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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

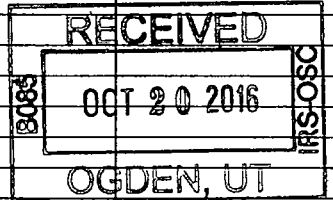
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01, 2014, and ending 11/30, 2015

Name of foundation: CAA FOUNDATION
 Number and street (or P O box number if mail is not delivered to street address): C/O GARY ZIMMERMAN 2000 AVENUE OF THE STARS
 City or town, state or province, country, and ZIP or foreign postal code: LOS ANGELES, CA 90067
 Room/suite: [Blank]
 A Employer identification number: 95-4556189
 B Telephone number (see instructions): (424) 288-2000
 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, [] Final return, [X] Address change, [] Initial return of a former public charity, [] Amended return, [X] Name change
 H Check type of organization: [X] 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) \$ 773,855. Accounting method: [X] Cash, [] Accrual, [] Other (specify) []

| 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) | 1,069,970. | | | |
| | 2 Check [] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 174. | 174. | | ATCH 1 |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 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 | 1,070,144. | 174. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) [2] | 89. | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 382,865. | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 3 | 1,212. | | | |
| | 24 Total operating and administrative expenses Add lines 13 through 23 | 384,166. | | | |
| | 25 Contributions, gifts, grants paid | 574,826. | | | 574,826. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 958,992. | | | 574,826. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 111,152. | | | | |
| b Net investment income (if negative, enter -0-) | | 174. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 662,703. | 773,855. | 773,855. |
| | 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 | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule), | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule), | | | |
| | 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 Less accumulated depreciation ▶ (attach schedule) | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 662,703. | 773,855. | 773,855. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> | | | | |
| | check here and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 662,703. | 773,855. | | |
| 30 | Total net assets or fund balances (see instructions), | 662,703. | 773,855. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 662,703. | 773,855. | | |

| 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) | 1 662,703. |
| 2 | Enter amount from Part I, line 27a | 2 111,152. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 |
| 4 | Add lines 1, 2, and 3 | 4 773,855. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 773,855. |

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 | | | | | |
| 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 | | | | | |
| 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 | | | | | |
| 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) (see instructions) If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 } | | 3 | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

| (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 | 610,494. | 671,097. | 0.909696 |
| 2012 | 561,967. | 690,605. | 0.813731 |
| 2011 | 630,350. | 686,737. | 0.917891 |
| 2010 | 494,738. | 472,900. | 1.046179 |
| 2009 | 377,484. | 393,756. | 0.958675 |
| 2 Total of line 1, column (d) | | | 4.646172 |
| 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 | | | 0.929234 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | | | 568,464. |
| 5 Multiply line 4 by line 3 | | | 528,236. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 2. |
| 7 Add lines 5 and 6 | | | 528,238. |
| 8 Enter qualifying distributions from Part XII, line 4 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 | | | 574,826. |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations, b Domestic foundations, c All other domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be Credited to 2015 estimated tax.

Part VII-A Statements Regarding Activities

Table with 11 rows and 3 columns (Yes, No). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL... 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?... 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more... 4b If "Yes," has it filed a tax return on Form 990-T... 5 Was there a liquidation, termination, dissolution, or substantial contraction... 6 Are the requirements of section 508(e)... 7 Did the foundation have at least \$5,000 in assets... 8a Enter the states to which the foundation reports... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

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) | | | 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 ▶ GARY ZIMMERMAN Telephone no ▶ (424) 288-2000 Located at ▶ 2000 AVENUE OF THE STARS 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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-221) If "Yes," enter the name of the foreign country ▶ | | 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"/> | | |
| 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? | | 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) | | |
| 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) | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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? | | 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 4 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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.

