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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2014

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
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 DEC 1, 2014, and ending NOV 30, 2015

Name of foundation
THE GREENBERG FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6060 SEPULVEDA BLVD., #300

City or town, state or province, country, and ZIP or foreign postal code
VAN NUYS, CA 91411

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) **\$ 15,397,892.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
95-6037502

B Telephone number
818-374-6161

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	515,500.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10.	10.		STATEMENT 1
	4 Dividends and interest from securities	641,822.	641,822.		STATEMENT 2
	5a Gross rents	17,008.	17,008.		STATEMENT 3
	b Net rental income or (loss)	17,008.			
	6a Net gain or (loss) from sale of assets not on line 10	1,013,201.			
	b Gross sales price for all assets on line 6a	2,285,210.			
	7 Capital gain net income (from Part IV, line 2)		1,013,201.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	7,838.	7,838.	0.	STATEMENT 4
	12 Total. Add lines 1 through 11	2,195,379.	1,679,879.	0.	
	13 Compensation of officers, directors, trustees, etc	2,100.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,236.	2,118.	0.	2,118.
	c Other professional fees				
	17 Interest				
	18 Taxes	18,012.	15,253.	0.	2,684.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,267.	159.	0.	1,108.
	24 Total operating and administrative expenses. Add lines 13 through 23	25,615.	17,530.	0.	5,910.
	25 Contributions, gifts, grants paid	1,572,142.			1,572,142.
	26 Total expenses and disbursements. Add lines 24 and 25	1,597,757.	17,530.	0.	1,578,052.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	597,622.			
	b Net investment income (if negative, enter -0-)		1,662,349.		
	c Adjusted net income (if negative, enter -0-)			0.	

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		82,463.	47,793.	47,793.
	2	Savings and temporary cash investments		975,062.	1,507,512.	1,507,512.
	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 STMT 8	50,000.	50,000.	52,471.	
	b	Investments - corporate stock STMT 9	14,625,104.	14,118,103.	11,072,812.	
	c	Investments - corporate bonds STMT 10	101,333.	51,005.	58,210.	
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	766,989.	1,424,160.	2,659,094.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,600,951.	17,198,573.	15,397,892.		
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 ▶)				
	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, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	16,600,951.	17,198,573.		
30	Total net assets or fund balances	16,600,951.	17,198,573.			
31	Total liabilities and net assets/fund balances	16,600,951.	17,198,573.			

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	16,600,951.
2	Enter amount from Part I, line 27a	2	597,622.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,198,573.
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	17,198,573.

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 SEE ATTACHED STATEMENT			
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 2,285,210.		1,272,009.	1,013,201.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,013,201.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,013,201.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	1,003,594.	19,590,621.	.051228
2012	3,747,438.	21,209,913.	.176683
2011	985,890.	19,654,099.	.050162
2010	795,079.	18,539,308.	.042886
2009	253,856.	6,539,055.	.038822

2 Total of line 1, column (d)	2	.359781
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	.071956
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,481,022.
5 Multiply line 4 by line 3	5	1,185,908.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,623.
7 Add lines 5 and 6	7	1,202,531.
8 Enter qualifying distributions from Part XII, line 4	8	1,578,052.

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	16,623.
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	16,623.
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	16,623.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	14,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,440.	
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	2,183.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13		
14	The books are in care of ▶ DANIEL GREENBERG Telephone no. ▶ 818-374-6161 Located at ▶ 6060 SEPULVEDA BLVD, VAN NUYS, CA ZIP+4 ▶ 91411			
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	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL GREENBERG 6060 SEPULVEDA BLVD, #300 VAN NUYS, CA 91411	PRESIDENT 2.00	0.	0.	0.
MARLA BROWN P.O. BOX 769 NEWBURY PARK, CA 91319	SECRETARY/TREASURER 1.00	2,100.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,318,813.
b	Average of monthly cash balances	1b	1,413,189.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,732,002.
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	16,732,002.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	250,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,481,022.
6	Minimum investment return. Enter 5% of line 5	6	824,051.

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	824,051.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,623.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	1,012.
c	Add lines 2a and 2b	2c	17,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	806,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	806,416.
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	806,416.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,578,052.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,578,052.
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	16,623.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,561,429.

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				806,416.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	253,856.			
b From 2010				
c From 2011	17,945.			
d From 2012	2,718,825.			
e From 2013	39,796.			
f Total of lines 3a through e	3,030,422.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	1,578,052.			
a Applied to 2013, but not more than line 2a			0.	
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				806,416.
e Remaining amount distributed out of corpus	771,636.			
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	3,802,058.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	253,856.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,548,202.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	17,945.			
c Excess from 2012	2,718,825.			
d Excess from 2013	39,796.			
e Excess from 2014	771,636.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

10

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				
SEE SCHEDULE ATTACHED		501C-3	SEE ATTACHED	1,572,142.
Total	▶ 3a			1,572,142.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	10.		
4 Dividends and interest from securities			14	641,822.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property	900099	3,742.	16	13,266.		
6 Net rental income or (loss) from personal property						
7 Other investment income	900099	7,826.	15	12.		
8 Gain or (loss) from sales of assets other than inventory			18	1,013,201.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		11,568.		1,668,311.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,679,879.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

PRESIDENT

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

MICHAEL B. SHERMAN,
C.P.A.

