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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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2014
Open to Public Inspection

For calendar year 2014 or tax year beginning **JUL 1, 2014**, and ending **JUN 30, 2015**

Name of foundation: **EDGERTON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1925 CENTURY PARK EAST, 16TH FL**

City or town, state or province, country, and ZIP or foreign postal code: **LOS ANGELES, CA 90067**

A Employer identification number: **91-2160742**

B Telephone number: **310-288-4252**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

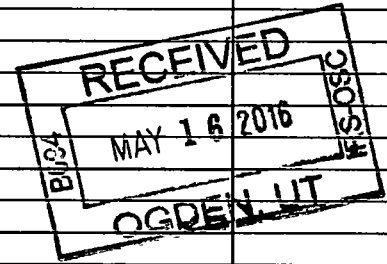
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 113,104,169.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		179,872.	179,872.		STATEMENT 2
4 Dividends and interest from securities		1,735,344.	1,735,344.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,859,022.			
b Gross sales price for all assets on line 6a		13,821,988.			
7 Capital gain net income (from Part IV, line 2)			9,859,022.		
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		255,491.	255,491.		STATEMENT 4
12 Total. Add lines 1 through 11		12,029,729.	12,029,729.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		3,288.	0.		3,288.
b Accounting fees STMT 6		93,429.	30,777.		62,652.
c Other professional fees STMT 7		183,389.	183,389.		0.
17 Interest					
18 Taxes STMT 8		254,270.	24,270.		0.
19 Depreciation and depletion					
20 Occupancy		13,600.	0.		13,600.
21 Travel, conferences, and meetings		31,357.	0.		31,357.
22 Printing and publications					
23 Other expenses STMT 9		2,038,264.	1,815,760.		216,472.
24 Total operating and administrative expenses Add lines 13 through 23		2,617,597.	2,054,196.		327,369.
25 Contributions, gifts, grants paid		5,063,819.			5,063,819.
26 Total expenses and disbursements. Add lines 24 and 25		7,681,416.	2,054,196.		5,391,188.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,348,313.			
b Net investment income (if negative, enter -0-)			9,975,533.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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		838,257.	398,235.	398,235.	
	2	Savings and temporary cash investments		9,277,720.	9,620,025.	9,620,025.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		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	STMT 10		30,871,986.	35,165,173.	39,928,777.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 11		47,411,926.	47,400,202.	63,157,077.	
14	Land, buildings, and equipment: basis						
	Less: accumulated depreciation						
15	Other assets (describe SECURITY DEPOSITS)			30.	55.	55.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			88,399,919.	92,583,690.	113,104,169.	
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 CREDIT CARDS PAYAB)			290,820.	126,278.	
23	Total liabilities (add lines 17 through 22)			290,820.	126,278.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			70,990,812.	70,990,812.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			17,118,287.	21,466,600.		
30	Total net assets or fund balances			88,109,099.	92,457,412.		
31	Total liabilities and net assets/fund balances			88,399,919.	92,583,690.		

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	88,109,099.
2	Enter amount from Part I, line 27a	2	4,348,313.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	92,457,412.
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	92,457,412.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	13,821,988.	3,962,966.	9,859,022.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			9,859,022.

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	9,859,022.
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	4,780,583.	107,064,006.	.044652
2012	5,196,718.	98,645,193.	.052681
2011	4,153,854.	93,882,903.	.044245
2010	3,990,077.	88,986,351.	.044839
2009	4,105,266.	80,192,774.	.051192

2 Total of line 1, column (d)	2	.237609
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	.047522
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	110,424,927.
5 Multiply line 4 by line 3	5	5,247,613.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	99,755.
7 Add lines 5 and 6	7	5,347,368.
8 Enter qualifying distributions from Part XII, line 4	8	5,391,188.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	99,755.
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	99,755.
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	99,755.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	157,413.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	257,413.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	157,658.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 157,658. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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)			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)	SEE STATEMENT 13	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ BRADFORD W. EDGERTON, M.D. Telephone no. ▶ 310-288-4252 Located at ▶ 1925 CENTURY PARK EAST, 16TH FL, LOS ANGELES, CA ZIP+4 ▶ 90067			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) N/A	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

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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

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?