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | 0 |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |

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

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|----------|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 ▶ | |

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

| | | | |
|---|---|----|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | |
| b | Average of monthly cash balances | 1b | 577,121. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 577,121. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 577,121. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 8,657. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 568,464. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 28,423. |

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 | 28,423. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 3. |
| b | Income tax for 2014 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 3. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 28,420. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 28,420. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 28,420. |

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 | 574,826. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 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 | 574,826. |
| 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 | 574,826. |

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 | | | | 28,420. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | | |
| b Total for prior years 20 12, 20 11, 20 10 | | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 357,808. | | | | |
| b From 2010 471,102. | | | | |
| c From 2011 465,571. | | | | |
| d From 2012 527,443. | | | | |
| e From 2013 576,943. | | | | |
| f Total of lines 3a through e | 2,398,867. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 574,826. | | | | |
| a Applied to 2013, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2014 distributable amount | | | | 28,420. |
| e Remaining amount distributed out of corpus | 546,406. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,945,273. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | |
| 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) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 357,808. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 2,587,465. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 471,102. | | | | |
| b Excess from 2011 465,571. | | | | |
| c Excess from 2012 527,443. | | | | |
| d Excess from 2013 576,943. | | | | |
| e Excess from 2014 546,406. | | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 | Prior 3 years | | | (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)(m) | | | | | |
| (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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------|
| <p>a Paid during the year</p> <p>ATCH 5</p> | | | | |
| Total ▶ 3a | | | | 574,826. |
| <p>b Approved for future payment</p> | | | | |
| Total ▶ 3b | | | | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Schedule of Contributors

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization
 CAA FOUNDATION

Employer identification number
 95-4556189

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization CAA FOUNDATION

Employer identification number
95-4556189**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | CREATIVE ARTISTS AGENCY 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | GOLDHIRSCH FOUNDATION, INC. 101 FEDERAL STREET, FLOOR #14 BOSTON, MA 02110 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 3 | DOUGLAS BECKER 200 BISCAYNE BLVD WAY, APT 5401 MIAMI, FL 33131 | \$ 15,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 4 | DAVID O'CONNOR TRUST 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 7,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 5 | MICHAEL SANCHEZ 37 FOREST DRIVE SHORT HILLS, NJ 07078 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 6 | JOEL LUBIN 1299 OCEAN AVENUE, SUITE 333 SANTA MONICA, CA 90401 | \$ 6,240. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

| | |
|--|--|
| Name of organization CAA FOUNDATION | Employer identification number 95-4556189 |
|--|--|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 7 | LI LU HUMANITARIAN FOUNDATION ----- 301 E. COLORADO BLVD., STE. 301 ----- PASADENA, CA 91101 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 8 | REID HOFFMAN ----- 650 CASTRO STREET, STE. 120, BOX 228 ----- MOUNTAIN VIEW, CA 94041 ----- | \$ 15,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 9 | THE TR FAMILY TRUST ----- 9100 WILSHIRE BLVD., STE 1000W ----- BEVERLY HILLS, CA 90212 ----- | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 10 | MARIA HOOGERP ----- 98 WOODLAND AVE. ----- VERONA, NJ 07044 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 11 | DAVIS GUGGENHEIM ----- 16255 VENTURA BLVD., STE. 509 ----- ENCINO, CA 91436-2310 ----- | \$ 15,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 12 | NUGEN CAPITAL MANAGEMENT ----- 2 BEACH RD. ----- BRISTOL, RI 02809 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

| | |
|--|---|
| Name of organization CAA FOUNDATION | Employer identification number 95-4556189 |
|--|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 13 | JOHN TIEN ----- 4628 PECOS CT. ----- SAINT JOHNS, FL 32259 ----- | \$ 9,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 14 | SYLVIA BURWELL ----- 3346 TENNYSON ST. NW ----- WASHINGTON, DC 20015-2443 ----- | \$ 8,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 15 | JOHN DANNER ----- 550 KINGSLEY AVENUE ----- PALO ALTO, CA 94301-3224 ----- | \$ 7,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 16 | CHARLES YOUNG ----- 4840 S. WOODLAWN ----- CHICAGO, IL 60615 ----- | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 17 | CHRIS ANDREWS ----- 2000 AVENUE OF THE STARS ----- LOS ANGELES, CA 90067 ----- | \$ 6,000. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 18 | OTHER CONTRIBUTIONS LESS THAN \$5,000 ----- 2000 AVENUE OF THE STARS ----- LOS ANGELES, CA 90067 ----- | \$ 553,130. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization CAA FOUNDATION