MICHAEL B. SHERMA

03/08/16

P01241174

Firm's name ► **BAY SHERMAN & CRAIG, LLP**

Firm's EIN ► 95-3303070

Firm's address ▶ 11845 W. OLYMPIC BLVD., #845
LOS ANGELES, CA 90064

Phone no. (310) 312-8221

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ 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.

OMB No 1545-0047

2014

Name of the organization

THE GREENBERG FOUNDATION

Employer identification number

95-6037502

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

THE GREENBERG FOUNDATION**95-6037502****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	DANIEL GREENBERG REVOCABLE LIVING TRUST 6060 SEPULVEDA BLVD VAN NUYS, CA 91411	\$ 515,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

95-6037502

[illegible]

Name of organization

Employer identification number

THE GREENBERG FOUNDATION**95-6037502****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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	20,000 SH PANTRY INC	D	12/05/14	
b	SEE ATTACHED	P		
c	5,000 SH BLACK DIAMOND INC	P	03/03/15	03/18/15
d	1,000 SH NEOGEN CORP	P	01/27/15	07/27/15
e	1,500 SH NEULINK GENETICS CORP	P	10/14/15	10/27/15
f	GUGGENHEIM DEF PORT UNIT 859 RET OF CAPITAL	P		
g				
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 628,223.		515,500.	112,723.
b 1,478,535.		604,248.	874,287.
c 47,464.		37,580.	9,884.
d 60,009.		49,080.	10,929.
e 56,817.		51,439.	5,378.
f 14,162.		14,162.	0.
g			
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

(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			112,723.
b			874,287.
c			9,884.
d			10,929.
e			5,378.
f			0.
g			
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

1,013,201.

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

1/15/16

Capital Gains Report

12/1/14 Through 11/30/15

LONG TERM

10,000.000	12/14/11	12/26/14	15,637.09	9,194.25	6,442.84
7,500.000	12/15/11	12/26/14	11,727.81	7,282.96	4,444.85
2,500.000	5/24/13	2/5/15	32,117.17	34,638.13	-2,520.96
2,500.000	11/11/13	2/5/15	32,117.17	30,470.11	1,647.06
6,537.000	11/1/12	3/17/15	240,234.75	87,464.60	152,770.15
8,463.000	11/2/12	3/17/15	311,015.25	113,649.37	197,365.88
1,000.000	7/26/12	3/31/15	56,025.89	12,641.32	43,384.57
500.000	3/18/14	4/2/15	37,061.59	29,716.16	7,345.43
2,563.000	11/7/03	7/1/15	11,767.85	16,345.72	-4,577.87
1,000.000	7/26/12	7/30/15	50,376.83	12,641.32	37,735.51
0.400	11/14/13	9/14/15	6.03	34.30	-28.27
2,000.000	12/4/09	10/1/15	112,946.27	30,410.47	82,535.80
3,000.000	8/4/11	10/1/15	169,419.40	46,378.36	123,041.04
398.000	9/9/14	10/5/15	7,766.10	7,293.09	473.01
5,000.000	8/4/11	10/7/15	298,240.78	77,241.76	220,999.02
2,102.000	9/9/14	10/19/15	42,074.80	38,517.77	3,557.03
50,000.000	3/23/12	11/9/15	50,000.00	50,328.09	-328.09