If "Yes" to 6b, file Form 8870

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

5b		
6b		X
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
BRADFORD W. EDGERTON, M.D. 1925 CENTURY PARK EAST, 16TH FL LOS ANGELES, CA 90067	PRESIDENT 20.00	0.	0.	0.
LOUISE D. EDGERTON 1925 CENTURY PARK EAST, 16TH FL LOS ANGELES, CA 90067	SECRETARY / TREASURER 20.00	0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GIBSON CAPITAL, LLC - 6600 BROOKTREE COURT, #2200, WEXFORD, PA 15090	INVESTMENT ADVISORY	153,678.
NSBN LLP - 1925 CENTURY PARK EAST, 16TH FL, LOS ANGELES, CA 90067	TAX & ACCOUNTING SERVICES	76,943.
GET ORGANIZED INC. P.O. BOX 27217, ANAHEIM, CA 92809	CONSULTING AND BOOKKEEPING SERVICES	52,043.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	101,261,856.
b	Average of monthly cash balances	1b	10,844,614.
c	Fair market value of all other assets	1c	55.
d	Total (add lines 1a, b, and c)	1d	112,106,525.
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	112,106,525.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,681,598.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,424,927.
6	Minimum investment return Enter 5% of line 5	6	5,521,246.

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	5,521,246.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	99,755.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	38,718.
c	Add lines 2a and 2b	2c	138,473.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,382,773.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,382,773.
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	5,382,773.

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	5,391,188.
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	5,391,188.
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	99,755.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	5,291,433.

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				5,382,773.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			4,440,996.	
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: ▶ \$ 5,391,188.				
a Applied to 2013, but not more than line 2a			4,440,996.	
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				950,192.
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 instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				4,432,581.
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)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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					
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 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).)
- NONE**
- 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	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				
ALS ASSOCIATION 1275 K STREET NW, SUITE 250 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
AMAZON AID FOUNDATION 1685 OWENSVILLE ROAD CHARLOTTESVILLE, VA 22901	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	20,000.
ARENA STAGE 1101 6TH STREET SW WASHINGTON, DC 20024	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	168,000.
ATLANTIC THEATER COMPANY 76 9TH AVE #537 NEW YORK, NY 10011	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	26,000.
BEREAVEMENT CENTER OF WESTCHESTER DEVELOPMENT DEPARTMENT 69 MAIN STREET TUCKAHOE, NY 10707	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
Total			SEE CONTINUATION SHEET(S)	5,063,819.
b Approved for future payment				
NONE				
Total				
				0.

EDGERTON FOUNDATION

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 BERNZOTT CAPITAL	P	VARIOUS	VARIOUS
b FIDELITY	P	VARIOUS	VARIOUS
c VOYAGER HEDGE FUND	P	VARIOUS	VARIOUS
d K-1: PARK STREET CAPITAL VI, LP	P	VARIOUS	VARIOUS
e K-1: PARK STREET CAPITAL VII, LP	P	VARIOUS	VARIOUS
f K-1: PARK STREET CAPITAL VIII, LP	P	VARIOUS	VARIOUS
g K-1: PARK STREET CAPITAL X, LP	P	VARIOUS	VARIOUS
h K-1: PARK STREET NRF III, LP	P	VARIOUS	VARIOUS
i K-1: PARK STREET NRF III (AIV), LP	P	VARIOUS	VARIOUS
j K-1: CAPITAL DYNAMICS IV, LP	P	VARIOUS	VARIOUS
k K-1: CAPITAL DYNAMICS V, LP	P	VARIOUS	VARIOUS
l K-1: HRJ CAPITAL VC V (FOREIGN) LP	P	VARIOUS	VARIOUS
m K-1: PRIVATE EQUITY INV FUND IV, LP	P	VARIOUS	VARIOUS
n K-1: RCP FUND II, LP	P	VARIOUS	VARIOUS
o K-1: RCP FUND III, LP	P	VARIOUS	VARIOUS