Employer identification number
95-4556189**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 19 | DEREK EILER ----- 1378 MIDDLESEX AVENUE NE ----- ATLANTA, GA 30306 ----- | \$ ----- 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 20 | JEFFREY ABRAMS AND KATHERINE MCGRATH ----- 16000 VENTURA BLVD., SUITE 900 ----- ENCINO, CA 91436 ----- | \$ ----- 20,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 21 | SCHOOLA, INC. ----- 601 MONTGOMERY STREET, SUITE 675 ----- SAN FRANCISCO, CA 94111 ----- | \$ ----- 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 22 | RICHARD WOLPERT AND JENNY LEE WOLPERT ----- 29333 FOUNTAINWOOD ST. ----- AGOURA HILLS, CA 91301 ----- | \$ ----- 7,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 23 | STEPHEN KORY FRIEDMAN ----- 205 EAST 29TH STREET ----- NEW YORK, NY 10016 ----- | \$ ----- 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 24 | JENNIFER BEDNAR & SCOTT PAGE ----- 205 RIVERVIEW DR ----- ANN ARBOR, MI 48104 ----- | \$ ----- 7,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization CAA FOUNDATION

Employer identification number
95-4556189**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|---|
| 25 | JOICHI & MIZUKA ITO FUND C/O MORGAN STANLEY PO BOX 990212 BOSTON, MA 02199 | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 26 | MOHAMED NANBHAY 124 KILLAMEY PARK 2193 5TH STREET KILLAMEY JOHANNESBURG SOUTH AFRICA | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 27 | RYAN ENTERPRISES GROUP 150 N. MICHIGAN AVE., SUITE 2100 CHICAGO, IL 60601 | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 28 | DEBRA YALE & MATTHEW YALE 6509 RIVIERA DR. CORAL GABLES, FL 33146 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 29 | STEVE JURVESTSON & KARLA JURVESTSON MD 2882 SAND HILL RD., STE. 150 MENLO PARK, CA 94025 | \$ 15,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 30 | ETHAN PENNER 71 MURRAY STREET, APT. 4 NEW YORK, NY 10007 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization CAA FOUNDATION

Employer identification number
95-4556189

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|--|
| 31 | OPHELIA DAHL 92 WASHINGTON AVENUE CAMBRIDGE, MA 02140 | \$ 7,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 32 | ANDREW SHUE & AMY ROBACH 40 PRINCE STREET, 2C NEW YORK, NY 10012 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 33 | CASEY AND LAURA WASSERMAN 10960 WILSHIRE BLVD., STE. 2200 LOS ANGELES, CA 90024 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 34 | LESTER LESSIG 20 AMORY ST. BROOKLINE, MA 02446 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 35 | JOHNATHAN H. SCHUR 383 PARK STREET MONTCLAIR, NJ 07043 | \$ 6,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 36 | MARGARET O'SULLIVAN 40 AVON ST. CAMBRIDGE, MA 02138 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization CAA FOUNDATION

Employer identification number
95-4556189**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 37 | JASON ZINNA C/O CAA 470 PARK AVENUE SOUTH, 16TH FL NEW YORK, NY 10016 | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 38 | EMC, LLC 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 10,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 39 | MSG SPORTS AND ENTERTAINMENT 2 PENNSYLVANIA PLAZA NEW YORK, NY 10121 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 40 | WALT AND CHARLYN SCHOENVOGEL C/O R&S LEASING P.O. BOX 602 BRENHAM, TX 77834 | \$ 15,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 41 | ASIAN MEDIA INC. J. JACKLEY AND R. ASIAN 1954 PINEHURST RD LOS ANGELES, CA 90068 | \$ 5,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 42 | MELLODY L. HOBSON 330 N. WABASH AVE., SUITE 1650 CHICAGO, IL 60611 | \$ 88,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization **CAA FOUNDATION**

Employer identification number
95-4556189

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 43 | ANN BLANCHARD 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 6,000. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 44 | TODD FELDMAN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 6,000. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 45 | RENE KURTZ 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 6,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 46 | MICHAEL LEVINE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 5,500. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 47 | JEREMIAH PLAGER 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 7,600. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 48 | MITCHELL ROSE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | \$ 6,000. | Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization CAA FOUNDATION