TOTAL LONG TERM**1,478,534.78****604,247.78****874,287.00****OVERALL TOTAL****2,271,048.19****1,257,846.63****1,013,201.56**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNT	10.	10.	10.
TOTAL TO PART I, LINE 3	10.	10.	10.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST AND DIVIDEND INCOME	641,822.	0.	641,822.	641,822.	641,822.
TO PART I, LINE 4	641,822.	0.	641,822.	641,822.	641,822.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAACO, LTD	1	3,742.
LAACO, LTD	2	13,266.
TOTAL TO FORM 990-PF, PART I, LINE 5A		17,008.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MARINA LIMITED PARTNERSHIP	4,011.	4,011.	0.
LAACO & MARINA BOOK/TAX	3,923.	3,923.	0.
LAACO LTD- 1231 LOSS	-101.	-101.	0.
MARINA LIMITED PARTNERSHIP-1231 LOSS	-7.	-7.	0.
LAACO LTD	12.	12.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	7,838.	7,838.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	4,236.	2,118.	0.	2,118.
TO FORM 990-PF, PG 1, LN 16B	4,236.	2,118.	0.	2,118.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE	15,253.	15,253.	0.	0.
FRANCHISE TAX BOARD	1,258.	0.	0.	1,258.
REGISTRATION FEE	75.	0.	0.	0.
FOREIGN TAXES PAID	1,406.	0.	0.	1,406.
SECRETARY OF STATE	20.	0.	0.	20.
TO FORM 990-PF, PG 1, LN 18	18,012.	15,253.	0.	2,684.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC	159.	159.	0.	0.
MEMBERSHIPS	1,108.	0.	0.	1,108.
TO FORM 990-PF, PG 1, LN 23	1,267.	159.	0.	1,108.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MARYLAND HEIGHTS MO 50,000 FACE		X	50,000.	52,471.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			50,000.	52,471.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			50,000.	52,471.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CAPITAL FEDERAL FINANCIAL INC- 4,000 SH	42,502.	51,880.	
CLAYMORE EXCHANGE TR GL WATER 1,000 SH	16,088.	28,720.	
ELECTRO RENT CORP - 579,938 SH	9,087,628.	6,002,358.	
ELECTRO RENT CORP - 496 SH	6,169.	5,134.	
ELECTRO RENT CORP - 16,566 SH	197,638.	171,458.	
ELECTRO RENT CORP - 53,434 SH	654,962.	553,042.	
EVERCEL INC 8,000 SH	13,829.	9,440.	
FUELCELL ENERGY - 17,500 SH	0.	0.	
GENERAL ELECTRIC - 20,000 SH	349,800.	598,800.	
KIMCO REALTY 1,500 SH	28,831.	39,135.	
OHA INVESTMENT CORP (FKA NGP CAP) 2,000 SH	32,000.	8,360.	
PANTRY, INC. 15,000 SH	0.	0.	
PARKWAY PPTYS 3,000 SH	69,061.	51,240.	
PATRIOT TRANSN HLDG INC - 60,000/20,000 SH	169,882.	470,800.	
REIS INC 20,000 SH (25,000 SH)	352,661.	625,750.	
RENTRAK CORP 10,000 SH	0.	0.	
TRANS-LUX CORP 1,160 SH (FKA TRANSLUX SR SUB 118,000 FACE	119,177.	6,728.	
CUSHING ROYALTY & INCOME 2,568 SH	272,216.	30,174.	
MGC DIAGNOSTICS CORP, 70,000 SH	566,955.	473,900.	
NEWLINK GENETICS CORP, 2,000 SH	0.	0.	
STUDENT TRANSPORTION INC, 20,905 SH	135,802.	85,920.	
BLACKROCK CREDIT ALLOC INC TR 10,000 SH	130,686.	121,600.	
NEW RESIDENTIAL INVT CORP 5,000 SH	0.	0.	
NUTROGANICS CORP RESTR 75,000 SH	90,111.	18,750.	
ORBCOMM INC 25,000 SH	101,737.	160,250.	
STONECASTLE FINANCIAL 10,480 SH	262,692.	177,426.	
C1 FINANCIAL INC 2,500 SH	0.	0.	
CINCINNATI BELL 3,364 SH (3,909 SH)	189,545.	193,652.	
PIMCO DYNAMIC CREDIT INC FD 20,000 SH	460,278.	365,800.	
RED HAT INC 500 SH	0.	0.	

TRUPANION INC 10,000 SH (20,000 SH)	167,512.	163,600.
US BANKCORP 2,000 SH	54,785.	58,080.
GUGGENHEIM DIV GROWTH R 5,244 SH	50,005.	51,773.
AV HOMES INC 5,000 SH	75,149.	69,600.
MACK CALI REALTY CO 5,000 SH	96,476.	117,500.
NATIONAL RESEARCH CORP 3,200 SH	102,892.	108,800.
NEOGEN CORP 2,913 SH	138,777.	172,042.
SPARK NETWORKS 10,000 SH	40,238.	38,700.
TELEGENT INC 5,000 SH	42,019.	42,400.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,118,103.	11,072,812.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS MED TERM 50,000 FACE	51,005.	58,210.
JEFFRIES GROUP NOTE, 50,000	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,005.	58,210.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK DIVIDEND TR 10,392 SH	FMV	77,564.	78,667.
LAACO LTD PTRS - 200 UNITS	FMV	145,658.	326,003.
MARINA LTD PTR - 3.33 UNITS	FMV	27,160.	25,138.
PUTNAM MASTER INTER INC 2,563 SH	FMV	0.	0.
CUSHING RENAISSANCE RD 2,500 SH	FMV	62,500.	39,375.
GUGGENHEIM DEFIND PORT UNIT 50 SH	FMV	22,306.	18,441.
SALIENT MIDSTREAM & MLP FUND, 2,500 SH	FMV	50,000.	32,050.
KKR INCOME OPPORTUNITIES FD 19,500 SH	FMV	355,381.	280,020.
FRP HOLDINGS 60,000 SH	FMV	683,591.	1,859,400.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,424,160.	2,659,094.

