use

	%				S/L -			
	%				S/L -			
	%				S/L -			

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6											
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 2014 tax year (see instructions)

SOFTWARE	2014-03-20	127	167	36M	32

43 Amortization of costs that began before your 2014 tax year	43
44 Total. Add amounts in column (f) See the instructions for where to report	44

32

TY 2014 Accounting Fees Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL AND PROFESSIONAL FEES	20,530	0		20,530

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

TY 2014 Amortization Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
SOFTWARE	2014-03-20	127		36 000000000000	32	0		32

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

TY 2014 Depreciation Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

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	2005-09-21	1,704	1,704	SL	5 000000000000	0	0		
COMPUTER EQUIPMENT	2008-05-05	678	339	200DB	5 000000000000	0	0		
COMPUTER EQUIPMENT	2014-03-20	1,045		200DB	5 000000000000	209	0		

TY 2014 Investments Corporate Bonds Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME - CORPORATE BONDS	6,927,003	6,903,190
FIXED INCOME - LONG TERM CD'S	1,148,805	1,150,978
FIXED INCOME - BOND FUNDS	1,006,166	972,344

TY 2014 Investments Corporate Stock Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	6,826,808	11,870,811
EQUITIES FUNDS	3,677,209	4,856,443
OTHERS - REITS	494,987	894,556

TY 2014 Investments Government Obligations Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

US Government Securities - End of

Year Book Value: 894,990

US Government Securities - End of

Year Fair Market Value: 888,912

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

TY 2014 Land, Etc. Schedule**Name:** CARL E WYNN FOUNDATION**EIN:** 95-6136231

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,045	209	836	
SOFTWARE	127	32	95	

TY 2014 Other Expenses Schedule

Name: CARL E WYNN FOUNDATION

EIN: 95-6136231

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	1,107	0		1,107
INSURANCE	1,575	0		1,575
MEMBERSHIP FEE	725	0		725
POSTAGE	98	0		98
STATE FILING FEES	160	0		160
AMORTIZATION	32	0		0

TY 2014 Other Professional Fees Schedule

Name: CARL E WYNN FOUNDATION**EIN:** 95-6136231

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR FEES	166,039	166,039		0

TY 2014 Taxes Schedule

Name: CARL E WYNN FOUNDATION**EIN:** 95-6136231

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,692	3,692		0
FEDERAL EXCISE TAX ON INVESTMENT INCOME	32,500	0		0