Employer identification number

95-4556189

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization CAA FOUNDATION

Employer identification number

95-4556189

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

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

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| CITY NATIONAL BANK | 174. | 174. |
| TOTAL | <u>174.</u> | <u>174.</u> |

ATTACHMENT 2

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------------|---|
| CALIFORNIA FRANCHISE TAX | 10. |
| FEDERAL TAX | 4. |
| TAXES & LICENSES | 75. |
| TOTALS | <u>89.</u> |

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------|---|
| MERCHANT FEES | 1,212. |
| TOTALS | <u>1,212.</u> |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 4

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| RICHARD LOVETT 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | PRES/DIRECTOR-AS REQ. | 0 | 0 | 0 |
| MICHELLE KYDD LEE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | SECRETARY/DIR-AS REQ. | 0 | 0 | 0 |
| JAMES E. BURTON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067 | CFO/DIRECTOR-AS REQ. | 0 | 0 | 0 |
| <u>GRAND TOTALS</u> | | <u>0</u> | <u>0</u> | <u>0</u> |

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|---|---|---------------|
| COEUR D'ALENE ELEMENTARY SCHOOL 810 COEUR D'ALENE AVENUE VENICE, CA 90291 | NONE | DONATION | 20,000 |
| CIS OF TENNESSEE 401 COMMERCE STREET NASHVILLE, TN 37219 | NONE | DONATION | 25,705 |
| COMMUNITIES IN SCHOOLS 2000 AVENUE OF THE STARS, SUITE 803 LOS ANGELES, CA 90067 | NONE | DONATION | 71,802 |
| ONE VOICE 1228 15TH STREET, SUITE C SANTA MONICA, CA 90404 | NONE | DONATION | 60,217 |
| DONORS CHOOSE 134 W 37TH STREET, 11TH FLOOR NEW YORK, NY 10018 | NONE | DONATION | 59,521. |
| MAKER GUILDS 11840 JEFFERSON BLVD CULVER CITY, CA 90230 | NONE | DONATION | 10,000 |

CAA FOUNDATION

95-4556189

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|---|---|---|---------------|
| WILLIAM W BRADLEY 711 FIFTH AVE , 9TH FLOOR NEW YORK, NY 10022 | NONE | DONATION | 1,673. |
| BIDDINGFORGOOD, INC 100 CAMBRIDGEPARK DRIVE CAMBRIDGE, MA 02140 | NONE | DONATION | 1,556. |
| MUSICARES 3030 OLYMPIC BLVD SANTA MONICA, CA 90404 | NONE | DONATION | 6,205 |
| THE LOS ANGELES FUND FOR PUBLIC EDUCATION 1801 W OLYMPIC BLVD., 4TH FLOOR LBX LOS ANGELES, CA 90006 | NONE | DONATION | 10,000 |
| C5 YOUTH FOUNDATION OF SO CAL 1334 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90021 | NONE | DONATION | 7,500 |
| ST PAUL'S FOUNDATION P.O BOX 514 MILLBROOK, NY 12545 | NONE | DONATION | 20,000 |

CAA FOUNDATION

95-4556189

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------------|--------|
| SAVE THE CHILDREN 501 KINGS HIGHWAY EAST, STE 400 FAIRFIELD, CT 06825 | NONE | DONATION | 498 |
| AMERICA ACHIEVES, INC 21 WEST 46TH ST , SUITE 905 NEW YORK, NY 10036 | NONE | DONATION | 15,000 |
| COLLEGE POSSIBLE NATIONAL 540 N FAIRVIEW AVENUE, SUITE 304 SAINT PAUL, MN 55104 | NONE | DONATION | 12,000 |
| WASSERMAN FOUNDATION 10960 WILSHIRE BLVD , STE 2200 LOS ANGELES, CA 90024 | NONE | DONATION | 1,600 |
| NEW VENTURE FUND 734 15TH ST NW, STE 600 WASHINGTON, DC 20005 | NONE | DONATION | 10,000 |
| THE POSSE FOUNDATION 14 WALL STREET NO 8A-60 NEW YORK, NY 10005 | NONE | DONATION | 10,000 |