PT XV, LN 3A: GRANTS & CONTRIBUTIONS PAID DURING YEAR

NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A WINDOW BETWEEN WORLDS 710 4TH AVENUE, SUITE 5 VENICE, CA 90291	NONE	501C3	HUMAN RIGHTS/ COMMUNITY SERVICE	300
ACCION INTERNATIONAL 10 FAWCETT STREET, SUITE 204 CAMBRIDGE, MA 02138	NONE	501C3	WORLD POVERTY	1,000
ACLU FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004-2400	NONE	501C3	CIVIL RIGHTS	1,000
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	NONE	501C3	HEALTH	100
AMERICAN JEWISH WORLD SERVICE 45 W 36TH STREET, #11 NEW YORK, NY 10018	NONE	501C3	HUMAN RIGHTS POVERTY	100
ANDRE SOBEL RIVER OF LIFE FOUNDATION P O BOX 361460 LOS ANGELES, CA 90036	NONE	501C3	EMERGENCY SERVICES	300
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	501C3	HUMAN RIGHTS	1,000
ARMY WAR COLLEGE FOUNDATION 122 FORBES AVENUE CARLISLE, PA 17013	NONE	501C3	NATIONAL SECURITY / EDUCATION	100
ART ALLIANCE FOR CONTEMPORARY GLASS 11700 PRESTON ROAD, SUITE 660, PMB 327 DALLAS, TX 75230-2718	NONE	501C3	ARTS / EDUCATION	100
ARTS FOR LA 1149 S HILL STREET, SUITE H-100 LOS ANGELES, CA 90015	NONE	501C3	ARTS / EDUCATION	1,000

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NAME OF RECIPIENT	SHOW REL TO FOUNDATION MANAGER	FOUND- ATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
B STREET THEATER 2711 B STREET SACRAMENTO, CA 95816	NONE	501C3	ARTS / EDUCATION	250
BEACON ACADEMY 477 LONGWOOD AVENUE BOSTON, MA 02215	NONE	501C3	EDUCATION	2,500
BEIT T'SHUVAH 8331 VENICE BLVD. LOS ANGELES, CA 90034	NONE	501C3	HEALTH	500
THE BRENNAN CENTER 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013	NONE	501C3	CIVIL JUSTICE	25,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST, SUITE 400 LOS ANGELES, CA 90012	NONE	501C3	COMMUNITY SERVICES	50,000
CALIFORNIA INSTITUTE OF THE ARTS 24700 MC BEAN PARKWAY VALENCIA, CA 91355	NONE	501C3	ARTS / EDUCATION	68,500
CALIFORNIA SUPREME COURT HISTORICAL S 4747 N FIRST STREET, SUITE 140 FRESNO, CA 93726	NONE	501C3	EDUCATION	70
CALIFORNIA STATE PARKS FOUNDATION P O BOX 512210 LOS ANGELES, CA 90051-0210	NONE	501C.	ENVIRONMENT	100
CALIFORNIA WOMEN LEAD 1017 L STREET, # 418 SACRAMENTO, CA 95814	NONE	501C3	EDUCATION / RESEARCH	75
CAREERS THROUGH CULINARY ARTS PROGF 20863 BETRON STREET WOODLAND HILLS, CA 91364	NONE	501C3	EDUCATION	250

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CENTER FOR BIOLOGICAL DIVERSITY P O BOX 710 TUCSON, AZ 85702-0710	NONE	501C3	BIODIVERSITY PRESERVATION	25,000
CENTER FOR REPRODUCTIVE RIGHTS 1634 EYE STREET, NW, SUITE 600 WASHINGTON, DC 20006	NONE	501C3	HUMAN RIGHTS	500
CLEAN WATER FUND 1444 EYE STREET NW, SUITE 400 WASHINGTON, DC 20005	NONE	501C3	ENVIRONMENT	1,000
COALITION AGAINST TRAFFICKING IN WOMEN P O BOX 7160 JAF STATION NEW YORK, NY 10116	NONE	501C3	HUMAN RIGHTS	1,000
THE COLBURN SCHOOL 200 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	501C3	EDUCATION / ARTS	10,000
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE	501C3	ENVIRONMENT	5,000
CRAFT EMERGENCY RELIEF FUND P O BOX 838 MONTPELIER, VT 05601	NONE	501C3	COMMUNITY / EMERGENC SERVICES	500
DAVIS PHINNEY FOUNDATION 1722 14TH STREET, SUITE 150 BOULDER, CO 80302	NONE	501C.	HEALTH EDUCATION	100
THE CRUCIBLE 1260 7TH STREET OAKLAND, CA 94607	NONE	501C3	COMMUNITY SERVICES / EDUCATION / ARTS	500
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	NONE	501C3	WILDLIFE CONSERVATION	1,000