(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 1,731,821.		959,271.	772,550.
b 3,268,779.		3,000,000.	268,779.
c 652.		3,695.	<3,043.>
d 641,909.			641,909.
e 465,395.			465,395.
f 1,413,801.			1,413,801.
g 21,190.			21,190.
h 225,180.			225,180.
i 480.			480.
j 351,410.			351,410.
k 686,702.			686,702.
l 37,945.			37,945.
m 269,948.			269,948.
n 179,616.			179,616.
o 584,921.			584,921.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			772,550.
b			268,779.
c			<3,043.>
d			641,909.
e			465,395.
f			1,413,801.
g			21,190.
h			225,180.
i			480.
j			351,410.
k			686,702.
l			37,945.
m			269,948.
n			179,616.
o			584,921.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

EDGERTON FOUNDATION

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 K-1: RCP FUND IV, LP	P	VARIOUS	VARIOUS
b K-1: RCP FUND V, LP	P	VARIOUS	VARIOUS
c K-1: RCP FUND VII, LP	P	VARIOUS	VARIOUS
d K-1: RCP FUND VIII, LP	P	VARIOUS	VARIOUS
e K-1: RCP SECONDARY OPP FUND II, LP	P	VARIOUS	VARIOUS
f K-1: POMONA CAPITAL VIII, LP	P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,653,291.			1,653,291.
b 984,861.			984,861.
c 39,350.			39,350.
d 40,583.			40,583.
e 59,855.			59,855.
f 200,422.			200,422.
g 963,877.			963,877.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,653,291.
b			984,861.
c			39,350.
d			40,583.
e			59,855.
f			200,422.
g			963,877.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	9,859,022.
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

EDGERTON FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLUEENERGY 972 MISSION STREET, SUITE 500 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25,000.
BOSTON COURT 70 NORTH MENTOR AVENUE PASADENA, CA 91106	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000.
CALIFORNIA ART CLUB 75 SOUTH GRAND AVE PASADENA, CA 91105	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
CALIFORNIA COMMUNITY FOUNDATION 445 S. FIGUEROA STREET, SUITE 3400 LOS ANGELES, CA 90071	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,432,000.
CAREY INSTITUTITE OF ECOSYSTEM STUDIES P. O. BOX AB MILLBROOK, NY 12545	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	3,000.
CATALYTIC DIPLOMACY 5615 WARWICK PLACE CHEVY CHASE, MD 20815	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000.
CENTER STAGE 700 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	52,000.
CENTER THEATRE GROUP 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	43,000.
CENTRAL SQUARE THEATER 450 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	21,000.
CHILDRENS HOSPITAL LOS ANGELES FOUNDATION 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000.
Total from continuation sheets				4,847,819.

EDGERTON FOUNDATION

91-2160742

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
DALLAS THEATER 2400 FLORA ST, 8TH FLOOR DALLAS, TX 75201	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	52,000.
DENVER CENTER THEATRE CO. 1101 13TH ST DENVER, CO 80204	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	33,000.
DONMAR THEATER C/O KEN BURROWS 950 3RD AVE, 32ND FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	22,000.
FOXCROFT SCHOOL P.O. 5555 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	11,000.
FRIENDS OF OLD CROTON AQUEDUCT PO 182 HASTINGS ON HUDSON, NY 10706	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
FRIENDS PEACE TEAM C/O KATHY WRIGHT 1001 PARK AVE ST. LOUIS, MO 63104	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000.
GEFFEN PLAYHOUSE 10886 LE CONTE AVE LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	174,000.
GEVA THEATER 75 WOODBURY BLVD ROCHESTER, NY 14607	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	22,000.
HARVARD-WESTLAKE SCHOOL 700 NORTH FARING ROAD LOS ANGELES, CA 90077	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	51,500.
HASTINGS ON HUDSON PUBLIC LIBRARY 7 MAPLE AVE HASTINGS ON HUDSON, NY 10706	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
Total from continuation sheets				