CAA FOUNDATION

95-4556189

FORM 990-BE, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|---|---|---------------|
| TEACH FOR AMERICA 606 SOUTH OLIVE STREET, SUITE 300 LOS ANGELES, CA 90014 | NONE | DONATION | 5,000 |
| SCHOLARSHIP AMERICA DEVELOPMENT DEPT ONE SCHOLARSHIP WAY SAINT PETER, MN 56082 | NONE | DONATION | 12,000 |
| FOCUSING PHILANTHROPY 70 GOLD STREET SAN FRANCISCO, CA 94133 | NONE | DONATION | 12,000 |
| WAVES FOR WATER, INC 527 SAN VINCENTE BLVD 210 SANTA MONICA, CA 90402 | NONE | DONATION | 3,164 |
| WHITSITT ELEMENTARY SCHOOL 110 WHITSITT ROAD NASHVILLE, TN 37210 | NONE | DONATION | 20,000 |
| P S 15 THE ROBERTO CLEMENTE SCHOOL 333 E 4TH STREET NEW YORK, NY 10009 | NONE | DONATION | 20,000 |

CAA FOUNDATION

95-4556189

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--|---|---|---------------|
| MARK TRWIN SCHOOL 2224 WALGROVE AVENUE LOS ANGELES, CA 90066 | NONE | DONATION | 20,000 |
| CANYON CREEK SPORTS CAMP 41600 LAKE HUGHES ROAD LAKE HUGHES, CA 93532 | NONE | DONATION | 5,100 |
| STREET POETS, INC 2116 ARLINGTON AVE, NO 310 LOS ANGELES, CA 90018 | NONE | DONATION | 10,000 |
| ROOM TO READ 111 SUTTER STREET, 16TH FLOOR SAN FRANCISCO, CA 94104 | NONE | DONATION | 12,000 |
| THE CHARLOTTE AND GWENYTH GRAY FOUNDATION 6033 W CENTURY BLVD #350 LOS ANGELES, CA 90045 | NONE | DONATION | 5,770 |
| FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850 | NONE | DONATION | 10,000 |

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|---|---|---|---------------|
| BEST FRIENDS 5001 ANGEL CANYON RD KANAB, UT 84741 | NONE | DONATION | 1,056 |
| SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036 | NONE | DONATION | 2,598 |
| SHARE OUR STRENGTH P O BOX 75203 BALTIMORE, MD 21275 | NONE | DONATION | 1,627 |
| THE HEROES PROJECT CLO NIGRO KARLIN SEGAL FELDSTEIN & BOLNO, LLP 10960 WILSHIRE BLVD , 5TH FLOOR LOS ANGELES, CA 90024 | NONE | DONATION | 1,638 |
| WESTSIDE INFANT FAMILY NETWORK 5721 W SLAUSON AVENUE CULVER CITY, CA 90230 | NONE | DONATION | 1,000 |
| MAKE IT RIGHT FOUNDATION 912 MAGAZINE STREET NEW ORLEANS, LA 70130 | NONE | DONATION | 10,000 |

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|---|---|---|---------------|
| THE UCLA FOUNDATION/INTERVENTION PROGRAM 405 HILGARD AVENUE LOS ANGELES, CA 90095 | NONE | DONATION | 1,000 |
| THE OASIS CENTER 1704 CHARLOTTE AVE, STE 200 NASHVILLE, TN 37203 | NONE | DONATION | 17,596 |
| WINGS FOR KIDS 476 MEETING STREET NO E CHARLESTON, SC 29403 | NONE | DONATION | 10,000 |
| CARE USA INC 151 ELLIS ST NE ATLANTA, GA 30303 | NONE | DONATION | 10,000 |
| MIRACLE FOUNDATION INC 1506 W 6TH STREET AUSTIN, TX 78703 | NONE | DONATION | 10,000 |
| AMERICA'S FOUNDATION FOR CHESS 1120 NE 33RD PL 105 BELLEVUE, WA 98004 | NONE | DONATION | 10,000 |

CAA FOUNDATION

95-4556189

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

HOUSE OF BLUE'S FORWARD FOUNDATION
7060 HOLLYWOOD BLVD , 2ND FLOOR
HOLLYWOOD, CA 90028

NONE

DONATION

10,000

CIS CHICAGO

815 W VAN BUREN ST , NO 300
CHICAGO, IL 60607

NONE

DONATION

10,000

TOTAL CONTRIBUTIONS PAID

574,826