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DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL / HEALTH	1,000
DOWNTOWN WOMEN'S CENTER 442 S SAN PEDRO STREET LOS ANGELES, CA 90013	NONE	501C3	HEALTH	1,300
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	NONE	501C3	ENVIRONMENT	5,000
EPILEPSY FOUNDATION OF GREATER LOS ANGELES 5777 W CENTURY BLVD, STE 820 LOS ANGELES, CA 90045	NONE	501C3	HEALTH	300
EQUALITY NOW 250 WEST 57TH STREET, SUITE 1720 NEW YORK, NY 10107	NONE	501C3	HUMAN RIGHTS	1,000
FEMINIST MAJORITY FOUNDATION 433 SOUTH BEVERLY DRIVE BEVERLY HILLS, CA 90212	NONE	501C3	HUMAN RIGHTS	500
FIDELITY CHARITABLE GIFT FUND 100 CROSBY PARKWAY, MAIL ZONE KC1D-FCS COVINGTON, KY 41015-9325	NONE	501C3	CHARITY	250,000
FRIENDS OF THE LEVITT PAVILLION 1499 HUNTINGTON DRIVE, STE 305 SOUTH PASADENA, CA 91030	NONE	501C3	COMMUNITY SERVICES / ARTS	300
FRIENDS OF THE SMITHSONIAN 1100 JEFFERSON DRIVE, SW, SUITE 3150 WASHINGTON, DC 20013	NONE	501C3	EDUCATION	75
GEORGIA O'KEEFFE MUSEUM 217 JOHNSON STREET SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	80

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GET LIT - WORDS IGNITE 672 S LAFAYETTE PARK PLACE, SUITE 30 LOS ANGELES, CA 90057	NONE	501C3	EDUCATION	50
GIRLS INC. OF SANTA FE 301 HILLSIDE AVE SANTA FE, NM 87501	NONE	501C3	COMMUNITY SERVICES / EDUCATION	300
GLASS ALLIANCE OF LOS ANGELES 12750 VENTURA BLVD., # 201 STUDIO CITY, CA 91604	NONE	501C3	ARTS / EDUCATION	200
GLASS ALLIANCE OF NEW MEXICO P O BOX 23823 SANTA FE, NM 87505	NONE	501C3	ARTS / EDUCATION	100
GLASS ART SOCIETY 6512 23RD AVE, NW, SUITE 329 SEATTLE, WA 98117	NONE	501C3	ARTS / EDUCATION	75
GLOBAL FUND FOR WOMEN 800 MARKET STREET, 7TH FLOOR SAN FRANCISCO, CA 94102	NONE	501C3	HUMAN RIGHTS	1,250
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301	NONE	501C3	ENVIRONMENT / SOCIAL JUSTICE	25,000
GLOBAL ZERO 1436 U STREET NW, SUITE401 WASHINGTON, DC 20009	NONE	501C3	NUCLEAR DISARMAMENT	5,000
GRAND PERFORMANCES 350 SOUTH GRAND AVE., SUITE A-4 LOS ANGELES, CA 90071	NONE	501C3	COMMUNITY SERVICES/ ARTS	500
GUTTMACHER INSTITUTE 125 MAIDEN LANE, 7TH FLOOR NEW YORK, NY 10038	NONE	501C3	HEALTH RESEARCH / EDUCATION	500

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HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES, CA 90024	NONE	501C3	EDUCATION / ARTS	65,000
HOMEWARD BOUND GOLDEN RETRIEVER RESCUE & SANCTUARY 7495 NATOMAS ROAD ELVERTA, CA 95626	NONE	501C3	ANIMAL RESCUE / SANCTUARY	1,000
HERBERT LEHMAN EDUCATION FUND 40 RECTOR STREET, 5TH FLOOR NEW YORK, NY 10006	NONE	501C3	EDUCATION	500
HOLA: HEART OF LOS ANGELES 2701 WILSHIRE BLVD, SUITE 100 LOS ANGELES, CA 90057	NONE	501C3	COMMUNITY SERVICES / EDUCATION	300
HONOLULU MUSEUM OF ART 900 S BERETANIA STREET HONOLULU, HI 96814	NONE	501C3	ARTS / EDUCATION	100
THE HUNTINGTON 1151 OXFORD ROAD SAN MARINO, CA 91108	NONE	501C3	ARTS EDUCATION	86,500
INTERFAITH COMMUNITY SERVICES 550 WEST WASHINGTON AVE. ESCONDIDO, CA 92025	NONE	501C3	COMMUNITY SERVICES	100
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LAN, 9TH FLOOR NEW YORK, NY 10038	NONE	501C3	HEALTH / EDUCATION	500
INTERSTITIAL CYSTITIS ASSOCIATION 7918 JONES BRANCH DRIVE, STE 300 MC LEAN, VA 22102	NONE	501C3	HEALTH / EDUCATION	50,000
JUBILEE USA NETWORK 212 EAST CAPITOL STREET, NE WASHINGTON, DC 20003	NONE	501C3	HUMAN RIGHTS	15,000