EDGERTON FOUNDATION

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Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUNTINGTON THEATRE COMPANY 264 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	10,000.
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD, SUITE 1500 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	258,000.
LACMA-LA COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	64,225.
LES AMIES 3278 PRIMERA PLACE LOS ANGELES, CA 90068	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000.
LINCOLN CENTER THEATER 150 WEST 65TH STREET NEW YORK, NY 10023	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	43,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	304,500.
MAGIC THEATRE FORT MASON CENTER BLDG D SAN FRANCISCO, CA 94123	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	20,000.
MANHATTAN THEATRE CLUB 311 W. 43RD STREET 8TH FLOOR NEW YORK, NY 10036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	12,000.
MOUNT SAINT MARYS COLLEGE 330 POWELL AVENUE NEWBURGH, NY 12550	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	1,000.
MUSIC CENTER 135 NORTH GRAND AVE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25,000.
Total from continuation sheets				

EDGERTON FOUNDATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL THEATER C/O FK PARTNERS LLP 441 LEXINGTON AVE, 16TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	75,000.
NEW YORK CITY CENTER 130 WEST 56TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	4,000.
NORTHLIGHT THEATRE 9501 SKOKIE BLVD SKOKIE, IL 60077	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	21,000.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	215,550.
OREGON SHAKESPEARE FESTIVAL PO BOX 158 ASHLAND, OR 97520	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	129,500.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 S. FIGUEROA ST, SUITE 1130 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	167,000.
PLAYWRIGHTS HORIZONS 416 WEST 42ND STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	28,000.
PORTLAND STAGE COMPANY PO BOX 1458 PORTLAND, ME 04104	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	17,000.
PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	83,000.
SEATTLE REPERTORY THEATRE PO BOX 900923 SEATTLE, WA 98109	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	24,000.
Total from continuation sheets				