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J PAUL GETTY MUSEUM TRUST 1200 GETTY CENTER DRIVE, SUITE 400 LOS ANGELES, CA 90049-1687	NONE	501C3	ARTS / EDUCATION	61,300
JAPANESE AMERICAN NATIONAL MUSEUM 100 NORTH CENTRAL AVE LOS ANGELES, CA 90012	NONE	501C3	EDUCATION	75
JEWISH FEDERATION 6505 WILSHIRE BLVD., SUITE 1000 LOS ANGELES, CA 90048	NONE	501C3	COMMUNITY SERVICES	100
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE	501C3	EDUCATION	360
JUNIOR LEAGUE OF LOS ANGELES 630 NORTH LARCHMONT BLVD LOS ANGELES, CA 90004	NONE	501C3	COMMUNITY SERVICES/ EDUCATION	3,161
KPCC / SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NONE	501C3	EDUCATION	1,000
KCSM 1700 WEST HILLSIDE BLVD SAN MATEO, CA 94402	NONE	501C3	ARTS / EDUCATION	2,500
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	501C3	COMMUNITY SERVICES / EDUCATION	1,000
LAN SU CHINESE GARDEN 220 NW 2ND AVENUE, SUITE 1050 PORTLAND, OR 97209	NONE	501C3	COMMUNITY SERVICES	50
LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BLVD SOUTH LAKE TAHOE, CA 96150	NONE	501C3	ENVIRONMENT	100

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LEGAL MOMENTUM 5 HANOVER SQUARE, SUITE 1502 NEW YORK, NY 10004	NONE	501C3	EDUCATION HUMAN RIGHTS	300
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE	501C3	EDUCATION	250
LIGHTHAWK 304 MAIN STREET, SUITE 14 LANDER, WY 82520	NONE	501C3	ENVIRONMENT / CONSERVATION	1,000
LOS ANGELES COUNTY BAR FOUNDATION 1055 W 7TH STREET, SUITE 2700 LOS ANGELES, CA 90017	NONE	501C3	COMMUNITY SERVICES / EDUCATION	300
LOS ANGELES GAY & LESBIAN CENTER 1625 N SCHRADER BLVD. LOS ANGELES, CA 90028	NONE	501C3	COMMUNITY SERVICES / HUMAN RIGHTS	500
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	501C3	COMMUNITY SERVICES	250
LOYOLA LAW SCHOOL 919 ALBANY STREET LOS ANGELES, CA 90015	NONE	501C3	EDUCATION	300
MADRE 121 WEST 27TH STREET, # 301 NEW YORK, NY 10001	NONE	501C3	HUMAN RIGHTS COMMUNITY SERVICES	500
MASORTI FOUNDATION 475 RIVERSIDE DRIVE, STE 832 NEW YORK, NY 10115	NONE	501C3	EDUCATION	250
MAZON 10495 SANTA MONICA BLVD., STE 100 LOS ANGELES, CA 90025	NONE	501C3	EMERGENCY SERVICES / HUNGER	250

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MOSTE 645 W 9TH STREET, UNIT 110-376 LOS ANGELES, CA 90015	NONE	501C3	EDUCATION	500
MS FOUNDATION FOR WOMEN 12 METRO TECH CENTER, 26TH FLOOR BROOKLYN, NY 11201	NONE	501C3	HUMAN RIGHTS / SOCIAL JUSTICE	125
MUSEUM AT ELDRIDGE STREET 12 ELDRIDGE STREET NEW YORK, NY 10002	NONE	501C3	EDUCATION / HISTORIC PRESERVATION	360
MUSEUM OF ARTS AND DESIGN 2 COLUMBUS CIRCLE NEW YORK, NY 10019	NONE	501C3	EDUCATION / ARTS	6,745
MUSEUM OF CONTEMPORARY NATIVE ARTS 108 CATHERDRAL PLACE SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	250
MUSEUM OF CRAFT AND DESIGN 2569 THIRD STREET SAN FRANCISCO, CA 94107	NONE	501C3	ARTS / EDUCATION	0
MUSEUM OF LATIN AMERICAN ART 628 ALAMITOS AVENUE LONG BEACH, CA 90802	NONE	501C3	ARTS / EDUCATION	250
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE	501C3	ARTS / EDUCATION	85
MUSEUM OF NEON ART P O BOX 631 GLENDALE, CA 91209	NONE	501C3	ARTS / EDUCATION	50
MUSEUM OF NEW MEXICO FOUNDATION P O BOX 2065 SANTA FE, NM 87504	NONE	501C3	EDUCATION	10,130