EDGERTON FOUNDATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SECOND STAGE THEATRE 305 WEST 43RD STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	11,000.
SHAKESPEARE'S GLOBE 600 5TH AVENUE, 14TH FLOOR NEW YORK, NY 10020	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	25,000.
SIGNATURE THEATER 480 WEST 42ND STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	32,000.
SOUTH COAST REPERTORY 655 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	15,000.
SOUTHERN CAL GRANTMAKERS 1000 N. ALAMEDA #230 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	7,650.
THE ARBORETUM 301 N. BALDWIN AVENUE ARCADIA, CA 91007	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000.
THE BISHOP'S SCHOOL 7607 LA JOLLA BLVD LA JOLLA, CA 92037	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	5,000.
THE RESOURCE FOUNDATION 237 WEST 35TH STREET, SUITE 1203 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	11,000.
THEATRE COMMUNICATIONS GROUP 520 8TH AVENUE, 24TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	216,400.
UNTERMYER GARDENS CONSERVANCY 4602 PALISADE AVE BRONX, NY 10471	NONE	PUBLIC CHARITY	PUBLIC SUPPORT OF ORGANIZATION MISSION	2,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITY NATIONAL BANK (2 ACCOUNTS)	339.	339.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	3,113.	3,113.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	1,552.	1,552.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	282.	282.	
K-1 - PARK STREET CAPITAL FUND VI, LP	26,356.	26,356.	
K-1 - PARK STREET CAPITAL FUND VII, LP	27,092.	27,092.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	19,382.	19,382.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	5,283.	5,283.	
K-1 - PARK STREET CAPITAL FUND XI, LP	3,534.	3,534.	
K-1 - PARK STREET CAPITAL NRF III, LP	3,883.	3,883.	
K-1 - PARK STREET CAPITAL NRF V, LP	3,594.	3,594.	
K-1 - POMONA CAPITAL VIII LP	9,795.	9,795.	
K-1 - PRIVATE EQUITY INV. FUND IV, LP	473.	473.	
K-1 - RCP DIRECT II/MULTI-FUND FEEDER IX	29.	29.	
K-1 - RCP FUND II, LP	10,911.	10,911.	
K-1 - RCP FUND III, LP	8,270.	8,270.	
K-1 - RCP FUND IV, LP	19,137.	19,137.	
K-1 - RCP FUND V, LP	22,389.	22,389.	
K-1 - RCP FUND VII, LP	12,306.	12,306.	
K-1 - RCP FUND VIII, LP	995.	995.	
K-1 - RCP SECONDARY OPPORTUNITY FUND II, LP	1,157.	1,157.	
TOTAL TO PART I, LINE 3	179,872.	179,872.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNZOTT CAPITAL ADVISOR	69,626.	0.	69,626.	69,626.	
CHARLES SCHWAB	98,873.	98,873.	0.	0.	
FIDELITY	2,101,004.	865,004.	1,236,000.	1,236,000.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	5,232.	0.	5,232.	5,232.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	15,007.	0.	15,007.	15,007.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	1,247.	0.	1,247.	1,247.	
K-1 - PARK STREET CAPITAL FUND VI, LP	44,566.	0.	44,566.	44,566.	
K-1 - PARK STREET CAPITAL FUND VII, LP	26,264.	0.	26,264.	26,264.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	59,079.	0.	59,079.	59,079.	
K-1 - PARK STREET CAPITAL FUND X, LP	18,760.	0.	18,760.	18,760.	
K-1 - PARK STREET CAPITAL FUND XI, LP	566.	0.	566.	566.	
K-1 - PARK STREET CAPITAL NRF III, LP	120.	0.	120.	120.	
K-1 - PARK STREET CAPITAL NRF V, LP	351.	0.	351.	351.	
K-1 - POMONA CAPITAL VIII, LP	6,676.	0.	6,676.	6,676.	
K-1 - PRIVATE EQUITY INV. FUND IV, LP	566.	0.	566.	566.	
K-1 - RCP FUND II, LP	45,971.	0.	45,971.	45,971.	
K-1 - RCP FUND III, LP	25,581.	0.	25,581.	25,581.	
K-1 - RCP FUND IV, LP	114,509.	0.	114,509.	114,509.	
K-1 - RCP FUND V, LP	32,366.	0.	32,366.	32,366.	
K-1 - RCP FUND VII, LP	6,788.	0.	6,788.	6,788.	
K-1 - RCP FUND VIII, LP	1,598.	0.	1,598.	1,598.	
K-1 - RCP SECONDARY OPP FUND II, LP	24,471.	0.	24,471.	24,471.	

EDGERTON FOUNDATION

91-2160742

TO PART I, LINE 4	<u>2,699,221.</u>	<u>963,877.</u>	<u>1,735,344.</u>	<u>1,735,344.</u>
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FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	2,463.	2,463.	
K-1 - CAPITAL DYNAMICS CHAMPION VENTURES V, LP	47,432.	47,432.	
K-1 - HRJ CAPITAL VC V (FOREIGN), LP	103.	103.	
K-1 - PARK STREET CAPITAL FUND VI, LP	8,385.	8,385.	
K-1 - PARK STREET CAPITAL FUND VII, LP	21,633.	21,633.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	5,880.	5,880.	
K-1 - PARK STREET CAPITAL FUND X, LP	1,640.	1,640.	
K-1 - PARK STREET CAPITAL FUND XI, LP	872.	872.	
K-1 - PARK STREET CAPITAL NRF III, LP	59.	59.	
K-1 - PARK STREET CAPITAL NRF III, LP	5,544.	5,544.	
K-1 - PARK STREET CAPITAL NRF V, LP	3,785.	3,785.	
K-1 - POMONA CAPITAL VIII, LP	5,787.	5,787.	
K-1 - PRIVATE EQUITY INV FUND	729.	729.	
K-1 - RCP FUND II, LP	17,595.	17,595.	
K-1 - RCP FUND III, LP	14.	14.	
K-1 - RCP FUND IV, LP	256.	256.	
K-1 - RCP FUND V, LP	342.	342.	
K-1 - RCP FUND VII, LP	<186.>	<186.>	
K-1 - RCP SECONDARY OPPORTUNITY FUND, LP	6,423.	6,423.	
MISCELLANEOUS INCOME	90.	90.	
K-1 - PARK STREET CAPITAL FUND VI, LP	1,321.	1,321.	
K-1 - PARK STREET CAPITAL FUND VII, LP	781.	781.	
K-1 - PARK STREET CAPITAL FUND VIII, LP	1,931.	1,931.	
K-1 - PARK STREET CAPITAL FUND X, LP	1,168.	1,168.	
K-1 - PARK STREET CAPITAL NRF III, LP	61,624.	61,624.	
K-1 - PARK STREET CAPITAL NRF III, LP	8.	8.	
K-1 - PARK STREET CAPITAL NRF V, LP	58,671.	58,671.	
K-1 - POMONA CAPITAL VIII, LP	33.	33.	
K-1 - RCP FUND II, LP	1.	1.	
K-1 - RCP FUND V, LP	158.	158.	
K-1 - RCP SECONDARY OPPORTUNITY FUND, LP	31.	31.	
K-1 RCP FUND II, LP	918.	918.	