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NARAL FOUNDATION 1156 15TH STREET NW, SUITE 700 WASHINGTON, DC 20005	NONE	501C3	REPRODUCTIVE RIGHTS / EDUCATION	2,500
NATIONAL ASSEMBLY OF STATE ARTS AGENC 1200 18TH STREET, NW, SUITE 1100 WASHINGTON, DC 20036	NONE	501C3	ARTS EDUCATION	250
NATIONAL CENTER FOR SCIENCE EDUCATION 420 40TH STREET, SUITE 2 OAKLAND, CA 94609	NONE	501C3	EDUCATION	1,000
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVENUE, NW WASHINGTON, DC 20005-3970	NONE	501C3	ARTS / EDUCATION	100
NATIONAL OLDER WOMEN'S LEAGUE 1627 EYE STREET NW, STE 600 WASHINGTON, DC 20006	NONE	501C3	HEALTH	100
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES 1875 CONNECTICUT AVENUE, NW, SUITE 650 WASHINGTON, DC 20009	NONE	501C3	HUMAN RIGHTS	250
NATIONAL PUBLIC RADIO (NPR) 1111 NORTH CAPITOL ST., NE WASHINGTON, DC 20002	NONE	501C3	EDUCATION	51,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVENUE NW, SUITE 1000 WASHINGTON, DC 20037	NONE	501C3	HISTORIC PRESERVATION	85
NATIONAL WOMEN'S HEALTH NETWORK 1413 K STREET, N.W., 4TH FLOOR WASHINGTON, DC 20005	NONE	501C3	MEDICAL / HEALTH EDUCATION	300
NATURAL HISTORY MUSEUM OF LOS ANGELES 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	501C3	EDUCATION	60

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NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NEVADA 89501	NONE	501C3	EDUCATION / ARTS	30,000
NOISE POLLUTION CLEARINGHOUSE 104 MAIN STREET, SUITE 2 MONTPELIER, VT 05602	NONE	501C3	ENVIRONMENT	1,000
NORTH AMERICAN CONFERENCE ON ETHIOPIAN JEWRY 255 WEST 36TH STREET, SUITE 701 NEW YORK, NY 10018	NONE	501C3	EDUCATION	180
NORTH AMERICAN CONGRESS ON LATIN AMERICA 53 WASHINGTON SQUARE SOUTH, FL 4W NEW YORK, NY 10012	NONE	501C3	EDUCATION	1,000
NORTHCOAST ENVIRONMENTAL CENTER P O BOX 4259 ARCATA, CA 95518	NONE	501C3	ENVIRONMENT	1,000
NORTON SIMON MUSEUM 411 WEST COLORADO BLVD PASADENA, CA 91105-1825	NONE	501C3	EDUCATION	75
OCEANA 1350 CONNECTICUT AVE NW, 5TH FLOOR WASHINGTON, DC 20036	NONE	501C3	CONSERVATION / ENVIRONMENT	1,000
OLDER WOMEN'S LEAGUE 1627 EYE STREET, NW, SUITE 600 WASHINGTON, DC 20006	NONE	501C3	HUMAN RIGHTS / HEALTH	100
OPERATION RAINBOW 4200 PARK BLVD PMB 157 OAKLAND, CA 94602	NONE	501C3	WORLD HEALTH / EDUCATION	2,000
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FLOOR BOSTON, MA 02215	NONE	501C3	HEALTH	1,000

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PAC/LOS ANGELES 149 SOUTH BARRINGTON AVE., SUITE 139 LOS ANGELES, CA 90049	NONE	501C3	ARTS	200
PEACE OVER VIOLENCE 1015 WILSHIRE BLVD., SUITE 200 LOS ANGELES, CA 90017	NONE	501C3	HUMAN RIGHTS	300
PENLAND SCHOOL OF CRAFTS P O BOX 37 PENLAND, NC 28765-0037	NONE	501C3	EDUCATION	500
PEOPLE FOR THE AMERICAN WAY FOUNDATI 1101 15TH STREET NW, SUITE 600 WASHINGTON, DC 20005-5002	NONE	501C3	HUMAN RIGHTS	3,500
PLANNED PARENTHOOD LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE	501C3	COMMUNITY SERVICES / HEALTH EDUCATION	1,225
PROJECT ON GOVERNMENT OVERSIGHT 1100 G STREET, NW, SUITE 500 WASHINGTON, DC 20005	NONE	501C3	GOVERNMENT OVERSIGH	1,000
PUBLIC COUNSEL LAW CENTER 610 SOUTH ARDMORE AVENUE LOS ANGELES, CA 90005	NONE	501C3	COMMUNITY SERVICES	300
RECURSOS DE SANTA FE 510 ALTO SANTA FE, NM 87501	NONE	501C3	EDUCATION	1,500
RAINFOREST ACTION NETWORK 425 BUSH STREET, STE 300 SAN FRANCISCO, CA 94108	NONE	501C3	ENVIRONMENT	2,500
RAINFOREST ALLIANCE 233 BROADWAY, FLOOR 28 NEW YORK, NY 10279	NONE	501C3	BIODIVERSITY CONSERVATION	2,500