TOTAL TO FORM 990-PF, PART I, LINE 11	255,491.	255,491.
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FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,288.	0.		3,288.
TO FM 990-PF, PG 1, LN 16A	3,288.	0.		3,288.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	93,429.	30,777.		62,652.
TO FORM 990-PF, PG 1, LN 16B	93,429.	30,777.		62,652.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	183,389.	183,389.		0.
TO FORM 990-PF, PG 1, LN 16C	183,389.	183,389.		0.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	20,558.	20,558.		0.
STATE TAXES FROM K-1S	3,712.	3,712.		0.
FEDERAL TAXES	230,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	254,270.	24,270.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING & PROMOTIONS	11,266.	0.		11,266.
BANK CHARGES	2,307.	47.		2,260.
BOOKS & PUBLICATIONS	2,069.	0.		2,069.
COMPUTER SUPPLIES	11,331.	2,266.		9,065.
CONSULTING	35,200.	0.		35,200.
DEDUCTIONS - OTHER FROM PASSTHROUGH K-1S	342,585.	342,585.		0.
DEDUCTIONS - PORTFOLIO FROM PASSTHROUGH K-1S	1,467,104.	1,467,104.		0.
DUES	990.	0.		990.
GRANT COMPLIANCE VERIFICATION	63,518.	0.		63,518.
INSURANCE	6,498.	0.		6,498.
INTERNET SERVICES	18,791.	3,758.		15,033.
LICENSES AND PERMITS	384.	0.		384.
MEALS	6,611.	0.		6,611.
NON-DEDUCTIBLE EXPENSES FROM K-1S	6,032.	0.		0.
OFFICE EXPENSE	3,021.	0.		3,021.
OUTSIDE SERVICES	52,043.	0.		52,043.
POSTAGE AND DELIVERY	447.	0.		447.
STORAGE	1,956.	0.		1,956.
TELEPHONE	5,942.	0.		5,942.
UTILITIES	169.	0.		169.
TO FORM 990-PF, PG 1, LN 23	2,038,264.	1,815,760.		216,472.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERNZOTT CAPITAL ADVISORS - COMMON STOCK	4,225,818.	5,033,002.
BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND	3,664,169.	3,098,148.
CHARLES SCHWAB - COMMON STOCK	3,242,547.	5,652,086.
DFA REAL ESTATE SECURITIES	1,986,657.	2,602,767.
DFA U.S. LARGE CAP VALUE	3,000,035.	4,743,281.
DFA U.S. SMALL CAP VALUE	2,939,290.	3,852,204.
FAIRHOLME FUND	2,442.	3,556.
HOTCHKIS & WILEY ALL CAP VALUE	2,886,530.	4,091,686.
PARNASSUS SMALL CAP FUND	0.	0.
PIMCO COMMODITY REAL RETURN STRATEGY INS.	3,927,070.	2,683,434.
PIMCO REAL ESTATE REAL RETURN STRATEGY	2,973,035.	2,103,969.
DFA COMMODITY STRATEGY PORTFOLIO	3,000,050.	2,768,000.
Schwab Fundamental US Large	3,315,030.	3,293,347.
T. ROWE PRICE	2,500.	3,297.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,165,173.	39,928,777.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CAPITAL VENTURES IV, L.P.	COST	<1,714,683.>	0.
BOOK/TAX DIFFERENCE - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	<1,983,502.>	0.
BOOK/TAX DIFFERENCE - HRJ CAPITAL VC V (FOREIGN), L.P.	COST	<461,682.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF III, L.P.	COST	<242,367.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL NRF V, LP	COST	235,934.	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VI, L.P.	COST	<1,576,762.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VII, L.P.	COST	<1,750,145.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL VIII, L.P.	COST	<3,093,592.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL X, LP	COST	<750,331.>	0.
BOOK/TAX DIFFERENCE - PARK STREET CAPITAL XI, LP	COST	<9,157.>	0.
BOOK/TAX DIFFERENCE - POMONA CAPITAL VIII	COST	<349,119.>	0.
BOOK/TAX DIFFERENCE - PRIVATE EQUITY INV. FUND IV, L.P.	COST	<1,566,089.>	0.
BOOK/TAX DIFFERENCE - RCP FUND III, L.P.	COST	<1,306.>	0.
BOOK/TAX DIFFERENCE - RCP FUND IV, L.P.	COST	14,076.	0.

STATEMENT(S) 10, 11

BOOK/TAX DIFFERENCE - RCP FUND V, L.P.	COST	<4,756.>	0.
CAPITAL DYNAMICS CHAMPION VENTURES IV, LP	COST	3,953,214.	3,632,229.
CAPITAL DYNAMICS CHAMPION VENTURES V, LP	COST	3,674,299.	3,905,168.
HRJ CAPITAL VC V (FOREIGN), LP	COST	816,550.	839,912.
PARK STREET CAPITAL NRF III, LP	COST	2,351,849.	2,050,512.
PARK STREET CAPITAL NRF V, LP	COST	1,715,139.	1,492,378.
PARK STREET CAPITAL VI, LP	COST	4,279,650.	4,154,913.
PARK STREET CAPITAL VII, LP	COST	4,698,285.	4,396,081.
PARK STREET CAPITAL VIII, LP	COST	5,991,856.	5,713,881.
PARK STREET CAPITAL X, LP	COST	3,872,576.	3,981,404.
PARK STREET CAPITAL XI, LP	COST	588,302.	530,362.
POMONA CAPITAL VIII, LP	COST	2,081,544.	2,065,492.
PRIVATE EQUITY INV FUND IV, LP	COST	3,530,571.	3,317,324.
RCP FUND II, LP	COST	629,527.	676,369.
RCP FUND III, LP	COST	1,391,581.	1,770,862.
RCP FUND IV, LP	COST	2,583,704.	4,629,961.
RCP FUND IX, LP	COST	300,000.	199,774.
RCP FUND X, LP	COST	30,000.	27,000.
RCP FUND V, LP	COST	3,851,897.	5,269,598.
RCP FUND VII, LP	COST	1,652,966.	2,042,791.
RCP FUND VIII, LP	COST	911,682.	934,070.
RCP DIRECT II/MULTI-FUND FEEDER, LP	COST	195,329.	210,702.
RCP SECONDARY OPP FUND II	COST	731,201.	727,189.
SUMMIT PRIVATE INV.	COST	6,932,913.	10,589,105.
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES IV	COST	506,736.	0.
SUSPENDED LOSSES - CAPITAL DYNAMICS CHAMPION VENTURES V, L.P.	COST	238,074.	0.
SUSPENDED LOSSES - HRJ CAPITAL VC V(FOREIGN)	COST	125,881.	0.
SUSPENDED LOSSES - PARK ST. VI	COST	529,147.	0.
SUSPENDED LOSSES - PARK ST. VII	COST	270,592.	0.
SUSPENDED LOSSES - PARK ST. VIII	COST	89,823.	0.
SUSPENDED LOSSES - PARK STREET CAPITAL NRF V, LP	COST	<31,565.>	0.
SUSPENDED LOSSES - PARK STREET NRF III, L.P.	COST	<124,223.>	0.
SUSPENDED LOSSES - PARK STREET X, LP	COST	14,289.	0.
SUSPENDED LOSSES - PARK STREET XI, LP	COST	17.	0.
SUSPENDED LOSSES - POMONA CAPITAL VIII	COST	25,481.	0.
SUSPENDED LOSSES - PRIVATE EQUITY IV	COST	520,286.	0.
SUSPENDED LOSSES - RCP FUND II, LP	COST	362,266.	0.
SUSPENDED LOSSES - RCP FUND III, LP	COST	456,107.	0.
SUSPENDED LOSSES - RCP FUND IV, LP	COST	717,590.	0.
SUSPENDED LOSSES - RCP FUND V, LP	COST	190,754.	0.
SUSPENDED LOSSES - RCP FUND VII, LP	COST	<12,496.>	0.
SUSPENDED LOSSES - RCP FUND VIII, LP	COST	4,911.	0.
SUSPENDED LOSSES - RCP DIRECT II/MULTI-FUND FEEDER IX, LP	COST	5,261.	0.