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REDCAT 631 WEST 2ND STREET LOS ANGELES, CA 90012	NONE	501C3	ARTS	2,218
REED COLLEGE 3203 SOUTHEAST WOODSTOCK BLVD PORTLAND, OREGON 97202	Board Of Trustees	501C3	EDUCATION	445,000
RELIGIOUS COALITION FOR REPRODUCTIVE 1413 K STREET, NW, 14TH FLOOR WASHINGTON, DC 20005	NONE	501C3	HEALTH / EDUCATION	500
SABAN COMMUNITY CLINIC 8405 BEVERLY BLVD. LOS ANGELES, CA 90048-3401	NONE	501C3	COMMUNITY SERVICES / HEALTH	300
SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103-3107	NONE	501C3	EDUCATION / ARTS	49,500
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA, CA 93101	NONE	501C3	EDUCATION / ARTS	2,500
SANTA FE PRO MUSICA P O BOX 2091 SANTA FE, NM 87504-2091	NONE	501C3	ARTS	200
SCHOOL FOR ADVANCED RESEARCH P O BOX 2188 SANTA FE, NM 87504-2188	NONE	501C3	EDUCATION	50
SEVA FOUNDATION 1786 5TH STREET BERKELEY, CA 94710	NONE	501C3	POVERTY / HEALTH	1,000
SHADHIKA 3253 VALLEJO STREET DENVER, CO 80211	NONE	501C3	POVERTY / HUMAN RIGHTS	200

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SITE SANTA FE 1606 PASEO DE PERALTA SANTA FE, NM 87501	NONE	501C3	ARTS / EDUCATION	10,000
SOUTHERN CALIFORNIA COUNSELING CENTE 5615 W PICO BLVD LOS ANGELES, CA 90019	NONE	501C3	HEALTH COMMUNITY SERVICES	5,000
SOUTHERN COALITION FOR SOCIAL JUSTICE 1415 WEST HIGHWAY 54, SUITE 101 DURHAM, NC 27707	NONE	501C3	SOCIAL JUSTICE	15,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	501C3	SOCIAL JUSTICE / HUMAN RIGHTS	1,000
SOUTHWESTERN ASSOCIATION FOR INDIAN ARTS P O BOX 969 SANTA FE, NM 87504	NONE	501C3	ARTS & CULTURE	250
TAHOE HERITAGE FOUNDATION P O BOX 8586 SOUTH LAKE TAHOE, CA 96158	NONE	501C3	HISTORIC PRESERVATION	250
TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129-1755	NONE	501C3	CHARITY	45,000
TRICKLE UP 104 WEST 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	NONE	501C3	POVERTY	1,000
TRUSTEES FOR ALASKA 1026 WEST FOURTH AVE., # 201 ANCHORAGE, AK 99501	NONE	501C3	ENVIRONMENT	1,000
TURNAROUND ARTS CALIFORNIA 1301 I STREET, SUITE 930 SACRAMENTO, CA 95814	NONE	501C3	ARTS EDUCATION	17,500

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UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90024-6516	NONE	501C3	EDUCATION	7,308
UNION RESCUE MISSION 545 S SAN PEDRO ST LOS ANGELES, CA 90013	NONE	501C3	POVERTY / HUNGER	50
UNITED STATES HOLOCAUST MEMORIAL MUSE 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024-2126	NONE	501C3	EDUCATION / HISTORIC PRESERVATION	1,000
UNIVERSITY OF CHICAGO 1111 EAST 60TH STREET CHICAGO, IL 60637	NONE	501C3	EDUCATION	50,000
VETERANS PARK CONSERVANCY 11661 SAN VICENTE BLVD., SUITE 204 LOS ANGELES, CA 90049	NONE	501C3	HISTORIC PRESERVATION	125
VIRGINIA AVENUE PROJECT 1649 18TH STREET SANTA MONICA, CA 90404	NONE	501C3	EDUCATION / ARTS	100
WATER EDUCATION FOUNDATION 1401 21 ST STREET, SUITE 200 SACRAMENTO, CA 95811	NONE	501C3	EDUCATION	100
WELLESLEY CENTERS FOR WOMEN 106 CENTRAL STREET WELLESLEY, MA 02481-8203	NONE	501C3	EDUCATION / RESEARCH	50
WELLS BRING HOPE 16563 PARK LANE CIRCLE LOS ANGELES, CA 90049	NONE	501C3	HEALTH	5600
WHEELRIGHT MUSEUM OF THE AMERICAN IN 704 CAMINO LEJO SANTA FE, NM 87502	NONE	501C3	EDUCATION	250

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THE WILDERNESS SOCIETY 1615 M STREET NW, SUITE 200 WASHINGTON, DC 20036	NONE	501C3	CONSERVATION	1,000
WOMEN LAWYERS ASSOCIATION OF LOS ANGELES FOUNDATION 634 S SPRING STREET, STE 617 LOS ANGELES, CA 90014	NONE	501C3	SOCIAL JUSTICE/ COMMUNITY SERVICES	1,750
WOMEN AGAINST GUN VIOLENCE 8800 VENICE BLVD, STE 304 LOS ANGELES, CA 90034	NONE	501C3	COMMUNITY SERVICES / EDUCATION	250
WORLD JEWISH CONGRESS 501 MADISON AVE NEW YORK, NY 10022	NONE	501C3	WORLD AFFAIRS / EDUCATION	50
YOLO BASIN FOUNDATION 45211 COUNTY ROAD 32B DAVIS, CA 95618	NONE	501C3	ENVIRONMENT	100
TOTAL				<u><u>1,572,142</u></u>