EDGERTON FOUNDATION

91-2160742

SUSPENDED LOSSES - RCP SECONDARY	COST		
OPPORTUNITY FUND, LP		117.	0.
VOYAGER ADVANTAGE	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,400,202.	63,157,077.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS PAYABLE	290,820.	126,278.
TOTAL TO FORM 990-PF, PART II, LINE 22	290,820.	126,278.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 13
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EXPLANATION

RECIPIENT: THE CALIFORNIA COMMUNITY FOUNDATION
 AMOUNT TREATED AS QUALIFYING DISTRIBUTION: \$2,432,000

HOW DISTRIBUTION ACCOMPLISHES CHARITABLE PURPOSE:
 THE EDGERTON FOUNDATION CONTRIBUTED \$2,432,000 TO THE CALIFORNIA COMMUNITY FOUNDATION OF LOS ANGELES, WHICH MAINTAINS DONOR ADVISED FUNDS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES. THE CALIFORNIA COMMUNITY FOUNDATION OF LOS ANGELES WAS FOUNDED IN 1915 AND IS RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS A 501(C)(3) CHARITABLE ORGANIZATION. SINCE ITS INCEPTION, IT HAS WORKED TO TRANSFORM GENEROSITY INTO IMPACT TO REALIZE A STRONGER, HEALTHIER, AND MORE PROSPEROUS FUTURE FOR THOSE NOT ONLY LIVING IN LOS ANGELES BUT ACROSS THE COUNTRY AND AROUND THE WORLD. THEIR DEDICATION TO FISCAL RESPONSIBILITY, TRANSPARENCY, AND CAREFUL STEWARDSHIP OF DONOR CONTRIBUTIONS HAS RESULTED IN THEM BEING ENTRUSTED WITH MORE THAN 1,600 FUNDS AND NEARLY \$1.5 BILLION IN ASSETS. SINCE 2000, THE CALIFORNIA COMMUNITY FOUNDATION HAS TRIPLED THEIR ASSETS, RECEIVED MORE THAN \$2.2 BILLION IN DONOR CONTRIBUTIONS AND GIVEN OUT ALMOST \$2 BILLION IN GRANTS, MAKING THEM THE FOURTH LARGEST COMMUNITY FOUNDATION IN THE UNITED STATES BASED ON TOTAL GIVING. ITS BOARD OF DIRECTORS AND STAFF ARE FULLY COMMITTED TO MAKING A DIFFERENCE THROUGH MEANINGFUL ADVOCACY, OUTREACH, AND COMMUNITY INVESTMENTS.